

# UNITARIAN UNIVERSALIST CHURCH OF ELLSWORTH

## BY-LAWS

AMENDED JANUARY 21, 2007

### ARTICLE I - NAME

This church is named the Unitarian Universalist Church of Ellsworth, as given in the Articles of Incorporation dated October 12, 1980.

### ARTICLE II - MEMBERSHIP

**A. Membership.** Any person thirteen years of age or older may become a member of the Unitarian Universalist Church of Ellsworth by declaring sympathy with the purposes and programs of the church and by signing the Church Register in the presence of a member of the Board of Trustees.

**B. Classes of Membership.** There are three classes of membership: active member, associate member, and junior member. The following distinctions apply:

**B.1. Active Member.** An active member is at least eighteen (18) years of age, has made a recorded contribution within the past twelve (12) months and is participating in church activities. Active members have the privileges of debating, making motions, voting in congregational meetings, and of holding office.

**B.2 Associate Member.** An associate member is at least eighteen (18) years of age and does not wish to participate actively in church activities. An associate member may make recorded contributions without changing membership status. S/he may have formerly been a member by meeting the requirements in paragraph B.1

**B.3. Junior Member.** A junior member is thirteen (13) to eighteen (18) years of age, has made a recorded contribution of at least one dollar within the past twelve (12) months, and is participating in church activities. A junior member has all the privileges of an active member except that s/he may not vote on matters pertaining to finance or disposition of property. At age 18, a junior member may become an active member assuming all other membership requirements are met.

**C. Changes in Membership Status.** A member may change or withdraw from membership by making a written request to the Membership Committee. A member's status changes automatically to associate member if the active member did not make a recorded contribution during the past fiscal year. A person's membership may be terminated if:

(a) The member has neither given support nor attended services for at least one (1) year without explanation; (b) the Membership Committee recommends terminating the membership; and (c) the member is asked in writing whether s/he wishes to continue membership. If no response to the written request is received, after sixty (60) days the member may be dropped from the church membership role.

**D. Membership Role.** A current list of active and junior members will be prepared by the Membership Committee before each congregational meeting for purposes of voting eligibility.

## ARTICLE III - GOVERNMENT

**A. Church Government.** The church is governed by its membership.

**B. Denomination.** The church considers itself in harmony with the general aims and principles of the Unitarian Universalist Association and the Northeast District and therefore is under obligation to maintain affiliation with each, to aid in promoting the interests of the Unitarian Universalist denomination, and to cooperate, whenever the opportunity is afforded, with other groups and organizations having similar purposes.

**C. Full Participation.** This Congregation affirms and promotes the full participation of persons in all our activities, including membership, programming, hiring practices, and the calling of religious professionals without regard to race, color, gender, age, physical or emotional or mental challenge, affectional or sexual orientation, national origin or citizenship status, ethnic background, or veteran's status.

**D. Robert's Rules of Order.** Meetings of the membership and of the Board are conducted according to a current edition of *Robert's Rules of Order* (revised).

**E. Other.** Matters not provided for in these By-laws will be determined by the Board. Any such action(s) will be reported to the membership.

**F. Parish Meetings.** Three regular parish business meetings will be held each year: one in October, one in January, and one in April or May. Special meetings may be held at the call of the president, Board of Trustees, or on the written request of seven active and/or junior members of the church. The Board will determine the date and time for any meeting. Business to be transacted at any meeting will be specified in the notice of the meeting.

**F.1. Notice of Meetings.** Meeting notices will be posted on the church bulletin board, read from the pulpit on the two successive Sundays immediately preceding the meeting date, and published in the church newsletter for the month prior to and during which the meeting is to be held. A list of candidates for officers and trustees prepared by the Elections Committee will be included in all notices of the annual meeting.

**F.2. Determination of a Quorum.** The secretary establishes a quorum at any regular or special parish meeting. A Quorum consists of twenty-five percent (25%) of the active and junior members. No decision may be taken on any matter unless a quorum is present.

**F.3. Annual Meeting.** The regular parish business meeting in April or May is the annual meeting. The agenda for the annual meeting must include the report of the Elections Committee, opportunities for nomination(s) from the floor, and election of officers and trustees.

**F.4. Elections.** Election of officers and trustees takes place at the annual parish meeting in April or May. The Elections Committee shall be responsible for preparing lists of candidates for officers and trustees. Nominations may be made from the floor provided that the prior approval of the nominee has been obtained. Voting in any contested election takes place by secret ballot. To be elected, candidates must receive a simple majority of votes cast. If no candidate receives a majority of the votes cast, there will be a runoff election

between the two candidates who received the highest number of votes.

## **ARTICLE IV - FISCAL YEAR**

The fiscal year of the church begins on July 1 and ends on June 30.

## **ARTICLE V - OFFICERS**

The church officers are president, vice president, secretary, and treasurer, all of whom are active or junior members of the church.

**A. President.** The president presides at parish meetings and Board of Trustees meetings. S/he is an *ex officio* member of all committees. S/he may not be a member of the Elections Committee. With the approval of the Board, the president executes contracts and agreements on behalf of the church

**B. Vice President.** In the absence of the president, the vice president performs the duties of the president. If the position of president becomes vacant, the vice president succeeds to the position and serves the remainder of the term.

**C. Secretary.** The secretary is responsible for official correspondence of the Board and recording all proceedings of parish and Board meetings. The secretary counts the number of active and junior members at any regular or special parish meeting to establish a quorum.

**D. Treasurer.** The treasurer receives all monies and other property of the church entrusted to his/her care and disburses the same under the direction of and to the satisfaction of the Board. The treasurer keeps a complete account of all such monies and other property and that account(s) shall be open for inspection at any time by the Board. S/he will render a current statement at each regular Board and parish meeting. The treasurer will furnish statements of pledge status to all persons who pledge financial support. All such records may be maintained on and reports rendered by computer equipment. The treasurer assists the Budget and Finance Committee in the preparation of annual financial and tax reports; she disburses funds necessary to keep the church current with all assessments unless such assessments are being contested. The treasurer serves on the Budget and Finance Committee. The treasurer may be compensated for his/her efforts on behalf of the church at the discretion of the Board. The records and annual statement for the fiscal year will be reviewed by an accountant or other qualified person chosen by the Board.

Any expenditure of church funds or sale of church property (or any such commitments to such transactions) by the treasurer that has not been included in the annual budget as approved by the Congregation up to \$500 in cumulative amount or value must be approved by the president of the church or his/her designee and be reported promptly to the Board. Any such transaction of cumulative amount or value between \$500 and \$10,000 must be approved by the Board. Any such transaction of cumulative amount or value beyond \$10,000 must be approved by the Congregation.

The treasurer is bonded at the expense of the church.

## **ARTICLE VI - BOARD OF TRUSTEES**

Members of the Board of Trustees (Board) are the president, vice president, secretary, treasurer, six trustees and the minister (*ex officio*, without vote).

**A. Functions.** The Board is responsible for long range planning, overall direction of the church and its policies and programs administration, and business affairs as directed by the membership in parish meetings.

**B. Terms of Office.** All officers and trustees are elected at the annual meeting in April or May. Terms begin on June 1 and end May 31. Officers (president, vice president, secretary, and treasurer) are elected to two year terms, all two year terms beginning at the same election. Trustees are elected for three years - two trustees to be elected each year. No officer or trustee may serve for more than six consecutive years. After one year of not serving as officer or trustee, a former officer or trustee may be elected to any position. Church employees and non-members are not eligible for election or appointment as officers or trustees.

When the Board of Trustees fills a vacancy by appointment, the appointee serves until the expiration of the term.

**C. Meetings.** The Board meets monthly at a regular time and place. The Board will determine the date and time for all parish meetings. Special meetings may be called by the president or secretary. Notice of special meetings will be given to officers and trustees at least three days prior to such meetings. Whenever possible, the Congregation will be informed of special meetings.

Six voting members constitute a quorum. No decision on any matter may be taken unless a quorum is present. Meetings are open to the membership, which must be informed of the meeting time and place. Each officer and trustee has an equal vote on all matters considered by the Board. The minister is a nonvoting member of the Board.

**D. Removal from Office.** Any member of the Board who fails to attend three consecutive meetings without having presented to the Board an acceptable excuse may be removed from the Board by a majority vote of the members present. For other just cause, the Board may remove an officer or trustee by a two-thirds vote of members present.

**E. Vacancies.** If a vacancy occurs (except the office of president), the Board, after seeking advice from the Elections Committee, will, by a majority vote, appoint a new officer or trustee from the membership to serve the remainder of the term. Members of the Board may be appointed to fill vacant officer positions. If the office of president becomes vacant, the vice president will succeed to the position for the remainder of the term and the Board will appoint a new vice president.

**F. Budget and Income.** At the annual meeting, the Board will present the proposed budget for the following fiscal year to the membership for adoption. The Board is authorized to make changes up to ten percent (10%) within the fiscal year, plus or minus, to an approved budget without prior membership approval. This includes authorization to appropriate funds for items not in the approved budget. Any changes to an approved budget will be reported to the membership. The current income (i.e., not principal) earned by any endowment may be withdrawn for church use at the time of its accrual or within a month thereof if the Board approves and if the revenue had been included in the annual budget. Any other withdrawals from any endowment must be approved by the Congregation either explicitly through the budget process or at a congregational meeting.

**G. Real Estate.** The Board may execute deed, mortgage, or other important instrument affecting the title to real estate owned by the church, or purchase real estate on behalf of the church, only with the approval of the membership. After written declaration of intent had been furnished to the membership at least fifteen (15) days

in advance of a regular meeting or a special meeting called for the purpose, the membership may empower the Board to act upon such business.

**H. Documents.** All papers and other items pertaining to the duties of members of the Board belong to the church. Officers and trustees will deliver these to their successors as soon as their term begins.

**I. Committees.** Annually, the Board will confirm committee chairpersons. The Board may, at its discretion, request the resignation of a committee chairperson and choose a successor. The Board may establish, assign duties to, and appoint chairpersons of committees *pro tem*, and/or task forces to perform church functions as needed.

**J. Newsletter.** The Board provides for the publication of a church newsletter at least once each quarter year.

## ARTICLE VII - COMMITTEES

**A. Committees.** As necessary, the Board may establish and assign duties to committees and *ad hoc* committees to perform church functions. These functions include, but are not limited to, the following:

- Making sure there is a weekly worship service and doing whatever needs to be done to make that happen.
- Raising the money to keep the Congregation, budgeting, pledge record keeping, and bookkeeping, and managing financial resources.
- Making sure that the existence of the Congregation and its activities, including worship services, and publicized.
- Maintaining the facilities of the Congregation.
- Greeting people who come to worship services, providing information about the Congregation, and building a bridge to membership.
- Providing for the religious education of children and adults.
- Providing outreach to members who are experiencing illness, loss, or other personal difficulties.

The president (or his/her designee) and the minister are *ex officio* members of all committees.

### **B. Other Committees.**

**B.1. Elections Committee.** The Elections Committee shall have three members elected by the Congregation at the January parish meeting. No more than one Board member may be a member of this committee. No member of the Congregation can serve on the Elections Committee in two consecutive years.

The Elections Committee is responsible for presenting candidates for the positions of officers and trustees to the Congregation for election at the annual spring meeting, conducting elections at parish meetings, and presenting candidates for the following year's Elections Committee to the Congregation for election at the January parish meeting. Elections Committee nominations may be made from the Congregation at least one week prior to the January parish meeting, with the consent of the nominee.

**B.2. Ministerial Search Committee.** Whenever a vacancy exists in the ministry of the church, a Ministerial Search Committee of at least five members will be elected by the Congregation to nominate

candidates for the position in accordance with procedures recommended by the Unitarian Universalist Association.

**B.3. By-laws Committee.** These By-laws will be reviewed by a committee *pro tem* every five (5) years (beginning in 2005) and recommendations for amendment made to the Board for presentation to the Congregation.

**B.4. Committee on Ministry.** The Committee on Ministry is an independent committee. Members of the committee select new members and their chairperson in consultation with the minister. The committee will include no more than one Board member.

The Committee on Ministry is responsible for establishing and maintaining the quality of ministry within the Congregation. It serves as a resource and support for the minister and as a communications channel between the congregation and the minister. All proceedings of the Committee on Ministry are confidential.

## ARTICLE VIII - MINISTRY

**A. Minister.** The minister will carry out the duties of his/her office in accordance with the ethical code of the Unitarian Universalist Minister's Association and the principles of democratic leadership to which this church is committed by tradition and constitution. S/He will keep such records as are required by law, the denomination, and the Board of trustees (Board) of this church. S/He is a member *ex officio* of all standing committees.

**B. Selection/Termination.** The minister will be chosen by an eighty percent (80%) vote at any duly constituted congregational meeting in which such an election is an item of business. S/He will serve in this position continuously until such time as s/he resigns or is dismissed by a vote of fifty percent (50%) plus one (1) at any duly constituted congregational meeting in which such dismissal is an item of business.

## ARTICLE IX - DISSOLUTION

The State of Maine requires all churches to have dissolution clauses as a condition for tax exempt status. Should this church cease to function and the membership vote to disband, all its property, real and personal, subject to all just and legal claims upon it, will be offered to the Northeast District (District), Unitarian Universalist Association, for its general purposes, which District, at its option and within thirty (30) days of such offer, will either accept or reject these assets. Should the District accept the offer, said property will vest in the District. Prior to its final dissolution, and as a condition of the dissolution, the church will make a full and complete disclosure of any and all claims, liens, or encumbrances which may, to its knowledge, attach to said property. The Board of Trustees (Board) will then execute a deed and any and all other paperwork necessary to effect the transfer of the property in question. All assets received through dissolution will be managed by the District Trustees.

The Unitarian Universalist Church of Ellsworth Board of trustees may request that the principal be held by the District for the benefit of a future Unitarian Universalist society in the Ellsworth area for a period of up to ten (10) years. The District, at its sole discretion, may or may not elect to maintain physical property or be responsible for its upkeep after the dissolution of the church.

## **ARTICLE X - AMENDMENTS**

These By-laws, so far as allowed by law, may be amended or replaced at any meeting of the Congregation by a two-thirds vote of those active and junior members present and voting. Notice of any proposed amendment(s) will be contained in the notice of the meeting. Copies of proposed amendments must be made available in advance to all members.

These By-laws will be reviewed by a committee *pro tem* every five (5) years (beginning in 2005) and recommendations for amendments made to the Board of Trustees (Board) for presentation to the Congregation