

# Bylaws

## West Shore Unitarian Universalist Church Amended: June 13, 2008

### *ARTICLE I: THE CHURCH*

#### **Section 1. Purpose**

The purposes of the corporation known as “West Shore Unitarian Universalist Church,” hereinafter called the “Church” (Congregation), are expressed in the Church’s Statement of Purpose:

Our Mission is to inspire more people to lead lives of meaning and purpose.  
We do this through:

Transcendent worship; a nurturing, inclusive community; lifespan faith development; service to others within our congregation, our local community and the world beyond; spreading the news of Unitarian Universalism and our church.

#### **Section 2. Affiliations**

The Church is affiliated with the Unitarian Universalist Association and Ohio-Meadville District and such other bodies as its Members determine.

### *ARTICLE II: GOVERNANCE*

#### **Section 1. Congregational Authority**

The ultimate authority for all matters pertaining to the operation of the Church rests with the Congregation, which consists of the voting membership of the Church, and functions as a legally constituted body at its Annual and Special Meetings. The Congregation elects the Board of Trustees and the Nominating Committee and calls the Parish Minister(s) and the Minister of Religious Education (see also Article IV, Section 2 and Article V, Section 3.)

#### **Section 2. Board of Trustees’ Authority**

The Board of Trustees (Board) acts on behalf of the Congregation, sets policies, appoints and oversees the Executive, and evaluates the Minister(s)’ performance. The Board serves as the governing body of the Church. It assesses and represents the will of the Congregation in providing policy and direction for all activities of the Church. The Board works closely and collaboratively with the Ministry Team and the Executive of the Church in carrying out the vision and programs of the Church. The Board operates as a unit; individual Trustees have no authority to act or make decisions unilaterally.

The Board is responsible for the creation and monitoring the Ends of the Church. The Ends serve as the basis for ongoing activities of the Church, and are monitored and modified as necessary on an ongoing basis.

### **Section 3. Ministry Team Authority**

The Ministry Team consists of the Parish Minister(s) and the Minister of Religious Education (see Article VIII, Section 2g). They work cooperatively to provide professional leadership to the Church. All Ministers report to the Congregation at all-Church meetings as well as through the Board. Specific duties and responsibilities are provided by individual job descriptions that are approved by the Board. Each ministerial position annually submits to the Board a Statement of Vision that sets specific goals for the forthcoming year and provides a basis for evaluation.

The Minister(s) are responsible to the Board for the spiritual leadership of the Church, its religious activities, its pastoral functions and the development and administration of a lifespan Religious Education (RE) program. The Minister(s) serve as Ex-Officio Members, without vote, of all committees except the Nominating Committee or a Ministerial Search Committee.

### **Section 4. Executive Authority**

The Executive is responsible for the administration and day-to-day management of the church, supervision of the Child Care Center Director, and supervision and evaluation of the paid staff. The Executive operates within policy limitations as defined by the Board of Trustees. The Executive serves as Ex-Officio Member, without vote, of all committees except the Nominating Committee, Ministerial Search Committee, or the Committee on Ministry.

## ***ARTICLE III: MEMBERSHIP***

### **Section 1. Qualifications for Membership**

Application for membership in the Church is open to all persons who are 16 years of age or older and are in sympathy with the Principles and Purposes of the Unitarian Universalist Association and the Statement of Purpose of the Church.

No applicant who meets the membership criteria shall be denied admission to Membership.

### **Section 2. Definitions of Members and Friends**

A Member is one who has affirmed a commitment to the Church by signing the Membership Book and by making an annual pledge or contribution of record for the support of the church. In special circumstances, determined by a Minister, this requirement may be waived. The signing of the Membership Book must be witnessed by a Minister and a Member of the Board or Membership Committee. The Members constitute the official roll for purposes of reporting membership to the Unitarian Universalist Association and the Ohio-Meadville District.

A Friend is one who pledges or makes a contribution of record for the support of the church but either has not signed the Membership Book or requests Friend status. A Friend may serve on committees and hold appointive positions, but cannot vote at all-Church meetings nor hold elective office.

### **Section 3. Voting Rights**

The right to vote at any all-church meeting is limited to persons who at the time of such meeting are Members of the Church (See Article III, Section 2).

Each Member has one vote. There is no proxy voting or cumulative voting (in which the voter could give more than one of his or her votes to one candidate).

#### **Section 4. Resignation and Termination of Membership**

Any Member may resign Membership by written notice to the Board.

The Board, following consultation with the Membership Chair and a Minister, may terminate a Membership by two-thirds vote, with reasonable notice to the Member, if:

- a) the Member's address becomes unknown.
- b) the Member fails to fulfill the pledge requirement for the previous year by September 30 of the current year, if not waived.
- c) the Member's actions are harmful or threatening to the Church.

In the event of a change in circumstances or disagreement by the Member whose membership was resigned or terminated, the Member may appeal to the Board for reconsideration.

#### **Section 5. Reinstatement of Membership**

Membership may be reinstated in accordance with Article III, Sections 1-4, upon approval of the Membership Committee Chair and an affirmative two-thirds vote of the Board.

#### **Section 6. Property Rights**

No Member has rights in or to any type of property of the Church at any time.

### ***ARTICLE IV: MEETINGS OF THE CHURCH MEMBERS***

#### **Section 1. Annual Meeting**

The Annual Meeting of the Church is held no earlier than the second Friday in May no later than the second Friday in June of the current fiscal year at a time and place designated by the Board. The purposes of the meeting are to:

- a) present the Annual Reports (the report of the Treasurer being only an interim report covering 10 months).
- b) announce the elected Trustees and Nominating Committee Members and Officers.
- c) discuss and vote on motions and resolutions properly presented.
- d) transact other business which may properly come to the Annual Meeting.

#### **Section 2. Special Meetings**

Special Meetings of the Church may be called by the Board at any time or shall be called by the President upon receipt of a request in writing signed by at least five percent of the Members of the Church and setting forth the purpose of the meeting. Such meeting shall be held within 30 days of receipt of the request by the President. Only such matters as are specified in the call may be considered at a Special Meeting.

### **Section 3. Notification of All-Church Meetings**

Notice of each all-Church meeting, i.e., Annual Meeting or Special Meeting of the Church, shall be given from the pulpit at all services on the two Sundays immediately preceding the meeting. All Members shall be sent an announcement of the meeting by mail at least 10 days prior to the meeting. At the same time, the notice is to be posted on the Church bulletin board and on the Church Website. Such notice must clearly state the time and place of the meeting and, in the case of a Special Meeting, the specific purpose.

### **Section 4. Quorum**

Ten percent of the voting Members constitutes a quorum, except for the purpose of selecting or dismissing a Minister the quorum is 25 percent of the Members (see Article VIII, Section 2c and Section 5 regarding the vote required). A list of those who will be eligible to vote as of the date of any meeting shall be posted on the Church bulletin board at least ten days prior to the meeting.

## ***ARTICLE V: ELECTIONS***

### **Section 1. Expiration of Term**

The terms of office of the Trustees and the Nominating Committee Members expire at the close of the Annual Meeting or following the election of their successors by the Members.

### **Section 2. Composition of the Nominating Committee**

The Nominating Committee consists of six Members of the Church who are elected for a term of two years or until their successors are elected, and are not eligible for re-election until two years after expiration of their terms. When a vacancy occurs on the Nominating Committee between Annual Meetings, the President appoints a replacement, subject to approval by the Board. The replacement then serves a partial-year term, until the next Annual Meeting.

After each annual election, the immediate past Chair of the Nominating Committee will convene a meeting to elect a new Chair or Co-Chairs.

### **Section 3. Duties of the Nominating Committee**

Each year the Nominating Committee is responsible to the Congregation for selecting a slate of three nominees for the three Board positions to be filled and in addition nominating one nominee to fill any position that became open as a result of a midterm vacancy and/or appointment and specifying the term proposed for each nominee. Members of the Nominating Committee are not barred from becoming nominees for the Board themselves, but no Member may serve on the Board and Nominating Committee simultaneously.

The Committee also selects six nominees for the succeeding Nominating Committee, only three of whom are to be elected. In the event of one or more vacancies on the Nominating Committee, even if they were previously filled by appointment, the Committee selects, in addition, two nominees for each vacancy, only half of whom are to be elected.

Both nominee lists reported by the Nominating Committee shall be posted on the bulletin board and Website no fewer than 30 days prior to the Annual Meeting.

Nominations for election to the Board and the Nominating Committee may also be made by petition of 20 or more members, addressed to the President, and served on any Officer at least 20 days prior to the Annual Meeting, and containing the written consent of the nominee. Such petition, or a true copy thereof, shall be posted on the Church bulletin board and Website not more than five days after it is served on the President or other Officer.

The Nominating Committee annually assesses the skills and backgrounds needed to strengthen the Board. It may advise the Board about such training activities and opportunities as are needed to prepare Members of the Congregation for leadership roles. The Nominating Committee may assist the Board, Ministry Team, and Executive in seeking qualified and interested volunteers to assume specific positions of responsibility when the Nominating Committee and the other party mutually agree to such assistance.

#### **Section 4. Election Procedures**

The election of Trustees and Nominating Committee Members takes place by mail. Ballots are prepared alphabetically, with names rotated to avoid alphabetical bias. One ballot shall be sent to each voting Member, as defined in Article III, Section 3. Ballots must include any nominations received by any petition in accordance with the procedure specified in Article V, Section 3. The ballots shall be mailed between 13-15 days before the Annual Meeting date. Only those ballots received at the Church office by noon on the Annual meeting date shall be counted. Two tellers appointed by the President shall count the ballots.

If the Members fail to elect a Trustee or Nominating Committee Member because of a tie vote, the voting Members present at the Annual Meeting shall then and there elect by written ballot from among the tied candidates. Two tellers appointed by the President shall count the ballots.

In any election at which multiple candidates are to be elected, a plurality vote, in which the candidates receiving the largest number of votes are elected, is sufficient for election.

### ***ARTICLE VI: BOARD OF TRUSTEES***

See Article II, Section 2, Board of Trustees' Authority

#### **Section 1. Number, Term and Qualification of Trustees**

The Board of Trustees consists of 9 Trustees elected for terms of three years in accordance with Article V, all with equal powers and all of whom are members of the Church. (See Article VI, Section 5 regarding vacancies.)

The Immediate Past President, if not a continuing Trustee, is an Ex-Officio Trustee for the year following the completion of the term of presidency, having the full rights (including, but not limited to, the rights to make motions and vote), but not an obligation, to participate in the proceedings of the Board, and is not counted in the quorum.

#### **Section 2. Nomination, Election, and Appointment of Officers**

At the Annual Meeting, when the new Trustees are announced, the new Board shall retire to elect their officers and return to announce the new officers before the end of the meeting.

At the same time, a Treasurer and a Historian are appointed annually by the Board from among the Church Membership and may be reappointed.

Each Officer serves for one year until the conclusion of the next Annual Meeting or until his or her successor is duly elected. Elected Officers may be reelected to subsequent terms while serving on the Board. In the event that any Board Office, including that of the President, is vacated, the unfilled position is filled at the next meeting of the Board by a majority vote of the Board.

### **Section 3. Executive Committee**

The elected Board Officers and one other Trustee, appointed by the President with consent of the Board, constitute the Executive Committee. The function of the Executive Committee is to plan the agenda for the Board meetings, to carry out policies and procedures previously determined by the Board between meetings, and to deal with matters of a sensitive or confidential nature. The Executive Committee may not change the budget nor the policies and procedures that have been determined by the Board. Any action taken by the Executive Committee shall be ratified, disapproved, or revoked if still revocable, by the Board. Actions of a confidential nature taken by the Executive Committee may be reported to the full Board in closed session, with the minutes taken and stored in a separate, confidential file.

Actions of the Executive Committee may be taken when three of the four members of the Committee are present; emergency meetings may take place by telephone or by other means when necessary. The Minister(s) and Executive may attend Executive Committee meetings unless all Executive Committee Members present vote to operate a specific meeting in closed session.

### **Section 4. Board Meetings**

The quorum for a Board meeting is a majority of the Trustees. The Ministry Team and the Executive are ex-officio members of the Board of Trustees, without vote.

Regular meetings of the Board are held at approximately monthly intervals throughout the Church year at times and places designated with reasonable notification by the Board. All Board meetings are open to all Members and Friends of the Church, unless the Board is operating in closed session, either by a majority vote of the Board or to hear the report of a confidential Executive Committee action. Non-members of the Board may speak at Board meetings if:

- a) requested by the Board, or
- b) upon approval of prior request to the President or the Executive Committee.

Either unapproved minutes, or all motions and other action items from the meeting, shall be posted on the Church bulletin board within two weeks of each Board Meeting. Approved minutes of each meeting shall be posted on the Church bulletin board and the Church Website within one week after approval. Audio and/or visual recordings of the proceedings of a meeting may be made only by approval of the Board.

Special Meetings of the Board may be called at any time, place, or for any purpose by the President or by any three Trustees by giving reasonable notice to all members of the Board and posting such notice on the Church bulletin board. A quorum must be present for a Special Meeting.

## **Section 5. Removals and Vacancies**

Questions of discipline shall be handled in accordance with Chapter XX of Robert's Rules of Order Newly Revised. A Trustee who is absent without reasonable cause for three successive regular meetings of the Board shall be removed from the Board, upon vote by the Board, and shall be so notified by the Secretary. Reasons for termination shall be discussed by a member of the Executive Committee with the Member before termination.

When a vacancy excepting Executive Officers (see Article VI, Section 2) occurs on the Board between Annual Meetings, however caused, the President appoints a replacement, subject to approval by the Board. The replacement serves for a partial-year term, until the next Annual Meeting. (See Article V, Section 3)

## **Section 6. Finances**

- a) Budget. No later than its regular meeting in June, the Board shall adopt a balanced budget for the new fiscal year, which is subject to later revision by the Board if necessary. Anticipated spending of funds exceeding a budgeted amount must be reported to the Board.
- b) Audit. There shall be an annual audit of the financial affairs of each fiscal year reported to the Board and the type of audit shall be at the discretion of the Finance Committee and the Board.
- c) Endowment. The Finance Committee has oversight responsibility for the custody and investment of the funds of the Church and advises the Board and the Congregation with respect to investment policy and changes in the funds.

## **Section 7. Indemnification of Officers, Trustees, and Employees**

In the event that any person is threatened to be made a party to any legal action resulting from his or her position as an Officer, Trustee, or Employee, he or she may seek indemnification from the Church against expense, including attorney fees. Unless such indemnification is ordered by a court, the Board determines whether the person claiming indemnification has met the applicable standards of conduct for indemnification set forth in the Ohio Revised Code, Chapter 1702, and if so, that person shall be indemnified.

### ***ARTICLE VII: OFFICERS***

The Officers perform the duties prescribed by the Bylaws and the Parliamentary Authority specified in Article XII hereof, and such other duties as the Board may prescribe.

#### **Section 1. President**

The President of the Church presides at the Annual and Special Meetings of the Church, meetings of the Board, and of the Executive Committee. The President is an Ex-Officio Member of all committees except the Nominating Committee and the Committee on Ministry.

The President represents the Church on all appropriate occasions.

## **Section 2. Vice President**

The Vice President acts for the President in case of the absence or incapacity of the President or, in the case of a vacancy, acts until a new President is elected, following the procedure specified in Article VI, Section 2.

## **Section 3. Secretary**

The Secretary is responsible for keeping an accurate record of the proceedings of all-Church, Board, and Executive Committee meetings and assures that appropriate notice of all such meetings is given. The Secretary notifies the Membership Chair of any Board actions regarding membership and keeps a roll of the Membership of the Church with dates of admission and termination. A Recording Secretary may be employed for Board and Church meetings at the discretion of the Board.

## **Section 4. Treasurer**

The Treasurer causes to be kept a complete and accurate account of the finances of the Church on books which are the Church's property and which are open for inspection at any reasonable time to any Member; and assures that a financial statement is provided to the Board at each regular Board meeting and to the Congregation at the Annual Meeting (see Article IV, Section 1a). The Treasurer serves as a non-voting advisor to the Board, unless he or she is serving as an elected Trustee simultaneously.

## **Section 5. Historian**

The Historian compiles, records, and preserves the history of the Church and reports to the Board as appropriate.

### ***ARTICLE VIII: MINISTRY***

See Article II, Section 3, Ministry Team Authority

## **Section 1. Equal Opportunity Employer**

The Church is an equal opportunity employer and does not discriminate in the employment of its Ministers and/or staff on the basis of age, race, color, gender, disability, or sexual orientation.

## **Section 2. Ministerial Vacancy**

- a) The Parish Minister(s) and the Minister of Religious Education shall be ordained Unitarian Universalist Minister(s).
- b) When a vacancy occurs in the Parish Ministry or Religious Education Ministry, a Special Meeting of the Church shall be called to elect a Ministerial Search Committee selected by a process established by the Board, in accordance with Unitarian Universalist Association guidelines. The Ministerial Search Committee presents a candidate to the Board, who presents the candidate to the Congregation. The President is an Ex-Officio Member, without vote, of this committee.

- c) A Parish Minister or Religious Education Minister is chosen by an affirmative vote of three-fourths of the Members present and voting at a meeting of the Church called for the purpose of making a selection in accordance with Unitarian Universalist guidelines. (See Article IV, Section 4 regarding quorum requirement.)
- d) When an Interim Minister is required, the Board appoints an Interim Minister Search Committee, which searches in accordance with Unitarian Universalist Association guidelines and makes a recommendation to the Board, which approves or disapproves the recommendation.
- e) When the Board determines that an Intern Minister is to be employed, it shall appoint an Intern Minister Committee. The Intern Minister Committee, in consultation with the Ministers, shall conduct a search and recommend a candidate to the Board, which approves or disapproves the recommendation.
- f) A Minister or a Church Member may nominate a former Minister of the Church for election as an Emeritus Minister. An Emeritus Minister is designated at an All-Church meeting by a majority vote of the Members of the Church.
- g) If there is no Minister of Religious Education, the Board, with the recommend of the Ministry Team shall appoint a Director of Lifespan Faith Development whose duties are determined by the Ministry Team.

### **Section 3. Minister(s)' Letter of Agreement**

The Board determines the compensation and other terms of the calling to be offered to the Minister(s) and negotiates all terms as required. The payment of compensation is set by the Board in a manner agreeable to the Minister(s) and in compliance with applicable tax laws.

The Letter of Call for the Minister(s) shall be approved by the Board and includes a provision that the calling may be terminated by either party by giving 90 days written notice to the other party and as specified in Article VIII, Section 5.

### **Section 4. Freedom of the Pulpit**

The Minister(s) have the freedom both in the pulpit and outside to express their personal opinions. The Minister(s)' personal opinions are not necessarily endorsed by the Church or the Board. A personal opinion or position expressed by a Minister shall not serve as a basis for dismissal or any other sanction.

### **Section 5. Dismissal of Minister(s)**

Dismissal of a Minister shall be by an affirmative vote of three-fourths of the Members present and voting at a meeting of the Church called to consider such an action. (See Article IV, Section 4 regarding quorum requirements.)

### **Section 6. Committee on Ministry**

The Committee on Ministry provides a means of communication between the Ministers, the Board, and the Congregation for ministerial concerns and issues of concern to the Church community. This committee is a resource to the Congregation and the Ministers to lend support, feedback, and perspective to the Ministers. Its sole commitment is to the strength and well being of the Ministry.

## **Section 7. Evaluation of the Ministers**

Evaluation of Minister(s)' goals, achievements, and other relevant considerations is conducted annually by processes established by the Board with concurrence of the Ministers.

## **Section 8. Compensation**

The Board reviews the Ministers' compensation annually and recommends adjustments, taking into consideration such factors as merit in meeting or exceeding expectations, increases in cost of living, changes in the cost of benefits, and the financial means of the Church.

### ***ARTICLE IX: ORGANIZATION***

## **Section 1. Organizational Structure**

All persons elected to Church positions must be Members of the Church. The Board approves the establishment of all committees including name, purpose, chair, and to whom they will report. (See Article II, Section 2.) The Board must be informed annually of groups that are outside of the Church governance structure but which use Church resources.

## **Section 2. Standing Committees**

To assure the Church's continuity and organizational health, the following Standing Committees exist:

- a) Finance Committee is responsible for oversight of the fiscal integrity of the Church and works with the Executive and the Treasurer to assure that the financial process is sound and adequate for the needs of the Church. Its responsibilities include the budget, the audit and the endowment and it may require, at the expense of the Church, a fidelity bond satisfactory to the Board, for any employee of the Church who handles or has access to Church funds. The Treasurer serves on this committee but is not the chairperson. It is appointed by and reports to the Board.
- b) Membership Committee ensures that a welcoming environment is maintained for visitors. It is appointed by and reports to the Executive.
- c) Canvass Committee assures that a canvass is conducted annually to provide the support needed for the operation of the Church and works closely with the Ministers and Board to see that the entire Congregation is involved in this effort. It is appointed by and reports to the Executive.
- d) The Religious Education Committee, working closely with the Ministers, ensures that religious education is reflective of the needs of the Church membership and representative of the Congregation's Unitarian Universalist identity. It is appointed by and reports to the Ministry Team.
- e) The Executive Committee (as defined in Article VI, Section 3)
- f) The Committee on Ministry (as defined in Article VIII, Section 6)

### **Section 3. Special Committees**

Special Committees are appointed to carry out specific tasks; these comprise all committees of the Church other than the Special Committees in Article XI, Section 2.

Special Committees have a name, stated purpose or goal, chair, a time frame, and a reporting line. The Board may establish committees to assist the Board with its work; these committees are appointed by and report to the Board. All other Special Committees are appointed by and report to the Executive. They are expected to submit reports for the Annual Meeting of the Church.

### **Section 4. Committee Meetings**

All committee meetings, except those of the Nominating Committee, Committee on Ministry, and any search committee, are open to all Church Members. Non-members may speak at the meetings at the discretion of the Chair or if requested by the Committee. When dealing with matters of a sensitive or confidential nature, an executive session may be called by majority vote.

## ***ARTICLE X: FISCAL YEAR***

The fiscal year commences on the first day of July and end on the thirtieth day of June of the following year.

## ***ARTICLE XI: DISSOLUTION***

### **Section 1. Legal Procedures**

In the event of dissolution of the Church, the dissolution shall be in accordance with the Ohio Nonprofit Corporation Law as set out in the Ohio Revised Code, Chapter 1702 and all other applicable laws, and shall be effected under the guidance of a qualified attorney.

### **Section 2. Assets and Property**

In the event of dissolution of the Church:

- a) All debt, obligations, and liabilities of the Church including costs of the dissolution, shall be paid.
- b) All net Church property and assets shall be distributed to the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, 02108, for the benefit of any Unitarian Universalist church or churches in Cuyahoga County, Ohio.

## ***ARTICLE XII: PARLIAMENTARY AUTHORITY***

The rules contained in the current edition of Robert's Rules of Order Newly Revised govern the Church in cases not covered by the Bylaws or Standing Rules.

## **ARTICLE XIII: CHURCH MANUAL**

### **Section 1. The Church Manual**

The Church Manual shall include the Bylaws and its Amendments, Standing Rules, Board Policies and Procedures, and an Organizational Manual defining, organizing and communicating the responsibilities of the Minister(s), paid staff, committees, and elected and appointed volunteers. The Church Manual shall be accessible to all Members.

### **Section 2. Standing Rules**

The Board may adopt Standing Rules, which are not part of the Bylaws. The Standing Rules are related to the administration of the Church or to details of parliamentary procedure that do not abridge the rights of a minority. They can be adopted, amended, rescinded, or suspended by a majority vote at any meeting of the Board or of the Church without previous notice.

## ***ARTICLE XIV: CHILD CARE CENTER***

The West Shore Child Care Center is a program of the Church. Its affairs are governed by its Administrative Board, subject to the supervision of the Church Board. The daily operation of the program is under the guidance and direction of a Director hired by the Church Board. The budget of the Center is reviewed and approved annually by the Church Board. A Trustee attends Administrative Board Meetings as an Ex-Officio Member, without vote.

## ***ARTICLE XV: AMENDMENTS***

These Bylaws may be amended at any meeting of the Church by a two-thirds vote of the Members present and voting, provided that the Members have been notified as provided in Article IV, Section 3.