

BYLAWS

OF THE UNITARIAN UNIVERSALIST CHURCH

OF BLOOMINGTON, INDIANA, INC.

Recommended by the Board of Directors September 20, 2023
for amendment by the Members October 22, 2023

1.0 NAME, AFFILIATION, & DEFINITIONS

The name of this organization is Unitarian Universalist Church of Bloomington, Indiana, originally incorporated under the Indiana General Not for Profit Corporation Act on December 18, 1953.

This Church is and will be a member of the Unitarian Universalist Association.

Whenever “Church” is used in these Bylaws, it signifies the legal organization of the Unitarian Universalist Church of Bloomington, Indiana. The term “Congregation” is used to refer to Members and the larger community of regular participants in the activities and programs of the Church.

2.0 PURPOSE

The Purpose of the Church, in accordance with the Articles of Incorporation as amended, is as follows:

In the discipline of truth, whatever its source, and in the spirit of the interdependent web of all existence, undivided by nation, race or creed, we join together in fellowship to examine, express, and, through the strength of unity, act upon our liberal religious convictions.

3.0 MEMBERSHIP, DIVERSITY, & REQUIREMENTS FOR LEADERSHIP

3.1 Eligibility. Any person fourteen (14) years of age or older, who supports the Purpose of the Church, may become a Member by signing the membership book. Members are eligible to vote in any congregational meeting and to hold office.

Individuals under eighteen (18) years of age must have completed membership classes, such as Coming of Age or another orientation program, before becoming members.

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3.2 Expectations of Members. All Members are strongly urged to participate in ways that are meaningful to them. All Members are required to make and fulfill an annual financial commitment to the Church as they are able. Members who are unable to make a financial contribution may request and be granted an annual waiver of this requirement from the Lead Minister.

3.3 Removal from Membership. A Member will be removed from the membership roll upon death or resignation.

Any Member whose membership is to be challenged at a Board meeting will be given notice of the Board meeting at which the decision is to be made, notice of the cause that could lead to removal, and the opportunity to speak. All membership removal determinations will be made in Executive Session (see 5.7.4).

The membership roll will be reviewed annually. Any Member who has not fulfilled a financial commitment or received a waiver within one year of the last review will be asked whether they wish to remain a Member. The name of a Member who replies in the negative, cannot be located, or does not reply within thirty (30) days of the mailing of an inquiry by first-class mail to the Member's last-known address will be removed from the roll. A former Member who wishes to become a Member again after having resigned or having been removed, other than for cause, will follow the procedures in 3.1 Eligibility and will sign the membership book again.

3.4 Diversity. The Church will not discriminate in any of its activities against any person based on the person's race, color, ethnicity, national origin, ancestry, age, sex, gender, gender identity or expression, sexual orientation, ability, class, economic status, political affiliation, or religious beliefs. Hiring of Staff, nomination of elected officers and Board members, selection of chairs and members of committees, and welcoming into membership will be without bias. The Church will foster diversity in all areas.

3.5 Requirement for Leadership Positions. Membership in the Church is required to serve on the Board of Directors, Special Purposes Fund Committee, Leadership Cultivation Committee, and Finance Committee.

4.0 CONGREGATIONAL MEETINGS

4.1 Place and Manner of Conduct. All business meetings of the Church will be held within Monroe County, Indiana. Both in-person and virtual options for participation will be available unless prevented by emergency conditions. Meetings will be conducted in accordance with Robert's Rules of Order or another agreed-upon system of meeting management.

4.2 Regular Meetings and Fiscal Year. There will be two regular congregational meetings each year, one of which will be the Annual Meeting, held in the spring, not more than two months before the close of each fiscal year of the Church, and the other of which, the Mid-year Meeting, will be held not more than six months after the close of each fiscal year of the Church. The fiscal year of the Church will end on June 30 of each year.

4.3 Special Meetings. Special congregational meetings may be convened by the Lead Minister, President of the Board, at least four of the members of the Board of Directors, or by written petition signed by not less than one-tenth of all Members and submitted to the Board.

4.4 Notices. A notice stating the place, day and hour of the congregational meeting – and in the case of a special meeting, the purpose for which such a meeting is convened – will be sent by the church office at the direction of the Secretary of the Board to each Member at the email or physical address appearing on the records of the Church and on the Church website, at least thirty (30) days before the date of the meeting. In an emergency situation, the Board may shorten this time frame to no less than ten (10) days before the meeting date.

4.5 Voting. Every Member will have the right to one vote. A Member may vote in person or electronically. Proxy votes will not be permitted.

Any Congregant is welcome to attend any congregational meeting, but only Members are eligible to vote. The right to vote at any congregational meeting will be determined from the membership roll.

4.6 Quorum. Fifteen percent (15%) of the membership of the Church will constitute a quorum, except that one-third of the total membership will be necessary to constitute a quorum at a meeting at which a Minister is to be called or dismissed.

4.7 Membership Roll. The Secretary of the Board will ensure that a complete and accurate list of Members is maintained by the Church, and that this list may be inspected by any Member at any reasonable time.

4.8 Minutes. Minutes of all congregational meetings, including all reports presented at such meetings, will be kept on file and made available on the Church website.

5.0 BOARD OF DIRECTORS

5.1 Role of the Board. There will be a Board of Directors whose primary role is to govern the Church and to care for its resources and property. The Board will set Policies and will monitor compliance with these Policies. Subject to the laws of Indiana, the Articles of Incorporation, these Bylaws, and Policies established by the Board of Directors, the Board will oversee the affairs of the Church and take such actions as may be necessary to discharge this duty.

5.2 Number and Officers of the Board. There will be seven (7) members of the Board, including the President, Vice-President, Secretary, Treasurer, and three At-Large Members. The Lead Minister is an ex-officio, non-voting member of the Board. Officers are as follows:

5.2.1 President. The President will preside at all meetings of the Board of Directors and of the Congregation and will have general charge of the affairs of the Church subject to the authority of the Board of Directors.

5.2.2 Vice-President. The Vice-President, in the absence or inability of the President, will have all of the President's powers and duties. The Vice-President will perform such other duties as may be assigned by the Board of Directors.

5.2.3 Secretary. The Secretary will take minutes of the meetings of the Congregation and of the Board of Directors, keep Board records, ensure that an accurate roll of members is maintained, and assume other responsibilities as directed by the Board and required by law.

5.2.4 Treasurer. The Treasurer will keep accounts of all assets of the Church, participate in development and oversight of the budget, authorize the disbursement of funds, chair the Finance Committee, serve on the Special Purposes Fund Committee, and assume other responsibilities as authorized by the Board and required by law.

5.2.5 Delegation of Duties. Officers may delegate their duties, other than participating in Board of Directors' meetings, to persons of their selection, subject to their continued supervision and to approval by the Board of Directors, but will in all instances remain responsible for the discharge of the delegated duties.

5.3 Terms of Office. The President, Vice-President, Secretary, and Treasurer are elected by the Members for two-year terms. No Officer may serve for more than four (4) consecutive years as an Officer, except that a partial term resulting from an interim appointment to fill a vacancy will not count as part of the four-year term limit. An Officer completing four (4) elected years in Office may be elected to one additional two-year term as an At-Large Member.

Three At-Large Board Members are elected by the Members for up to three (3) consecutive two-year terms.

No Board Member may serve more than six (6) consecutive years, in any capacity, except that a partial term resulting from an interim appointment to fill a vacancy will not count as part of the term limit.

Members of the Board who have reached the limits of their terms of service may be re-elected to the Board in any capacity after an absence of at least two (2) years.

5.4 Election. Board Officers and At-Large Board Members will be elected by Members at the Annual Meeting and will take office on the subsequent July 1.

5.5 Vacancies. A vacancy in an Office or At-Large position caused by death, resignation or dismissal prior to completion of the regular two-year term will be filled through Board appointment. This interim appointment must be submitted to the Members for approval to fulfill the remainder of the interim term at the next Annual Meeting. At the conclusion of the interim term, the appointee may stand for election to an Office for the first of up to two (2) regular two-year terms or, for At-Large positions, the first of up to three (3) regular two-year terms.

An Officer or At-Large Board Member who is absent from three (3) consecutive regularly scheduled Board meetings will forfeit their position upon motion and majority vote of the Board.

5.6 Quorums. A majority of the whole Board of Directors will be necessary to constitute a quorum thereof, except for the filling of vacancies which will require a majority of the existing Directors for a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

5.7 Meetings of the Board of Directors.

5.7.1 Required Meetings. Meetings of the Board of Directors will be held monthly and are open to all congregants. Both in-person and virtual options for participation will be available.

5.7.2 Special Meetings. Special meetings of the Board may be called at any time by the Lead Minister, the President, or any two Directors.

5.7.3 Minutes. Minutes of all Board of Directors meetings, except for Executive Sessions, including all reports presented at such meetings, will be kept on file and made available on the Church website.

5.7.4 Executive Sessions. The Board may meet in Executive Session during a Board meeting to discuss personnel matters, litigation, contract negotiations, and other matters appropriately addressed confidentially. Executive Sessions may be attended only by Board Members and those invited to all or part of the session. If any matters require a vote, the Board will reconvene in regular session to take the vote and record the results in the minutes of the meeting.

5.8 Budget. The budget is proposed by the Board and established by the Members of the Church at the Annual Meeting, or at a subsequent special congregational meeting prior to the start of the fiscal year. During the fiscal year, total expenditures projected to exceed the budget by more than 10% must be approved by the Members. Any mid-year changes to the annual budget may be made at the Mid-year Congregational Meeting or at a special congregational meeting. In addition, Board approval is required for all overages by more than 10% in any budget area.

5.9 Ends of the Church. Guided by input from Members and Staff, the Board and the Lead Minister will be responsible for developing and maintaining a series of statements that clarify for all stakeholders what we exist to do as a Congregation and as an institution (our “Ends”). These Ends Statements, which preface the Board Policies, are intended as a framework within which the Board, Ministers(s), Staff, and Congregants can operate when setting Policies, planning Church activities, administering the Church, or explaining the Church’s function to the larger community.

5.10 Board Policies. The Board will create written Policies to guide all Church activities toward attainment of the Ends of the Church as set by the Board, and shall abide by these Policies in its decisions and actions while they are in force. The Board may change such Policies at its

discretion, but must provide reasonable notice of such changes to any affected parties. The Board will annually review its Policies and make changes as needed to ensure that they reflect current needs and practices. All Policies that are in effect will be available on the website.

6.0 COMMITTEES OF THE BOARD

6.1 Finance Committee. The Church will have a Finance Committee consisting of the Treasurer, who will be chair, and three or four committee members appointed annually by the Board of Directors.

6.1.1 Financial Review. The Finance Committee will arrange for review of the Church's financial records on a regular basis, in accordance with the requirements of Board Policies.

6.2 Leadership Cultivation Committee. The Church will have a Leadership Cultivation Committee (LCC), which will recruit candidates for elected positions within the Church and will provide opportunities both within and outside the Church for leadership training. All nominations will be made in accordance with the provisions regarding diversity set forth in Section 3.4 of these Bylaws. When a committee within the Church cannot find its own chair, the LCC may be asked to assist. The LCC will hold meetings at regular intervals throughout the year. The LCC will identify and publicize posts for which vacancies are expected.

When a vacancy on the LCC exists midterm, the Board will receive nominations for new LCC members from present LCC members. Such vacancies will be filled for the remainder of the term by appointment of the Board of Directors.

The LCC's membership will consist of at least one Board member, normally the Vice-President or the President, and four elected members, none of whom will be members of the Board of Directors. The LCC will select its own chair. The non-Board committee members will be elected to overlapping three-year terms, one to two members chosen each year. Nominees for the LCC will be selected by the LCC and elected at the Annual Meeting. Elected LCC members will not serve more than two successive elected terms.

The LCC will provide potential nominees for elected positions with a job description identifying job responsibilities and term of office, confirm willingness to accept those responsibilities, and nominate a slate of candidates recommended for vote by the Members to fill elected offices. That slate will be circulated to the Congregation along with notice of the Annual Meeting.

6.3 Other Officials and Committees. The Board may convene committees and appoint officials to conduct Church business as it deems necessary consistent with the Articles of Incorporation, Church Bylaws, and existing Board Policies.

6.4 Staff Appointments to Committees. Paid Staff may be appointed by the Board as ex-officio, non-voting members of any committee of the Board.

7.0 LEAD MINISTER

7.1 Role. The Lead Minister will be called by vote of the Members, will have charge of the pastoral, spiritual, and programmatic aspects of the Church, and will have such administrative and other duties as established in a Letter of Agreement. The Lead Minister is accountable to the Members through the Board of Directors, and will submit a report at each Annual Meeting, including such recommendations as they may deem fitting. The Lead Minister will provide regular reports to the Board of Directors in accordance with Board Policies. The Lead Minister will at all times be accorded a free pulpit.

The Lead Minister will operate within Policies set by the Board of Directors in order to manage the daily operations of the Church.

In the case of Co-Lead Ministers, the term “Lead Minister” in these Bylaws applies to the Co-Lead Ministers.

7.2 Selection and Compensation. To be called to the ministry of the Congregation, a Minister will be recommended for consideration of the Members by a Ministerial Search Committee. The Ministerial Search Committee will be constituted by the Board based on nominations from the Members, who will vote whether to approve the slate. The Ministerial Search Committee will report its recommendation to the Congregation, along with a compensation package, vacation terms, and other critical contract elements agreed to in negotiation with the candidate, and as approved by the Board. A Minister will be called by a minimum favorable vote of 90% of those Members present at a special congregational meeting duly convened for that purpose. At the meeting at which a Minister is called, a quorum of one-third of Members, as specified by Section 4.6 Quorum, will be required. In subsequent years, a called Minister’s salary will be recommended by the Board and will be reviewed in the consideration of the proposed budget at the Annual Meeting.

7.3 Tenure. A called Minister will have indefinite tenure, and will give three months’ notice of any intention to resign.

7.4 Dismissal. A called Minister may be dismissed by a majority vote of the Members present at a congregational meeting convened to consider the matter, at which a quorum of one-third of Members as specified by Section 4.6 Quorum, will be required. The Minister will have an opportunity to be present, to speak, and to offer evidence and comments on their behalf. Except in case of proven misconduct, the Minister’s salary and benefits will continue for at least three months after the date of any such dismissal.

8.0 SPECIAL PURPOSES FUND

8.1 Creation of the Fund. A fund for religious, charitable, educational, and civic purposes, which will be known as the Special Purposes Fund of the Church, will be maintained. The fund is to be administered separately from the other financial affairs and property of the Church for the purposes and in the manner here provided.

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Unless otherwise required by the terms of a gift whereby money or property has been received by the Church, the Board of Directors will cause the care, management, and allocation or expenditure of assets so received to vest in the elected committee members of the Special Purposes Fund (SPF).

8.2 Purposes of the Fund. The Fund will be used solely for the purposes here specified, as determined from time to time by the SPF Committee administering the Fund. Unless otherwise specified in a gift, the income and principal of the Fund may not be used to pay operating expenses of the Church, including interest on indebtedness of the Church, but may in the discretion of the SPF Committee be spent for capital assets, including the retirement of the principal of indebtedness incurred for new or existing assets, and for amenities and auxiliary purposes of the Church, including contributions for denominational, charitable, educational, and social service purposes outside of the Church. Within these parameters gifts are accepted by SPF and used for general or donor specified purposes.

8.3 The SPF Committee Duties and Procedures. The SPF will be administered by a Committee chosen in the manner here specified, which will serve without compensation. The Committee members will receive all contributions to the Fund; provide for their safe-keeping, management, preservation and investment as required; collect all income from investments and make disbursements from the Fund for its expenses and for Church purposes determined in the manner specified below. In managing and investing the assets of the Fund, the Committee, which will serve without bond, exercising the judgment and care which prudent persons exercise in the management of their own affairs, will have the power to sell, assign, transfer, lease, pledge, mortgage, and convey property of the Fund, and to invest or reinvest the assets of the Fund, and to exercise all the powers of ownership of securities or any other assets held by it. Sales and conveyances of assets of the Fund and other transactions relating to its property will be executed by one or more of the Committee members whom they may designate for this purpose from time to time; but each such transaction involving discretion will be separately authorized by majority vote of the Committee in meeting. Expenditures from the Fund will be authorized in the same manner and the Committee will at all times give consideration to requests made by membership meetings or the Board of Directors for uses of the Fund. Three or more members of the committee will constitute a quorum at any meeting, timely notice of which must have been given. A meeting of the Committee may be called by the chairperson, by the President of the Church, or by any three Committee members acting together.

8.4 Selection and Organization of the Committee. The members of the SPF Committee will be five in number; three elected by the Members of the Church, one current Board Director elected by the Board, and the Treasurer of the Church. Thereafter one member of the committee will be elected each year for a three-year term, with their terms overlapping. Members may not be elected to more than two consecutive three-year terms. Vacancies occurring during a term will be filled by the Board of Directors of the Church for the remainder of the term. Each new Board will elect the SPF Committee member to be chosen by it from among its members at its initial meeting.

8.5 Records of the Fund. The Committee will keep accurate minutes of their meetings, which will be made available to any member of the Church on request. The Committee will also

prepare a permanent record of contributions and any tribute or memorial designations by donors, for preservation in the Church office. They will render reports of income, expenditures, and assets of the Fund to the Church Corporation not less often than at each Annual Meeting of the Church and to the Board of Directors at least twice per year.

8.6 Endowment. The Committee of the Special Purposes Fund will maintain, separate and apart from the general assets it controls, an Endowment. They will separately account for said Endowment in accordance with the procedures set for their accounting for the Special Purposes Fund. The assets of such Endowment will be managed in accord with Uniform Prudent Management of Institutional Funds Act. Said Endowment will be invested and managed in accordance with the provisions for management of the Special Purposes Fund. The income from the Endowment may be left in the Endowment and be managed as additions to its corpus or may be added to the general funds of the Special Purposes Fund and used accordingly, as the Committee deems appropriate. If an asset is received by the Committee they will apportion it as they deem appropriate among the SPF general fund, SPF endowment, operational general fund, and operational endowment, except that they will honor any instruction concerning placement which was made by the donor of the asset.

8.7 Loans to Church. In the discretion of the Committee, the unrestricted general assets of the SPF or the corpus of the Endowment may be loaned to the Church for purposes for which SPF assets could be used. The interest rate paid will be at least 50% of the mortgage interest rate prevailing in Monroe County of Indiana and the term of any such loan no more than twenty (20) years.

During short-term cash flow shortages unrestricted general assets of the SPF may be loaned to the Church for up to 180 days for any purpose and on any terms. In emergencies which threaten the continued existence of the Church, restricted or unrestricted general assets of SPF or the corpus of the Endowment may be loaned to the Church for any purpose and on any terms, if approved by the Members of the Church. Appropriate documentation, including at least a promissory note, of all loans will be maintained.

9.0 AMENDMENT OF BYLAWS

Alterations, amendments, or repeals of the Bylaws may be made by vote of two-thirds of the Members present at any regular or special congregational meeting. Any proposed alteration, amendment, or repeal of the Bylaws must be communicated to the Members at least thirty (30) days in advance of the meeting at which it is to be acted upon.

10.0 REVERSIONARY CLAUSE

In the event of the dissolution of the Church, all outstanding debts will be paid and the remaining assets, both real and personal, and including all property heretofore and hereinafter donated to said church, will become the property of the Unitarian Universalist Association, 24 Farnsworth Street, Boston, MA, 02210 or its successor, subject to all applicable laws.