

TOWSON UNITARIAN UNIVERSALIST CHURCH BYLAWS

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PREAMBLE

These Bylaws are adopted pursuant to the authority granted by Section 5-301, *et seq.*, of the Corporations and Associations Article of the Annotated Code of Maryland regarding religious corporations. These Bylaws shall govern the affairs of the Towson Unitarian Universalist Church, subject to the Public General Laws of the State of Maryland and the United States of America.

ARTICLE ONE - NAME AND DENOMINATIONAL AFFILIATION

The name of this religious society shall be the Towson Unitarian Universalist Church. The Church shall be a member of the Unitarian Universalist Association and of the Unitarian Universalist regional bodies in the area in which it is located.

ARTICLE TWO - PURPOSE

This Church is dedicated to the progressive transformation and ennoblement of individual and social life, through religion, in accordance with the advancing knowledge and the growing vision of mankind, testing by reason all that is within the scope of reason and that beyond by insight. Bound by this common purpose, and committed to freedom of belief, we hold in unity of spirit a diversity of conviction.

ARTICLE THREE – MEMBERSHIP

SECTION ONE - Principles. This Church welcomes into membership all persons who are in sympathy with its purposes and programs, regardless of race, color, religious background, national origin, sex, sexual orientation, political persuasion, marital status, or handicap.

SECTION TWO - Membership Classification. The membership of the Church shall consist of four categories -- active, inactive, non-resident, and youth.

PART A - Active Members: Any person who is eighteen years of age and is in sympathy with the purposes and programs of the Church may become an active member by signing the Membership Book in the presence of the Membership Chair or the Minister. It is expected that all active members will recognize an obligation to support the Church. Whenever possible, support includes both making a financial contribution and volunteering time in service to the Church's activities.

PART B - Inactive Members: An active member may be placed on the inactive list by request or by the Board of Trustees in the absence of financial support or participation in the Church's activities over a one-year period without reasonable cause. After one year of inactivity, the inactive member will be asked to become an active member or be dropped from the membership rolls. This action will be taken thirty days after notification unless affirmative action is taken by the inactive member.

PART C - Non-resident Members: One leaving the area served by the Church may remain on the membership rolls as a non-resident member by request, and will not be an active member until returning to the area, unless the Membership Committee is requested, in writing, to consider the member active.

PART D - Youth Members: Any person who completes the coming of age curriculum but is not eighteen years of age may become a youth member by signing the youth membership book in the presence of the Membership Chair or the Minister.

PART E - Inactive, non-resident, and youth members may not vote.

SECTION THREE - Friends of the Church

PART A - Those preferring not to become Members will be classified as Friends; however, they will not have voting privileges.

PART B - Non-Member parents of children enrolled in Religious Education shall be considered Friends.

PART C - Friends will be asked to make a financial contribution and volunteer their services.

ARTICLE FOUR - CONGREGATION AND MEETINGS

SECTION ONE - General Responsibilities of Congregation

PART A - Active members of the Congregation call and, when necessary, dismiss the Minister; elect the President, President-elect, Treasurer, four other Trustees, Council Heads, Moderator, Nominating Committee, and (whenever necessary) a Ministerial Search Committee; and act on matters considered appropriate at special meetings and annual meetings, including approving the budget for the ensuing year.

PART B - The Congregation is the governing body of this Church and nothing in these Bylaws should be interpreted in any manner that infringes on that status.

SECTION TWO - Meetings

PART A - An annual meeting shall be held during the last quarter of the Church fiscal year. At a minimum, that meeting shall elect appropriate members of the Board of Trustees and other elected officials, and shall consider and approve a budget for the ensuing fiscal year. Other agenda items may be announced, and matters of general interest to the membership of the Church may be openly discussed and acted upon.

PART B - A special meeting shall be called at the request of: (1) The Board of Trustees; (2) the Minister; or (3) the lesser of 15 percent or 50 active members, all of whom sign a written petition. Business conducted at special meetings shall be restricted solely to matters specified in the written notice.

PART C - Written notice of all meetings shall be provided to the membership. Those notices shall be mailed and distributed at least two weeks prior to any meeting.

PART D - A quorum at any meeting covered by this Article Four shall be the lesser of 15 percent or 50 active members.

PART E - A simple majority vote shall constitute a favorable vote for all purposes except as noted elsewhere in these Bylaws. Only active members may vote.

PART F - No proxy voting shall be permitted. Absentee voting may be permitted at the discretion of the Board of Trustees through a procedure to be publicized by them in writing with the notice of a meeting.

SECTION THREE - Moderator

A Moderator shall be elected in even years for a term of two years to preside over meetings of the congregation in accordance with the applicable rules of procedure. No person shall serve two consecutive full terms as Moderator.

SECTION FOUR – Elections

Elections shall be held at the annual meeting. The Nominating Committee shall present a slate of candidates for all open Board positions. Nominations of active members may also be made at that meeting by any other active member who has the prior consent of the nominee. All elections shall be by secret ballot, except in cases where there is no contest.

ARTICLE FIVE - BOARD OF TRUSTEES

SECTION ONE - General Duties

PART A - The Board of Trustees shall develop policy for the Church, have general charge of its property, and oversee its business affairs (ensuring the fidelity bonding of appropriate members of the Church, the appointment and termination of all paid staff other than the Minister, and the direction of a regular audit of the Church's financial records). It is charged with the responsibility of developing policies in these areas: goals, operations team limitations, board/operations team linkage, the governance process and such other policies as may be determined to be necessary. The President is responsible for ensuring communication with the congregation.

PART B - Each member of the Board shall abide by the policies and procedures for his/her respective office as set forth in the Policies Manual and the Procedures Manual. See Article Seven.

PART C - The Board shall submit to the Congregation, along with the notice of the annual meeting, a proposed budget that shall be acted upon at the annual meeting. After the budget is approved, the Board shall have the power to transfer funds for new items out of available funds, in amounts not to exceed three percent of total revenues, provided that such transfers for new items are consistent with the intent of the Congregation in approving the budget.

PART D - The Board shall make a report to the Congregation at the annual meeting on the state of the Church and its affairs. Reports to the Congregation may be made at other times as deemed necessary by the Board or requested in writing by the lesser of 15 percent or 50 members of the Congregation.

SECTION TWO - Composition

PART A - *Elected Members*. The elected members of the Board shall be the Officers: President, President-elect, Treasurer, and four Trustees. Each elected member of the Board shall have the power to vote on motions at Board Meetings.

PART B - *Appointed Members*. The Secretary shall be an appointed, non-voting member of the Board since he/she is not elected by the congregation.

PART C - *Ex-officio members*. The Minister shall serve as an ex-officio, non-voting, member of the Board.

PART D - *Qualifications*. Each member of the Board shall be an active member of the Church. Each Board position shall be filled by no more than one person nor shall any one person serve two positions simultaneously.

SECTION THREE - Terms of Office

PART A – The Trustees shall be elected for two-year terms and shall be elected in the following manner: two in the even years and two in the odd years; they may serve no more than two consecutive terms. The Treasurer shall be elected in the even years for a two-year term. He/she may serve no more than two elected, continuous terms. The President shall be elected every year for a one-year term. The President-elect shall be elected every year, automatically becoming a nominee for President at the end of his/her term. The newly-elected officers shall assume office on July 1 of the year in which they were elected.

PART B -. A vacancy in any elected office shall be filled by a two-thirds vote of the remaining members of the Board after consultation with the Nominating Committee.

PART C - The Secretary shall be appointed by a two-thirds vote of the Board and may serve indefinitely.

SECTION FOUR - Meetings

PART A - The Board shall meet no less frequently than quarterly. All meetings shall be open to any member of the Congregation.

PART B - Special meetings of the Board may be called by the President, President-elect, or any three members of the Board. Notice of the time, place, and purpose of a special meeting shall be given to all members of the Board at least 48 hours in advance.

PART C - Four elected members of the Board shall constitute a quorum.

PART D - Any member of the Board who is absent from three regular meetings in any one year, without being excused by the President, shall be deemed to have resigned.

ARTICLE SIX - OPERATIONS TEAM

SECTION ONE – General Duties

PART A - The Operations Team is responsible for making day-to-day decisions at the operations (program) level; implementing church policies; developing worship, membership, pastoral care, religious education, community outreach, and social justice programs; and providing financial, administrative, and building oversight.

PART B – Council Heads must monitor committee budgets and approve their expenditures. Council Heads may approve transfers of funds from one committee budget to another within the Council. Reports shall be submitted to the Operations Team when requested.

PART C – The Operations Team shall develop and execute programs that implement the goals set by the Board of Trustees. The Operations Team shall carry out its work in ways that are consistent with the guidelines in the Policies Manual.

PART D – Progress reports shall be submitted to the Board as requested

Part E – Funds may be transferred from one Council to another by approval of the Operations Team. Requests for additional funds must be submitted to the Board.

SECTION TWO – Composition

Part A - The Operations Team shall consist of elected members as well as staff members. The elected members shall be the Council Heads. The Council Heads and staff shall be partners ensuring the operation of church functions and programs. The President-elect shall be its presiding officer and an ex-officio, non-voting, member of the Operations Team. A secretary shall be appointed by a 2/3 majority of the Operations Team and shall not vote, unless he/she is also an elected member of the Operations Team.

PART B - The Councils shall be:

(1) Finance - Includes committees that are concerned with financial affairs of the Church

(2) House & Grounds - Includes committees charged with the maintenance of Church property

(3) Inner Life - Includes committees that primarily are concerned with life inside the Church, other than religious education

(4) Outreach - Includes committees that primarily reach out to the world beyond the Church

(5) Religious Education Ministry - Includes committees that organize and administer the religious education programs of the Church

(6) Sunday Services - Includes committees that form the various supporting elements to services, as well as scheduling services in the absence of the Minister

SECTION THREE – Terms of Office

Terms of elected office shall be two years. A second consecutive term may be held in the same Council Head position. They shall be filled in the following manner: Finance, House & Grounds, Inner Life in even years; Outreach, Religious Education Ministry, Sunday Services in odd years. Staff are members by nature of their positions.

SECTION FOUR – Meetings

PART A – Meetings shall be held no less frequently than quarterly and be open to the Congregation

PART B – A call for a special meeting may be made by the President-elect, the Minister or any three members of the Operations Team.

PART C – A quorum shall be five.

PART D – Three consecutive, unexcused absences of a Council Head shall be considered a resignation.

ARTICLE SEVEN- POLICIES MANUAL AND PROCEDURES MANUAL

SECTION ONE - Implementation

These Bylaws are implemented by the Policies Manual and Procedures Manual, which are supplements to the Bylaws.

PART A - The Policies Manual shall be reviewed annually by the Board and revised as needed through its regular procedures.

PART B - The Procedures Manual shall be reviewed annually by the Operations Team and revised as needed through its regular procedures.

PART C - Policies adopted by the Congregation shall be included in the Policies Manual but may not be modified except by a vote of the Congregation. See Appendix B for a list of Congregational Policies.

SECTION TWO – Policies Manual: Responsibilities and Duties

The Policies Manual shall specify the responsibilities and duties of the Board and each member of the Board, the Operations Team, the Nominating Committee, the Personnel Committee, the Committee on Ministry, the Moderator, and paid staff. At a minimum, the manual shall specify the following:

PART A - The President shall set the agenda and preside at all meetings of the Board, seeing that the policies and decisions of the Board and the Congregation are implemented.

PART B - The President-elect shall assume the office of President July 1 following his/her election at the annual meeting and shall succeed to the office of the President in the event of a vacancy in that office. He/she shall preside over the Operations Team.

PART C - The Treasurer shall oversee the receipt and safekeeping of all funds and financial instruments received by the Church, shall oversee the expenditure of all funds in behalf of the Church in accordance with the direction of the Board, and shall make monthly reports on revenues and expenses in accordance with the direction of the Board, including monthly reports to the Finance Council Head.

PART D - The Board Secretary shall record the minutes of all meetings of the Board and the Congregation, and shall issue all notices of meetings of the Board and the Congregation and submit, in a timely manner, approved and corrected minutes to the Administrator for dissemination to the Congregation.

SECTION THREE- Procedures Manual: Responsibilities and Duties

The Procedures Manual shall specify the responsibilities of each Council Head and each standing committee under a Council. At a minimum, the Procedures Manual shall specify:

PART A - Each Council Head shall provide support and direction to, and receive regular reports from each standing committee under his/her jurisdiction, and shall make reports at council meetings as may be requested or necessary.

PART B – The manual shall include at least a mission statement for each standing committee and may include procedures and responsibilities if appropriate.

PART C – The manual shall include procedures for all routine functions in the Church.

ARTICLE EIGHT - COMMITTEES

SECTION ONE - Nominating Committee

PART A - The Nominating Committee shall consist of five active members of the Church, not presently members of the Board of Trustees, four of whom shall be elected, and one of whom shall be the immediate past President of the Board who will serve for one year. Two elected members shall be chosen each year at the annual meeting, and shall serve two-year terms. The Chair shall be chosen by the Nominating Committee. No person shall serve two consecutive full terms on the Nominating Committee.

PART B - This committee shall be responsible for designing and implementing programs on leadership training. They shall be presented during the year prior to presenting a slate at the annual meeting.

PART C - The Nominating Committee shall submit to the Membership a slate of candidates for office at least 30 days prior to the annual meeting, having obtained the consent of each nominee in advance of that nomination.

Part D: Members of the nominating committee shall exclude themselves from appearing in nomination for any office on the slate to be presented to the congregation.

SECTION TWO – Committee on Ministry

The Committee on Ministry shall be appointed by the Board with the consultation of the Minister. The Committee on Ministry shall provide support, encouragement, and constructive feedback to the Minister; and serve as a communication channel for the Minister, the Congregation, the Board of Trustees, and the Operations Team. The Committee shall:

- Review the minister's annual goals
- Make an annual recommendation of a compensation package to the Operations Team
- Discuss with the Minister his/her plans for continuing education and sabbatical and share this information with the Board; and
- Report to the Board to ensure confidentiality.

SECTION THREE – Board Committees

PART A - Board Committees may be established by the Board of Trustees to deal with special problems or policy issues. Each such committee shall report directly to the Board. Board Committees shall automatically be terminated once their charges are fulfilled.

PART B - The Personnel Committee shall consist of three active members of the Church appointed by the Board. It shall serve as a body with which all paid staff of the Church, other than the Minister, may discuss terms and conditions of employment. To ensure confidentiality, it shall report to the President.

SECTION FOUR – Operations Team Committees

The Operations Team shall establish or terminate standing committees or ad hoc committees under its various Councils. The Chairs of the committees are to be appointed by respective Council Heads. Each standing committee shall contain at least three members. Committees shall seek approval of the Board in matters of policy affecting the Church as a whole.

ARTICLE NINE- MINISTER

SECTION ONE - Responsibilities and Duties of the Minister

The responsibilities and duties of the Minister shall be set forth in a contract between the Congregation and the Minister. The Board of Trustees shall have sole authority to negotiate the terms of the contract with the Minister. Nonetheless, the contract at a minimum shall provide that:

PART A - The Minister shall be engaged full-time in the performance of his/her duties for Towson Unitarian Universalist Church.

PART B - The Minister shall have freedom of the pulpit and freedom to express his/her views and speak the truth as he/she understands it.

PART C - The Minister shall be responsible for religious and ceremonial services at Towson Unitarian Universalist Church, including special services.

PART D - The Minister shall serve as an ex officio member of the Board of Trustees, Operations Team, and standing committees, but shall not be a voting member.

SECTION TWO - Responsibilities and Duties of the Congregation to the Minister

The responsibilities and duties of the Congregation shall be conducted through the Board, and shall be included in the contract with the Minister. At a minimum, they shall include providing for the compensation package of the Minister in the annual budget. The original compensation package for the Minister shall be negotiated between the Board and the Minister, and recommended to the active members for approval by a majority vote.

SECTION THREE - Termination of the Minister's Services

The length of the ministry shall be indefinite. Termination of the Minister's services shall be governed solely by this Article and not by any contract term or terms.

PART A - If the Minister resigns his/her position, he/she shall give at least three months written notice to the Board of Trustees. Failure to give such notice shall terminate any prior obligations undertaken by the Board of Trustees to provide the Minister with compensation or benefits. The Board of Trustees, in its sole discretion, may elect to provide the Minister with compensation equal to what he/she would have received for three months of service in lieu of continued service.

PART B - The Minister may be dismissed by a majority vote of active members at a Congregational Meeting called for that sole purpose. Such a meeting may be called only if two-thirds of the elected members of the Board of Trustees in writing ask the President to call such a meeting, or if a petition signed by no fewer than 30% of the active members is delivered to the President. In such case, the special meeting shall be held no sooner than two weeks and no later than four weeks from the date the President receives the petition. The Board of Trustees shall be responsible for the voting. The Congregation shall provide the Minister with compensation equal to what he/she would have received for three months of service should he/she be dismissed by a vote of the Congregation.

SECTION FOUR - Calling of the Minister

Whenever a vacancy shall occur, the Minister shall be selected as described in Appendix A to these Bylaws. The Minister shall be called by a four-fifths (80%) vote of active members.

ARTICLE TEN- FISCAL YEAR

The fiscal year of the Church shall begin on July 1 and end on June 30 of the following year. Annual budgets submitted for consideration to the Congregation shall conform to the fiscal year.

ARTICLE ELEVEN - AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed by a two-thirds vote of active members present at a congregational meeting, provided at least two weeks written notice of the meeting and proposed changes has been given. An amendment may be proposed by a two-thirds vote of the elected members of the Board of Trustees or by an active member whose proposal is supported by written agreement signed by the lesser of 15 percent or 50 of the active members.

ARTICLE TWELVE- PARLIAMENTARY AUTHORITY

Unless otherwise specified by the Bylaws, or adopted by participants in a specific meeting, Roberts Rules of Order (Revised) shall govern meetings.

ARTICLE THIRTEEN - DISSOLUTION

In case of dissolution of the Church, all its property, both real and personal, after paying just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its successors.

APPENDIX A - PROCEDURE FOR CALLING MINISTER

A. All voting described in this Appendix A shall be conducted under the following conditions:

1. Only active members may vote.
2. At least fifty percent (50%) of the active members must be present to make a quorum.
3. Voting shall be by secret ballot.
4. No proxy voting shall be allowed.
5. Abstentions shall count toward a quorum, but shall not be counted in determining the outcome of an election.

B. The Nominating Committee shall nominate no fewer than ten, but no more than 15 active members for selection to a Ministerial Search Committee. No more than three members of the Board of Trustees may be so nominated. Their charge shall include a request that every effort be made to select nominees from a variety of constituencies of the Congregation in approximate proportion to the representation within the congregation. For example, if half of the Congregation is women, it is anticipated that half of the nominees will be women.

C. The Nominating Committee shall present its nominees to the Congregation at least two weeks prior to a congregational meeting at which the Ministerial Search Committee will be elected. The list of the nominees shall include a brief description of the qualifications of each nominee, and a contact person on the Nominating Committee to whom additional nominees from the active members of the Congregation may be identified. All nominees, including those identified to the Nominating Committee, shall give their consent.

D. The election of the Ministerial Search Committee may be held at a regularly scheduled congregational meeting, or at a special meeting called for that purpose in accordance with the provisions for such meetings set forth in the Bylaws. Nominations may be made until the election of the Ministerial Search Committee. The Nominating Committee shall be responsible for the voting. The seven nominees receiving the most votes shall serve as the Ministerial Search Committee, with no more than three members of the Board among these seven. The President, with approval of the Board, shall appoint the Chair of the Ministerial Search Committee from among those elected

E. The Ministerial Search Committee shall study and consult for whatever time it deems necessary to recommend one candidate at a time to the Congregation for selection as its Minister. The Ministerial Search Committee shall reach a consensus as to its recommendation. If one or more members of the Committee dissents or abstains, no recommendation shall be made.

F. After a Minister candidate is recommended, he/she shall candidate by presenting no fewer than two Sunday services to the Congregation. Following the second such presentation, the Moderator shall be responsible for the voting on the candidate at a congregational meeting called for that purpose. The Minister shall be called by a four-fifths (80%) vote.

G. If the Ministerial Search Committee determines that it cannot recommend a candidate or reach agreement as to a candidate and so notifies the Board; if a recommended candidate is rejected by the Congregation; or if a recommended candidate rejects a position or withdraws his/her candidacy, a new Ministerial Search Committee shall be elected as described above.

APPENDIX B - SPECIAL POLICIES

The following all-church policies can be found in the Policies Manual:

PART A – Congregational Policies

- Sexual Harassment Policy (adopted 7/20/94)
- Policy on Making Endorsements and/or Position Statements

PART B – Board Policies

- Equal Employment Opportunity Policy
- Fundraising Policy (adopted 11/03)
- Background Check Policy
- Special Gifts Policy (adopted 12/9/85)