

Bylaws of the Miami Valley Unitarian Universalist Fellowship Dayton, Ohio

Approved (April 23, 2006)

Amended (September 24, 2006, June 10, 2007; June 7, 2009; June 12, 2011, January 25, 2015; June 14, 2015)

[Table of Contents at the end of document]

ARTICLE I. NAME AND INCORPORATION¹

The name of this fellowship is the Miami Valley Unitarian Universalist Fellowship (MVUUF). MVUUF is incorporated under the laws of the State of Ohio.

ARTICLE II. PURPOSE

The purpose of MVUUF is to promote spiritual growth through individual freedom of belief. MVUUF shall devote its resources to and exercise its corporate powers for religious, educational and humanitarian purposes. We as a congregation are in sympathy with the Unitarian Universalist Association's Principles and Purposes.

ARTICLE III. CONGREGATIONAL AUTHORITY

SECTION A. FINAL AUTHORITY

The congregation has final authority, through appropriate democratic processes, over the decisions made regarding MVUUF. The congregation has the authority to direct the various constituent organizations and the personnel of MVUUF. The congregation may amend or rescind decisions of the constituent organizations.

SECTION B. EXCLUSIVE AUTHORITY

The congregation has exclusive authority to:

1. Adopt and amend these bylaws,
2. Adopt the annual budget,
3. Call and remove a called minister,
4. Accept or reject specific policies of the Unitarian Universalist Association or other denominational organizations of which MVUUF is a member.

SECTION C. DELEGATING AUTHORITY

The congregation delegates to the board the authority to make decisions and act on behalf of MVUUF, within the limitations set by these bylaws. The board may further delegate its authority within the limitations set by these bylaws.

SECTION D. OPEN GOVERNANCE

PART 1. ACCESS AND COMMUNICATION. The congregation shall have reasonable access and clear lines of communication with and from MVUUF governing bodies, officials and staff, including:

- A. Access to governance documents and official records, unless otherwise stated in these bylaws.²
- B. Reasonable notice as defined throughout these bylaws.
- C. Clear information regarding pending congregational decisions.³

PART 2. NOTICE. "Reasonable notice" and "notice to the congregation" shall be interpreted as follows:

- A. Requires that a good-faith effort is made to contact MVUUF voting membership using practical, general communication channels such as newsletter articles, Sunday bulletin announcements, Sunday service announcements, email, and phone trees.

¹Footnotes in these bylaws are for explanation of the intent of the authors. Footnotes carry no authority beyond assisting the reader in understanding the authors' intent. Words in parentheses () are to assist with reading sentences and do carry the same authority as words that are not in parentheses.

²As defined in the MVUUF policy manual. For example, the policy manual, bylaws and board minutes will be available for review in the administrative office during posted office hours.

³Including reports and/or information pertaining to agenda items for congregational business meetings, election and nomination information.

- B. Does not require that all MVUUF voting members be successfully contacted, nor do all communication channels listed in the previous paragraph need to be used.
- C. May require more advanced or formal notice for specific issues (such as changing bylaws or calling ministers) as specified in these bylaws.
- D. The phrases “at least ten days and two Sundays” and “at least thirty days and two Sundays,” when referring to a required notice period in these bylaws, means that an announcement shall be made (orally, in writing, or both) to the congregation no later than the specified number of days in advance and must include announcements made during two consecutive weeks’ Sunday morning services prior to the meeting. If the meeting shall occur on the second Sunday that an announcement is made, the meeting will start no sooner than the latest regularly scheduled Sunday morning service.

ARTICLE IV. MEMBERSHIP

SECTION A. MEMBERSHIP GENERAL

Any person is qualified to become a MVUUF member if they are in sympathy with MVUUF’s purpose (see Article II). MVUUF does not discriminate. The board shall describe the benefits⁴, rights and responsibilities of membership in greater detail, consistent with these bylaws, in the MVUUF policy manual.

SECTION B. MEMBERSHIP CATEGORIES

MVUUF has three categories of membership: voting member, lifetime member, and youth member. Specific requirements, rights and responsibilities of each category are listed below.

PART 1. VOTING MEMBER.

- A. Is at least 18 years of age.
- B. Has completed MVUUF membership orientation as described in the MVUUF policy manual.
- C. Signs the MVUUF membership book as a “voting member” and submits to the MVUUF office the appropriate forms as defined in policy.
- D. Accepts and honors financial and/or service commitments to MVUUF.
- E. Attends congregational business meetings, has voting rights, may serve in elected MVUUF leadership positions and participates in the congregation’s decision making process.

PART 2. ASSOCIATE MEMBER. This category was eliminated as an option for new members on January 25, 2015.

- A. Is at least 18 years of age.
- B. Has completed MVUUF membership orientation as described in the MVUUF policy manual.
- C. Signs the MVUUF membership book as an “associate member” and submits to the MVUUF office the appropriate forms as defined in policy.
- D. Accepts and honors financial and/or service commitments to MVUUF.
- E. Does not have voting rights

PART 3. LIFETIME MEMBER.

- A. Is a long-serving member who may be no longer able to make financial or service contributions to MVUUF.
- B. Has been approved by the board. Specific qualifications and approval process shall be described in the MVUUF policy manual.
- C. There is no financial or service obligation to MVUUF.
- D. Has voting rights

PART 4. YOUTH MEMBER.

- A. Is less than 18 years of age.
- B. Has completed MVUUF membership orientation as described in the MVUUF policy manual.
- C. Signs the MVUUF membership book as a “youth member” and submits to the MVUUF office the appropriate forms as defined in policy.
- D. Accepts and honors financial and/or service commitments to MVUUF.
- E. Does not have voting rights.

SECTION C. MAINTENANCE, TERMINATION AND RESTORATION OF MEMBERSHIP

⁴ The benefits of membership may include MVUUF newsletter subscription, MVUUF directory listing, official name tag, and access to MVUUF programming and services.

PART 1. MAINTENANCE AND TERMINATION.

- A. **CONTRIBUTION.** There is no specified minimum financial contribution required to maintain member status.
- B. **VOTING MEMBER STATUS.** It is contrary to the best interests of MVUUF to retain uninterested persons on its list of voting members, so it is necessary to have an objective method for determining a voting member's continued interest in the business of MVUUF.
 - 1. Therefore, to maintain voting member status past January 31 of the upcoming year⁵, a voting member shall do at least one of the following between January 1 and December 31 each year:
 - a. Turn in, on an annual basis, a document that re-affirms their commitment to MVUUF⁶. The board may define requirements for the document (such as form, minimum content) in the MVUUF policy manual, but shall not define any requirements for membership that are not expressed in these bylaws.
 - b. Sign the official attendance sheet (used to confirm quorum) at a congregational business meeting.⁷
 - 2. The board shall define policy in the MVUUF policy manual for notifying voting members, individually, in writing, no later than December 31 of each year, if MVUUF has no record of their re-affirmation of commitment for that year. The notification shall alert the voting member that their voting membership may be changed to non-voting status if they do not re-affirm their commitment by January 15 of the upcoming year (i.e. 15 days notice).
 - 3. The board shall review the list of voting members for whom there is no record of re-affirmation. If the board finds that there are special circumstances⁸ that apply to a voting member's situation, the board may extend (or reinstate) the person's voting membership for an additional year without any record of their re-affirmation.
- C. **VOLUNTARY TERMINATION.** Any MVUUF member may terminate membership by notifying the program council membership representative or the administrative office.
- D. **BOARD TERMINATION.** The board may remove a person from the list of members if that person has died, moved away, or cannot be located.

PART 2. RESTORATION OF MEMBERSHIP. A former member whose membership was terminated by processes described in Article IV, section C, may return to member status by notifying the program council membership representative of their intent to be a member and returning to the administrative office an appropriate document that re-affirms their commitment to MVUUF.

SECTION D. INVOLUNTARY REMOVAL FROM MVUUF⁹

PART 1. CONDITIONS. The board may, with a 2/3 vote, suspend (or revoke) a person's membership and/or require a person to temporarily (or permanently) stay away from MVUUF and/or its activities if any of the following apply:

- A. The board determines that the person is a threat to the safety or well-being of MVUUF members, guests, or MVUUF property.
- B. The board determines that the person exhibits disruptive behavior that:
 - 1. Creates a perceived threat to the safety of any adult or child, or
 - 2. Disrupts MVUUF activities or hinders MVUUF's ability to pursue its purpose, vision, or mission, or
 - 3. Seriously diminishes the appeal of the MVUUF to its potential and existing membership,
 - 4. And that appropriate, less extreme measures for correcting the behavior have been attempted and have not achieved acceptable results.

PART 2. PROCEDURES. The board may define formal procedures for the less extreme corrective measures in the MVUUF policy manual.

PART 3. CONGREGATIONAL AUTHORITY. The congregation may overrule, with a majority vote, decisions made by the board under this section.

ARTICLE V. DENOMINATIONAL AFFAIRS

⁵ MVUUF certifies its headcount of voting members to the UUA on February 1 of each year.

⁶ For example, an annual service or financial pledge form, or a post card that re-affirms commitment.

⁷ Three "automatic" chances to comply are given between January and June each year: two congregational business meetings and the annual pledge campaign.

⁸ For example, a long-time member who is infirm, or a member known to be active but for whom there is no record.

⁹ The UUA and many UU congregations publish policies that allow the congregation to place the well-being of the congregation ahead of the rights and privileges of disruptive or dangerous individuals. For example policies, see uua.org and search for "disruptive behavior."

SECTION A. MEMBERSHIP

MVUUF shall be a member of the Unitarian Universalist Association and the appropriate Unitarian Universalist district.

SECTION B. FINANCIAL OBLIGATION

MVUUF shall make appropriate annual financial contributions to the Unitarian Universalist Association and the district.

ARTICLE VI. SERVICES AND MEETINGS

SECTION A. RELIGIOUS SERVICES

Religious services shall be held in accordance with the MVUUF policy manual.

SECTION B. CONGREGATIONAL BUSINESS MEETINGS

PART 1. REGULAR MEETINGS. There shall be two regular congregational business meetings each year, held in January and June. The date shall be determined by the board, and the membership shall be given at least thirty days notice of the meeting date and agenda, including names of candidates nominated for elections.

- A. JANUARY. Business transacted at the January meeting shall include election of members to offices.
- B. JUNE. Business transacted at the June meeting shall include:
 - 1. Election of members to offices that are vacant or will become vacant prior to the next regular congregational business meeting.
 - 2. Approval by the congregation of an annual budget for the following fiscal year.
- C. AGENDA. The board may add other items to the agenda.
- D. INFORMATION. The board shall make relevant background information such as board reports and budgets available at least seven days in advance of the meeting unless otherwise specified in these bylaws.
- E. ROBERT'S RULES. Congregational business meetings shall be conducted in accordance with Robert's Rules of Order, with exceptions as described in these bylaws.
- F. QUORUM- Only voting members shall vote at the congregational business meetings or count toward a quorum.
- G. ABSENTEE BALLOTS- Proxy votes shall not be allowed, but absentee ballots may be used at the discretion of the board, if the board has, at least thirty days previously, defined policy and procedures for absentee voting. Valid absentee ballots count towards quorum for the purpose of the vote the ballot was cast for.
- H. CHAIR. Congregational business meetings shall be chaired by the board member in attendance who appears first on this list: president, vice president, trustee A, trustee B, treasurer, secretary, program council chair. The chair of the business meeting may only vote to break a tie.

PART 2. SPECIAL MEETINGS. Other special congregational business meetings may be called by the board by giving at least ten days and two Sundays notice to the congregation. The notice shall describe the date, time, location, and the issues to be addressed.

PART 3. MEMBER CALLED MEETINGS. MVUUF voting members may compel the congregation to consider an issue in the following ways:

- A. Voting members may compel the board to add an item to the agenda of a congregational business meeting by presenting a petition to the board.
 - 1. The petition shall be signed by at least ten percent of MVUUF voting members, describe the issue to be addressed, and the motion to be considered.
 - 2. The petition shall be presented to the board no later than the start of a board meeting that is held at least ten days and at least two Sundays prior to the congregational business meeting.
- B. Voting members may compel the board to call a special congregational business meeting within sixty days by presenting a petition to the board. The petition shall be signed by at least ten percent of MVUUF voting members and describe the issue to be addressed and the motion to be considered.

SECTION C. QUORUM

PART 1. Quorum for congregational business meetings shall be thirty percent of the voting membership, with the following exceptions, which require a quorum of forty percent of the voting membership.

- A. Calling or dismissal of a called minister.
- B. Purchase, major capital improvement, or sale of real estate.

PART 2. Dissolution of MVUUF is a special case (described in Article XI in these bylaws) requiring a 2/3 affirmative vote of all voting members, independent of these requirements for quorum.

ARTICLE VII. GOVERNANCE STRUCTURE

SECTION A. BOARD

PART 1. BOARD STRUCTURE.

- A. **VOTING MEMBERS.** The president, vice president, secretary, treasurer, program council chair, and two trustees referred to in these bylaws as trustee A, and trustee B shall be voting members of the board. All elected board members are officials of MVUUF (see Article X).
- B. **MINISTER.** The senior minister shall be a non-voting, ex-officio¹⁰ member of the board.

PART 2. DUTIES OF THE BOARD. The board is responsible for:

- A. Overseeing MVUUF programs and finances
- B. Long-term planning and visioning
- C. Setting policies, as documented in the MVUUF policy manual and in board meeting minutes.
- D. Delegating authority to make decisions, act, and define procedures, as appropriate, to councils, committees, and individuals.
- E. Approving the appointment or removal of committee chairs nominated by individual board members.
- F. Appointing MVUUF members to serve in non-elected positions as defined by the bylaws and the MVUUF policy manual.
- G. Appointing interim members to fill mid-term vacancies on the board and program council.
- H. Nominating one qualified candidate for election to the nominating committee each year.
- I. Creating and eliminating staff positions, approving job descriptions and compensation for positions, and appointing ministers other than ministers called by the congregation, such as interim or intern ministers.
- J. Resolving conflicts elevated from the program council, councils or committees that report directly to the board.
- K. Cultivating and overseeing MVUUF leadership development processes and programs.

PART 3. BOARD MEETINGS.

- A. **FREQUENCY.** The board shall meet at least once each month.
- B. **QUORUM.** At least fifty percent of sitting (non-vacant board seats) board voting members shall be present to constitute a quorum. The president (or other chair in the president's absence) counts towards quorum.
- C. **ROBERT'S RULES.** The conduct of business meetings shall be governed by the current edition of Robert's Rules of Order, except as modified by these bylaws. The board may suspend Robert's Rules by two-thirds vote of board members present and voting.
- D. **CHAIR.** Board meetings shall be chaired by the board member in attendance who appears first on this list: president, vice president, trustee A, trustee B, treasurer, program council chair, secretary. The chair of the board meeting may only vote to break a tie.
- E. **SPECIAL MEETINGS.**
 - 1. Special board business meetings may be called by the president, vice president, or by any three board members issuing a joint call to the other board members.
 - 2. **MEMBER CALLED.** Voting members of MVUUF may compel the board to call a special board business meeting within 14 days by presenting a petition, signed by ten percent of voting members of MVUUF, stating the specific issue to be addressed and the motion to be considered.
- F. **MOTIONS.** Any five MVUUF voting members may compel the board to consider a specific motion during the new business session of a board business meeting by presenting a petition to the board president or vice president.
 - 1. The petition shall state the member names and the motion to be considered.
 - 2. The president or vice president may require that the petition be presented at least seven days prior to the board meeting at which the motion is to be considered.
 - 3. The petitioners shall be given an appropriate opportunity to address the board while the motion is being discussed.
- G. **ACCESS.** Business meetings of the board shall be open. The board, by a 2/3 vote of those present and voting, may limit attendance to only MVUUF members and staff.

¹⁰ Ex-officio is defined as "by virtue of the office the person holds."

- H. EXECUTIVE SESSION. The board may go into “executive session,” by a majority vote of board members present and voting. Executive sessions are attended only by board members. The board may invite other individuals into the executive session by majority vote. The board, by a 2/3 vote of those present and voting, may exclude one of its members from the executive session. Executive sessions are for the discussion of information that is customarily kept confidential by non-profit boards, such as (but not necessarily limited to) information regarding personnel actions, personal & confidential information about specific persons, contract negotiations, or pending legal matters. Records of executive sessions may be kept, but are not made public. The board may not take formal action (such as a formal vote on policy) while in executive session.

PART 4. MVUUF POLICY MANUAL.

- A. The board shall establish and maintain a MVUUF policy manual to document all current MVUUF policies. Changes to policy shall be made only by formally amending the MVUUF policy manual.
- B. Authority delegated by the board is constrained by policy. Professional staff, councils, committees, or others operating under delegated authority may adopt and change procedures within their program areas, subject to the limitations set by policy.
- C. A current copy of the MVUUF policy manual shall be accessible.

PART 5. DUTIES OF THE BOARD VOTING MEMBERS. The following briefly describes the duties of the board voting members. The board shall describe each job in greater detail, consistent with these bylaws, in the MVUUF policy manual.

- A. **All board voting members** shall:
1. Attend scheduled board meetings.
 2. Perform other duties as assigned by the board.
- B. The **president** shall:
1. Preside at board meetings and congregational business meetings, and perform duties usually associated with the office of president.
 2. Hold signature authority as defined in Article VII, section A, part 6.
- C. The **vice president** shall:
1. Perform all duties of the president in the president's absence.
 2. Serve as an ex-officio member of the personnel committee.
 3. Hold signature authority as defined in Article VII, section A, part 6.
- D. The **treasurer** shall:
1. Oversee MVUUF's finances and make sure the organization is financially sound.
 2. Serve as, or nominate for board approval, the chair the finance committee.
 3. Serve as, or appoint, the finance delegate to the program council.
 4. Present a financial report at board meetings and at the January and June congregational business meetings.
 5. Hold signature authority as defined in Article VII, section A, part 6.
- E. The **secretary** shall:
1. Keep a record of business conducted at all board and congregational business meetings, maintain an archive of the records, and make copies of such records readily accessible to members.
 2. Act as a liaison with the fellowship communications representative.
 3. Keep and maintain the current version of these bylaws and make copies readily accessible to members.
 4. Maintain and promptly update the MVUUF policy manual and make copies readily accessible to members.
 5. Hold signature authority as defined in Article VII, section A, part 6.
- F. The **program council chair** shall:
1. Chair the program council meetings.
 2. Serve as a communications liaison between the board and the program council.
- G. **Trustee A and trustee B** shall:
1. Participate as voting members of the board.

PART 6. SIGNATURE AUTHORITY.

- A. The president, vice president, secretary, and treasurer have signature authority for payment of MVUUF's expenses and have authority to obligate MVUUF. These officers have a fiduciary duty to MVUUF.
- B. MVUUF expenses shall be paid using checks requiring two authorized signatures. The board may waive this two-signature requirement in favor of automated payments for specific recurring expenses¹¹ by providing such direction in the MVUUF policy manual.

¹¹ Such as payroll payments made through a payroll service that provides automatic deposits, or mortgage payments automatically withdrawn by the mortgage bank.

- C. **SEPARATE ACCOUNTS.** The board may establish separate checking accounts for the purpose of allowing a program to use banking services in isolation from other MVUUF funds.
 1. Only programs that are self-funding (such as by having their own fundraiser¹² or by asking participants to pay to participate¹³) are permitted to have such an account.
 2. As a security precaution,¹⁴ these checking accounts shall be in a bank different from the bank(s) used for MVUUF operating, building, capital campaign, or endowment funds.
 3. The board may delegate signature authority and authorize use of single-signature checks for these accounts.
 4. The board shall define policy to set limits on, and personal accountability for, the use of such accounts.

PART 7. ELECTION OF THE BOARD VOTING MEMBERS.¹⁵

- A. Board members shall be elected by the voting membership at a congregational business meeting by a majority vote of the voting members present.
- B. When three or more candidates run for two open board trustee seats, the election process defined in Article VI, section G, part 1, C&D shall be used to elect the top two most preferred candidates.
 1. The ballot counting process shall first be used to select trustee A.
 2. After trustee A is selected, then votes for the winner of the trustee A seat shall be disregarded in the ballot counts that follow. For example, ballots that rank the trustee A winner first shall be considered as having its second-ranked candidate now ranked first.¹⁶ Repeat the process to select trustee B.
 3. Unless there is a compelling reason to reveal which candidate won the trustee A seat and which won the trustee B seat (such as in the event of a contested ballot count), the ballot counters shall only announce which two persons were elected, without indicating which of the two persons received greater overall preference on the ballots.
- C. No person may serve on the board unless that person has been a voting member of MVUUF for a period of at least one year prior to taking office.
- D. Paid MVUUF staff members are not eligible to serve as voting members of the board.

PART 8. BOARD TERM OF OFFICE.

- A. Board members are elected at the regular congregational business meeting in January.
- B. The standard term of office for board members is one year and starts on March 1.
- C. No person shall hold the same position on the board for longer than three consecutive years, nor serve on the board for longer than five consecutive years. With regard to these term limits, all trustee seats are considered to be “the same position on the board.” Eligibility to serve again is restored after one year.
- D. Board members shall maintain their status as voting members of MVUUF to retain their board seat.

PART 9. BOARD VACANCIES.

- A. **INTERIM APPOINTMENT.** If there is a mid-term vacancy on the board, the board (provided it has at least three remaining voting members) shall appoint a person from among the voting membership to fill the vacancy on an interim basis.
- B. **SPECIAL CIRCUMSTANCES.** If five or more board seats are vacant at the same time, then a special congregational business meeting shall be held for the purpose of filling the vacant seats on an interim basis. The standard quorum for election of board members applies.
 1. The special congregational business meeting shall be announced at the first Sunday service following the vacating of the fifth seat, and shall be held on the Sunday seven days after the announcement. Requirements for notice to the congregation described elsewhere in these bylaws shall only apply to the extent that those requirements do not block MVUUF’s ability to fill vacant leadership positions within fifteen days.
 2. The nominating committee is responsible for conducting the special congregational business meeting. The nominating committee chair shall chair the meeting.
- C. **CONGREGATIONAL VOTE.** When a vacant seat is filled on an interim basis, the voting members at the next congregational business meeting (regular or special) shall fill the vacancy by electing a person from among the voting membership to serve the remainder of the standard term of office.

¹²For example, the minister’s discretionary fund.

¹³For example, the activities program.

¹⁴Current banking practices allow a person with signature authority on one MVUUF account to have electronic access to all MVUUF accounts within a single bank. Only using separate banks protects against unauthorized access.

¹⁵Excludes the senior minister, who is a non-voting ex-officio member

¹⁶Suppose Jane Doe wins the trustee A seat. Ballots that have Jane Doe ranked first shall have the number-two ranked candidate now considered to be ranked first, the number-three ranked candidate now considered to be ranked second, and so on.

- D. ATTENDANCE. If a board member is absent for three scheduled board meetings within a twelve-month period, the board may declare that board member's seat vacant with a majority vote of those present and voting.

SECTION B. PROGRAM COUNCIL

PART 1. PROGRAM COUNCIL STRUCTURE.

- A. MEMBERS. The program council shall include at least the following elected voting representatives and appointed non-voting delegates¹⁷ and be chaired by the program council chair. All elected program council members are officials of MVUUF.
1. program council chair (elected board member)
 2. activities representative (elected, voting)
 3. communications representative (elected, voting)
 4. lifespan religious education representative (elected, voting)
 5. membership representative (elected, voting)
 6. music representative (elected, voting)
 7. operations representative (elected, voting)
 8. social action representative (elected, voting)
 9. worship representative (elected, voting)
 10. finance delegate (treasurer or their delegate, non-voting)
 11. minister delegate (minister or their delegate, non-voting)
 12. denominational delegate (appointed by the board, non-voting)
- B. DELEGATES. The board may add non-voting delegates to the program council by defining their positions in the MVUUF policy manual.

PART 2. DUTIES OF THE PROGRAM COUNCIL. The program council is responsible for:

- A. Leading and implementing a variety of programs that bring MVUUF closer to realizing its purpose, vision and mission.
- B. Facilitating cooperation among program areas.
- C. Approving the appointment or removal of committee chairs nominated by individual program council representatives.
- D. Appointing interim members to fill mid-term vacancies on the nominating committee.
- E. Nominating one qualified candidate for election to the nominating committee each year.
- F. Recommending policies and procedures to the board for approval and incorporation into the MVUUF policy manual.

PART 3. PROGRAM COUNCIL MEETINGS

- A. PURPOSE. The purpose of program council meetings is to facilitate the coordination of MVUUF program activities. The meetings are to promote cooperation between program areas where multiple programs may be in a position to contribute and to avoid or resolve conflicts (such as in resources or scheduling) between program areas. Program council meetings are open.
- B. CONSENSUS. The standard operating mode for program council meetings is a group discussion, guided by a prepared agenda, led by a chair (the program council chair, unless absent), with intent to make decisions by consensus.
1. Consensus is defined as "a method of making decisions through which a group strives to reach substantial, though not necessarily unanimous, agreement which can be supported by all."
 2. When, in the judgment of the chair, no consensus can be reached, the chair may temporarily impose Robert's Rules of Order on the council and call for a vote of the voting representatives present. Any three program council representatives issuing a joint call may also compel the chair to invoke Robert's Rules. After the decision is reached, the chair may set aside Robert's Rules of Order.
 - a. QUORUM. At least fifty percent of the sitting (non-vacant seats) voting representatives shall be present to have a quorum. The chair counts towards quorum.
 - b. The program council chair may only vote in program council meetings to break a tie.
- C. BOARD REVIEW. The board may review any decision of the program council. The board has the authority to revise or overturn any decision of the program council. Program council decisions that are within the scope of its authority shall be considered "approved and in effect" unless and until a board review changes the decision.
- D. CHAIR. In the absence of the program council chair, the first representative in the following list (who is present) shall serve as the acting program council chair: lifespan religious education, worship, social concerns, membership,

¹⁷ The term "Representative" is for voting members of the Program Council; "Delegate" is for non-voting members.

music, activities, communications, operations. This representative maintains their full program council voting rights while serving as acting program council chair. If a representative wishes to decline to serve as acting program council chair, they may pass the responsibility to the next person on the list.

PART 4. DUTIES OF THE PROGRAM COUNCIL MEMBERS. The following briefly describes the duties of the program council members, but are not intended as complete job descriptions. The board shall describe each job in greater detail, consistent with these bylaws, in the MVUUF policy manual.

- A. **All program council members** shall:
 - 1. Form committees and nominate committee chairs, as needed, to achieve the purposes of their respective program area.
 - 2. Recommend policy regarding their program area to the program council and the board.
 - 3. Work in collaboration with the minister, MVUUF staff, and volunteers, as appropriate.
- B. The **program council chair** shall:
 - 1. Preside at program council meetings and perform duties usually associated with the position of chair.
 - 2. Serve as a communications liaison between the board and the program council.
- C. The **activities representative** shall lead and facilitate social activities for MVUUF members.
- D. The **communications representative** shall:
 - 1. Keep a record of business conducted at all program council meetings. Maintain an archive of the records, and make copies of such records readily accessible to members.
 - 2. Act as a liaison with the board secretary.
 - 3. Coordinate and facilitate all internal communications intended for a general audience of MVUUF members.¹⁸
 - 4. Lead and facilitate public relations programs that create a positive awareness of MVUUF and its programs in the Miami Valley.
 - 5. Facilitate communications with audiences external to MVUUF.
- E. The **lifespan religious education representative** shall lead and facilitate religious education programs for MVUUF members of all ages.
- F. The **membership representative** shall:
 - 1. Lead and facilitate membership programs that recruit new members and retain existing members.
 - 2. Facilitate the integration of new members into MVUUF programs.
- G. The **music representative** shall lead and facilitate music programs for MVUUF members of all ages.
- H. The **operations representative** shall lead and facilitate the operation and maintenance of the MVUUF building and grounds.
- I. The **social action representative** shall lead and facilitate social concerns programs that are aligned with the purpose, principles, vision, and mission of MVUUF.
- J. The **worship representative**, in collaboration with the Minister and Worship Committee, shall support and facilitate the planning of worship programs that are aligned with the purpose, principles, vision, and mission of MVUUF.
- K. The **finance delegate** shall:
 - 1. Provide the program council with financial information, as needed for program planning.
 - 2. Provide the finance committee with program information, as needed for financial planning.
- L. The **minister delegate** shall:
 - 1. Provide the program council with information and perspective from the ministerial staff.
 - 2. Provide the ministerial staff with information and perspective from the program council.
- M. The **denominational delegate** shall:
 - 1. Provide the program council with information and perspective regarding the UUA and any regional UU organizations of which MVUUF is a part.
 - 2. Act as a liaison between MVUUF and any regional UU organizations of which MVUUF is a part.
 - 3. Advocate for member participation in denominational activities.

PART 5. SIGNATURE AUTHORITY. The board shall set policy in the MVUUF policy manual to govern the authority of program council representatives to authorize expenditures or otherwise obligate MVUUF.

PART 6. ELECTION AND APPOINTMENT TO THE PROGRAM COUNCIL.

- A. **ELECTION.** All voting representatives to the program council are elected by MVUUF at a regular congregational business meeting.
- B. **APPOINTMENT.** Delegates to the program council may be appointed.

¹⁸ Including but not necessarily limited to: a building use/activities calendar, the monthly newsletter, announcements in worship service bulletins, phone calling trees, hallway bulletin boards, internet-based news and discussion groups, and MVUUF web pages intended for use by members.

1. The finance delegate is either the board treasurer or the treasurer's appointed delegate. The finance delegate does not serve for a fixed term of office, and is a non-voting member of the program council.
 2. The minister delegate is either the minister or the minister's appointed delegate. The minister delegate does not serve for a fixed term of office, and is a non-voting member of the program council.
 3. The denominational delegate is appointed by the board.
- C. **ELIGIBILITY.** Only persons who have been voting members of MVUUF for at least one year as of the time they take office are eligible to be elected as voting program council representatives.
- D. Paid MVUUF staff members are not eligible to serve as voting program council representatives.

PART 7. PROGRAM COUNCIL TERM OF OFFICE.

- A. Program council members are elected at the regular congregational business meeting in January. For staggered terms the following representatives shall be elected in alternating years.
1. Even-numbered years: communications, membership, music, lifespan religious education.
 2. Odd-numbered years: activities, operations, worship, social concerns.
- B. The standard term of office for elected program council representatives is two years and starts on March 1.
- C. A person may serve a maximum of two full consecutive terms in a single elected office.
- D. Program council representatives shall maintain their status as voting members of MVUUF to retain their position on the program council.

PART 8. PROGRAM COUNCIL VACANCIES.

- A. **INTERIM APPOINTMENT.** If there is a mid-term vacancy on the program council, the board shall appoint a person from among MVUUF voting membership to fill the vacancy on an interim basis until the next congregational business meeting.
- B. **CONGREGATIONAL VOTE.** At the next congregational business meeting, the voting members shall fill the vacancy by electing a person from among the MVUUF voting membership to serve the remainder of the standard term of office.
- C. **ATTENDANCE.** If a program council representative is absent for three scheduled program council meetings within a twelve-month period, the program council may send the board a recommendation to declare the seat vacant. If such a recommendation is made, then the board may declare that representative's seat vacant with a majority vote of those present and voting.

SECTION C. FINANCIAL COMMITTEES

The following are standing committees. The treasurer may form additional committees¹⁹ as needed. The treasurer nominates chairs of those additional committees for board approval.

PART 1. FINANCE COMMITTEE. The finance committee advises and assists the treasurer in MVUUF financial operations as needed.²⁰ The treasurer shall nominate a finance committee chair for board approval. The treasurer and finance committee chair may appoint additional members to the finance committee as needed. The finance committee chair and all appointed members of the finance committee are MVUUF officials.

PART 2. AUDIT COMMITTEE.

- A. **PURPOSE.** Internal audits of MVUUF financial records shall be conducted annually by the audit committee. The auditors are officials of MVUUF and shall have access to all financial records of MVUUF. At a minimum, internal audits should determine, according to appropriate auditing practices, whether or not:
1. Financial transactions and associated documentation are current, complete, and accurate.
 2. MVUUF financial policies and procedures are being followed.
- B. **MEMBERS.** The audit committee is at least two MVUUF voting members appointed by the board for a one-year term coinciding with the MVUUF fiscal year.
- C. **ELIGIBILITY.** To be eligible to serve as an audit committee member, a member shall:
1. Have appropriate audit training and background, to the extent that such persons can be found among MVUUF members to willingly serve in the role.
 2. Not have served as a board member, program council representative, or paid staff member during the time period that is the subject of the audit.

¹⁹For example, a fundraising committee and an annual pledge campaign committee.

²⁰Some example roles that finance committee members have served in include: train an incoming treasurer, review monthly income statements and balance sheets and provide feedback to the bookkeeper; assist office manager with distributing quarterly pledge statements; recommend financial policy; respond to local & state tax authorities; research mortgage loan alternatives.

3. Not have any real or apparent conflict of interest with regard to finding deficiencies or reporting audit results.
- D. ASSISTANCE. The treasurer, bookkeeper, office staff, and all other persons with relevant MVUUF financial responsibility shall assist the auditors as necessary.
- E. EXTERNAL AUDITS. An external audit may be requested by the board. The audit committee shall facilitate an external audit as directed by the board.

PART 3. ENDOWMENT COMMITTEE.

- A. PURPOSE. The endowment committee is responsible for:
 1. Monitoring the MVUUF endowment fund.
 2. Recommending fund management policy and decisions to the board.
 3. Facilitating the implementation of the fund management and decisions of the board.
 4. Reporting on the status of the endowment fund at regularly-scheduled congregational business meetings and to the board as requested.
- B. MEMBERS. The endowment committee shall include three members elected by MVUUF at congregational business meetings. Endowment committee members are officials of MVUUF and are nominated by the nominating committee or during open nominations at a business meeting. The standard term of office for endowment committee members shall be staggered three-year terms beginning on March 1, with one seat on the committee to be elected each year. The congregation shall elect members to fill vacant seats of unexpired terms as needed at congregational business meetings.
- C. AUTHORITY. Use of endowment funds are determined by the board and the congregation.
 1. Not more than once per fiscal year, by majority vote, the board may choose to spend the endowment fund's income (capital gains, interest, dividends) from the current fiscal year for any purpose.
 2. The congregation may choose to spend any amount of the endowment fund for any purpose (subject to other restrictions in these bylaws, such as restrictions on real estate and capital improvement transactions). Approval requires two-thirds majority votes taken at two congregational business meetings no less than sixty days and no more than 252²¹ days apart.
 3. Any net income of the endowment fund not withdrawn or requested to be withdrawn by the board within any fiscal year of the fellowship shall be added to and become part of the principal of the endowment fund on June thirty of each year.
- D. AGREEMENT. The congregation, board, and endowment trustees shall honor the MVUUF endowment fund agreement that established the endowment fund, dated 14 June 1992.

SECTION D. PERSONNEL COMMITTEE

PART 1. PERSONNEL COMMITTEE STRUCTURE.

- A. MEMBERS. The personnel committee chair is appointed by the board. The personnel committee chair appoints additional MVUUF voting members to the committee. The personnel committee chair and all appointed members of the personnel committee are officials of MVUUF.
- B. VICE PRESIDENT. The board vice president shall be an ex-officio member of the personnel committee.

PART 2. DUTIES OF THE PERSONNEL COMMITTEE. The personnel committee is responsible for the following tasks on an as-needed basis:

- A. Recommending policies and procedures to the board that relate to MVUUF's paid staff. The committee shall make its best effort to inform the board if any policies or procedures are not in compliance with local, state, or federal laws.
- B. Working collaboratively with board and program council members to assure that MVUUF personnel policies and procedures are consistent with MVUUF's values and are correctly followed whenever actions relating to paid staff (such as recruiting, hiring, performance evaluation, discipline, and termination) are taken.
- C. Assisting in the implementation of personnel actions as needed.
- D. Ensuring that personal and confidential information, and information regarding personnel actions, contract negotiations, and/or pending legal matters may be kept, but are not made public.
- E. Performing other personnel-related duties as assigned by the board.

SECTION E. NOMINATING COMMITTEE

PART 1. DUTIES OF THE NOMINATING COMMITTEE. The nominating committee is responsible for the following tasks on an as-needed basis.

- A. Recruiting and receiving nominations from MVUUF members and constituent bodies.

²¹ 252 days is the greatest span between two regular congregational meetings (1st Sun in June – Last Sun in Jan)

- B. Making nominations for candidates for all MVUUF elected offices
- C. Ensuring that candidates meet minimum requirements to serve in the office to which they are nominated.
- D. Publishing descriptions of all nominees' qualifications and experience in an appropriate medium at least thirty days in advance of upcoming elections.
- E. Recommending policies and procedures to the board that relate to the nominating and elections process.
- F. Working with the board to conduct nominations and elections according to bylaws, policies, and procedures.
- G. Consult with the Minister about potential candidates for leadership in the congregation.

PART 2. NOMINATING COMMITTEE STRUCTURE, ELECTION AND TERM OF OFFICE

- A. **MEMBERS.** The nominating committee has six seats that are filled by staggered two-year terms of office. The chair and all members of the nominating committee are officials of MVUUF.
- B. **ELECTION.** On an annual basis the board, program council, and minister shall each send a list of proposed nominating committee candidates to the nominating committee. (The process for originating the above lists and the interpretation of the lists by the nominating committee will be defined in the MVUUF policy manual.) From the submitted lists the nominating committee will put forth at the January congregational meeting the top three candidates in a nominating committee slate for congregational vote. Seats on the nominating committee are numbered one through six. Seats one, three, and five are up for election in odd-numbered years, and seats two, four, and six are up for election in even-numbered years. Elections are conducted at the January congregational business meeting and members take office on the following March 1.
- C. **CHAIR.** The nominating committee chooses its own chair from among its members.
- D. **ELIGIBILITY.** To be eligible to serve on the nominating committee, a person shall
 - 1. Have been a voting member of MVUUF for the three most recent consecutive years prior to taking office.
 - 2. Not be MVUUF paid staff or serving concurrently in any other MVUUF elected office.

PART 3. NOMINATING COMMITTEE VACANCIES

- A. **INTERIM APPOINTMENT.** If there is a mid-term vacancy on the nominating committee, the program council shall appoint a person from among eligible MVUUF voting membership to fill the vacancy on an interim basis until the next congregational business meeting.
- B. **CONGREGATIONAL VOTE.** At the next congregational business meeting, the voting members shall fill the vacancy by electing a person from among the MVUUF voting membership to serve the remainder of the standard term of office.
- C. **ATTENDANCE.** If a nominating committee member is absent for three scheduled nominating committee meetings within a twelve-month period, the nominating committee may send the board a recommendation to declare the seat vacant. If such a recommendation is made, then the board may declare that nominating committee member's seat vacant with a majority vote of those present and voting.

SECTION F. COMMITTEE ON MINISTRY

PART 1. PURPOSE. The committee on ministry is responsible for providing feedback to the Minister(s), Board, Program Council, and Congregation regarding the overall health of the congregation's ministry. The committee also serves as a confidential communication channel between the minister and the members of congregation.

- A. The Committee shall meet as needed, but no less than four times per year, to review the ministerial-congregational relationship.
- B. The Committee will keep the minister advised of situations and concerns within the congregation as they affect relations between the minister and fellowship members.
- C. The Committee will report to the Board, Program Council, Congregation, and Minister the status of and/or concerns regarding ministry within the Fellowship and the wider community.
- D. The Committee will assist the minister in planning continuing education, sabbaticals, and other professional development.
- E. The Committee, the Board, and the minister will participate in a review of the minister's goals and priorities on an annual basis.

PART 2. MEMBERS. The committee is composed of four MVUUF voting members who serve one-year terms beginning March 1. Committee members must maintain their voting status and may not hold any another elected position in the fellowship while serving on the committee. All members are limited to three consecutive terms.

- A. One member is appointed by the board.
- B. One member is appointed by the program council.
- D. One member is appointed by the minister.
- E. One member is elected by MVUUF at the regular January congregational business meeting.

All appointed and elected committee members are officials of MVUUF.

PART 3. VACANCIES.

- A. Vacancies occurring on the committee are to be filled by the appropriate governing entity. In the case of the member elected by the congregation, the board shall appoint a person from among MVUUF voting membership to fill the vacancy on an interim basis until the next congregational business meeting.
- B. Congregational Vote: At the next congregational business meeting, the voting members shall fill the congregational vacancy by electing a person from among the MVUUF voting membership to serve the remainder of the standard term of office.

SECTION G. ELECTIONS, RECALL AND SUSPENSION OF ELECTED OFFICIALS

PART 1. ELECTIONS

- A. FLOOR NOMINATIONS. In addition to nominations from the nominating committee, all elections held at congregational business meetings shall permit nominations from the floor. Qualifications shall be validated by the nominating committee. If a person nominated from the floor accepts the nomination and meets all required qualifications for the position to which they are nominated, then that person shall be a candidate for the elected position.
- B. SECRET BALLOT. If there are two or more candidates for an elected position, any MVUUF voting member may call for the election to be by secret ballot.
- C. ELECTIONS WITH MULTIPLE CANDIDATES. If there are more than two candidates for one elected position, then the election shall be by paper ballot.
 - 1. Voters shall rank the candidates in order of preference, with most preferred being number one.
 - 2. Any candidate who receives more than 50% of the first place votes is elected.
 - 3. If no candidate receives a majority, then an instant run-off will take place by the following method
- D. INSTANT RUNOFF VOTING.
 - 1. The candidate with the least number of first place votes is eliminated from consideration. The eliminated candidate's ballots are counted again, with each ballot's second place vote added to the respective remaining candidates' totals.
 - 2. If there should be a tie for last, then neither will be eliminated, but the second place votes from their ballots will be counted and added to the totals.
 - 3. Any candidate who receives more than 50% of the votes cast is elected. If no candidate receives a majority, the process is repeated and the third (etc.) place votes are counted until one candidate receives a majority.

PART 2. RECALLS

- A. The term of office of any elected MVUUF officeholder may be terminated by a recall vote at a regular or special congregational business meeting. A two-thirds majority is required to recall the officeholder. The board may place such a recall vote on the agenda of a congregational business meeting.
- B. A member may compel the board to place such a recall vote on a congregational business meeting agenda by presenting the board with a petition signed by at least ten percent of the MVUUF voting membership. The petition shall name the officeholder to be recalled and the office they hold. The petition shall be presented to the board at least ten days and two Sundays prior to the congregational business meeting.

PART 3. SUSPENSION OF ELECTED OFFICIALS

- A. The board may suspend, with a 2/3 majority vote, an elected MVUUF official for failing to substantially perform their duties and responsibilities as established by these bylaws and as detailed in the MVUUF policy manual.
- B. Upon suspension, the board shall appoint an eligible voting member to perform the duties of the suspended official. The appointee shall serve in the position until the congregation either reverses the board suspension or elects a member to the office.
- C. The fellowship shall, in a regular or special congregational business meeting convened by the board no later than sixty days after any suspension, decide by a majority vote whether to reverse the suspension and restore the suspended official to office. In the event that the official is not restored to office, the congregation shall immediately elect an eligible member to complete the remaining term of office.

ARTICLE VIII. MINISTERS

SECTION A. SPIRITUAL LEADERSHIP.

The minister is the spiritual leader of MVUUF. The minister, in collaboration with the worship representative and worship committee, is responsible for worship programs that are aligned with the purpose, principles, vision, and mission of MVUUF.

SECTION B. GENERAL TERMS

PART 1. DEFINITIONS. The definition of a “called minister” is a minister who can only be hired or terminated with the approval of the congregation. The definition of a “hired minister” is a minister who may be hired or terminated by the board. When these bylaws do not specify either “called” or “hired”, they shall be interpreted to apply to both types of minister.

PART 2. DUTIES. Hired ministers employed by MVUUF shall have a job description approved by the board and agreed upon with the individual minister. Called ministers shall have a Letter of Agreement with the MVUUF. The duties of the called minister shall be described in the minister’s Letter of Agreement by mutual agreement of the minister and the board. Ministers are officials of MVUUF.

PART 3. RELATIONSHIP. Hired ministers report ultimately to the board, but directly to a more senior minister if there is a more senior minister. The conduct of the minister and the congregation will be in accordance with the Code of Professional Practice and Guidelines for the Conduct of Ministry of the Unitarian Universalist Ministers Association.

PART 4. FREEDOM OF THE PULPIT. Ministers shall have freedom of the pulpit as well as freedom to express their opinions outside the pulpit. The minister’s opinions may not necessarily represent the opinion of MVUUF.

PART 5. EX-OFFICIO MEMBER. The senior minister shall be a non-voting, ex-officio member of the board and all MVUUF committees as well as such other bodies as the board shall designate with the exception of the nominating committee, ministerial search committee, and the Committee on Ministry. The senior minister will attend meetings of the Committee on Ministry except during executive session.

PART 6. HIRE/FIRE AUTHORITY. The senior minister, in consultation with the Board, and consistent with the mission and confines of the budget and Board-determined staff actions, may hire or terminate MVUUF employees.

SECTION C. CALLING AND TERMINATION OF MINISTERS

PART 1. MINISTERIAL SEARCH COMMITTEE. To engage a called minister, a ministerial search committee shall be formed by MVUUF.

- A. **MEMBERS.** The ministerial search committee shall be composed of seven MVUUF voting members elected by the congregation at a congregational business meeting. All members of the ministerial search committee are officials of MVUUF.
- B. **ELECTION.** A slate of candidates for the ministerial search committee shall be presented by the nominating committee. Additional nominations may be made from the floor.
 1. If there are more than seven candidates (including the floor nominations), then each voting member shall be given a secret ballot with all candidates’ names and space for names of candidates nominated from the floor.
 2. Each voting member shall mark the names of each of their seven preferred candidates.
 3. The seven candidates receiving the most marks are elected to the ministerial search committee.
 4. If there is a tie for the seventh (lowest vote total) seat on the committee, then the tie shall be broken by another vote of all MVUUF voting members to choose from among the tied candidates.
 5. This election process shall be implemented by the nominating committee.
- C. **CHAIR.** The ministerial search committee shall select its own chair from among its members.
- D. **PROCESS.** The committee shall refer to UUA guidelines for ministerial search committees in determining its process and code of conduct.

PART 2. CONGREGATIONAL APPROVAL. In the call process, a called minister shall be recommended to the congregation by the ministerial search committee, whose recommendation requires approval by a 4/5 majority of the MVUUF’s voting members at a congregational business meeting.

PART 3. LETTER OF AGREEMENT. A called minister’s Letter of Agreement may be terminated by a majority vote of MVUUF voting members at a congregational business meeting called for that purpose. The congregation agrees to take no action on a called minister’s tenure during a sabbatical leave unless there are circumstances that warrant the immediate termination as outlined in the called minister’s Letter of Agreement. The terms of this Letter of Agreement may not be modified by changes to the MVUUF Bylaws without express written agreement by MVUUF and the minister.

PART 4. HIRED MINISTER. The board may appoint a committee to recruit a hired minister, such as an interim, extension, or other type of minister. If hired, an interim or extension minister shall serve for a special purpose and for limited time period. The board has the authority to hire or terminate hired ministers.

ARTICLE IX. FINANCIAL RESTRICTIONS

SECTION A: BUDGETED FUNDS

The board has the authority to shift budgeted funds from one line item in the congregation-approved budget to another.²²

SECTION B: MAJOR UNBUDGETED EXPENSES

PART 1. CONGREGATIONAL APPROVAL. MVUUF shall not assume unbudgeted financial obligations that total more than 2% of the total MVUUF annual budget in a fiscal year without approval from the congregation. Approval requires a majority vote of the voting members present at a regular or special congregational business meeting.

PART 2. EXCLUSIONS. Unavoidable and urgent expenditures, such as emergency repairs to the building, are excluded from this requirement.

SECTION C. RESTRICTIONS CONCERNING REAL PROPERTY

PART 1. NOTICE. At any congregational business meeting where the sale or acceptance of non-encumbered real property or major capital improvements of real property is to be voted on, MVUUF voting members will be given at least thirty days and two Sundays notice (as defined in Article III: Section D).

PART 2. REAL PROPERTY. Any action requiring the sale or acceptance of real property, or major capital improvements of real property by the MVUUF shall require a 2/3 vote of those voting members present and voting (abstentions are not included in the vote count) at a congregational business meeting with such an action in its call.

PART 3. PRIMARY PROPERTY. Sale of the currently used primary MVUUF service facility or acquisition of real property shall require 2/3 approval of the voting membership of the entire MVUUF.

PART 4. INSURANCE. The MVUUF shall maintain an appropriate level of insurance for the MVUUF's real property and furnishings.

SECTION D. FISCAL YEAR

The fiscal year of MVUUF is from July 1 to June 30.

SECTION E. FISCAL POLICIES

The board shall establish policies which ensure that MVUUF does not engage in activities or permit the use of its facilities for purposes which are inconsistent with maintaining its tax-exempt status.

ARTICLE X. INDEMNIFICATION

SECTION A. PERSONAL LIABILITY

Officials²³ of MVUUF shall not, for any act of commission or omission pursuant to any MVUUF responsibility or duty, be personally liable to MVUUF or its members for monetary damages for breach of fiduciary duty, except for liability resulting from:

- A. Any breach of duty to MVUUF or its members, or
- B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

SECTION B. INDEMNIFICATION

²²The board is advised to only use this authority either with the consent of the program area that is having its budget decreased, or to reallocate discretionary funds to pay for non-discretionary expenses at times of financial stress.

²³Each position described in these bylaws is designated as an "official of MVUUF" if the intent is to indemnify the person in that position. Designation of a person as an "official" is not intended to grant authorities beyond those authorities explicitly granted in these bylaws.

MVUUF shall indemnify any of its officials, his/her estate or the official's personal representative against all liability and expense reasonably and necessarily incurred pursuant to the execution of the duties and responsibilities required of the official under these bylaws.

SECTION C. INSURANCE

MVUUF shall procure and maintain sufficient liability insurance to reasonably protect MVUUF and its members from those risk assumptions that are underwritten by this provision.

ARTICLE XI. DISSOLUTION

A vote of 2/3 of the entire voting membership is required to disband the MVUUF. If the MVUUF disbands, and the Unitarian Universalist Association is a guarantor on a fellowship mortgage, any net assets of the fellowship will be transferred to the UUA. If the UUA is not a guarantor on a fellowship mortgage, any net assets will be transferred to either the Unitarian Universalist Association or to a merged Unitarian Universalist church for its general purposes as decided by a 2/3 vote of the entire MVUUF voting membership. This transfer is to be made in full compliance with whatever laws are applicable.

ARTICLE XII. AMENDMENT OF THE BYLAWS

SECTION A. PROCESS

Amendments to the bylaws may be voted on at regular or special MVUUF congregational business meetings.

PART 1. NOTICE. At least thirty days and two Sundays notice of the proposed change shall be given to the congregation (as defined in Article III, section D).

PART 2. PASSAGE. Passage requires approval of 2/3 of the voting members present and voting. ("Present and voting" includes 'yes' and 'no' votes, but excludes abstentions.)

PART 3. WORDING. The proposed bylaws amendment may itself be amended during the meeting by a simple majority of voting members present and voting, so long as the amendment is germane to (but not necessarily friendly to) the bylaws amendment initially proposed and described in the thirty-day notice.²⁴

SECTION B. SUSPENDING BYLAWS

Specific sections of the bylaws may be suspended using the same process used for amending the bylaws.²⁵

SECTION C. CORRECTIONS

The board may authorize corrections for errors of a typographical nature without congregational approval.

ARTICLE XIII. GOVERNANCE TRANSITION

SECTION A. TEMPORARY PROVISIONS

Temporary provisions are required to allow transition into the new MVUUF governance structure. The provisions of this article shall be applicable until 30 June 2008. This article shall be self-deleted from the bylaws in its entirety on 1 July 2008.

PART 1. TERM OF OFFICE EXPIRATION: PRE-BYLAWS.

- A. **BOARD OF TRUSTEES.** All ten members of the board of trustees sitting as of 16 January 2006 shall have their terms of office expire on 30 June 2006.
- B. **ENDOWMENT TRUSTEES.** Endowment trustees shall have their terms of office expire no later than on the last day of February in the year that their term of office was originally scheduled to end.
- C. **NOMINATING COMMITTEE.** Nominating committee members whose term was scheduled to end on 30 June 2006 shall have their terms end on that date. Those whose term was previously scheduled to end on 30 June 2007 shall have their terms end on 28 February 2007. Those whose term was previously scheduled to end on 30 June 2008 shall have their terms end on 29 February 2008. Vacancies shall be filled through the normal elections process.

PART 2. INITIAL SHORTENED TERM OF OFFICE: POST-BYLAWS.

²⁴This rule allows a proposed amendment to be debated and altered during a congregational business meeting without requiring a new cycle of thirty-day notice and a new congregational meeting. Roberts Rules say this is acceptable, provided that the changes are not so substantial that they effectively circumvent the thirty-day notice.

²⁵This allows for what are, in effect, temporary amendments.

- A. The initial terms of office for all voting board members and the following program council representatives shall begin on 1 July 2006 and end on 28 February 2007. The program council representatives not listed shall begin on 1 July 2006 and end on end February 2008.
 - 1. Activities representative
 - 2. Operations representative
 - 3. Public relations representative
 - 4. Social concerns representative
 - 5. Worship representative
- B. This shortened term shall not be counted against the incumbent for the purpose of any term limitations for the same office or other elected offices.
- C. After the initial term of office, the terms shall be the standard terms described in Article VII: Governance Structure.

PART 3. TERM LIMITS. Service in an elected position prior to 30 June 2006 does not count toward term limits for service in an elected position after 30 June 2006.

SECTION B. AUTHORITY

PART 1. BOARD AUTHORITY. MVUUF acknowledges that it is possible some governance transition issues or procedures have not been adequately foreseen and addressed. To allow for this contingency, the board shall have the authority, with a 2/3 vote, to resolve questions and define procedures required for MVUUF to approve (or disapprove) and implement (if approved), the transition to the system of governance described in these bylaws.

PART 2. DEMOCRATIC PROCEEDURES. Decisions and procedures determined by the board under this bylaw provision shall comply with the spirit of good-faith democratic processes that are open to MVUUF voting members.

PART 3. CONGREGATIONAL APPROVAL. The congregation may confirm, amend, or reverse any such decisions at the next congregational business meeting.

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I. NAME AND INCORPORATION	1
ARTICLE II. PURPOSE	1
ARTICLE III. CONGREGATIONAL AUTHORITY	1
A. <u>FINAL AUTHORITY</u>	1
B. <u>EXCLUSIVE AUTHORITY</u>	1
C. <u>DELEGATING AUTHORITY</u>	1
D. <u>OPEN GOVERNANCE</u>	1
1. ACCESS AND COMMUNICATION	1
2. NOTICE	1
ARTICLE IV. MEMBERSHIP	2
A. <u>MEMBERSHIP GENERAL</u>	2
B. <u>MEMBERSHIP CATEGORIES</u>	2
1. VOTING MEMBER	2
2. ASSOCIATE MEMBER	2
3. MEMBER EMERITUS	2
4. YOUTH MEMBER	2
C. <u>MAINTENANCE, TERMINATION AND RESTORATION OF MEMBERSHIP</u>	2
1. MAINTENANCE AND TERMINATION	2
2. RESTORATION OF MEMBERSHIP	3
D. <u>INVOLUNTARY REMOVAL FROM MVUUF</u>	3
1. CONDITIONS	3
2. PROCEDURES	3
3. CONGREGATIONAL AUTHORITY	3
ARTICLE V. DENOMINATIONAL AFFAIRS	3
A. <u>MEMBERSHIP</u>	3
B. <u>FINANCIAL OBLIGATION</u>	3
ARTICLE VI. SERVICES AND MEETINGS	4
A. <u>RELIGIOUS SERVICES</u>	4
B. <u>CONGREGATIONAL BUSINESS MEETINGS</u>	4
1. REGULAR MEETINGS	4
2. SPECIAL MEETINGS	4
3. MEMBER CALLED MEETINGS	4
C. <u>QUORUM</u>	4
ARTICLE VII. GOVERNANCE STRUCTURE	5
A. <u>BOARD</u>	5
1. BOARD STRUCTURE	5
2. DUTIES OF THE BOARD	5
3. BOARD MEETINGS	5
4. MVUUF POLICY MANUAL	6
5. DUTIES OF THE BOARD VOTING MEMBERS	6
6. SIGNATURE AUTHORITY	6
7. ELECTION OF THE BOARD VOTING MEMBERS	7
8. BOARD TERM OF OFFICE	7
9. BOARD VACANCIES	7
B. <u>PROGRAM COUNCIL</u>	7
1. PROGRAM COUNCIL STRUCTURE	7
2. DUTIES OF THE PROGRAM COUNCIL	8
3. PROGRAM COUNCIL MEETINGS	8
4. DUTIES OF THE PROGRAM COUNCIL MEMBERS	9
5. SIGNATURE AUTHORITY	9
6. ELECTION AND APPOINTMENT TO THE PROGRAM COUNCIL	9
7. PROGRAM COUNCIL TERM OF OFFICE	10
8. PROGRAM COUNCIL VACANCIES	10
C. <u>FINANCIAL COMMITTEES</u>	10
1. FINANCE COMMITTEE	10
2. AUDIT COMMITTEE	10
3. ENDOWMENT COMMITTEE	11

D. <u>PERSONNEL COMMITTEE</u>	11
1. PERSONNEL COMMITTEE STRUCTURE.....	11
2. DUTIES OF THE PERSONNEL COMMITTEE.....	11
E. <u>NOMINATING COMMITTEE</u>	11
1. DUTIES OF THE NOMINATING COMMITTEE.....	11
2. NOMINATING COMM. STRUCTURE, ELECTION & TERM OF OFFICE.....	12
3. NOMINATING COMMITTEE VACANCIES.....	12
F. <u>COMMITTEE ON MINISTRY</u>	12
1. PURPOSE.....	12
2. MEMBERS.....	12
G. <u>ELECTIONS, RECALL AND SUSPENSION OF ELECTED OFFICIALS</u>	12
1. ELECTIONS	12
2. RECALLS.....	13
3. SUSPENSION OF ELECTED OFFICIALS.....	13
ARTICLE VIII. <u>MINISTERS</u>	13
A. <u>GENERAL TERMS</u>	13
1. DEFINITIONS.....	13
2. DUTIES.....	13
3. LETTER OF AGREEMENT.....	13
4. RELATIONSHIP.....	13
5. FREEDOM OF THE PULPIT	13
6. EX-OFFICIO MEMBER.....	13
B. <u>CALLING AND TERMINATION OF MINISTERS</u>	13
1. MINISTERIAL SEARCH COMMITTEE.....	13
2. CONGREGATIONAL APPROVAL.....	14
3. LETTER OF AGREEMENT	14
4. HIRED MINISTER.....	14
ARTICLE IX. <u>FINANCIAL RESTRICTIONS</u>	14
A: <u>BUDGETED FUNDS</u>	14
B: <u>MAJOR UNBUDGETED EXPENSES</u>	14
1. CONGREGATIONAL APPROVAL.....	14
2. EXCLUSIONS.....	14
C. <u>RESTRICTIONS CONCERNING REAL PROPERTY</u>	14
1. NOTICE.....	14
2. REAL PROPERTY.....	14
3. PRIMARY PROPERTY.....	14
4. INSURANCE	14
D. <u>FISCAL YEAR</u>	15
E. <u>FISCAL POLICIES</u>	15
ARTICLE X. <u>INDEMNIFICATION</u>	15
A. <u>PERSONAL LIABILITY</u>	15
B. <u>INDEMNIFICATION</u>	15
C. <u>INSURANCE</u>	15
ARTICLE XI. <u>DISSOLUTION</u>	15
ARTICLE XII. <u>AMENDMENT OF THE BYLAWS</u>	15
A. <u>PROCESS</u>	15
1. NOTICE.....	15
2. PASSAGE.....	15
3. WORDING.....	15
B. <u>SUSPENDING BYLAWS</u>	15
C. <u>CORRECTIONS</u>	16
ARTICLE XIII. <u>GOVERNANCE TRANSITION</u>	16
A. <u>TEMPORARY PROVISIONS</u>	16
1. TERM OF OFFICE EXPIRATION: PRE-BYLAWS.....	16
2. INITIAL SHORTENED TERM OF OFFICE: POST-BYLAWS	16
3. TERM LIMITS	16
B. <u>AUTHORITY</u>	16
1. BOARD AUTHORITY.....	16
2. DEMOCRATIC PROCEEDURES.....	16
3. CONGREGATIONAL APPROVAL.....	16

Change Record

24-Sept-2006	<p>Changes to the following sections were approved at a Congregational meeting:</p> <ul style="list-style-type: none"> • Article VII, Section B (Program Council), Part 4 (Duties of Program Council Members), Item K (Worship Representative) • Article VIII (Ministers), Section A (General Terms) • Article VIII (Ministers), Section A (General Terms), Part 3 (Contract) • Article VIII (Ministers), Section B (Calling and Termination), Part 3 (Contract)
5-Nov-2006	Line numbers removed.
2-July-2009	Membership categories changed following approval at June 7, 2009, congregational meeting
11-June-2011	Fellowship communications representative and public relations representative were combined