

**Bylaws of the
Unitarian Universalist Congregation
of Fort Wayne, Indiana**

In effect as of 10/18/2020

**Bylaws of the
Unitarian Universalist Congregation
of Fort Wayne, Indiana**

Adopted October 18, 2020

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Article 1: Name

The name of this religious society is the Unitarian Universalist Congregation of Fort Wayne, Inc.

Article 2: Purpose

This Congregation is dedicated to the progressive transformation and ennoblement of individual and social life through religion, in accordance with the advancing knowledge and growing vision of humankind. Bound by this common purpose, and committed to the freedom of belief, we hold in unity a diversity of convictions. Our purpose is further expressed in our covenant:

Love is the spirit of this church,
And service is our law.
To dwell together in peace,
To seek the truth in love,
And to help one another.

Article 3: Membership

3.1 Requirements of Membership

Membership in this congregation is open to any person eighteen years of age or older who is in sympathy with our purpose. Membership is open to all, regardless of race, color, disability, sex, gender identity, sexual orientation, marital status, age, or national origin.

3.2 Method of Joining

To join, prospective members shall

- 1) Attend orientation session(s) provided by the Board of Trustees or a group delegated by the Board of Trustees and the Minister,
- 2) Respond to a request for an annual financial contribution of record,
- 3) Sign the membership book.

New members become Voting Members three months after signing the book.

3.3 Continuing Membership

Membership status is maintained by participating in the life of the congregation and by responding to a request for an annual financial contribution of record.

Individuals who may have extenuating financial circumstances can meet privately with the Minister to develop a contingency plan.

These requirements for membership shall be published in the newsletter periodically and in the directories.

3.4 Termination

Membership may be terminated:

- 1) by the member's written resignation,
- 2) by the member's oral statement to the Minister or the President,
- 3) when the member is deceased, or
- 4) by vote of the Board of Trustees, when the member cannot be located.

Following the annual pledge drive any members who have not responded shall be sent a letter inquiring about their intent to remain a member. The member will have thirty days to respond, prior to the December Board meeting.

Each January, the Board of Trustees shall determine those members who, during the preceding year, have not met the requirements of continuing membership as defined above.

3.4.1 Termination for Cause

In the rare event that a member's behavior is found to be disruptive to the good purposes of the congregation, the Board will act in accordance with the congregational policy regarding disruptive behavior.

Article 4: Denominational Affiliation

This congregation shall be a member of the Unitarian Universalist Association and the MidAmerica Region of the Unitarian Universalist Association.

Article 5: Congregational Meetings

5.1 Congregational Election

The Congregational Election Meeting shall be held each year on a Sunday in the month of November at a time and place determined by the Board of Trustees. The agenda for the election meeting shall include the election, the adoption of an annual budget, and other appropriate business.

5.2 Annual Meeting

The Annual Meeting of the congregation as a corporation under state law shall be held on a Sunday in March at a time and place designated by the Board of Trustees. The agenda for the Annual Meeting shall include reports, hearing the report of the Treasurer, and other appropriate business.

5.3 Special Congregational Meetings

Special Congregational Meetings may be called in two ways:

- 1) by the Board of Trustees or,
- 2) upon receipt of a written petition requesting such a meeting and its purpose, signed by at least 20 Voting Members.

The Secretary of the Congregation shall issue the call to such a meeting. The call shall state the purpose of the meeting. No other business shall be transacted.

5.4 Notice of Meetings

Notice of the Annual Meeting, the Congregational Election Meeting, or of a Special Congregational Meeting shall be given by written notice (using an electronic method or USPS mail) sent to the members at least 15-days prior to the meeting. In addition, the notice shall be published in the weekly Order of Worship and posted in a conspicuous place.

5.5 Quorum

Fifteen percent (15%) of the Voting Members shall be required to constitute a quorum at all meetings of the Congregation unless otherwise noted.

A quorum for the meetings to decide to purchase or sell real estate or to commit the congregation to a long-term loan or mortgage shall be thirty percent (30%) of the voting membership.

All issues shall be decided by a simple majority unless otherwise noted.

5.6 Voting Lists

At all times, the Secretary shall keep a complete list of all the members entitled to vote at any meeting of the members, arranged in alphabetical order, with the address of each member. Such list shall be kept on file in the principal office of the congregation and shall be subject to inspection by any member at any time during the usual business hours.

5.7 Proxy Voting

Proxy Voting shall be allowed for Voting Members who are unable to attend congregational meetings due to serious health issues, travel restrictions or because they are out of town.

Voting Members, who want to use this option, must request the Proxy Form from the Secretary of the Congregation at least 48 hours in advance of the Congregational Meeting.

The Proxy Holder must present the completed form to the Secretary of the Congregation during establishment of the meeting quorum.

The Secretary will validate the completed Proxy Forms (to include the names and signatures of the Voting Members, and the date of the meeting); announce the names at the Quorum call which counts towards the Quorum.

A Voting Member can only hold one Proxy and is only valid for the date entered on the Proxy Form.

Proxy Voting will be limited to items on the meeting agenda.

5.8 Meeting Remotely

If conditions make assembling for Congregational Meetings impractical, the Board of Trustees may elect to hold a meeting online, using Zoom or other conferencing software. The Board shall choose a date and time in November for the Congregational Election meeting, or a date and time in March for the Annual Meeting. If a Special

Congregational Meeting is called under Paragraph 5.3, the Board shall choose a date and time for the meeting.

All other provisions regarding notice of meetings, quorum, voting lists, and proxy voting remain in effect, with these exceptions:

- 1) If in-person Sunday services are not being held, a notice of the meeting shall be placed in the weekly invitation to the online service.
- 2) Voting Members who wish to use proxy voting must request the Proxy Form by mail or email at least 72 hours in advance of the Congregational Meeting. The Proxy Holder must present the completed form, by mail or email, to the Secretary at least 24 hours before the meeting.

Article 6: Elections

6.1 Annual Elections

At each Congregational Election Meeting, the Voting Members shall elect:

- 1) The officers (a President, a Vice President, a Secretary, and a Treasurer); all officers are members of the Board of Trustees,
- 2) Two Trustees at large, except that, in years evenly divisible by three, there shall be three Trustees elected,
- 3) One Alternate Trustee,
- 4) One member of the Nominating Committee, and
- 5) One member of the Endowment Committee.

6.2 Terms

Officers shall serve one year. Trustees shall serve three years. Alternate Trustee shall serve one year.

Elected Nominating Committee members shall serve two years.

Endowment Committee member shall serve three years.

Terms shall begin January 1, following the election.

6.3 Eligibility to Serve

Only Voting Members shall be eligible to serve in any elected position of the Congregation.

6.4 Reelection

Trustees and Alternate Trustee shall be limited to two consecutive terms.

Officers shall be limited to three consecutive terms for one position.

Nominating Committee members shall not serve consecutive terms.

Endowment Committee members shall be limited to two consecutive terms.

Serving more than half of a full-term shall be considered a full term.

Upon reaching term limits, a Voting Member must be out of office for a full year

before being eligible to again be elected in that position.

6.5 Vacancies

All vacancies occurring between Congregational Election Meetings shall be filled by appointment of the Board of Trustees. The first vacancy in the Board of Trustees to occur between Congregational Election Meetings shall be filled by the Alternate Trustee. Any person so appointed shall hold office until the next Congregational Election Meeting.

6.6 Removal of Elected Office holders

Any elected member of the corporation may be removed by a majority vote of the Voting Members of the corporation at any meeting called for that purpose.

6.7 Nominating Committee

The Nominating Committee shall consist of three members: one appointed by the Board of Trustees for a one-year term and two elected at Congregational Election Meetings for two-year terms, beginning in alternate years.

The Board of Trustees shall appoint one Voting Member to serve a one-year term no later than April 30.

Any Voting Member appointed to fill an unexpired term shall hold office until the next Congregational Election Meeting; that member may then be elected to the remaining portion of the unexpired term as long as the Voting Member is eligible per 6.2 Terms and 6.4 Reelection.

- 1) Members of Nominating Committee are elected per 6.1 Election. Vacancies are filled per 6.5 Vacancies
- 2) Each regularly elected member of the Nominating Committee shall take office on January 1 following their election and serve until December 31st of the year that their term expires.
- 3) Reelection is per 6.4 Reelection

No later than May 31, the President of the Congregation shall convene a meeting of the Committee. The President shall provide the Committee with a copy of the Bylaws, inform the Committee of the vacancies to be filled, and preside over the election by the Committee of its chairperson. The President will then withdraw.

The Committee shall prepare a slate from among Voting Members, which shall not include members of the Nominating Committee, as nominees to each elected position, at least 25-days before the Congregational Election Meeting.

Additional nominations may be made from the floor.

The Nominating Committee shall also recommend committee chairpersons and other appointed positions as directed by the Board, for Board approval.

Article 7: Board of Trustees

7.1 Composition

The Board of Trustees shall be composed of seven trustees, four of whom shall be Officers of the Congregation, and one Alternate Trustee. The Alternate Trustee shall attend meetings but shall have no vote nor hold any office.

7.2 Responsibilities

The Board shall be the head administrative and fiduciary body of the Congregation and, on behalf of the Congregation, shall be vested with the care and administration of the real and personal property of the Congregation, and shall conduct its business affairs. Through monthly reports in the newsletter, the Board shall keep the Congregation informed of its actions and financial status. In addition, minutes of meetings shall be available in the Congregation office upon Board approval.

The Board shall present and get approval for the annual budget at the Congregational Election meeting or other duly called meeting.

Neither the Board, nor the Officers of the Congregation, shall incur any unbudgeted financial obligations in excess of five percent (5%) of the current operating budget without vote of the Congregation at a duly called meeting of the membership.

The Board shall present and get approval to sell or to purchase real estate or to commit to a long-term loan or mortgage at a duly called meeting of the membership.

The Board shall act as Trustees for all funds of the Congregation except those residing in the Endowment Fund.

7.3 Meetings

The Board shall hold at least ten regular meetings per year at a time and place announced in the newsletter and weekly bulletin. Four members shall constitute a quorum.

If needed, the Alternate Trustee will become a regular Trustee for the duration of the meeting or until an elected Trustee joins the meeting.

7.4 Ex Officio Members

The Minister and the immediate past President (unless the past President continues to serve as a Trustee) shall be ex officio and non-voting members of the Board.

Article 8: Officers

8.1 Composition

The Officers of the Congregation shall consist of a President, Vice President (President-Elect), Secretary, and Treasurer. Officer vacancies shall be filled from within the Board of Trustees at a meeting of the Board.

8.2 Executive Committee

The Executive Committee shall be composed of the Officers of the Congregation and

the immediate Past President as ex-officio. The Executive Committee shall carry forward the program and plans of the Congregation and the Board. It shall exercise the powers and duties of the Board when necessary between meetings of the Board. It shall report promptly to the Board all action taken. It shall prepare an agenda for each Board meeting and shall gather and evaluate relevant data pertaining to each item of the agenda. It shall have further such powers and duties as the Board shall assign.

8.3 Powers and Duties of Officers

President. Subject to the general control of the Board of Trustees, the President shall manage and supervise all of the affairs and personnel of the corporation and shall discharge all of the usual functions of the chief executive officer of a not-for-profit corporation. The President shall preside at all meetings of membership and trustees and shall have such other powers and duties as this Code of Bylaws or the Board of Trustees may prescribe.

The immediate Past President shall serve as an advisor to the President and shall perform duties assigned by the President.

Vice President. The Vice President shall serve all the functions and exercise all of the powers of the President in the absence of the President or during the illness or incapacity of the President. The Vice President also shall assist the President in the performance of their duties. The Vice President shall succeed the President in the subsequent term, making this position one of President-Elect. The transition of the Vice President to President is dependent upon confirmation of the congregation through the Congregational Election Meeting.

Secretary. The Secretary shall attend all meetings of the members and of the Board of Trustees and shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings. The Secretary shall attend to the giving and serving of all notices of the corporation required by this Code of Bylaws, shall have custody of the books and records (except books of account) of the corporation, and in general he or she shall perform all duties pertaining to the office of Secretary and such other duties as this Code of Bylaws of the Board of Trustees may prescribe

Treasurer. The treasurer, with assistance from the Congregational Administrator and the Finance Committee, shall:

- 1) Keep correct and complete financial records, showing at all times the financial condition of the corporation, and make them available for perusal by members and staff.
- 2) Hold safely or deposit and disperse all funds, securities, notes, and valuables to satisfy appropriately the obligations of the corporation.
- 3) Provide regular financial reports or statements to the Board of Trustees and to the congregation at the Annual Meeting.

Assistant Officers. Such assistant officers as the Board of Trustees shall from time to time designate and elect shall have powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as this Code of Bylaws or the Board of Trustees may prescribe.

Article 9: Committees and Affiliated Organizations

9.1 Committees

The Board of Trustees will establish a Committee on Ministry, a Finance Committee, and such other standing and temporary committees as it deems necessary. All committees shall report to the Board at the time and in the form determined by the Board.

9.2 Committee on Ministry

The purpose of the Committee on Ministry is to strengthen the quality of ministry both in and of the congregation by serving as an advisory group for the Minister and as a communication channel between the Minister and the congregation. The Board of Trustees and the Minister shall jointly establish details regarding selection of committee members and committee procedures.

9.3 Council Organization

The Board may organize the committees into councils as it determines will best meet the needs of the congregation.

9.4 Affiliated Organizations

Upon application to, and approval by, the Board, a group or organization which does not wish to function as a committee of the Congregation may become an Affiliated Organization, sponsored by, but not funded by, the Congregation.

The application may be approved if, among other things, it shows that the purpose, principles, and actions of the organization will not hold potential conflict with the Bylaws or Articles of Incorporation of the congregation. The majority of the officers of an Affiliated Organization must be continuing members of the Congregation.

Article 10: The Minister

10.1 Ministerial Search Committee

Upon notification of an immediate or future vacancy of the ministerial office, the Board shall act without delay, in consultation with the UUA, to assess the ministerial needs of the congregation. Upon completion of the process, the board shall immediately call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. Employees of the Congregation shall not serve on the committee.

10.2 Calling the Minister

The Minister shall be called by a vote of ninety percent (90%) of those members voting at a Congregational Meeting called for such purpose. Fifty-one percent (51%) of the members eligible to vote shall constitute a quorum at such a meeting. Any candidate considered for selection shall first have been recommended for consideration by the Ministerial Search Committee.

10.3 Qualifications

The Minister shall be in fellowship with the Unitarian Universalist Association. Race, color, disability, sex, gender identity, sexual orientation, marital status, age,

or national origin shall have no bearing on the choice or retention of a Minister.

10.4 Responsibilities

The Minister shall have responsibility for such functions as ordinarily pertain to the Office of Minister in congregations of the Unitarian Universalist Association [as prescribed by the Guidelines and Code of Ethics of the Unitarian Universalist Ministers Association]. These functions include, but are not limited to, the following: conducting services of worship, preaching and teaching, counseling and visiting, administration, participating in denominational affairs, providing community leadership, and continuing their self-development and professional education.

The Minister shall be an ex-officio and non-voting member of the Board of Trustees and all committees except the Nominating and Search Committees.

10.5 Freedom of the Pulpit

The Minister shall have freedom of the pulpit as well as the freedom to express their opinion outside the pulpit.

10.6 Covenantal Agreement

A written agreement between the Minister and the Congregation shall be entered into at the time of call and reviewed biannually by the Committee on Ministry, the Board, and the Minister. This agreement shall set forth responsibilities, compensation, and benefits of the Minister as well as the congregation's responsibilities for the ministry of the congregation.

10.7 Dismissal of the Minister

The Minister may be dismissed and the agreement terminated upon the eighty percent (80%) vote of the Congregation at which a quorum of fifty-one percent (51%) of the Voting Members shall be required. The Minister's salary and the benefits shall be continued for a period of three months following the effective date of dismissal.

Article 11: Endowment Fund

11.1 Duties

The Endowment Committee will

- 1) Raise endowment funds
- 2) Receive designated gifts and bequests for the corporation
- 3) Invest and manage the endowment funds of the corporation
- 4) Manage designated gifts and bequests to the corporation
- 5) Make quarterly reports to the Board of Trustees

11.2 Number and Terms of Office

The Endowment Committee shall consist of three (3) Voting Members of the corporation, who shall hold office as defined in 6.2 Terms.

Any Voting Member appointed to fill an unexpired term shall hold office until the next Congregational Election Meeting; that member may then be elected to the remaining portion of the unexpired term as long as the Voting Member is eligible per 6.2 Terms and 6.4 Reelection.

- 1) Members of the Endowment Committee are elected per 6.1 Election. Vacancies are filled per 6.5 Vacancies.
- 2) Each regularly elected member of the Endowment Committee shall take office on January 1 following their election and serve until December 31st of the year that their term expires.
- 3) Reelection is per 6.4 Reelection.

11.3 Resignation/Termination

Committee membership may be ended by written resignation, by oral statement to the Congregational President, or terminated by a vote of the Board of Trustees when the member has moved away or has not attended any Endowment Committee meetings.

11.4 Annual Meetings

The Endowment Committee shall meet each year, within 30 days of the Congregational Election meeting of members, at the place where such meeting of members is held, for the purpose of organization and consideration of any other business which may be brought before the meeting.

11.5 Other Meetings

Other meetings of the Endowment Committee may be held regularly pursuant to a resolution of the Committee to such effect or may be held upon the call of the chairperson or of any two members of the Committee and upon 48-hours' notice specifying the time, place, and general purposes of the meeting, given to each member either verbally or by written communication. No notice shall be necessary for any regular meeting. Meetings shall be held at least every six (6) months.

11.6 Quorum

The act of a majority of the members of the committee shall be the act of the committee.

11.7 Organization

The Endowment Committee shall elect a chairperson, a vice chairperson, and a secretary from its own membership at the committee's first meeting after the Congregational Election Meeting. Such officers shall serve until the next Congregational Election Meeting or until their successors are appointed. Vacancies in such offices may be filled by the Committee at any regular meeting of the Committee. For record purposes, the secretary shall provide a set of minutes from each meeting, a copy of which will be provided to the Board of Trustees.

11.8 Treasurer

The Treasurer of the corporation shall ensure that Endowment Funds and designated gifts are held and disbursed as directed by the Congregation. The Treasurer shall also ensure that books and records reflecting all financial transactions of the Endowment Fund and reports on designated gifts are kept and reported to the Board and the congregation at each Congregational Election Meeting and Annual Meeting, and regularly through the congregational newsletter.

11.9 Powers and Limits

In addition to the aforesaid duties, the committee shall have the following designated powers:

- 1) In accordance to the wishes of the donor, the committee is authorized to hold in-kind property donated to the corporation and recommend the distribution of special and designated gifts and bequests to the endowment
- 2) The committee shall invest and reinvest funds and assets (other than assets held in-kind as provided above) in the United States Government securities, government insured deposits, corporate bonds and other securities, as in their judgment and discretion they deem prudent.
- 3) A maximum of forty percent (40%) of the Endowment funds may be invested in mutual funds or stocks which are listed on the major United States exchanges (NYSE, NASDAQ).

The Board of Trustees may direct that the annual net income, or a portion thereof, received from the investment of Endowment Funds and/or designated gifts, be utilized for the operating expenses of the corporation. An annual inquiry from the Board is required to determine the appropriate amount to be included as a line item in the proposed budget. If so directed, the Congregational Administrator, with oversight of the Treasurer, will move such net income to the operating budget.

11.10 Accounts

The endowment funds and designated gifts and bequests shall be held separately from the operating funds of the corporation. An annual audit by a certified public accountant or other appropriate person who is not a member of the committee will be initiated by the Treasurer of the Board of Trustees in the first quarter of the year. Records of the Endowment Fund are available online and can be viewed at any time by committee members. Endowment Committee members have access and can share this information at any time.

11.11 Available Funds

The principal of the Endowment Fund may be expended only with approval of the Board of Trustees and a vote of the membership. For purposes of such a vote, a thirty percent (30%) quorum is required.

11.12 Liability

Members of the committee shall not be liable for any losses which may be incurred upon the investments of the assets of the fund.

Article 12: Dissolution

In the case of dissolution of the congregation, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, or to any Unitarian Universalist related organization, and the Board of Trustees shall perform all actions necessary to accomplish such conveyance. Consultation with the UUA may also be desirable for continuation of endowment fund obligations to grantors of gifts.

Article 13: General Provisions

13.1 Execution of Contracts and Other Documents

Unless otherwise ordered by the Board of Trustees, all written contracts and other documents entered into by the corporation shall be executed on behalf of the corporation by the President or Vice President together with the Secretary or Assistant Secretary.

13.2 Fiscal Year

The fiscal year of the corporation shall be January 1 to December 31 of each year.

13.3 Parliamentary Rules

The latest edition of Robert's Rules of Order Revised shall be accepted as the parliamentary guide for this Congregation unless in conflict with some specific provision of the Articles of Incorporation and Bylaws.

Article 14: Amendments

A quorum being present, these bylaws may be amended in whole or in part by two-thirds of the Voting Members present at any meeting of the membership called for that purpose after said proposed amendment shall have received the recommendation of a majority of the Board of Trustees, or of at least ten (10) Voting Members of the congregation. Notice of the meeting shall contain a copy of the proposed amendment.

Article 15: Effective Date

These Bylaws shall go into effect October 18, 2020.

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