

BYLAWS

Unitarian Universalist Society of Iowa City

Amended 12/18/22

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 due to incapacitation or travel. All absentee votes shall be submitted to the chair of the meeting on an official signed ballot, prior to the close of voting. 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 or team) 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 nominee 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. of those members present 80% 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 affect such conveyance.

Bylaws reviewed and amended by the Board on December 11, 2019, Approved by the Congregation on _____, 2020

