

**The Bylaws of the First Unitarian Church of Toledo**



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**Approved by the Congregation on May 23, 2010**

**Effective 7/1/10**

**Amended May 22, 2011**

**BYLAWS**  
**OF**  
**THE FIRST UNITARIAN CHURCH OF TOLEDO**

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## **Part I: Congregational Governance/Congregational Meetings**

### **1. Board of Trustees**

- (a) The Congregation shall be governed by a majority decision of its Board of Trustees, except as otherwise provided in Article VI (1), section (b) of the Congregation's Constitution.
- (b) The Board, subject to the prime authority of the Congregation, is the principal policy forming and administrative body of the Congregation. The Board has full authority and responsibility, except as limited by the Constitution and these Bylaws, to act on the business and programs of the Congregation
- (c) The Board shall consist of the congregational officers (president, secretary, and treasurer) and six adult voting members of the Congregation.
- (d) Board members are elected at the annual meeting of the congregation by a simple majority vote. The Minister(s), Commissioned Lay Leader (if any), and immediate past president of the board shall serve as ex-officio, non-voting members of the Board.
- (e) The term for each Board member shall be two years. The terms shall be staggered. A person who has been appointed to office, or elected to a partial term to fill a vacancy, shall not be considered to have served such term for purposes of this section.
- (f) Effective the 2010 and 2011 fiscal years, board terms shall be as noted on the attached Exhibit A. This will insure that the board terms are placed on a two-year rotation.
- (g) The Board shall appoint members to fill vacancies on the Board. If the office of President becomes vacant, the appointee must be a present member of the Board and the appointee shall

serve as Interim President until a new President is elected at the next Annual Meeting of the Congregation.

- (h) Any Board member may resign by giving notice in writing to all trustees or may be removed by action of two-thirds (2/3<sup>rds</sup>) of the Board or by vote of a majority of the voting members present at an annual or special meeting of the Congregation called pursuant to these Bylaws. If three (3) or more vacancies exist at any one time, a congregational meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

## **2. Officers**

- (a) The Officers of the Congregation shall be the President, the Secretary, and the Treasurer.
- (b) To be eligible to serve as an officer, a nominee must be a voting member of the congregation. No officer, except the Treasurer, shall hold the same office for longer than two consecutive two-year terms.

## **3. Annual and Special Meetings**

- (a) An Annual Meeting of the Congregation shall be held each year with the exact meeting date to be determined by the Board, provided, however, that the date shall be scheduled and publicized by the Board not less than sixty (60) days prior to any annual meeting. Such information shall be published in writing and made available to the Congregational membership in such manner and through such procedure (i.e., e-mail, mail, internet postings, etc.) as shall be recommended by the Board. The notice shall include the names of the nominees to the Board and officer positions.
- (b) In addition, notice of the Annual Meeting shall be read from the pulpit on two consecutive Sundays immediately preceding the meeting. The notice shall state the business to be transacted at the meeting.

- (c) At the Annual Meeting, the incumbent President shall preside as moderator. The Board, officers and any committees required to be elected at that time shall be elected; a budget for the ensuing year shall be presented by the Treasurer for discussion, changed if necessary and adopted by the Congregation; and any other appropriate business transacted.
- (d) Special Congregational Meetings may be called by the Board or upon the receipt by the Board of a written petition requesting such a meeting signed by at least fifty voting members.
- (e) Twenty percent (20%) of voting members shall be required to constitute a quorum at all Congregational Meetings except as noted in Part I, Section 3(g), below. Members present at a duly called meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting.
- (f) All voting and elections shall be determined by a simple majority of those voting (in person and by proxy) except as follows in Part I, Section 3(g), below.
- (g) The following decisions shall be decided in a Congregational meeting by two-thirds majority vote (either oral or written) of the voting members present, at a meeting at which a quorum of forty percent (40%) of voting members shall be required: 1) the sale, purchase or encumbrance of real property; 2) the decision to call a minister; 3) the decision to dismiss a minister; 4) a decision to encumber the endowment fund; and 5) changes to this Constitution or the Congregation's By-laws.
- (h) Proxy votes shall be available to members who cannot attend a given meeting for reasons of incapacitation or travel. All proxies shall be in writing and specifically state the issue and how the proxy is to be voted. Proxies must be conveyed in duplicate, one copy to the president and one to the secretary, by e-mail or regular mail and must be received at least three business

days prior to the Congregational meeting in order to be counted. No proxies received after that deadline shall be counted and no telephone proxies shall be allowed.

For example, if the Congregational meeting is held on a Sunday, all proxies must be received by or on the immediately preceding Wednesday in order to be counted.

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

- (a) Except as otherwise specified in the Constitution or Bylaws, a quorum of five members of the Board must be present at any Board meeting to pass resolutions and otherwise transact business.
- (b) Board meetings are open to all members of the Congregation. Members who are not Board members may speak at Board meetings, but may not make motions or vote at Board meetings. Members intending to speak at a board meeting shall notify the President prior to the meeting.
- (c) The Board may meet in executive session (not open to members) only to discuss personnel matters or to receive legal advice.
- (d) Complete and accurate typed minutes shall be kept of any and all regular or special meetings of the Board excluding executive sessions. A record set of final, approved minutes shall be kept in a bound and indexed form and/or in an electronic form at a place determined by the Board to be safe from loss or damage. A second set of such minutes shall be kept in a place and under conditions which shall make them readily available to all members of the Congregational membership. All recorded minutes shall be formally approved by a majority vote and shall be signed by the Secretary certifying that such minutes are as approved by the Board.

#### **Part II. Powers and Duties of Officers**

- (a) In addition to serving on the Executive Committee and exercising the powers and duties of their respective offices, each Officer shall have any further powers and duties assigned to them by the Board.
- (b) The President shall serve as chairman of the Board of Trustees, shall preside at all meetings of the Congregation, and shall represent the Congregation on all appropriate occasions. She/he shall perform such other duties as usually appertain to the office.
- (c) At the first Board meeting following the Annual meeting, the Board members shall elect by simple majority one of the Board members to be the VP-Finance. The Vice President-Finance shall act in the absence of or at the request of the President, at which time she/he shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such functions and duties as may be assigned by the Board.
- (d) The Secretary keeps minutes of meetings of the Congregation and the Board; keeps the official record of Congregational membership; in conjunction with the Treasurer prepares a list of voting members thirty (30) days prior to any meeting of the membership; and performs such other functions as assigned by the Board.
- (e) The Treasurer shall receive, safely keep, and account for all money and other property of the Congregation entrusted to his/her care, and shall disburse the same under the direction and to the satisfaction of the Board. She/he shall maintain: (1) a current roster of the pledging units and their pledges; (2) a complete accounting of the financial records of the Congregation, which shall remain the property of the Congregation, and which shall be open for inspection by any member; and (3) the annual financial report of the Congregation, which shall be audited by Audit Committee. At least quarterly, the Treasurer shall furnish statements detailing the status of their pledges to pledging units. At the discretion of

the Board, the Treasurer shall be bonded by the Congregation in such amount as the Board may determine.

### **Part III. Committees**

#### **1. Board Committees**

Board committees are created and appointed by the Board to perform one or more particular function. The members of board committees serve at the pleasure of the Board. The duties of board committees are specified by the Board at the time of the creation of the committees as is the sunset date of the committee.

#### **2. Congregational Committees**

Congregational committees are designated and elected by the Congregation to perform one or more particular functions. The members of Congregational committees are elected by the Congregation. The Congregational committees are: (1) Nominating Committee; and, when needed, the (2) Ministerial Search Committee, and the (3) Bylaws Review Committee. The duties of Congregational committees are specified elsewhere in these Bylaws.

#### **3. Standing Committees**

Standing committees perform actions necessary for the normal functioning and operation of the Congregation. The Congregation may add standing committees by a majority vote at any congregational meeting with such proposal in its call. The initial standing committees are: (1) Finance; (2) Investments; (3) Stewardship; (4) Membership; (5) Religious Education; (6) Music; (7) Worship; (8) Parish Visitors; (9) Social Justice; (10) Audit; and (11) Building and Grounds.

Only standing committees may spend Congregational funds on committee activities. The chair of each standing committee shall submit a budget proposal for the next fiscal year (July 1-June 30) to

the Treasurer no later than March 31 of the current fiscal year. The budget shall serve as a request for funding. The Treasurer shall integrate all requests into the budget for the next fiscal year bearing in mind the ultimate objective of balancing the Congregation's budget. After the budget is approved at the Annual Meeting, the Treasurer, in consultation with the Finance Committee, will inform each committee chair of her or his committee's budget for the new fiscal year. Each committee chair shall ensure that the expenditures of her or his committee during that fiscal year do not exceed the approved budget. Expenditures which exceed the approved committee budget will not be reimbursed by the Congregation.

There shall be a three-member Audit Committee, none of whom shall be a member of the Board of Trustees, appointed by the President with the advice and consent of the Board at least one month prior to the end of the current fiscal year. It shall be the duty of this committee to review all financial records of the year just completed when the books are closed, and shall report thereon to the Board and the Congregation in a newsletter or other communication. The report of the Audit Committee shall be included in the reports presented at the Annual Meeting.

#### **4. Nominating Committee**

- (a) The members of the Nominating Committee ("Committee") shall be elected each year at the Annual Meeting of the Congregation. This committee shall be comprised of five (5) voting members of the Congregation who shall be elected for two (2) year terms. The members of the Nominating Committee may not be current members of the board of trustees or officers.
- (b) The President shall call an organizational meeting of the Committee no later than January 1 of each fiscal year. Three (3) members of the Nominating Committee shall constitute a quorum required to conduct any business of the Committee.
- (c) In the event that any vacancy occurs on the Committee between Annual Meetings, the board shall appoint a person

from among the eligible voting members to fill the unexpired term of the position until the next Annual Meeting, at which time a permanent replacement shall be elected by the Congregation.

- (d) For each annual election to be held at each Annual Meeting of the Congregation, the Nominating Committee shall submit one (1) nominee for the following available positions: (a) President, (b) Treasurer, and (c) Secretary; (d) at least six (6) nominees for the Board of Trustees; and at least three nominees for the (e) Search Committee (if applicable); and (f) Nominating Committee.
- (e) Nominations also shall be submitted at each annual meeting to fill the remainder of terms of office for Board of Trustee positions in which vacancies have occurred since the last annual election, the normal terms for such positions being then unexpired.
- (f) The Committee shall issue a list of nominations no later than sixty (60) days prior to the Annual Meeting of the Congregation. Such information shall be published in writing and made available to the Congregation Membership in such manner and through such procedure as shall be recommended by the Board.

## 5. **Ministerial Relations Committee(s)**

- (a) There shall be a continuing **Ministerial Relations Committee(s)** ("Committee") consisting of at least three (3) Congregational members serving staggered three (3) year terms, with one member's term ending each year. When a new minister is called by the Congregation, the Chair of the Ministerial Search Committee shall nominate at least three (3) members of that committee to serve on the Ministerial Relations Committee subject to Board approval. These members terms shall serve terms staggered at one, two and three year intervals to insure that at least one (1) member is elected annually.

- (b) When vacancies occur, the minister shall submit twice as many names as vacancies to the Board, who shall select the new member(s) from this slate. No member of the Board may serve on the Committee.
- (c) The Committee shall meet at least quarterly in a non-crisis, goal-oriented manner with an agenda to explore the various concerns and challenges of the Minister/Congregation relationship and the Congregation's own role and agreed-responsibility in shared ministry.
- (d) The Committee shall assist and support the Minister in her/his plans for professional development, sabbaticals, contract renewals, etc. The Committee shall alert the Board to any emerging concerns between the Minister and the Congregation.

#### **Part IV. Ministers**

- (a) The duties of the Minister shall be as prescribed by the Board of Trustees, agreed to by the Minister in writing and approved by the Congregation. In general, the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Congregation, and shall be guaranteed freedom of the pulpit. The Minister is an ex officio and non-voting member of the Board and of all committees other than the Nominating Committee, the Audit Committee, and the Search Committee, if any. The minister will be employed under a written contract which clearly stipulates the duties, compensation and other conditions of employment.
- (b) Any candidate for the position of Minister must hold fellowship in the Unitarian Universalist Association.
- (c) The Constitution and Bylaws of First Unitarian Church of Toledo, and the Code of Conduct of the Unitarian Universalist Ministerial Association will guide the leadership of the minister.

The minister is expected to protect the assets and policies of the Congregation.

- (d) A Ministerial Search Committee shall search out and recommend to the membership a minister for the Congregation. The Committee shall have seven (7) members, elected by a majority of the voting members at an annual meeting or at a special Congregational meeting called for that purpose. The Nominating Committee shall present a slate of names for the Committee. The Committee shall negotiate an initial job description and contract of employment with the candidate and shall present both to the Board for approval, following approval of a candidate by the Congregation.
- (e) Election of a new Minister shall be at a Congregational Meeting called for that purpose. Election shall be by a two-thirds vote of those voting members present at a meeting at which a quorum of forty percent (40%) of voting members is present.
- (f) Each minister's performance shall be reviewed annually by the Board of Trustees or its designee.

**Part V. Non- ministerial Personnel**

- (a) The Board will determine all terms of employment of all non-ministerial personnel after consultation with the relevant committee(s), if any. One of the ad hoc board committees operating shall be a Personnel Committee which will review, in consultation with the committee(s) with which an employee works, the performance of all employees other than minister(s).
- (b) The Board or its designee shall evaluate the performance of each non-ministerial staff member, annually.

## **Part VI. Bylaws Adoption and Amendment**

- (a) These Bylaws, so far as allowed by law, may be amended or replaced at the annual or any special meeting of the Congregation by a two-thirds vote of the voting members present, providing that a quorum of twenty percent (20%) of voting members is present at the meeting. Proposed changes shall be announced thirty (30) days prior to the meeting. Such information shall be published in writing and made available to the Congregational membership in such manner and through such procedure (i.e., e-mail, mail, internet postings, etc.) as shall be recommended by the Board.
  
- (b) At least every decade, the Board will nominate and the Congregation will elect a Bylaw Review Committee to review and update these Bylaws. The proposed revisions will be presented by the Commission to a Congregational meeting for approval or suggested modification within six (6) months of the election of the Commission. The Commission will complete its work within one (1) year of election.