

# **Bylaws of The Unitarian Universalist Church of the Lehigh Valley as approved June 14, 2015**

## **ARTICLE 1. NAME**

The name of this religious society shall be **The Unitarian Universalist Church of the Lehigh Valley**, hereinafter referred to as "**the UUCLV**" or "**the Church**."

## **ARTICLE 2. PURPOSE**

The purpose of the UUCLV shall be to:

- A. Form a community of mutual concerns serving the needs of its members;
- B. Provide opportunities for personal growth and fulfillment;
- C. Affirm, defend, and promote the supreme worth and dignity of every human personality;
- D. Contribute to the vision of a world community founded on values of tolerance, justice and peace;
- E. Celebrate life by worshiping together as a religious community; and
- F. Promote and provide religious instruction for all in our community, children and adults alike.

## **ARTICLE 3. MEMBERSHIP**

**3.1** Any person fourteen (14) years of age or older may become a Member by signing the membership book in the presence of the Minister, a member of the Board of Trustees, or other Member designated by the Board.

As a prerequisite to signing the membership book, an applicant should attend New UU classes and consult with the Minister about the heritage of Unitarian Universalism, its principles, and the responsibilities of commitment to the Church.

**3.2** Members shall a.) make an identifiable financial contribution each fiscal year and b.) indicate their continued interest by attendance or participation in Church activities. The Board of Trustees may designate a Member as a Member Emeritus in accordance with Section 3.6 of this article.

**3.2.1** For the purpose of reporting membership rolls to the Unitarian Universalist Association of Congregations, hereinafter referred to as the UUA, only Members, including Members Emeriti, shall be counted.

**3.3** Only Members shall have voting privileges.

**3.4** The Membership Committee shall notify Members who have not met the criteria of membership listed in Section 3.2 above that they will be removed from membership unless they promptly indicate that they wish to remain Members and make an identifiable financial contribution. The Committee shall inform the Board of any such notification and any response from those so notified.

**3.5** Members of the Church may voluntarily withdraw by indicating to the Membership Committee, the Minister, or the Board of Trustees, verbally or in writing, intent to withdraw from the Congregation.

**3.6** The Board of Trustees, upon its own initiative or a recommendation from any Member, may designate a Member as a Member Emeritus, in recognition of the designee's exceptionally distinguished service to the Church. Members Emeriti shall have the same status and privileges as other Members, including the right to vote, except that Members Emeriti shall not be required to indicate their continued interest by attendance, participation in Church activities, financial support or other responsible contributions.

**3.7** An individual who is not a member but gives financial support to the Church shall be considered a "friend."

## **ARTICLE 4. DENOMINATIONAL AFFILIATION**

The UUCLV recognizes and affirms the statement of Principles and Purposes prepared by the UUA and shall comply with such requirements as may be necessary to retain full membership and participation in the UUA.

## **ARTICLE 5. MEETINGS**

**5.1 Annual Meeting.** A Congregational meeting of the Church shall be held near the end of each fiscal year to elect trustees and other church leaders, to discuss and adopt the budget, to receive reports of all committees and activities of the Church, and to consider other business that may legally come before it. The Board of Trustees shall present to the membership at the Annual Meeting a full report of its activities and proceedings during the previous fiscal year.

**5.2 Special Meeting.** A Special Meeting of the Church shall be held on the call of the President or two or more members of the Board of Trustees, or upon written petition of ten members of the Church to the Clerk or the President. The Clerk or President shall notify the Board of Trustees immediately of any Special Meetings. Business at a Special Meeting shall be limited to the matter or matters for which the meeting was called.

**5.3 Meeting Notice.** The Clerk shall notify the membership of the meeting and the business to be transacted in writing at least two (2) weeks prior to said meeting. Publication in the Church newsletter may be considered notification. When possible, meetings shall be announced from the pulpit on the two Sundays preceding the date which has been set.

### **5.4 Quorum and Voting.**

**5.4.1 Usual Quorum.** Fifteen (15) percent of the number of Members shall constitute a quorum to conduct business at the Annual Meeting or at any Special Meeting except as specified elsewhere in these Bylaws.

**5.4.2 Quorum for Amending Bylaws.** Amending the Bylaws at an Annual or Special Meeting requires a quorum of twenty-five (25) percent of the number of Members regardless of age.

**5.4.3 Voting.** A majority vote of the Members present and voting shall be required to approve resolutions at the Annual Meeting or a Special Meeting except as specified elsewhere in these Bylaws. Meetings attended by a lesser number than specified in the Bylaws shall be adjourned to another time and date. Only Members present at a meeting may vote.

**5.4.4 Quorum and Voting for Acquisition/Disposition/Financing of Church property.** Consideration of these matters may occur at the Annual Meeting or at any Special Meeting called for that purpose provided there is a quorum of forty (40) percent of the number of Members of age eighteen (18) or older. By state law only individuals of age 18 or older may vote on these matters. A two-thirds vote of the Members present and voting is needed for approval.

**5.5 Parliamentary Authority.** The most recent edition of "Robert's Rules of Order" is hereby adopted as the parliamentary authority of the Church, except as otherwise provided by these Bylaws.

**5.6 Minutes.** Minutes of Congregational Meetings may be approved by the Board of Trustees or by a task group appointed by the Board for that purpose.

## **ARTICLE 6. FISCAL YEAR**

The fiscal year of the Church shall be from July 1 to June 30.

## **ARTICLE 7. BOARD OF TRUSTEES**

### **7.1 Duties and Responsibilities.**

The **Board of Trustees**, hereinafter referred to as the **Board**, shall constitute the governing body of the Church. The Board, on behalf of the Congregation, shall have general charge of the property of the Church, the conduct

of its business affairs and the control of the administration of the Church, consistent with these Bylaws. The Board shall have responsibility for personnel matters regarding the Minister. The Board may delegate its authority to other Church entities or individuals. The Board shall establish such policies and appoint such persons and committees as necessary to implement the decisions and policies of the membership. The Board shall have responsibility for the Personnel Committee, which oversees employee policies and relations for the employed staff other than the Minister. The Board may remove a committee chair for cause by a two-thirds vote of the full Board.

**7.2 Board Membership.** The Board shall be Members of the Church who are at least eighteen (18) years of age and shall consist of the President, Vice-President, Past President, Clerk, and six At-Large-Trustees. The Minister shall be a non-voting member of the Board. The Board may designate a youth of the Church as a non-voting representative to the Board.

**7.3 Term of Office.** The members of the Board shall be elected by the Members of the Congregation at the Annual Meeting. A Vice-President shall be elected every year to serve a three-year term: the first year of which as Vice-President; the second year as President; and the third year as Past President. Three At-Large Trustees shall be elected in odd numbered calendar years. The Clerk and three At-Large Trustees shall be elected in even numbered calendar years. Each At-Large Trustee shall serve a two year term. The newly-constituted Board shall assume its duties at the beginning of the fiscal year following the Annual Meeting. No person shall serve as President or Vice-President if s/he has served in that office any time during the past six years. The Clerk and At-Large Trustees may not serve more than two consecutive full terms in the same office. No individual may serve for more than three consecutive full terms on the Board in any position.

**7.3a Executive Committee.** The Executive Committee will be composed of the President, the Vice-President, the Past President, and the Minister and will meet once a month preceding the Board Meeting to review and discuss emerging issues within the Congregation or challenges facing the Church and to plan the agenda for the Board meeting.

**7.4 Meetings.** The Board shall meet monthly or on call of the President or two or more members of the Board. A simple majority of voting Board members shall constitute a quorum. Board meetings are open to all members of the Church except for closed sessions to discuss personnel or contract matters. Meetings of the Board may be held via any electronic means. The minutes of any such meeting will be made available for review by members.

**7.5 Vacancies.** Vacancies on the Board shall be filled by the vote of the Board for the remainder of the term. Any member of the Board may resign from the Board upon written notice to the Clerk. The Board may remove one of its members for cause by two-thirds vote of the Board.

**7.6 Liabilities.** A member of the Board shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action if he/she acts or performs his/her duties in good faith under the standard of care and justifiable reliance as set forth in the appropriate Pennsylvania laws pertaining to liability of Officers, Directors or Trustees of non-profit organizations.

## **ARTICLE 8. OFFICERS**

**8.1 President.** The President of the Church shall be the Chair of the Board and shall preside at all meetings of the Board and of the Congregation. S/He shall be an ex officio member of all committees except the Nominating Committee and the Committee on Ministry without voting rights.

**8.2 Vice-President.** The Vice-President shall act in the place of the President whenever the President is absent. The Vice-President shall Chair the Program Council and shall report to the Board on its activities. S/He may be asked by the President of the Church to perform other duties in keeping with the office of the Vice-President of the Church.

**8.2a Past President.** The Past President shall be an ex officio member of the Board and a member of the Executive Committee. The Past President shall be responsible to maintain the Church's "Manual of Policies and Procedures."

**8.3 Treasurer.** The Treasurer shall receive and safely keep all monies and other assets of the Church entrusted to his/her care and shall disburse the same under the direction and to the satisfaction of the Board. The Treasurer shall keep a complete accounting of all finances, the record of which is the property of the Church and which shall be open for inspection at any time by the Board and for independent financial review. Church funds shall be deposited only in banks or financial institutions selected and approved for the purpose by the Board.

The Treasurer shall present a current statement at each regular meeting of the Board and of the Congregation and shall issue annually to the Congregation a balance sheet and a statement of income and expenditures for the preceding fiscal year. The Treasurer shall be a voting member of the Finance Committee and shall report to the Board on the activities of the Finance Committee. With the advice and consent of the Board, the Treasurer may appoint an Assistant Treasurer. The Treasurer and Assistant Treasurer shall be bonded.

The Treasurer will be appointed by the Board for a one year term. An At-Large Trustee may be appointed as Treasurer.

**8.4 Clerk.** The Clerk of the Church shall keep an accurate record of the proceedings and transactions of the Board and of the Congregation. The Clerk shall notify members of all Congregational meetings and shall perform such other secretarial duties as may be requested by the President of the Church. All records kept by the Clerk shall remain the property of the Church.

## **ARTICLE 9. COMMITTEES**

### **9.1 Definitions.**

**9.1.1 Standing Committees**, hereinafter referred to as **Committees**, are established to help further and enhance the programs and activities of the Church. The committees shall be fully empowered to carry out their designated activities. The committees are permanently established bodies which have broad areas of responsibility and perform basic functions important in the life of the Church. The committees are defined in later sections of this Article.

**9.1.2 Subcommittees** are ongoing bodies (sometimes called "committees") which perform specific tasks in designated areas of responsibility of their parent committee. Committees may create, dissolve, or merge their subcommittees as they see fit, except for those defined in later sections of this Article.

**9.1.3 Task Groups**, sometimes known as ad hoc committees, may be formed as needed by the committees within the responsibilities of the committee. The Board may appoint task groups for activities not covered by the charters of the committees. Task groups shall expire not later than one year after their creation unless specifically renewed by the authorizing group.

**9.2 Committee Chairs.** The Chairs of each committee defined in this Article, except as specified elsewhere in this Article, shall be elected by the Congregation at the Annual Meeting from a slate prepared by the Nominating Committee or nominations from the floor. The term of office shall be one year beginning at the beginning of the fiscal year following the Annual Meeting. The Nominating Committee may nominate a pair of people to be Co-Chairs of a committee, jointly sharing the responsibilities of Chair. Only Members are eligible to serve as Chairs of the committees defined in this Article. An individual may serve as chair of a specific committee for not more than three (3) consecutive one-year terms.

**9.3 The Program Council** shall be a body whose purposes are to: (1) promote coordination, cooperation and communication among the committees, sub-committees and groups of the Church; and (2) advise the Board of Trustees on matters of interest to the Council or otherwise as requested by the Board. Members of the Council shall consist of: (a) the Vice-President of the Church as Chair; (b) the Chairs (or their alternates) of each committee and sub-committee as defined in these articles or as may be organized in the future; (c) representatives of Board-recognized groups, either permanent or ad hoc; (d) the Minister; and (e) Church staff, as needed. The Council shall endeavor to meet monthly, but not less frequently than every other month. Council meetings shall be open to members of the Congregation.

**9.4 The Church Planning Committee** (also referred to as "Long-Range Planning") shall be responsible for the assessment of goals of the Church and for proposing programs to achieve these goals. The Committee shall

present its findings and recommendations to the Board as required and to the Congregation at the Annual Meeting.

**9.5 The Committee on Ministry** shall be responsible for establishing and strengthening the quality of ministry within the Congregation. The committee shall function as a vision and oversight group with focus on all aspects of the congregation's ministry, including, but not limited to, professional leadership, religious education, worship, social justice, pastoral care, and church family. This committee shall be comprised of six members of the Church appointed to three-year staggered terms by the Board from a list formulated jointly by the Board and the Minister. It shall choose its own Chair.

**9.6 The Finance Committee**, with the assistance of the Treasurer, shall keep informed about, and shall advise the Board and Congregation on all financial matters of the Church. It shall prepare the annual budget and coordinate the raising of funds other than stewardship activities. It shall be responsible for arranging the independent financial reviews of the books of the Church. Such reviews shall be done at least every two years and be completed within one hundred eighty (180) days of the close of the fiscal year.

**9.6.1 The Building Use Committee** shall be a subcommittee of the Finance Committee. It shall advise the Finance Committee on rental rates, requirements that renters must meet, and propose standard rental agreement forms.

**9.6.2 The Heritage Society Committee** shall be a sub-committee of the Finance Committee. It shall administer and manage the Endowment Fund in accordance with the Policies and Guidelines of the Finance Committee.

**9.7 The Stewardship Committee** shall conduct the annual campaign for financial, time, and talent resources and report such results to the Board and the Congregation. It shall conduct ongoing stewardship throughout the year.

**9.8 The Membership Committee** shall strive to maintain contact with members and to integrate them into our church community. It shall arrange to welcome visitors and inform new members about the activities of the Church. It shall keep the Minister, appropriate committees and the Board informed of any individuals seeking to become a more active part of the Church. Additional duties pertaining to the status of individuals' Church memberships are specified in Articles 3.4 and 3.5, above.

**9.9 The Communications Committee** shall promote the activities and programs of the church by internal and external communication, including the church web site. It shall be responsible for publications. External communications activities include, but are not limited to, advertising and publicity.

**9.10 The Youth Religious Education Committee** shall plan, staff and conduct the educational activities for children and adults and shall initiate such programs as will further the educational aims that the Church promotes.

**9.10.1 The Adult Education Committee** shall be a sub-committee of the Youth Religious Education Committee and shall develop and conduct religious education programming for the adult members of the Congregation.

**9.11 The Property Committee** shall keep the Board and the Congregation apprised of any property needs and concerns, including the care and maintenance of the buildings, furnishings, equipment and grounds of the Church. It shall, along with the church staff, determine which projects can be done by church volunteers, staff, or outside services. It shall organize property related volunteer activities.

**9.12 The Worship Committee** shall assist the Minister in planning and supervising our worship experience and shall provide for programs in the absence of the Minister.

**9.13 The Music Committee** shall be responsible for the music which complements and enhances Sunday worship services and other Church occasions/events by hiring, coordinating and/or enlisting instrumental or vocal musicians as needed.

**9.14 The Social Action Committee** shall have as its goal to put all seven Unitarian Universalist principles into action in the Congregation, the community and the world. In this pursuit it will be open to meet new needs as

they arise and to encourage new talents and enthusiasms whenever they manifest. At the same time, it will maintain continuity and dependability with ongoing service projects. Through close communication, it will offer to all members of the Congregation opportunities to live their principles together.

**9.15 The Nominating Committee** shall prepare and present to the membership, at the Annual Meeting, a slate of candidates for the expiring positions on the Board, the Chairs of various committees and the Nominating Committee. This committee shall actively seek individuals for inclusion on the slate of candidates from those Members who have demonstrated interest and participated in the life of the Church. The Nominating Committee shall also actively seek, on an on-going basis, individuals for the membership of various Church committees. This committee shall consist of five (5) Members serving staggered three-year terms. A vacancy on the Nominating Committee shall be filled until the next Annual Meeting by vote of the remaining members of the committee. It shall choose its own Chair.

**9.16 The Church Family Committee** shall be responsible for assisting in the caring, pastoral ministry of the Church.

**9.17 The Denominational Affairs Committee** shall have the responsibility to: (a) inform the members and friends of the UUCLV mission and structure of the denomination; and (b) provide the members and friends of the UUCLV the opportunity to participate in the programs and events of the UUA and its affiliated organizations.

**9.18 The Personnel Committee** shall provide equitable policy recommendations to the Board in matters of employee relations and perform such personnel functions as requested by the Board. It shall consist of five Church members appointed by the Board for staggered terms of three years. Additionally, one Trustee shall be appointed for a one year term as a non-voting member. It shall choose its own Chair.

**9.19 The Hospitality Committee** shall be responsible for providing hospitality needs for church services.

## **ARTICLE 10. THE MINISTER**

**10.1 Calling a Minister.** A Ministerial Search Task Group shall be formed when the Congregation decides to seek a settled minister. Members of this task group shall be members of the Church and be elected by the Congregation from a slate of candidates presented by the Nominating Committee. This task group shall function in accordance with the procedure suggested by the Department of Ministry of the UUA. Any person recommended to the Congregation to be Minister shall be a member in the Fellowship of said UUA.

Calling a Minister requires the recommendation of the Ministerial Search Task Group and election by a two-thirds vote of those present and voting at a Special Meeting of the Congregation called for that purpose. The quorum for such Special Meeting to call a Minister shall be forty (40) percent of the membership.

**10.2 Dismissing a Minister.** Dismissing a Minister requires a two-thirds vote of those present and voting at a Special Meeting of the Congregation called for that purpose. The quorum for such Special Meeting to dismiss a Minister shall be forty (40) percent of the membership. Alternatively, the Minister may be terminated in accordance with provisions in the contract.

**10.3 Duties of the Minister.** The Minister shall have the primary responsibility for overseeing the conduct of worship within the Church and the spiritual interests and affairs of the Congregation. Additional duties of the Minister and terms of engagement shall be contained in the contract agreed to by the Minister and UUCLV. The Minister shall have freedom of the pulpit as well as freedom to express his/her opinion outside the pulpit. The Minister will not be a member of the Nominating Committee. The Minister will be a non-voting member of the Board and of all other committees. The Minister shall carry out the policies established by the Board and the Congregation.

## **ARTICLE 11. DISPOSITION OF PROPERTY**

If the Church should, at any time, cease to be a member of the UUA, all of the property of the Church, whether real or personal, shall be transferred to the UUA on the understanding that the said property shall be used by the UUA for its general purposes. This bylaw shall apply to all property donated to the Church whether by will or by some other manner, unless the donor expressly provides otherwise.

## **ARTICLE 12. AMENDMENTS**

Amendments may be proposed by the Board or by petition of ten members of the Church. These Bylaws may be amended or repealed by a two-thirds vote of those present and voting.

## **ARTICLE 13. ENDOWMENT FUND**

Annual income from the Endowment Fund may be used for church needs. Membership approval shall be required to access the principal (or corpus) of the Fund. Membership approval shall require a two-thirds vote of those present and voting.

## **ARTICLE 14. FACILITY RENTAL AGREEMENTS**

The Church Administrator shall be authorized to sign one-time rental agreements. The Chair of the Building Use Committee shall be authorized to sign long-term rental agreements.

As amended at the annual congregational meeting June 14, 2015. Previously amended: June 8, 2014, June 10, 2012, June 13, 2010, October 11, 2009, November 2, 2008, June 26, 2005 and June 2003.