

Proposed Revisions to the Bylaws (2019)

Prepared for the Board of Trustees & the Membership of UUCL

March 30, 2019 (Article 6 amended 5/15/19)

Adopted by UUCL Members on May 19, 2019

## **ARTICLE 1: Name**

The name of this corporation shall be the Unitarian Universalist Church of Lancaster, hereafter known as the Church.

## **ARTICLE 2: Object**

The Unitarian Universalist Church of Lancaster (UUCL) shall devote its resources to and exercise its corporate powers for religious, educational and humanitarian purposes.

We, the members of the Unitarian Universalist Church of Lancaster, covenant to affirm and promote:

1. I. The inherent worth and dignity of every person;
2. Justice, equity and compassion in human relations;
3. Acceptance of one another and encouragement to spiritual growth in our congregation;
4. A free and responsible search for truth and meaning;
5. The right of conscience and the use of the democratic process within our congregations and society at large;
6. The goal of world community with peace, liberty and justice for all;
7. Respect for the interdependent web of all existence of which we are a part.

The living tradition which we share draws from many sources:

1. Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life;
2. Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion and the transforming power of love;
3. Wisdom from the world's religions which inspires us in our ethical and spiritual life;
4. Jewish and Christian teachings which call us to respond to God's love by loving our neighbors as ourselves;
5. Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit;
6. Spiritual teachings of Earth-centered traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.
7. Grateful for the religious pluralism which enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision. As free congregants we enter into this covenant promising to one another our mutual trust and support.

### **ARTICLE 3: Governance Process**

Section 1. Governance at UUCL shall be based on a core principle of Unitarian Universalism: the right of conscience and the use of the democratic process within our congregations and society at large.

Section 2. Governance Process policies describe the Board of Trustees' values, work and internal processes. Such policies shall be consistent with these bylaws. They are written, approved, and regularly reviewed by the Board of Trustees. These policies shall define legal, ethical and practical constraints within which members, staff, and ministers are free to act.

Section 3. The Board of Trustees is responsible to the Congregation to ensure that the Church:

- a. Upholds its values, furthers its mission, and ensures its vitality while maintaining an efficient and effective use of resources.
- b. Operates legally, ethically and responsibly.
- c. Exercises its authority directly by congregational vote, and indirectly through its elected representatives.

Section 4. The fiscal year for the Church shall be July 1 through June 30.

### **ARTICLE 4: Denominational Affiliation**

The Church shall maintain membership in the Unitarian Universalist Association (UUA) and in the Central East Region or its successor by annually fulfilling the financial obligation as required by the UUA.

### **ARTICLE 5: Membership**

1. The Church imposes no creed or doctrinal test for membership and does not discriminate. Any person 18 years of age or older may become a member of the Church by complying with the following:
  - a. Understanding and agreeing with the Principles and Purposes as set forth in Article 2 of these bylaws, and
  - b. Making an annual financial contribution of record equal to or more than one hundred dollars (\$100.00) starting fiscal 2019 and subject to a 3% increase annually.
  - c. Signing the Membership book.
2. Members who have not made an annual financial contribution of record for two years shall no longer be considered members of the Church.
3. Members are eligible to vote at congregational meetings of UUCL when they have been members for at least 60 days prior to the meeting and have made a financial contribution of record within the past year.

4. Members who are unable to comply with the required financial contribution may be granted a waiver by the minister, for either one or two years subject to renewal. All rights of membership will remain in place for the duration of the waiver.
5. Members have a responsibility to volunteer, participate in programs, events, committees and governance, by attending meetings and voting.
6. Members may serve on committees. Non-members are not eligible to hold committee leadership positions or serve on Board-appointed committees.
7. Members have the right to safety. Any member who has demonstrated behavior that is a serious risk to individuals or the congregation as a whole shall be removed from membership with due process.
8. Members and their children under the age of 21 receive the following benefits without any additional monies:
  - a. Weddings,
  - b. Memorial Services,
  - c. Dedications,
  - d. Rites of passage, and
  - e. Other events necessitating the presence of clergy.

#### **ARTICLE 6: Board of Trustees**

1. The Board shall be comprised of seven (7) Trustees elected from Church members. The Trustees shall hold office for three years. No person shall serve as Trustee more than two consecutive full terms. After completing service on the Board, the member is eligible to again serve as Trustee after a three-year hiatus.
2. A total of four (4) Trustees shall constitute a quorum for the Board to transact business.
3. In case of death, resignation, incapacity or other disqualification of a Trustee, the Board may fill the vacancy until the next Congregational Meeting.
4. Any Trustee shall be considered to have resigned from the Board after being absent for three consecutive Board Meetings or Special Board Meetings without notification to Board chair as set forth in Article 13.
5. Subject to the prior approval of the Congregation at any Congregational Meeting or Special Meeting, and with the consent of the court when required by law, the Board may sell, lease, mortgage, place a collateral lien, or otherwise dispose of real property of the Church, or any interest in such property and may buy, rent, or otherwise acquire real property or any interest therein for church purposes. The Board may also improve the same whenever in its judgment the conditions require.
6. The Board shall also have, subject to the limitations herein provided, the following powers and duties:
  - a. to manage the business affairs and property of the Church;
  - b. to disperse the Church's monies and also authorize the buying or selling of its securities;
  - c. to approve significant personnel actions;
  - d. to direct all collections, to decide on all matters affecting the finances of the Church, and to present to the Congregation full statements of its financial condition;

- e. to keep in repair the church property and any other real property owned by the Church;
  - f. to receive and examine the Treasurer's accounts and present them to the Congregation at the Spring and Fall Congregational Meetings;
  - g. to appoint two members to the Committee on Ministry. (The Minister appoints another two and the fifth member is chosen by the committee. The Chair is chosen by the committee.)
  - h. to constitute other committees of the Board and appoint members, prescribing in general terms the functions and organizations of each committee;
  - i. to approve the charges of all committees;
  - j. to select delegates to represent the Church at all meetings of the General Assembly and Central East Regional Group and other similar meetings;
  - k. to supply the pulpit in the absence or inability of the Minister, or in case of a temporary vacancy in that office; and
  - l. to do whatever else may be appropriate for the proper administration of the Church's interests.
7. In the event a Trustee is acting in a manner deemed troublesome by the Board, which includes but is not limited to unethical, immoral or uncooperative behavior, and is detrimental to the Board business, the Board has the right to remove the Trustee, requiring a vote of at least five Board members in favor of removal.
  8. The Board shall ensure that the service of the minister and the effectiveness of the Shared Ministries are evaluated using UUA recommended guidelines.
  9. The Board shall ensure the accounts of the church, shall receive a financial review of a limited audit every three (3) years and, when financially feasible, a full external audit every ten (10) years. The resulting reports shall be available for church members' inspection.

#### **ARTICLE 7a: Leadership Development Committee**

1. The Leadership Development Committee will have the responsibility to the Board of Trustees of identifying candidates for the Board, Treasurer, Ad hoc, and other elected positions.
2. The Leadership Development committee shall be comprised of three members, not including any current members of the BOT, or anyone in line for such a position.
3. The Leadership Development Committee shall elect its own chair and set its own agenda after conferring with the Board representative and the minister.
4. The Committee will use UUCL structures, such as Leaders Circle, and UUA training programs, such as on-line leadership courses and regional training exercises, to foster vibrant and knowledgeable leaders for UUCL.
5. The Leadership Development committee shall meet regularly, a minimum of every other month.

### **ARTICLE 7b: Leaders Circle**

1. The Leaders Circle shall be comprised of all committee chairs, or their designee, for all committees of good standing in the church.
2. The Board shall be represented at meetings of the Leaders Circle by a Board-appointed Trustee.
3. The Leaders Circle shall elect its own chair and set its own agenda after conferring with the Board representative and the minister.
4. The Leaders Circle shall meet regularly every other month.
5. The Leaders Circle shall have as one of its functions communication between church committees.

### **ARTICLE 8: Officers**

1. The officers of the Church shall include the President, Vice-President and Secretary of the Board. The Treasurer shall be an officer of the church *and an ex-officio*, non-voting member of the Board.
2. All officers except the Treasurer shall be elected at the Board meeting convening after the Spring Congregational Meeting. The outgoing President shall preside over the Board until the election of the new President.
3. The Treasurer is nominated by the Leadership Committee, appointed by the Board and confirmed by the congregation at a Congregational Meeting. The Treasurer may serve two three (3) year terms of office or at the discretion of the Board of Trustees.
4. The Treasurer shall be a church member.
5. The President, or designee, shall preside at all Congregational Meetings and all Board meetings.
6. The Vice President, or designee, shall perform the duties of the President in the absence of the President as well as other assigned duties.
7. The Secretary shall keep record of all Congregational Meetings, Board meetings, and perform other assigned duties.
8. Duties of the Treasurer shall be:
  - a. To render to the Board, as requested, reports on the financial condition of the church, recommendations for oversight of the congregation's finances, and recommendations for long-range financial planning.
  - b. To act, when directed by the Board, as a resource to staff and relevant committees regarding conventions and law of financial management and accounting.
  - c. To perform such other duties in connection with the finances of the church as may be required by the Board. The Treasurer shall have financial authority to participate in daily financial decision making.
  - d. To serve as Board liaison to the Development, Investment and Trusts Committee and attend other meetings as requested.

## **ARTICLE 9: Minister**

### Section 1. The Minister

- a. Shared Ministry between the Minister and the Congregation shall be aspired to and reflected in the contract of the Unitarian Universalist Ministerial Agreement.
- b. The Minister shall act as spiritual leader, worship leader, counselor, advisor, and educator.
- c. The Minister shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit.
- d. The Minister shall have ex-officio non-voting membership on the Board. He/She shall work with staff and volunteers and shall support action groups as necessary to fulfill the Mission of the Church.

### Section 2. Calling the Minister

- a. Calling the minister upon recommendation of the Ministerial Search Committee, a vote for a Called Minister shall be taken.
- b. Ninety-five (95%) percent approval of the Church membership present at a Congregational Meeting or a Special Meeting shall constitute a Call of a Minister.
- c. In the Call for the Meeting, notice of the special purpose shall be duly given.
- d. The Board and the Minister shall negotiate the terms of the Ministerial Letter of Agreement.

### Section 3. Monitoring the Minister

- a. An evaluation of the Minister and his/her ministry shall be conducted each year during the first three (3) years of the ministry.
- b. Hereafter, at the discretion of the Board, an evaluation shall be conducted every three (3) to five (5) years.
- c. Current assessment models recommended by the UUMA, or similar instrument may be utilized for purposes of evaluation
- d. In order to provide fair and unbiased assessment, evaluators shall be the Committee on Ministry, the Board of Trustees, professional staff and five (5) lay leaders selected from the Leadership Circle.

### Section 4. Removing the Minister

The minister may be removed only by a vote of two-thirds of the Church membership present at a Congregational Meeting or at a Special Congregational Meeting.

## **ARTICLE 10: Congregational Meetings**

1. Two Congregational Meetings shall be convened annually. One in Fall and one in Spring.
2. The Spring Congregational Meeting shall include the election of new Trustees to the Board, confirmation of the Treasurer, the adoption of a budget, and transaction of other business.
3. The Board, Minister, staff and committee chairs may present reports during Congregational Meetings.
4. A ten (10) day notice shall be given for the Congregational Meetings.
5. Robert's Rule of Order shall govern Congregational Meetings.
6. Special Congregational Meetings may be called at any time by three (3) members of the Board.
7. Special Congregational Meetings may be called by petition of ten (10%) percent of the church membership.
  - a. The date and agenda shall be set by the petitioning members.
  - b. A minimum of ten days notice shall be given for the Special Congregational Meeting.
  - c. The Board is obligated to accept the request, notify the congregation and conduct the meeting in a professional manner.
  - d. If the Board refuses to conduct the Special Congregational Meeting, those members attending shall appoint a member of the Church to conduct said meeting.
  - e. All bylaws shall be adhered to.
  - f. All votes shall be considered valid.
  - g. The Board shall follow the recommendations and/or decisions approved by the
  - h. congregation at such a meeting.

## **ARTICLE 11: Congregational Quorums and Majorities**

1. Ten (10%) percent of the Church membership in attendance at the beginning of Congregational Meetings shall constitute a bona fide quorum to conduct business.
2. Twenty-five (25%) percent of the Church membership in attendance shall constitute a bona fide quorum at Congregational Meetings to consider the following:
  - a. To call a minister,
  - b. To dismiss a minister,
  - c. To withdraw from an endowment fund in a single fiscal year an amount in excess of five (5) percent of a weighted average of the fund's fair market value averaged over at least the past two years,
  - d. To transfer real estate,



- e. To dissolve the church, and
  - f. To modify these bylaws.
3. To call a minister, the motion must have the approval of not less than ninety-five (95) percent of the votes cast.
  4. The number of Church members needed for a quorum shall be calculated by the Financial Manager based on current membership as defined in Article 5.
  5. Absentee and proxy voting shall not be permitted at any Congregational Meeting.
  6. To accept a congregational vote as valid, the motion must receive a two-thirds (2/3) majority of the votes cast.

### **ARTICLE 12: Endowments and Trusts**

1. Endowment funds can only be established by resolution of the Congregation defining the purpose, governance and operational procedures of the fund.
2. Resolutions establishing endowment funds must contain a provision such that only in particular, temporary, difficult circumstances and where integrity of gift restrictions permit, may the Congregation, at a meeting and by a vote both conforming to Article 11, authorize the distribution in a single fiscal year of an amount in excess of five (5) percent of the weighted average fair market value of the fund calculated over a period of the past two or more years.
3. Distributions from trusts or endowments that are not otherwise restricted, or whose restrictions leave some latitude for discretion, will be managed by the Board, which is responsible for ensuring that restrictions and conditions associated with the distribution are met.
4. The Board may delegate oversight of the management of endowment and trust funds to the Development, Investment and Trusts Committee or its successor.
5. Acceptance of restricted gifts: Gifts that include restrictions on their use must be accepted by congregational vote if the gift is more than \$25,000. Gifts to current restricted funds, such as the Organ Fund, Windows Fund, or Ministers' Discretionary Fund, and which have no additional restrictions on their use, are exempt from the requirement for congregational approval. The Board and board-designees have the authority to accept restricted gifts that do not require congregational approval. The Board is responsible for ensuring that restrictions and conditions associated with gifts are met.
6. Acceptance of unrestricted gifts: The congregation has exclusive authority to accept unrestricted gifts that are not cash, checks, or marketable securities such as stocks and bonds if the value of the gift is more than \$10,000. The Board and board-designees have the authority to accept or reject unrestricted gifts that do not require congregational approval.
7. Allocation of bequests: Unrestricted bequests will be divided with a portion going to meet the current needs of the Church and a portion going to one or more endowment funds. If the unrestricted bequests for a fiscal year total \$50,000 or less, then fifty (50) percent will be allocated by the Board to meet the current needs of the Church and fifty (50) percent will be allocated by the Board to an endowment fund. If the unrestricted bequests for a fiscal year total more than \$50,000, then \$25,000

will be allocated by the Board to meet the current needs of the Church and the remainder will be allocated by the Board to one or more endowment funds.

### **ARTICLE 13: Transfer of Real Estate/Dissolution**

1. No action shall be taken at any regular or Special Congregational Meeting with regard to the acquisition or disposition of real estate or the dissolution of the Church unless notice of such proposed action have been fully set forth in the call for the meeting published in at least two electronic or conventionally prepared mailings to the membership at two-week intervals, the last notice being postmarked at least 10 days before the meeting.
2. Approval of any action involving acquisition or disposition of real estate or the dissolution of the church shall require an affirmative vote pursuant to Article 11.2 (D) of these bylaws.

### **ARTICLE 14: Changes to the Bylaws**

Adoption of amendments to these bylaws shall be discussed and decided at a Congregational Meeting. The proposed amendment shall have been fully set forth in the call for the Meeting and shall comply with Article 11 of these bylaws.

### **ARTICLE 15: Disposition of Assets**

Should the Church cease to function and the membership vote to disband as specified in these bylaws, any Church assets shall be transferred to the Unitarian Universalist Association for its general purposes. Said transfer shall comport with any and all applicable laws.

### **ARTICLE 16: Indemnification**

The Unitarian Universalist Church of Lancaster, to the extent legally permissible, shall indemnify any Trustee, officer, employee or volunteer appointed by the Board, or persons formerly holding such positions, against all liabilities and expenses (including court costs, attorneys' fees, and the amount of any judgment or reasonable settlement, fines and penalties) actually and necessarily incurred by any such person, subsequent to the adoption hereof, in connection with the defense of any claim asserted or threatened to be asserted against any such person, or any action, suit or proceeding in which any such person may be involved as a party by reason, of being, or having been such trustee, officer, employee or volunteer by reason of any action alleged to have been taken or omitted by any such person as such trustee, officer, employee or volunteer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith, to have breached or failed to perform the duties under the Pennsylvania Nonprofit Corporation Law Of 1988,

to have committed a crime, or to have violated Section 501 (c) (3) of the Internal Revenue Code of 1986.

### **ARTICLE 17: Individual Safety**

1. As a spiritual, intentional and covenanted community, the Church strives to provide a safe haven for worship and fellowship. Although the Church is an inclusive community, concern for the safety and well being of the congregation as a whole takes priority over the inclusion of any one individual. Behavior that compromises our ability to fulfill our ministry and undermines our sense of community cannot be tolerated. The source of any threat to a person's physical or emotion well-being must be addressed firmly and promptly.
2. The Congregation and the Board shall take seriously all allegations and reports of mistreatment, misconduct or any other incident deemed unsafe. Based on the nature of the allegation or report, specific action shall be taken by the Minister and the Board.
3. The Minister and the Board shall convene a Safer Congregations Response Team comprised of staff, a Board Member, and appropriate professionals (legal, psychological, medical) from our membership.

### **ARTICLE 18: Sanctuary Security**

1. In the wake of multiple shooting at places of worship, sanctuary safety has become a priority. In response to such horrific events, the Board, in conjunction with the Safer Congregations Committee, has developed procedures and policies to deal with such threats and other emergencies.
2. The Board shall review said procedures and policies annually and shall assure that the Congregation and other programs of the church are aware of these policies and procedures.

### **CERTIFICATION**

These bylaws were approved at a Congregational Meeting of UUCL by a two-thirds majority vote on 19 May 2019.<sup>1</sup>

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Secretary

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Date

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<sup>1</sup> Typo in Article 9 Section 2(b) corrected 9/10/2020.