
Bylaws of the First Unitarian Church of Cincinnati

Amended and Restated Bylaws
Enacted on September 26,
2021

Amended on May 22, 2022

Amended on March 17, 2024

These Bylaws are made and entered into by the Board of Trustees (the Board) of the First Unitarian Church of Cincinnati (the Church) with the approval of its Members.

PREAMBLE TO SEPTEMBER 2021 AMENDMENTS

These Bylaws are made under the following circumstances:

The Amended and Restated Articles of Incorporation of the First Unitarian Church of Cincinnati, September 26, 2021, empower the Board to govern the Church.

The Board determined it was in the best interests of the Church to combine its constitution and its Bylaws. It formed an Ad Hoc Committee to combine these into a single document as Bylaws. Those Bylaws were approved and adopted by the Congregation on January 21, 2018. In combining, relatively few changes were made to the content of the constitution and Bylaws.

Subsequently, the Board reviewed the content of the Bylaws of January 28, 2018, and noted concerns:

Although Church operation was broadly defined in the Bylaws, the Board and its committees had, over several years, established operational policies that provided detail not appropriate for Bylaws.

Portions of current Bylaws were decades old and no longer representative of Church operation.

The Board asked the Unitarian Universalist Association (UUA) region to review its Bylaws. The review recommended many changes to reflect current Church operational best practices.

Many committees named in Bylaws were no longer functioning, requiring amendments to remove them.

The Collaborative Model of Governance (CMG), which had been approved in 2012, stated that the Minister was supervised by the Board and supervised Staff only as designated by the Board. Neither shared leadership nor a Committee on Shared Ministry was addressed in the Bylaws or in CMG.

When the Congregation called a new Minister on April 29, 2018, the Church committed to shared leadership between the Minister and the Board, establishing a Committee on Shared Ministry, and having the Minister act as Chief Executive Officer of the Church. With the call of a new Minister, the CMG became obsolete.

Significant amendment of the Bylaws would be required to reflect current Church operation. Operation without amendment violated portions of the Bylaws.

In view of the above concerns, the Board determined it was in the best interests of the Church to revise its Bylaws and formed a task force to make recommendations. After considerable study, the Bylaws Task Force recommended that the Bylaws of January 21, 2018, be restated to address the above concerns.

The Bylaws Task Force's proposed Bylaws were presented to the Board and the Congregation for its input. After considering congregational input, the Board proposed these Bylaws for adoption.

At a Congregational Meeting held on September 26, 2021, these Bylaws were approved by the affirmative vote of two-thirds (2/3) of those present and voting.

With this action, the Bylaws of January 28, 2018, are voided, as well as the Collaborative Model of Governance.

PREAMBLE TO MARCH 17, 2024, AMENDMENTS

Since the passage of the September 26, 2021, Bylaws, significant changes occurred at the Church. The Settled Minister resigned in April 2022 and an Interim Minister could not be found. From June 2022 through July 2023 the Church had no minister. Between 2018 and 2023, Church membership dropped from 290 to 205. The reasons included an extended COVID-19 building shutdown, right relations issues, and the loss of a Settled Minister.

The Bylaws were amended to add a Committee on Right Relations on May 22, 2022. At the urging of the Unitarian Universalist Association, the Church hired a Developmental Minister in August 2023. The purpose of developmental ministry was to evaluate and improve the Church's culture, structure, and procedures so that the Church would be better positioned to call a Settled Minister in four to seven years.

The Board of Trustees appointed a Task Force in December 2023 to work with the Developmental Minister to recommend any necessary changes to the Board's structure.

With the Board operating under policy governance, with the Minister charged with some duties held by the Board prior to the 2021 Bylaws, and with a much smaller and aging Congregation from which it was difficult to recruit Trustees, the Task Force recommended, and the Board approved, several Bylaws changes to improve efficiency of Church operations.

The Board was reduced from nine to six Trustees, with an elected Treasurer as a seventh Board Member. The Vice-President (VP) role was split and redefined so that a VP of Administration and a VP of Programs would communicate regularly with Committees and Teams to assess and support the administrative functions and programs of the Church. Both VPs were placed on the Executive Committee (EC).

Because the role of the VP of Programs included assessment of the Church's ministry, the Committee on Shared Ministry ceased operation.

To acknowledge the importance of the Treasurer to the Board and the Church's operation, and to make a tie vote unlikely in case of a controversial issue, the Treasurer became a voting Board member appointed by the Trustees, whose appointment was annually ratified by the Congregation.

The number of Members assigned to the Nominating and Ministerial Search Committees was reduced to align with the congregation's size.

Building & Grounds (B&G) was designated as a Committee as it falls under the purview of the Board, which is charged with maintaining Congregation-owned Church property.

Specific Staff titles mentioned in the Bylaws were deleted.

Differences between the 2021 Bylaws and the Minister's 2023 contract were resolved regarding the Minister's role with Staff. Amendments gave the Minister, as Staff supervisor and the Church's Chief Executive Officer, responsibility for staffing decisions and evaluations.

With these actions, the Bylaws were amended on March 17, 2024.

ARTICLE I – NAME

The name of this church shall be:

First Unitarian Church of Cincinnati

ARTICLE II – PURPOSE

We, the Congregation of the First Unitarian Church of Cincinnati, create a community, and we intentionally welcome all. We do this without requiring adherence to any religious belief or creed. We foster an environment of purposeful inclusion where all can feel safe, valued, cared for, and given an opportunity to form meaningful connections with each other. We cherish the diversity of humanity, a diversity which includes differences in sex, age, race, ethnicity, national origin, range of abilities, sexual orientation, gender identity, financial means, education, theology, and political perspective. These values apply to all of the activities of our Congregation. They inform all of our decisions, including our business practices, employment decisions, and the calling and retention of our Minister and Staff. They also compel our engagement, service, and advocacy for social justice in the wider community.

ARTICLE III – DENOMINATIONAL AFFILIATION

The Church shall be a member of the Unitarian Universalist Association (UUA), or its successor, and may be a member of any Unitarian Universalist area organization, all in accordance with the dictates of conscience. The existence of the church and its corporate status are not dependent upon its denominational affiliation.

ARTICLE IV – MEMBERSHIP

Section 1. MEMBERSHIP ELIGIBILITY

- 1) To be eligible for membership, an individual must be a person fourteen years of age or older and express an interest in being welcomed into the First Unitarian Church community.
- 2) Any individual, of whatever background or life experience, becomes a Member by following the process set forth in the Membership Policy. The policy includes, but is not limited to, the Principles of Unitarian Universalism, the Church's Covenant of Right Relations, and the Church's Mission Statement.
- 3) A Member signs the Membership Book and promises, as they are able, to participate in the life of the Church including the Church's
 - a) Stewardship and finance campaigns.
 - b) Social justice efforts
 - c) Worship services
- 4) A Member shall covenant to:
 - a) Join the Church's ongoing pursuit welcoming acceptance and social justice.
 - b) Affirm the principles, covenants and mission set forth in the Membership Policy and agree to hold them as strong values and moral guides.

Section 2. MEMBERSHIP RIGHTS

- 1) A Member has the right to vote on Church matters at Congregational Meetings; however, only Members who have attained the age of legal majority may vote on matters of real property or contracts.
- 2) Members shall be included in the Church directory, with access to the Church's means of communication. A Member may request to be kept out of the directory.
- 3) A Member has the right to be certified to the UUA and to receive UUA publications.
- 4) A Member may be named a delegate by the Board to the General Assembly and regional meetings or may attend such meetings as a non-delegate.
- 5) A Member has the right to have use of the Church building for properly scheduled meetings and social functions according to the policies and procedures of the Church.
- 6) A Member may be named to a Committee as outlined in these Bylaws.

Section 3. SEPARATION FROM MEMBERSHIP

- 1) A Member may request that their membership be terminated at any time by addressing a written request to the Board.
- 2) Members may be removed from membership by a vote of the Board, at its sole discretion, for cause. "For Cause" includes, but is not limited, to actions that threaten the well-being of the Congregation according to the Violent or Disruptive Behavior Policy. Before the Board may consider revocation of membership, the Member, where practicable, must be given fair notice and an opportunity to be heard.
- 3) Nothing in this article shall be interpreted as requiring a change in the status of any Member who, in the judgment of the Board, is prevented by factors beyond their control, from participating in the life of the Church.

ARTICLE V – CONGREGATIONAL MEETINGS

Section 1. REGULAR CONGREGATIONAL MEETINGS

- 1) The Board shall establish three Regular Meetings of the Congregation annually.
- 2) One Regular Meeting shall be held in September (Fall Meeting), one after the first of the year but no later than February 15 (Winter Meeting), and one no later than May 31 (Spring Meeting).
- 3) The times and dates of Regular Meetings shall be set and placed on the published Church calendar no later than August 15 in each fiscal year.
- 4) The times and dates of Regular Meetings may be adjusted by the Board during the course of the fiscal year by written or electronic mail to every Church Member at least two weeks in advance of the meeting.
- 5) The stated purpose of the Regular Meeting shall be communicated by written or electronic mail sent to every Church Member no later than two weeks in advance of the meeting.
- 6) The dates, times and purposes of Regular Meetings shall be announced from the pulpit for two weeks in advance of the meeting, along with the day of the meeting.
- 7) The Board shall establish the agenda and operate the Regular Meetings.

Section 2. SPECIAL CONGREGATIONAL MEETINGS

- 1) The Board may, as needed, call other Congregational Meetings defined as Special Meetings.
- 2) Additionally, a petition to call a Special Meeting signed by at least 10% of the Church Members, submitted in writing to the Board, shall require the Board to call a Special Meeting.
 - a) The Special Meeting shall occur no later than 45 days after the receipt of the petition without regard to other events on the Church calendar.
 - b) The Board shall establish the agenda and operate the Special Meeting to address the topic(s) of the petition.
- 3) The dates and times of the Special Meetings will be established by the Board by written or electronic mail to every Church Member at least two weeks in advance of the meeting.
- 4) The stated purpose of the Special Meeting shall be communicated by written or electronic mail sent to every Church Member no later than two weeks in advance of the meeting.
- 5) The dates, times and purposes of Special Meetings shall be announced from the pulpit for two weeks in advance of the meeting, along with the day of the meeting.

Section 3. CONGREGATIONAL MEETING RULES

- 1) A quorum shall be 20% of the Church Members for all Congregational Meetings.
 - a) Appearing as present at the meeting shall include physical presence or electronic presence over Church sponsored audio/video media. Attendance by electronic means shall require the ability to communicate and receive communication, and to be able to participate in discussions. The meeting notice shall provide details on electronic participation.
 - b) The quorum count shall be announced as an item of the meeting's agenda prior to any votes.
- 2) Congregational Meetings shall operate by Robert's Rules of Order.
- 3) All decisions at Congregational Meetings shall be made by majority vote of Church Members present and voting unless otherwise specified by these Bylaws.
- 4) There shall be no absentee or proxy voting.

ARTICLE VI – POLICY GOVERNANCE

The Church is Congregational in its polity. As such, it is independent and self-governing. The Church shall operate by Policy Governance. The Board is responsible for writing and maintaining the policies of the Church. The Board is authorized to write policies, or to approve and adopt policies written by the Minister, Committees, Teams, Task Forces, or Staff. In writing or considering policies, the Board may invite participation of others.

ARTICLE VII – SHARED LEADERSHIP

- 1) The Minister and the Board share responsibility for the leadership and the Ministry of the Congregation.

- 2) The Board looks to the Minister for spiritual leadership and initiative, and for assistance in setting and articulating the Congregation's Mission and Vision. The Board also looks to the Minister for professional and inspired performance and oversight of the Congregation's programs in collaboration with the Board as well as the Committees, Teams, Task Forces and Staff.

ARTICLE VIII – THE MINISTER

Section 1. THE MINISTER'S ASSOCIATION

The Minister shall be in Fellowship with the UUA, and a member in good standing of the Unitarian Universalist Ministers Association or its successor.

Section 2. THE MINISTER'S CALL

- 1) A minister's call shall be with the minimum consent of three-fourths (3/4) of Church Members present and voting at a Congregational Meeting, as per Article V, Section 3 of these Bylaws.
- 2) Voting shall be by secret ballot, conducted and counted under the authority of the Board. The vote will be counted by a minimum of three Church Members designated by the Board, including at least one Board Trustee. The results will be reported before the conclusion of the meeting.
- 3) Nomination for the Call of the Minister shall be made by the Ministerial Search Committee as described and by the conditions delineated in Article XVII.
- 4) A Letter of Agreement with the called Minister will be made by the Board as the official signatory of the Congregation.
- 5) The Minister shall be called for an indefinite tenure, unless otherwise agreed to.
- 6) The Congregation through the Board and Minister may choose to call, hire, and contract with additional ministers in order to meet the needs of the Church.

Section 3. THE MINISTER'S REMOVAL

- 1) The Minister may be dismissed with the minimum consent of a majority of Church Members present and voting as per Article V, Section 3, at a Special Congregational Meeting called explicitly for that purpose.
- 2) Voting shall be by secret ballot, conducted and counted under the authority of the Board. The vote will be counted by a minimum of three Church Members designated by the Board, including at least one Board Trustee. The results will be reported before the conclusion of the meeting.
- 3) In case of dismissal by the Congregation, notice of at least four (4) months shall be given, unless dismissed for cause as set forth below.
- 4) The Board retains the right to immediately dismiss a Minister for egregious actions as specified in the Minister's Letter of Agreement, or for moral turpitude, criminal activity, or dishonesty.

Section 4. THE MINISTER'S AUTHORITIES AND RESPONSIBILITIES

- 1) The Minister shall be the spiritual leader of the Church community.

- 2) The Minister shall be granted freedom of the pulpit without restrictions as to beliefs and teachings.
- 3) The Minister shall publicly represent the Church and may speak for the Church on community topics without prior constraint and within the existing Mission, Vision, and Policies of the Church.
- 4) The Minister shall be responsible for the ministries of the Church, including but not limited to, worship, pastoral care, rites of passage, religious education, and social justice.
- 5) The Minister shall be the Chief Executive Officer (CEO) of the Church.
 - a) The Minister shall be responsible for the direct supervision and oversight of the paid Staff of the Church. See Article IX.
 - b) The Minister shall be responsible for the delegation of the entire ministry of the Church to Staff and Teams.
 - c) The Minister shall be responsible for the day-to-day operations of the Church within the policies and procedures of the Church.
- 6) The Minister shall share, with the Board, on an ex officio basis, authority for the development of Church goals and objectives to implement the Mission and Vision of the Congregation.
 - a) The Minister shall be welcome at any Committee, Task Force, Team, or event of the Church at the Minister's discretion.
 - b) The Minister shall serve as member of the Executive Committee and an ex-officio, non-voting member of the Board.

ARTICLE IX – CHURCH STAFF

The Minister supervises all Staff. Consistent with Board policies, the Minister has the authority to (1) hire and discharge Staff or implement other major personnel-related changes, and (2) recommend Staff compensation to the Board, which has fiduciary responsibility for the Church. The Minister may delegate supervision of Staff to other Staff members and will inform the Board of any delegation of supervision.

ARTICLE X – THE BOARD OF TRUSTEES

Section 1. DESCRIPTION

- 1) There shall be six Trustees with voting privileges. See Article XI, Section 5 for details on the Treasurer as the seventh voting member of the Board. The balance of Article X, Section 1, pertains to the six non-Treasurer Trustees.
 - a) Each Trustee shall be elected by and responsible to the Congregation.
 - b) Two Trustees shall be elected at each Spring Congregational Meeting.
 - c) Each Trustee shall serve a three-year term beginning and ending on the dates of the fiscal year.
 - d) Each Trustee may be eligible for re-election only after the expiration of one year following a term of service on the Board.
 - e) No Trustee may be a paid Church Staff member.

- 2) At the first meeting of the fiscal year, the Trustees shall elect from their own membership a President, a Vice President of Administration, a Vice President of Programs, and a Secretary.
- 3) Upon a vacancy the Board shall appoint a replacement Trustee from among the Church Members.
 - a) The new Trustee shall be approved by a majority vote of the Board.
 - b) The new Trustee shall serve at the will of the Board until approved by a vote of the Church Members at the next Congregational Meeting.
 - c) If a Board office becomes vacant, the Board shall elect from among its Trustees a replacement for the office.
- 4) The Board may remove one of its own Trustees due to violation of Board policy or failure to fulfill their duties by a three-quarters (3/4) vote of the entire Board, including the Trustee at issue.
- 5) The Board has the authority to transition from nine to six non-Treasurer Trustees as a result of the 2024 amendments.

Section 2. BOARD MEETINGS

- 1) The Board shall set its meeting schedule with the authority to cancel and add meetings as needed.
- 2) Four voting Board members shall constitute a quorum.
- 3) All business meetings of the Board shall be open to all Members of the Congregation and Staff. Church Members in attendance may speak with permission but not vote or make motions.
- 4) The Board may, at its own discretion, engage in confidential, legal and personnel discussions in Executive Session.
- 5) The Board shall endeavor to operate and make decisions by consensus. Where consensus does not exist, actions by the Board may be decided upon by a majority of the votes cast by those Trustees present at the meeting.

Section 3. BOARD RESPONSIBILITIES

- 1) The Board is the governing body of the Church.
 - a) The Board establishes, approves, amends, or deletes the policies and procedures of the Church. Other than the dictates of these Bylaws, the Church will be governed by the written policies and procedures of the Church, as approved by the Board. All policies and procedures of the Committees, Task Forces, and Teams are subject to the approval of the Board.
 - b) The Board has responsibility for oversight of the administrative management of the Church. The Minister has executive responsibilities for these. This is shared responsibility.
 - c) The Board shall approve employees' salaries, benefits, and personnel arrangements as determined by the Minister so that they are consistent with Board policies.
 - d) No Church Member or Staff, outside the authority of the Board, may obligate the Church via contracts or other means, written or verbal.
 - e) The Board has the authority to enter into and implement contracts. It may delegate this authority to the Minister or Church Staff at its discretion.

- f) The Board may appoint a liaison from the Board to any Committee, Task Force, or Team. It shall appoint a liaison to the Endowment Fund Board.
- g) The Board is responsible for naming one to two members of its own body to the Ministerial Search Committee when appropriate.
- h) The Board is responsible for employing an interim Minister when appropriate.
- 2) The Board is responsible for connecting with other Unitarian Universalist (UU) organizations.
 - a) The Board is responsible for naming delegates to UU conferences and the UUA General Assembly. Part of this responsibility may include proposing resolutions and considering resolutions proposed by others.
 - b) The Board is responsible for liaison with the UUA and any UU organization with which the Church has an affiliation.
- 3) The Board is responsible for setting short-term and long-term goals of the Church that support the Mission and Vision of the Church
- 4) The Board is responsible for oversight of the finances and physical facilities of the Church.
 - a) The Board is responsible for oversight of the real property, the buildings and land of the Church.
 - b) The Board may only sell, purchase, encumber, or otherwise dispose of the buildings and land of the Church with the concurrence of at least two-thirds (2/3) of Church Members present and voting at a Congregational Meeting.
 - c) At the recommendation of the Finance Committee, the Board must submit an operating budget, for an approval vote of the Congregation, each year at the Spring Congregational Meeting.
 - d) The Board may revise an approved operating budget if the revisions account for less than 20% of the total operating budget. The Board must seek Congregational approval for operating budget revisions in excess of 20% of the operating budget
 - e) The Board has fiduciary responsibility for the Church and monitors the operational budget, the capital budget, and the assets of the Church's treasury.
 - f) The Board is responsible for approving and accepting donations, gifts, and bequests to the Church in accordance with Board and financial policies.

ARTICLE XI – OFFICERS OF THE BOARD OF TRUSTEES

Section 1. PRESIDENT

- 1) The President shall serve as the convener and chair for the Board, the Executive Committee, and the Congregational Meetings.
- 2) The President shall publicly represent the Church and may speak for the Church on community topics without prior constraint and within the existing Mission, Vision, and policies of the Church.

Section 2. VICE PRESIDENT OF ADMINISTRATION

- 1) The Vice President of Administration shall serve in the absence of the President as the convener and chair for the Board, the Executive Committee, and the Congregational Meetings.

- 2) The Vice President of Administration shall maintain regular communication with the administrative Committees, Task Forces, and Teams of the church to assess and support the administrative functions of the church.
- 3) The Vice President of Administration shall report to the Board monthly.
- 4) The Vice President of Administration leads the annual church membership review and reports the results to the Board and the UUA.
- 5) The Vice President of Administration leads the compilation of the annual reports of the Committees, Task Forces, and Teams of the Church, and presents them to the Board and the Congregation.
- 6) The Vice President of Administration shall perform other executive duties as agreed and directed by the Board and/or the Executive Committee.

Section 3. VICE PRESIDENT OF PROGRAMS

- 1) The Vice President of Programs shall serve in the absence of the President and Vice President of Administration as the convener and chair for the Board, the Executive Committee, and the Congregational Meetings.
- 2) The Vice President of Programs shall regularly convene the program-related Committees, Task Forces, and Teams of the church to assess and support progress toward realizing the mission of the church.
- 3) The Vice President of Programs shall report to the Board monthly.
- 4) The Vice President of Programs shall report to the congregation annually.
- 5) The Vice President of Programs shall perform other executive duties as agreed and directed by the Board and/or the Executive Committee.

Section 4. SECRETARY

- 1) Secretary shall keep written minutes of the meetings of the Board and of the Congregation.
- 2) The Secretary shall publish the approved meeting minutes.
- 3) The Secretary shall announce and distribute agendas for future Congregational Meetings in accordance with these Bylaws.

Section 5. TREASURER

- 1) The Treasurer shall be selected annually by the Trustees from among the Church Members to serve a one-year term, corresponding to the fiscal year of the Church. The Treasurer may serve unlimited successive terms. The Treasurer's appointment shall be ratified by a majority of Church Members attending and voting at the Spring Congregational Meeting. When a vacancy occurs, the Board shall appoint a successor to serve the unexpired portion of the term of the Treasurer, subject to the ratification of the Church Members at the next Congregational Meeting.
- 2) The Treasurer shall serve as a member of the Executive Committee and as a voting member of the Board.
- 3) The Treasurer shall oversee the receipt, accounting, and payment of all monies of the Church, excluding the Endowment Fund.
- 4) The Treasurer shall make reports of the assets of the Church's treasury to the Board as requested and at the discretion of the Board.

- 5) The Treasurer shall present in writing at each Regular Congregation Meeting a financial statement of the assets in the Church's treasury.

Section 6. EXECUTIVE COMMITTEE

- 1) The Executive Committee (EC) shall be composed of the President, Vice President of Administration, Vice President of Programs, Secretary of the Board, Treasurer, and the Minister.
 - a) EC shall provide counsel to the work of the Minister and Staff.
 - b) EC shall determine the items of importance for the agenda for meetings of the Board.
 - c) EC may invite other Church Members and Staff to join its meetings in order to aid its deliberations.
 - d) EC may meet at dates, times, and locations of its own discretion unless otherwise specifically charged by the Board.
 - e) EC may make recommendations to the Board.
 - f) EC has the power to act in place of the Board on minor, routine issues as well as in times of extraordinary demand for quick action.
 - g) EC shall operate and make decisions by consensus. If consensus does not exist, the question must be taken to the full Board.
 - h) EC shall report its actions to the Board at its next regular meeting.

ARTICLE XII – ENDOWMENT FUND

- 1) The Amended and Restated Agreement Concerning the Endowment Fund (EF) of the First Unitarian Church of Cincinnati (January 31, 2007), as amended, is the governing document for the Church's EF (EF Agreement).
 - a) As described in the EF Agreement, responsibility for management of the EF shall be vested in five EF Board Trustees, each of whom shall be Church Members. They shall be appointed by the Board to five-year, staggered terms subject to ratification by a majority of Church Members attending and voting at the Spring Congregational Meeting. When a vacancy occurs, the Board shall appoint a successor to serve the unexpired portion of the term of the former EF Trustee, subject to the ratification of the Church Members at the next Congregational Meeting.
 - b) Other authorities of the Board with regard to the EF are described in the EF Agreement.
- 2) The EF is the repository of permanent or legacy gifts to the Church. Into the EF shall be placed gifts or bequests (1) designated by the donor for the EF, or (2) designated by the donor for the Church and directed by the Board to the EF.

ARTICLE XIII – COMMITTEES, TEAMS, AND TASK FORCES

Section 1. COMMITTEES

- 1) A Committee shall be any group designated by the authority of these Bylaws for the accomplishment of certain purposes.

- 2) Committees carry out necessary functions of the Church and provide operational data and information needed by the Board to carry out its responsibilities.
- 3) Committees may operate under the direction of their policy manuals. Changes to policy manuals of Committees are developed by the Committees and subject to the approval of the Board.
- 4) Only Church Members may serve on Committees except as provided elsewhere in these Bylaws.
- 5) Membership and leadership of Committees is subject to the approval of the Board.
- 6) The Board may appoint liaisons to Committees.
- 7) Committee meetings shall be open to all Church Members except when confidential, legal and personnel items are discussed. Attending Church Members may address the group when invited by leadership.

Section 2. TEAMS

- 1) A Team shall be any group established through the authority of the Minister for the accomplishment of a certain purpose and the execution of the Ministry of the Church.
 - a) A Team is responsible to the Minister for its work and oversight.
 - b) The Minister will determine which Teams will operate under the direction of their own policy manuals.
 - c) A Team may have a specific charge, a goal to be accomplished, and an ending date for its work, or a Team may operate in perpetuity with changing membership over time.
- 2) The Minister may create, redefine, or delete a Team as needed.
- 3) The membership and leadership of a Team is established at the discretion of the Minister and may include individuals who are not Church Members.
- 4) The Board may appoint liaisons to Teams as needed.
- 5) All Team meetings shall be open to all Church Members except when confidential, legal and personnel items are discussed. Attending Church Members may address the group when invited by leadership.

Section 3. TASK FORCES

- 1) A Task Force shall be any group established through the authority of the Board for the accomplishment of a certain purpose.
 - a) A Task Force is responsible to the Board for its work and oversight.
 - b) A Task Force shall have a specific charge. Each Task Force will dissolve when its goal has been achieved.
- 2) The Board may create, redefine, or delete a Task Force as needed.
- 3) The membership and leadership of a Task Force is established at the discretion of the Board and may include individuals who are not Church Members.
- 4) The Board may appoint liaisons to Task Forces as needed.
- 5) All Task Force meetings shall be open to all Church Members except when confidential, legal and personnel items are discussed. Attending Church Members may address the group when invited by leadership.

ARTICLE XIV – NOMINATING COMMITTEE

Section 1. COMMITTEE STRUCTURE

- 1) The Nominating Committee shall be composed of five Church Members. Current Board Trustees may not serve on this Committee:
 - a) Each year The Board shall appoint two Church Members to serve two-year terms.
 - b) Each year The Board shall appoint one of its own outgoing Trustees to serve a one-year term.
 - c) These Board appointments shall be ratified by a vote of the Church Members attending and voting at a Congregational Meeting.
- 2) The terms shall correspond to the fiscal year.
- 3) Vacancies on the Committee shall be filled by appointment by the Board.
 - a) Appointees to the vacancies shall be ratified by a vote of the Church Members attending and voting at the next Congregational Meeting.
 - b) Appointees to the vacancies shall serve out the remainder of the unexpired term.

Section 2. COMMITTEE RESPONSIBILITIES

- 1) The Committee shall operate confidentially with regard to its interactions with individual Church Members.
- 2) Forty-five days prior to the Spring Congregational Meeting, the Committee shall provide to the Congregation a list of nominees from among the Church Membership for open Trustee positions on the Board and notify all Church Members via written or electronic mail.
- 3) Additional nominations for the Board may be made, with the signed consent of the candidate, by a petition signed by 10% of the Congregation. The petition shall be filed with the Board President no later than 15 days prior to the Congregational Meeting and made known to all Church Members via written or electronic mail.
- 4) The Committee shall select five to six members of the Congregation, excepting existing Board Trustees, to the Ministerial Search Committee, when it becomes necessary to call a new Minister.
 - a) The Committee shall provide their list of nominees to the Board in a timeframe determined by the Board.
 - b) The selected nominees shall be ratified by a vote of the Church Members attending and voting at a Congregational Meeting.

ARTICLE XV – HUMAN RESOURCES COMMITTEE

Section 1. COMMITTEE STRUCTURE

- 1) The Human Resources Committee (HRC) shall consist of the Minister, a Trustee, appropriate Staff, and at least three other Church Members.
- 2) Membership and leadership of the Committee is subject to the approval of the Board.

Section 2. COMMITTEE RESPONSIBILITIES

- 1) The HRC shall be responsible for the development and maintenance of the personnel policies and procedures of the Church, as approved by the Board.
- 2) The HRC may recommend to the Minister any changes in Staff compensation, benefits, or terms and conditions of employment.
- 3) The HRC shall review hiring, firing, compensation, and evaluation of all Staff to confirm that processes conform to church policy.
- 4) The Committee shall operate confidentially with regard to its interactions with individual Staff members.

ARTICLE XVI– MINISTERIAL SEARCH COMMITTEE

Section 1. COMMITTEE STRUCTURE

- 1) When it becomes necessary to call a Minister, the Board, in cooperation with the Congregation will appoint a Ministerial Search Committee (MSC) of six to eight members.
- 2) One to two committee members shall come from the Board, appointed by the Board.
- 3) Six others will be Church Members selected by the Nominating Committee. Their appointment must be ratified by a vote of the Church Members attending and voting at a Congregational Meeting.

Section 2. COMMITTEE RESPONSIBILITIES

- 1) The MSC shall be responsible to assess the state of the Congregation and its needs for Ministerial leadership.
- 2) The MSC shall establish the parameters of the search in accordance with the charge of the Board and the search procedures of the UUA.

ARTICLE XVII – FINANCE COMMITTEE

Section 1. COMMITTEE STRUCTURE

- 1) The Finance Committee should consist of the Treasurer, appropriate Staff, and at least three others who are Church Members.
- 2) Membership and leadership of this Committee is subject to the approval of the Board.

Section 2. COMMITTEE RESPONSIBILITIES

- 1) The Committee shall be responsible for overview of the Church's financial assets and budgets. It shall make recommendations to the Board on financial matters. It shall respond to the Board's requests for financial data. It shall report at Congregational Meetings as requested by the Board.
- 2) The Committee shall write operational policies and operate under policy manuals approved by the Board. The Committee's policy manuals will describe the processes for determining the Church's budgets.

- 3) The Committee, with the assistance of the Board and Minister as needed, shall be responsible for the selection of Church Members to serve as the Stewardship Leaders. Stewardship Leaders shall be members of the Committee.
- 4) The Committee shall be responsible for the development of the Church's annual, fiscal-year, operating budget, and recommendation (1) to the Board for its endorsement and (2) to the Church for their approval. Approval shall be by a majority of Church Members attending and voting at the Spring Congregational Meeting.
- 5) The Committee will, unless released by the Board and the Minister, keep confidential pledges and Staff salaries.

ARTICLE XVIII - COMMITTEE ON RIGHT RELATIONS

This Article added by amendment May 22, 2022.

Section 1. COMMITTEE STRUCTURE

- 1) The Committee on Right Relations (CRR) shall be composed of one current Board Trustee appointed by the Board, and three other Church Members.
- 2) The Board Trustee's tenure on the CRR shall be for a term of one year, and they may succeed themselves during their Board term.
- 3) The Church Members shall be elected by the Congregation from a slate of nominees put forth by the Board. They shall serve for three-year terms with one new committee member elected at the Fall Congregational Meeting every year.
- 4) The terms shall correspond to the fiscal year.
- 5) Vacancies on the Committee shall be filled by appointment of the Board.
 - a) Appointees to the vacancies shall be ratified by a vote of the Church Members attending and voting at the next Congregational Meeting.
 - b) Appointees to the vacancies shall serve out the remainder of the unexpired term.

Section 2. COMMITTEE RESPONSIBILITIES

- 1) The primary purpose of the CRR is to assist the Congregation and Church leadership in clarifying, refreshing, and upholding our Covenant of Right Relations.
- 2) The CRR will help facilitate the well-being of the First Church Congregation as a whole by fostering, mediating, and maintaining healthy relationships with the Congregation through education and training.
- 3) The CRR will regularly publicize and focus attention on First Church's Covenant of Right Relations as a basis for relationship building within the congregation. This, in turn, will inform Church members of their expected behavior in order to maintain an atmosphere of Congregational responsibility for healthy relationships.
- 4) The CRR will design accessible procedures which the Church members can readily turn to and use during times of stress and conflict.
- 5) The CRR will keep the Board of Trustees informed about their services and training activities provided to Church members.

ARTICLE XIX – BUILDING AND GROUNDS COMMITTEE

Section 1. COMMITTEE STRUCTURE

- 1) The Building and Grounds Committee should consist of appropriate Staff and at least three others who are Church Members.
- 2) Membership and leadership of this Committee is subject to the approval of the Board.

Section 2. COMMITTEE RESPONSIBILITIES

- 1) Shall maintain a safe, accessible, fully functional, and attractive facility.
- 2) Shall work with appropriate staff on all matters pertaining to the repair, maintenance, custodial care, furnishing, decorating, renovation, and landscaping of the Church building and grounds.
- 3) May participate in the hiring and evaluations of appropriate Staff.
- 4) Shall work with the appropriate Staff to formulate and execute policies and procedures regarding use/leasing of the Church building and/or grounds by members and outside groups or individuals.

ARTICLE XX – FISCAL YEAR

The Church fiscal year shall begin on July 1st and end on June 30th.

ARTICLE XXI – INDEMNITY

The members, the directors, and the officers of this Corporation shall not be personally liable for any obligation of the Corporation, to the greatest extent permitted by law. This Corporation shall defend, indemnify, and hold harmless its volunteer officers and directors to the greatest extent permitted by law. This provision does not apply to unlawful intentional acts.

ARTICLE XXII – AMENDMENTS

- 1) Amendments to the Bylaws may be proposed by the Board.
- 2) Additionally, a petition to amend, signed by at least 10% of the Membership of the Congregation, submitted in writing to the Board, shall require the Board to take up the amendment.
- 3) The Board shall place the proposed amendment on the agenda of its next Congregational Meeting, Regular or Special, called as directed by Article 5 of these Bylaws.
- 4) Amending the Bylaws requires two Congregational Meetings, Regular or Special.
 - a) At the first of the two Congregational Meetings, the Congregation will be presented with the amendment and its word-for-word content by written or electronic communication. During this presentation, the amendment may be

altered, and the newly worded amendment may be re-presented before the conclusion of the meeting.

- b) At the second of the two Congregational Meetings, the amendment must be approved or rejected. If, at this meeting, the wording of the proposed amendment is changed by those present, the new amendment may be presented in order to be voted on at a subsequent meeting.
- 5) All votes to approve or change the proposed amendment will be by approval of two thirds (2/3) of Church Members present and voting at a Congregational Meeting.
- 6) All approved amendments shall be entered into the Bylaws along with a notation of the date of their adoption.