

UUS Congregational Meeting

Sunday, January 5, 2020 11:15 a.m.

2355 Oakdale Road, Coralville, IA 52241

Please pick up your yellow voting card prior to the meeting.

OPENING

1. Opening Words & Chalice Lighting Rev. Diane Dowgiert
2. Establish Quorum & Call to Order Amy Fretz, Board President

ACTION/DISCUSSION ITEMS

1. Adopt Rules for Congregational Meetings/Vote Amy Fretz
2. Approval of May 2019 Congregational Meeting Minutes Amy Fretz
3. 2020 Budget Presentation, Discussion/Vote to approve Chris Rode, Board Treasurer
4. Vote to Adopt Changes to Bylaws – Not Amendable Amy Fretz
5. Vote to approve New Mission and Vision Statements – Not Amendable Kirk Witzberger
6. Ministerial Search Committee Update Dave Martin

CLOSING

1. Motion for Adjournment Amy Fretz
2. Extinguishing Chalice

“We extinguish this flame but not the light of truth, the warmth of community, or the fire of commitment. All these we carry in our hearts and in our minds until we are together again. “

CLOSING WORDS

Rev. Diane Dowgiert

“The right of conscience and the use of the democratic process within our congregations and in society at large.”

Unitarian Universalists 5th Principle

RULES FOR CONGREGATIONAL MEETINGS

Call to Order

- The presiding Society officer shall call the meeting to order at the appointed time.
- The presiding officer shall then announce whether the required quorum of members are present to conduct business. If not, then the meeting is adjourned.
- The presiding officer shall then ask for a motion and second to adopt the Rules of the meeting as published to the membership for that meeting. If adopted, those Rules may not be amended or challenged during that meeting.

Order of Business

- Agenda items shall be taken up in the order in which the agenda was published to the membership for that meeting.
- The presiding officer may ask for unanimous consent to take an agenda item out of order, or temporarily set aside for further consideration until later in that meeting.
- Business actions not included in the published agenda may be considered at the conclusion of the agenda items, if so permitted by the published agenda.
- Agenda items not completed at the conclusion of the meeting (i.e. tabled) are considered to be withdrawn. Further consideration of an item requires its inclusion on a future published agenda, or from a motion and second from the floor at a future meeting if so permitted by the Rules adopted for that meeting.

Motions – Amendments Discussion

- Only a Society member after being recognized to speak by the presiding officer may make a motion and take an action. All motions require a second by another Society member.
- All motions are eligible to be discussed by the membership. The maker of the original motion shall be allowed to speak first. All those who speak to the motion must do so within a time limit of (2) minutes per speaker and may only speak once per each motion, except that the presiding officer may recognize persons having special information to reply to questions. The maker of the original motion shall be offered one (1) minute concluding remark, if the maker so desires, at the conclusion of the discussion.
- After a motion has been made, seconded, and opened for discussion, a member may rise and be recognized to amend the motion unless the motion is not amendable and that would be stated in the agenda. A motion to amend requires a second. The amendment motion shall state specifically what changes to the original are proposed. The above rules for discussion then apply to the amendment motion, and each amendment motion shall be voted upon before returning to discussion of the original motion is amended, or not. No more than two (2) amendments shall be considered for each motion.
- Any motion to stop or end discussion is not in order and cannot be considered.
- The presiding officer shall read the motion or amendment upon the conclusion of discussion and prior to voting. All voting on original motions and amendment motions shall be decided by a simple majority vote of those members present and voting, unless otherwise required by the bylaws. Bylaws need 2/3 vote to pass.

Questions and Clarifications

- A member may rise and be recognized by the presiding officer with a question concerning the business item before the membership or ask for a clarification of what a motion is intended to accomplish.
- The presiding officer shall answer the request for information and clarification, or ask another person to answer the request.
- Such requests may occur at any time that an agenda item has been opened for action by the presiding officer.

Adjournment

- When there is no further business to be conducted at the called meeting, a motion and second are in order to end the meeting by a simple majority vote of the members.

Unitarian Universalist Society

Congregational Meeting Minutes – May 19, 2019

President Jane DeWitt called the meeting to order at 11:23 a.m. A quorum was established with 135 in attendance of the 283 eligible voting members (list attached). Rev. Diane Dowgiert provided opening words as the chalice was lit. The agenda was distributed to members (see attached).

Outgoing Elected Board & Committee Members: The first item on the agenda was the recognition of Outgoing Elected Board & Committee Members. DeWitt thanked the following members for their service: Sara Feldmann, Jim Laughlin, Peg Voelker, Kirk Witzberger, and Larry Audlehelm. DeWitt also took a few moments to recognize other members of our community for their significant contributions of time and energy to UUS. Recently, UUS had a very successful Treats and Talent Auction – accomplished through the considerable efforts of members of the Auction Committee, many other volunteers, and notably Committee Chair – Judy Tokuhisa! DeWitt noted that this event not only raised money but brought us together and continues to do so throughout the year as members attend auctioned events. Another recent event was our participation in the Coralville area garage sale. Led by Carol Throckmorton, over 30 volunteers worked to raise money, divert materials from the landfill, and provide an opportunity for the larger community to visit our facility.

Nominees for Elected Positions: Kirk Witzberger, representing the Leadership Development Committee (LDC) presented the slate of nominees for elected positions and thanked them for their willingness to serve. Nominees for the Board: Joe Rasmussen (Vice President), Allison Bettine (Secretary), and John Raley (Finance Trustee); Leadership Development Committee: Marsha Cheyney; and Endowment Committee: Kris Canfield. No nominations came from the floor. The entire slate of nominees was elected, unanimously.

Minister's Compensation Package: Chris Rode, Treasurer provided an overview of the Minister's Compensation Package. He explained that a congregational vote on this budget item is necessary now (instead of at the December 2019 Congregational meeting) in order to include the information in our Ministerial Search materials. Rode moved, Mary Kathryn Wallace seconded to approve the Minister's Compensation Package for the 2020 budget as presented (see resolution on page 2 of the agenda). No further discussion, DeWitt called for vote – resolution passed unanimously.

Ministerial Search Committee: Voting to select members for the Ministerial Search Committee (MSC) was by printed ballot (see attached sample ballot). Each voting member received a ballot as they showed their yellow voting card (134 ballots were distributed). DeWitt read the names of the 13 candidates for the seven positions on the MSC – asking them to stand if present. Time was provided for members to vote on this item.

Freethinker Friendly Congregation Resolution: DeWitt read the Freethinker Friendly Congregation (FFC) resolution as printed on the ballot. She provided background information about the year-long FFC initiative led by the UUS Secular Humanist and the process to request the designation. Before opening discussion, discussion guidelines were shared with the congregation. These included: a member may speak for 2 minutes; they may speak a second time only after others have had an opportunity to speak – if time remains; and the discussion will end after 20 minutes, unless there is a motion to continue.

There was considerable discussion with at least 21 members taking the microphone to speak. Members shared deeply and were respectful with one another. After 20 minutes of discussion, Dave Tokuhisa moved, Steve Vincent seconded that the discussion be extended by 10 minutes. Motion carried. At end of that extension, DeWitt asked if there was a motion to further extend the discussion. There was no motion. DeWitt read the resolution again and asked members to take a few minutes to mark their vote on the ballot and then fold them. Board members collected the ballots and yellow voting cards separately. All 134 ballots were returned.

Information on Fire & Tornado Emergency Procedures: The final agenda item was a brief introduction to UUS Fire & Tornado Emergency Procedures. The new emergency map to be posted throughout the building was also presented.

Announcements: Immediately following this meeting, the Board of Trustees will meet to count the ballots. As shared previously, voting will determine four of the members (the four highest vote counts).

The Board will then select three additional members to comprise the committee's required seven

members. This process is consistent with recommendations from the Transitions Office of the UUA, and was outlined by our Transitions Coach, Rev. Janne Eller-Isaacs, at the forum she led on March 24th. The seven members appointed to the MSC will be announced once their selection is finalized and each candidate contacted. The results of the FFC vote will be reported in Wednesday's congregational email.

Kirk Witzberger moved that the meeting adjourn. The meeting adjourned at 12:35 p.m. Rev. Diane Dowgiert provided closing words and the Chalice was extinguished.

—Submitted by Peg Voelker, Secretar



UUS 2019-2020 Budgets & Financials

Congregational Meeting: January 5, 2020

To The Congregation –

No mincing words... 2019 was financially challenging for the Society. It was the first year we didn't have the STEM fund to help fund the expanded Director of Congregational Life and Director of Lifespan Religious Education positions. We didn't have the cushion of carry-over funds for the mortgage due to construction delays that we had in 2018. We received much more snow to clear from the parking lot than we budgeted for. These are just some of the factors causing strain on the operating budget that we just couldn't handle without dipping into our cash reserves this year. Despite these challenges, we are going to end the year in a much better financial position than I spent much of the year worrying we would. We should come in under 5% of our total budgeted expenses in the red, and our cash reserves will still contain about \$125,000.

The proposed budget for 2020 is about an 8% increase over 2019. Much of that increase is bringing the mortgage expense in line with what we are actually paying, but it also includes a 2% salary increase for all staff, expanded staffing for religious education, a 5% increase in health insurance premiums, and increased funding for the choir and other music ensembles.

Now that the dust has settled on much of the unanticipated construction costs that we incurred in the year after moving into our new facility, we have just shy of \$200,000 left of the \$2.1 million raised during the capital campaign. Those funds will be used to pay the mortgage in 2020, which is how we are able to move into the new year without having to drastically cut programming. The introductory rate we received on the mortgage is up in December 2020. At that point, we will have a new Treasurer serving the congregation, but I expect the Finance Committee and Board will use the remaining capital campaign funds to pay down the principal before renegotiating a new rate. I'd also like to plant the idea that we consider using a portion of the earnings on our endowment to pay down the principal even further, to reduce our monthly payments and ease the stress on our operating budget moving forward.

—Chris Rode, Treasurer

Financial Highlights

- 100% of our Sunday offerings and many other fundraising efforts continue to benefit social justice initiatives in our community and beyond.
- We will again pay 100% of our Fair Share denominational dues to the UUA and MidAmerica Region for the ninth straight year.
- Our endowment continues to perform well. Year-to-Date it has seen a 16.4% return and is currently worth more than \$1.36M.



UUS 2019-2020 Budgets & Financials

Congregational Meeting: January 5, 2020

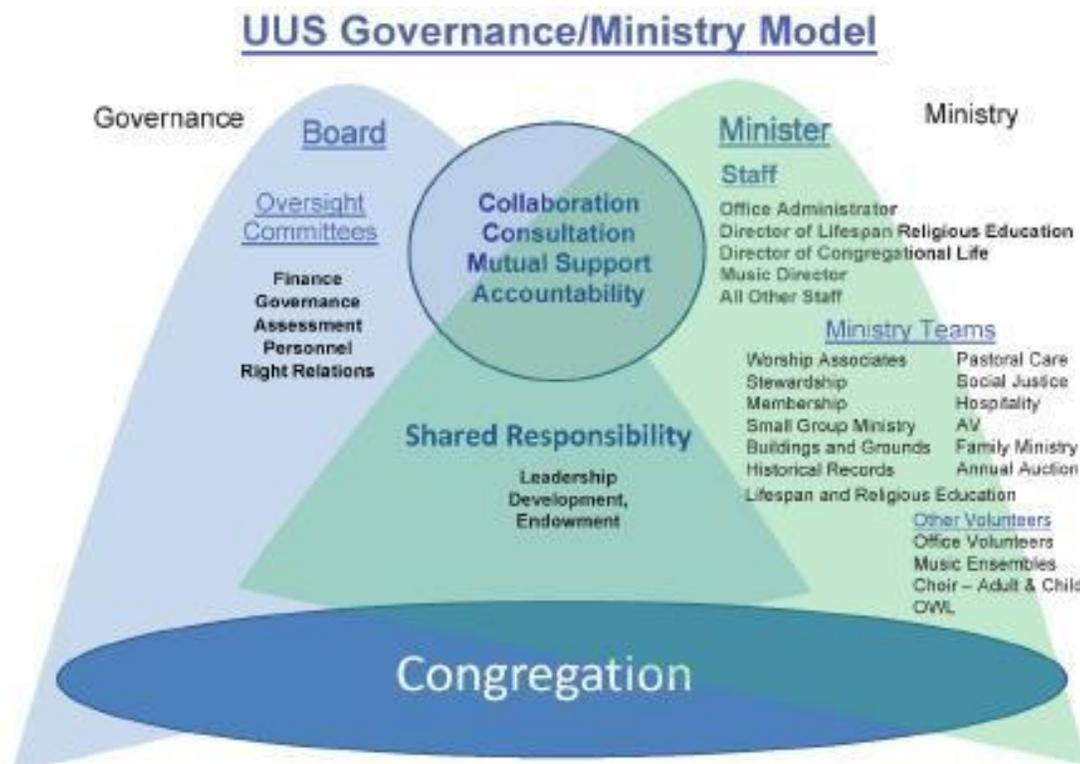
Budget Highlights & 2019 Projected Financials

	2019 Projected	2019 Budget	2020 Proposed Budget
<i>Revenues</i>			
Pledges & Donations	451,947	488,442	466,000
Other Revenues	116,239	123,050	195,924
TOTAL	568,238	611,492	661,924
<i>Expenses</i>			
Salaries & Wages	281,732	295,407	301,910
Employee Benefits	82,090	80,453	105,941
Debt Service (Mortgage)	75,600	60,000	75,600
Administrative	40,131	41,300	42,625
Utilities & Insurance	32,344	31,080	32,400
Denominational Dues	22,962	26,312	25,258
Building & Grounds	19,100	18,650	20,810
Special Projects	901	10,875	10,750
Professional Allowances	12,747	12,600	12,600
Lifespan Religious Education	2,806	6,850	6,500
Religious Services	3,896	5,275	6,875
Land Ministry	4,951	4,700	4,000
Adult Programs	2,221	3,815	3,265
Other	8,489	14,175	13,550
TOTAL	589,970	611,492	661,924
NET REVENUE	(21,732)	0	0

Bylaws Revision Background

Last year when Reverend Diane came to UUS she did an evaluation of our governance and congregation and recommended we change our model from a committee centered style governance to a more collaborative policy-based governance.

The Governance/Ministry Model for Unitarian Universalist Society is depicted below. This model is designed to reduce bureaucracy, make room for shared ministry, and invite members into spiritual growth and service. It is based on a model described in Dan Hotchkiss's book titled, *Governance and Ministry: Rethinking Board Leadership*.



Adapted from Hotchkiss D: Governance and Ministry: Rethinking Board Leadership

December 4, 2018

The model has three main components: the congregation, the board, and the minister. All three play some role in both governance and ministry; however, some have more of a governance role while others have more of a ministry role.

CONGREGATION. The congregation is the base of the model because both governance and ministry are dependent upon the congregation. The congregation governs UUS with formal, corporate decision-making at congregational meetings by: voting for elected officers and amendments to bylaws; approving the budget; calling a minister; buying or selling property; and making other important decisions. The congregation discerns what direction the congregation will take by contributing to strategic planning and visioning for the future. The congregation is also the base for ministry. Members of the congregation are the recipients and providers of ministry. The volunteer labor of the congregation, working with the minister and staff, makes ministry possible at UUS.

BOARD. Elected by the congregation, the Board of Trustees is a fiduciary whose duty is to act in faithfulness to the interests of the UUS mission. Board members have the duties of care, loyalty, and obedience. The board carries out these duties by providing oversight through the following committees: the Finance Committee, the Governance Committee, the Right Relations Committee, the Assessment Committee and the Personnel Committee. Along with the minister, the board shares responsibility with the Endowment Committee and Leadership Development Committee; these two committees are elected by the congregation.

MINISTER. The minister supervises all staff and all ministry teams. There are many teams that make up the ministry side of governance. The Worship Associates Team is made up of all those who play a role in worship at UUS. There is also the Pastoral Care Team, Stewardship Team, AV Team, Buildings and Grounds Team, Annual Auction Team, Historical Records Team as well as Social Justice Teams, Membership Teams, Hospitality Teams, Small Group Ministry Teams, Lifespan and Religious Education Teams, and Family Ministry Teams. In addition to these teams, the ministry is comprised of volunteers who work in the office, teach OWL, and perform in the adult and child choirs and music ensembles.

All three components of this Governance/Ministry Model – the congregation, the board, and the minister and staff – work together through collaboration, consultation, mutual support, and accountability.

It is important to understand this so that you can know why the board changed some of the bylaws. The greatest change you will see in relation to governance is in Article IX Staff-. As you can see from above our new minister will be head of staff. This change means that they will have a much greater say in who we hire for future positions, as well as have the ability to discipline or even terminate an employee as long as they follow specific board policy guidelines and discuss it with the board ahead of time. Most ministers will not consider UUS if we continue to use the same style of governance as we did prior to Rev. Diane's arrival and leave the minister's guidelines as they currently are in our bylaws. While this is a big change for us, congregational governance has been heading in this direction for many years.

In the bylaws we also have changed the membership guidelines. We did this because it has been a big problem from a governance standpoint for many years. We simply do not have accurate numbers as well as an accurate registry. This was never so obvious as when we were reaching out to all the members when calling members to ask if they had interest in the Ministerial Search Committee. We had over 406 names to call. However, many of those people had moved away and not been engaged with UUS for years but were still members. They had not notified us they did not want to be members any longer. The Membership Associates Team, made up of congregation members and staff, looked at how other congregations define membership, and sought input from the board. There will be specific policies regarding membership. These policies will address issues like what if a member cannot afford to contribute to the operating budget and what to do if a member loses touch with UU in order to see if they still want to be members or not.

Bylaws Update Summary

Article I - Identity

Changed UUSIC to UUS

Article II – Purpose – No changes

Article III – Membership

Membership definitions and expectations were changed by the Membership Associate Team made up of members from the congregation and staff. For many years UUS has had problems defining voting members. It becomes very confusing to have voting members and nonvoting members. It affects us really having a handle on our number of members. It is hard to figure out what happens to our members because they don't inform us when they move, no longer want to be members and we often are not even informed when they die. In addition, we also experience headaches when reporting our number of members to the UUA. Specific policies are being developed regarding membership, but these do not need to be in our bylaws. Specific policies are also being developed to address things like what to do when a member cannot afford an operating pledge donation and how to address members who are not a part of UU any longer but have not specifically asked to be removed from membership.

Article IV –

Unchanged

Article V – Qualifications for Nominees; Procedures for nominations

Removed Committee of Congregational Life and Ministry. CCLAM was put on hiatus when Rev. Diane started as the Interim Minister.

Article VI – Board of Trustees

Unchanged

Article VII – Officers

Unchanged

Article VIII – Contracts and Conveyances

Unchanged

Article IX – The Society Staff

A. The minister's role has been changed to head of staff and head of ministry.

B. Other Employees We removed the titles of the positions and simplified this section. Specific procedures are defined in the new Personnel Manual as well as the Board Policy Manual we are currently working on.

Article X – Committees

CCLAM was removed. The sentence structure and grammar was cleaned up.

Article XI – XIV Unchanged

Unchanged.

Mission and Vision Background

A mission statement defines who we are. A vision statement states what we aspire to be. The mission is to speak to identity while the vision speaks to what will be attained in the future. All this work informs the work and programs of the congregation. Part of the interim ministry agenda is to address the mission and vision of the congregation. It is important that this work is done prior to calling a new settled minister because it is important the mission and vision come from the congregation. Once this work is done strategic planning can be done with the staff and minister. It is recommended that mission and vision statements be revisited every 3-5 years. We last did this in 2012, when we wrote and approved the following statements:

Our Mission: We are a diverse spiritual community that touches hearts, changes lives, and transforms the world.

Our Vision: Our vision is to be a loving, inclusive, and growing spiritual community. We celebrate life and a liberal tradition that leads social justice work, heals the earth, and nurtures the lifelong journey of mind and spirit.

On the first weekend of this past November we held a Mission and Vision Workshop. Our facilitator was Kirk Witzberger, a member of the congregation who has professional expertise in facilitating mission and vision work, including the work we did in 2012. On Friday night, November 1, he took 12 members through an abbreviated workshop so that they could experience the process, and then could be part of each and every table group the next day when they would be both members of their group and committed listeners. On Saturday 83 people participated in our 5-hour workshop. We began with each participant partnering with one person for 40 minutes, sharing stories about their best experiences of UUS and their brightest dreams of our future. One person interviewed the other, taking notes and then they switched roles so each participant got to hear their partner's best experiences and dreams. Then we gathered in groups of eight in the Fellowship Hall at tables to share highlights of these stories. In addition, the work the RE kids had done around this topic the previous week was displayed during the workshop. Each small group wrote first- and second-draft mission and vision statements. Between drafts participants read each of the 12 mission and 12 vision statements and marked the ones they liked most and/or particular words they liked on these statements, which informed their second drafts. These were shared with the congregation the following Sunday. People who came to the service that day but were not able to be part of the workshop could then place dots on their top three mission and vision statements. Then on Sunday afternoon the 12 Visioneers from our congregation looked at all this input and diligently went to work to create the final mission and vision statements. They were committed to incorporating the spirit of what they heard and saw throughout the weekend so that the statements represented the congregation, not just the 12 Visioneers. That's how these proposed statements came to be. Many of you were part of that process – thank you!

Vote on Proposed Mission and Vision Statements

Proposed Mission Statement:

We are a welcoming, spiritually diverse home. We act on our values:

- *Honor the Earth*
- *Advocate for racial and social justice*
- *Nurture deep connections*
- *Embrace the ongoing quest for meaning*

Proposed Vision Statement

We aspire to be a more inclusive, loving, diverse congregation that welcomes all people. We will defend and celebrate the Earth, confront racial and social injustice, and nurture deep connections.

BYLAWS

Unitarian Universalist Society of Iowa City

ARTICLE I – IDENTITY

The name of this congregation is Unitarian Universalist Society of Iowa City, Iowa (hereinafter referred to as the Society, or UUS). It was founded in Iowa City in 1841 as the Iowa City Universalists. In 1968 the congregation was incorporated under its current name as an Iowa nonprofit corporation. It is a member of the Unitarian Universalist Association of Congregations.

ARTICLE II – PURPOSE

The purpose of this society is to be a religious community in accordance with the principles established by the Unitarian Universalist Association of Congregations, as guided by the mission statement adopted by the members of this Society.

ARTICLE III – MEMBERSHIP

UUS promotes the full participation of persons in its activities and membership endeavors without regard to race, color, gender identity, gender expression, physical or mental ability, affectional or sexual orientation, age, class, economic status, or national origin.

- A. A member of the Unitarian Universalist Society is any person who has followed the appropriate membership preparation process at the time of joining. A member is further defined as someone who affirms the principles of the Unitarian Universalist Association, affirms the UUS covenant of right relations, signs the membership book, participates in UUS programs as able, contributes to the general operating budget annually and aligns with the mission and vision of the Society. The process for joining will be adjusted as appropriate when someone has previously been a member of another UU congregation.
- B. Current members shall have voting rights at Society meetings once they have been a member for at least 30 days.
- C. Designation as a Life Member by the Board may be made in recognition of past contributions to the Society.
- D. A member's name shall be removed from membership if:
 1. The member dies.
 2. The member submits a written request.
 3. The member has a period of inactivity or lack of contribution to the operating budget for one year and all written procedures have been followed to have

the member re-engage with no response.

4. The Board has removed the member by a two-thirds vote for actions that threaten the well-being of the congregation.
- E. A former member can re-activate their membership by following the approved procedures to re-activate membership.

ARTICLE IV – MEETINGS OF THE SOCIETY

- A. Each year, there will be at least two regular meetings of the Society. The Budget Meeting shall be called for the primary purpose of approving a budget. The Elections Meeting will be called in order to elect the Board and elected committees. Meetings shall be called by the Secretary at the direction of the President.
- B. A quorum shall be constituted if at least 20% of the members eligible to vote are participating. A majority of the voting members present shall be required to carry any motion at a regular meeting. The Board may set a higher threshold for approval of important issues.
- C. Special meetings of the Society may be called by six members of the Board of Trustees or upon written petition to the Secretary by 15% of the voting members. The purpose of the meeting must be specified, and any actions to be voted on must be communicated in advance. No other business may be conducted at a special meeting.
- D. Notice of all meetings shall be communicated directly to all members at least 10 days before the date of the meeting. The notice shall specify the place, time, and business to be transacted at the meeting.
- E. Absentee votes may be available to members who cannot attend a meeting. All absentee votes shall be submitted to the chair of the meeting on an official signed ballot, prior to the meeting being called to order. If the issue is amended during discussion at the meeting, the absentee vote shall not be counted. In specific cases, the Board may decide absentee ballots are not to be allowed for a given meeting. If so, such decision must be included in the notice of the meeting.

ARTICLE V – QUALIFICATIONS FOR NOMINEES; PROCEDURES FOR NOMINATIONS

- A. The following leadership positions shall be filled by election by the congregation at an annual Elections Meeting: Trustee, Vice President, Secretary, Treasurer, Endowment Committee member, and Leadership Development Committee member.
- B. Only a qualified voting member (who has been a member for at least one year and has served on at least one committee) may serve on the Board of Trustees, Leadership Development Committee, or the Endowment Committee. Any qualified voting member may run for any open position.

- C. In general, none of the leadership positions may be filled by the same person for more than one consecutive term. However, there might be an exceptional case, where

continuity in leadership is needed, when one or more terms of leadership may be extended by a maximum of one year. This requires the approval of a two-thirds majority vote of those in attendance at the Elections Meeting.

- D. Terms of office shall begin on July 1. The Board shall have the power to fill vacancies until the next Elections Meeting.

- E. There are three methods by which a voting member may seek election to a leadership position:

1. Nominee: The Leadership Development Committee shall nominate at least one candidate, known as a “nominee,” for each open position.
2. Self-declared candidate: Any qualified voting member interested in serving in a leadership position may declare candidacy by doing the following:
 - a. Submitting their name to the Leadership Development Committee by three months prior to the Elections Meeting; and
 - b. Submitting to the Leadership Development Committee the signatures of 10 voting members who support that candidate. The deadline for this is one month prior to the Elections Meeting.

Self-declared candidates will be offered the same preparation, orientation, support, and publicity as nominees, except that nominees shall be designated as such in the Society newsletter and any other publicity generated by the Leadership Development Committee.

The Leadership Development Committee may, but need not, select a self-declared candidate as their nominee.

3. Nominations from the floor at the Elections Meeting: Any qualified voting member may nominate themselves or any other qualified voting member from the floor at the annual meeting. A voting member nominated from the floor by another shall not be a candidate and shall not be elected unless the nomination is accepted by that voting member.

The Leadership Development Committee shall arrange for the names and brief biographies of each nominee and self-declared candidates to be published in the Society newsletter and posted prominently at the Society prior to the Elections Meeting.

ARTICLE VI – BOARD OF TRUSTEES

- A. The Board of Trustees, hereinafter referred to as the Board, shall consist of four Trustees, the President, Vice President, Secretary, Treasurer, and Past President. All Board members shall serve a three-year term. The Minister shall serve as an ex officio, non-voting member.
- B. The Board shall have general charge of the affairs of the Society, including supervision of its property and funds, conduct of its business, and control of its administration, implementation of its mission, vision, and formulation of policies. Policies may be established by the Board to define specific roles and responsibilities of board members.
- C. Regular meetings of the Board shall be held each month. The time and location of such meetings shall be made known to the general membership. Board meetings are open; however, the Board may meet in closed session to discuss personnel or legal matters. Special meetings may be called by the President or by the majority of the Board. Motions are passed by a simple majority of members present, unless specified otherwise in these Bylaws. A Board Quorum consists of 6 voting members. The President, as a member, has voting rights and may exercise them at their discretion.
- D. All Board members are expected to attend Board meetings and retreats, participate actively in congregational life, and abide by all covenants established by the Board and the Society as a whole.
- E. A Board member may resign by giving notice in writing to all Board members. They may also be removed by a vote of two-thirds of the other Board members or by a two-thirds majority of voting members present at a special meeting called for that purpose.
- F. Should a vacancy occur on the Board, the Board may appoint a successor. The appointee shall serve until the next congregational meeting, when an individual shall be elected to complete the remainder of the term. Occurrence of vacancies shall not disrupt the established rotation of terms of service.

ARTICLE VII – OFFICERS

- A. The officers of the Society shall be the President, Vice President, Past President, Secretary, and Treasurer. They shall be elected by the congregation, in accordance with Article V. Each year, the congregation shall elect a new Vice President. That person will serve as Vice President for the first year. They will be President the second year and Past President the third year. The duties of each officer are as follows:
 - 1. The President shall be chairperson of the Board, shall preside at meetings of the Board and of the Society, and provide leadership for fulfilling the current mission and vision of the Society. The President shall sign all legal contracts and conveyances as determined by the Board.
 - 2. The Vice President shall prepare to become President the following year and

perform all duties prescribed by the Board or delegated by the President. In the absence of the President, the Vice President shall serve as Acting President.

3. The Past President shall provide leadership in long-range planning and perform other duties as prescribed by the Board.
 4. The Secretary shall oversee communications and records as needed for governance, including records of meetings of the Board and of the congregation, and a roster of the voting members of the Society. The Secretary shall perform other duties as prescribed by the Board.
 5. The Treasurer shall receive and have custody of all money and other property of the Society entrusted to their care and shall disburse the same under the direction of the Board. The Treasurer shall keep a complete account of the finances of the Society and render a current statement at each regular meeting of the Board and a statement of the prior fiscal year to the membership of the Society after its close. The Treasurer shall provide appropriate accounts and documents for a periodic audit, conducted by parties designated by the Board and in accordance with Board-established policy.
- B. The Executive Committee is comprised of the officers of the Society. The minister is a non-voting ex officio member. The Executive Committee shall carry forward the program and plans of the Society and Board. It shall exercise the powers and duties of the Board between meetings of the Board when necessary. It shall report promptly to the Board all actions taken. It shall prepare an agenda for each Board meeting and shall gather and evaluate relevant data pertaining to each item of the agenda. It shall have such further powers and duties as the Board shall assign.

ARTICLE VIII – CONTRACTS AND CONVEYANCES

- A. Contracts authorized by the Board shall be signed in the name of the Society by the President and by the Secretary or Treasurer.
- B. Any deed, mortgage, or other instrument involving the transfer of an interest in real property shall be approved by a two-thirds majority of the Board and a majority of voting members at a congregational meeting duly called for that purpose. It shall be executed by the President and the Secretary or Treasurer.

ARTICLE IX – THE SOCIETY STAFF

- A. The Minister
 1. The minister as head of staff is delegated the authority and accountability of the day to day administration and ministerial operations of the Society in accordance with all UUS policies and procedures, and except as is expressly

limited by Board approved policies.

2. The minister shall be responsible for leading spiritual, programmatic and administrative work of the Society and serve as a spiritual leader of the Society. The minister shall have freedom of the pulpit and shall have freedom to express their opinions outside the pulpit, but not to represent the Society without authorization from the Board or the membership.
3. In the event of a ministerial vacancy, the congregation shall elect a Search Committee to consist of seven members of the Society. It shall present a candidate for minister to the Society.
4. The Board may appoint a committee to select an interim minister. An interim minister shall have the same responsibilities and privileges as a settled minister.
5. Election or dismissal of a minister must take place at a meeting of the Society duly called for that purpose and requires that:
 - i. 40% of the members eligible to vote are present, and
 - ii. 80% of those members present vote in the affirmative.

B. Other Employees

1. UUS employs other staff as the board and minister deem necessary.
2. All staff must abide by UUS Board approved policies.
3. Each employee will have a written job description which will be updated regularly as is outlined by the Personnel Policy Manual.
4. Disciplinary action of an employee may be imposed at the discretion of the minister or direct supervisor following the procedures outlined in the Personnel Policy Manual.
5. An employee may be terminated by the minister or direct supervisor after they have consulted with the Executive Committee so long as they have followed all applicable laws and Board Policies set forth in the Personnel Policy Manual. The Board must be notified promptly.

ARTICLE X – COMMITTEES

A. There are 2 **elected** committees.

1. The Endowment Committee

- a. The Endowment Committee shall consist of five members elected by the Society. The term of office will be five years. The terms shall be staggered so that one term expires annually. One new member is elected at each UUS Elections Meeting except as may be necessary to replace any member who does not complete their full term of office. The committee will elect their own

chairperson(s).

- b. The Endowment Committee shall raise, conserve, and administer funds for the UUS from memorials or as an endowment for investment. The committee shall carry out its responsibilities in accordance with policies and procedures

approved by the Board. The committee's accounts shall be audited regularly by persons designated by the Board.

2. The Leadership Development Committee

- a. The Leadership Development Committee shall consist of five members. The term of office shall be three years. The terms shall be staggered so that not more than two members are elected at each UUS Elections Meeting, except as may be necessary to replace any member who does not complete their full term of office. The committee will elect their own chairperson(s).
- b. The purpose of the Leadership Development Committee is to provide qualified candidates for those leadership positions that are elected by the congregation; assist the Board in supporting the active, ongoing, intentional cultivation of UUS leaders; and help develop leadership skills at every level, including individual members, committees, and Board members.

B. Should a vacancy occur on the Endowment or Leadership Development Committees, the Board, upon recommendation from the Leadership Development Committee, may appoint a successor. The appointee shall serve until the next Elections Meeting, when an individual shall be elected to complete the remainder of the term. Occurrence of vacancies shall not disrupt the established rotation of terms of service.

C. Additional elected and non-elected committees may be established or dissolved by the Board. All additional committees, interest groups, or activities must follow the values, principles, and covenants of the Society. Those that require a budget, have a public face, or require endorsement by the Board shall be approved by the Board per UUS policy.

ARTICLE XI – AMENDMENTS

Amendments to Articles of Incorporation or Bylaws must be approved by a congregational vote. They may be proposed by the Board or by petition of 20% of the voting members. The proposed amendment shall be contained in the notice of the meeting of the Society at which it will be voted upon. A two-thirds majority of members present at a duly called meeting of the Society shall be necessary to enact an amendment, provided a quorum is present.

ARTICLE XII – RULES OF ORDER

The rules contained in Robert's Rules of Order, latest edition, shall govern Board and congregational meetings of the Society in all cases in which they are not inconsistent with these Bylaws.

ARTICLE XIII – INDEMNIFICATION

The Society shall indemnify any person who is or was a Trustee or Officer of the Society against any liability asserted against such person and incurred in the course and scope of their duties or functions within the Society to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed to limit any power or exclude any right of the Society to provide an additional or other indemnity or right from any member, officer, trustee, employee, or other person.

ARTICLE XIV – DISSOLUTION

In the case of the dissolution of the Society, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and invested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees of the Society shall perform all actions necessary to effect such conveyance.

Bylaws reviewed and amended by the Board on December 11, 2019

Approved by the Congregation on _____, 2020