

**Bylaws of the Universalist Church
of West Hartford**

Adopted February 13, 2005

Amended May 1, 2005

Amended June 10, 2012

Amended & Approved March 12, 2017

BYLAWS OF THE UNIVERSALIST CHURCH OF WEST HARTFORD

Including March 2017 Amendments

Section 1: Name

The name of this Church shall be The Universalist Church of West Hartford, Connecticut.

Section 2: Association and Allegiance

This Church accepts fellowship with the Unitarian Universalist Association and the appropriate regional district of the Association.

Section 3: Summary of Authority and Comprehensive Church Powers and Limitations

- A. **Congregational Authority.** The ultimate authority for all matters pertaining to the operation of the Church shall rest with the Congregation, which shall consist of the active members of the Church, and shall function as a legally constituted body at its annual regular meetings and special meetings. The Congregation shall elect the Board of Trustees and call the Senior Minister and other called ministerial positions. No minister shall be called by the Church except by vote of the Congregation as provided in Section 13.
- B. **Authority of the Board of Trustees.** The Board of Trustees shall act on behalf of the members, set ends and policies, adopt the annual operating budget, and monitor performance.
- C. **Senior Minister's Authority.** The Senior Minister shall be responsible for the overall ministry of the church, including its administrative operations; shall be responsible to the Congregation and to the Board of Trustees for implementing the ends and policies determined by the Board of Trustees; and shall operate collaboratively with the Co-Moderators as the Executive Committee, and with the Board of Trustees. The Senior Minister shall also supervise the other ministerial staff of the Church.
- D. **Comprehensive Church Powers.** The Church also shall have such other powers as may be necessary for the conduct of its affairs and as may be provided for under these Bylaws, by the Board of Trustees, the laws of the State of Connecticut, and the Internal Revenue Code of the United States of America.
- E. **Executive Committee.** The Executive Committee shall coordinate the implementation of the Church's policies as set by the Board of Trustees; shall

prepare the agendas for meetings of the Board of Trustees; and shall meet at least once per month from September through June and as needed in July and August. The Senior Minister and the two Co-moderators shall be the Executive Committee, and they may invite others to attend their meetings as needed.

- F. **Non-discrimination Policy.** The Church shall not discriminate in membership, the calling of religious professionals, hiring practices, activities, or the use of facilities on the basis of ethnicity, national origin or race; gender or gender identification; sexual orientation; physical challenge; or social, economic, or marital status.
- G. **Protection of Non-Profit Status.** Neither the Church, the Board of Trustees, nor any officer or employee of the Church shall take any action or allow any activity or use of Church property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Church or its property. Nothing in these bylaws shall be construed to allow a violation of this section.

Section 4: Membership

- A. **Active Members.** Any person age fourteen (14) or older desiring to become an active member of this Church and to join in fellowship with our Congregation is invited to become an active member by
1. Attending a new UU orientation course or meeting individually with one of the Ministers and
 2. Making a financial pledge or a contribution of record to support the operation of the Church and
 3. Signing the Membership Book.
- B. **Privileges of Active Members.** Only active members of this Church shall be privileged to vote and to serve in elected positions.
- C. **Responsibilities of Active Members.** To remain an Active Member, a person (or family) must make a pledge or make a contribution of record for the operation of the Church during the current or previous fiscal year. Any person whose membership has lapsed can be reinstated by making a pledge or donation of record or have a donation made on the person's behalf.
- D. **Resignations.** An active member may resign membership at any time by notifying the Church in writing. The person will be put in an inactive category of affiliation.
- E. **Suspension and Revocation for Cause.** The Board of Trustees, in consultation with the Minister(s), may suspend for a period of time or revoke the membership or affiliation of a person when that person engages in actions that are a risk to the health and well-being of others in the congregation or of the

congregation as a whole. The suspension or revocation shall be determined by a vote of two-thirds of the Board of Trustees, provided that the member has the right to appear before the Board of Trustees. A person whose membership has been revoked for cause shall be put in an inactive category of affiliation.

- F. **Keeping of Membership Records.** Lists of Active Members, past members, friends, and other categories of affiliation established by the Church shall be maintained indefinitely. The lists shall be reviewed and updated at least annually to remove from active membership those who have died or are no longer Active Members. Only the current Active Members shall be reported to the Unitarian Universalist Association (UUA), the UUA District, and other external organizations to which the Church contributes dues or fees on a per-member basis. Only Active Members shall be counted to determine a quorum.
1. A list of Active Members entitled to vote at any Church meeting shall be prepared and made available to the Congregation as of the date of any notice of the meeting.
 2. The Congregation shall elect a Membership Clerk who shall review the procedures for maintaining the membership records and shall certify the numbers reported to the UUA and other external organizations. The Membership Clerk shall serve a three-year term and can be re-elected without limit.

Section 5: Co-Moderators

- A. **Election of Co-Moderators.** The two Co-Moderators shall be elected on alternate years at the Annual Meeting to two-year terms commencing on June 1 of the calendar year of the Annual Meeting at which the Co-Moderator is elected or at the close of that Annual Meeting, whichever is later. The Co-Moderators may serve in that position a maximum of two consecutive two-year terms. A current or former Board of Trustees member may be elected Co-Moderator.
- B. **Duties.** The duties of the Co-Moderators shall include the following:
1. Preside at all business meetings of the Church;
 2. Chair all meetings of the Board of Trustees;
 3. Serve with the Senior Minister as the Executive Committee of the Church
 4. Perform such other duties and responsibilities as may be required by the policies of the Church.
- C. **Filling an Unexpired Term.** In the event there is a vacancy in the position of Co-Moderator, the Board of Trustees shall select one of its members to serve as Interim Co-Moderator until the next May 31 or the next Annual Meeting, whichever is later. If the unexpired term extends beyond that date, then the

Nominating Committee shall include the unexpired position on the slate for the next Annual Meeting, and a replacement to complete the unexpired term shall be elected at the next Annual Meeting. An Interim Co-Moderator appointed by the Board of Trustees may be elected to complete the unexpired term. Individuals elected to complete an unexpired term as Co-Moderator may be elected for up to two consecutive two-year terms in addition to the unexpired term.

- D. **Period before Service Again.** Once an elected Co-Moderator has served two consecutive two-year terms, she/he may not serve again as Co-Moderator or Board of Trustees member for at least six years.

Section 6: Treasurer

- A. **Election of Treasurer.** The Treasurer shall be elected at the Annual Meeting for a three-year term commencing on June 1 of the calendar year of the Annual Meeting at which the Treasurer is elected or at the close of that Annual Meeting, whichever is later. The Treasurer may be re-elected without limit.
- B. **Duties.** The Treasurer shall oversee all aspects of financial management of the Church ensuring that the Church operates in a sustainable, fiscally-responsible manner. The Treasurer shall act as an advisor to the Board of Trustees, the Executive Committee, and the Senior Minister and staff of the church; especially the bookkeeper. The specific duties of the Treasurer shall include the following:
1. Ensuring accurate financial statements for the Operating Fund and all other Funds of the Church;
 2. Providing financial updates to the Board of Trustees (on a quarterly basis) and the Executive Committee as needed;
 3. Coordinating the Annual Financial Review of the church by the church-appointed Examiners and ensure their findings are reported to the Board of Trustees, the Senior Minister, and the Congregation;
 4. Presenting the final Annual Financial Report to the Congregation;
 5. Directing the staff in the proper execution of all financial transactions including member accounting and reporting, accounts payable, banking, payroll analysis and payroll taxes, etc.;
 6. Working with the Executive Committee and Church staff to develop the annual operating budget in line with the Church's Ends and Means;
 7. Working with the Executive Committee, Board of Trustees, and any relevant committees on long-range capital planning.

The Treasurer may appoint an Assistant Treasurer to assist with these duties.

- C. **Filling an Unexpired Term.** In the event there is a vacancy in the position of Treasurer, the Board of Trustees shall appoint an Active Member to serve as

Interim Treasurer until the next May 31 or the next Annual Meeting, whichever is later. If the unexpired term extends beyond that date, then the Nominating Committee shall include the unexpired position on the slate for the next Annual Meeting, and a replacement to complete the unexpired term shall be elected at the next Annual Meeting.

Section 7: Board of Trustees

- A. **Board of Trustees Members.** The Board of Trustees of the Church shall consist of the two Co-Moderators and five elected Board of Trustees Members. The Senior Minister shall serve as a non-voting, *ex officio* member of the Board of Trustees. At its discretion, the Board of Trustees may appoint a non-voting representative of the Youth Group selected by the Youth Group. The Treasurer shall attend as an adviser as needed but at least quarterly.
- B. **Terms of Elected Members.** The five elected Board of Trustees Members will serve staggered three-year terms and may serve a maximum of two consecutive three-year terms. Their terms begin on June 1 of the calendar year of the Annual Meeting at which they are elected or at the close of that Annual Meeting, whichever is later. Once an elected Board of Trustees member has served two consecutive three-year terms, she/he may be elected to serve as Co-Moderator as provided in Section 5, but otherwise may not serve again as a Board of Trustees member for at least four years. A member whose consecutive service is only as an appointed interim member, as specified in paragraph 7.G., may at any time serve again on the Board of Trustees.
- C. **Governing Body of the Church.** The Board of Trustees shall act as the overall governing body of the Church and shall be responsible solely to the membership of the Church.
- D. **Duties of Board of Trustees.** On behalf of the members, the duties of the Board of Trustees shall include the following:
1. Develop and update the Mission Statement of the Church;
 2. Communicate and consult with the members of the Church;
 3. Establish and regularly review the ends and direction for the Church;
 4. Adopt the policies of the Church;
 5. Monitor the actions, programs, and administration of the Church, in light of the established ends, in accordance with the policies of the Church, and
 6. Establish the fiscal year for the Church;
 7. Set guidelines for the budget for the upcoming fiscal year and review the budget proposed by the Executive Committee in light of the established ends and in accordance with the policies of the Church, and approve the budget after any necessary changes, pending the congregation's ratification.

8. On a periodic basis, review the financial condition and performance of the Church to ensure appropriate utilization of its financial resources in light of the established ends, in accordance with the policies of the Church, and in consultation with the Senior Minister and Treasurer;
 9. Appoint one or more Examiners to conduct an independent review of the Church's finances on at least an annual basis;
 10. Appoint committees or task forces as it deems appropriate to assist the Board of Trustees in the discharge of its duties and in accordance with the policies of the Church;
 11. Determine when the Church shall consider calling a Minister and appoint an appropriate Search Committee.
 12. Approve letters of agreement with called Minister(s), and determine compensation for the Senior Minister;
 13. In the event of a vacancy in the position of the Senior Minister, appoint an interim senior minister until the position is filled according to Section 13;
 14. Make interim appointments to fill unexpired elected positions until the next May 31 or the next Annual Meeting, whichever is later;
 15. Perform such other duties and responsibilities as may be established by the policies of the Church or by other sections of these Bylaws.
- E. **Final Annual Financial Report.** No later than four months after the close of the fiscal year, a written Final Annual Financial Report, including a statement by the Examiners summarizing the findings of their independent review, shall be made available to all members.
- F. **Secretary of the Board of Trustees.** The Board of Trustees shall select one of its members to serve as Secretary of the Board of Trustees. The Secretary shall maintain the record of the Policies of the Church and prepare minutes of all meetings of the Board of Trustees and of all Congregational meetings.
- G. **Filling Unexpired Terms.** In the event there is a vacancy for one of the positions as Board of Trustees member, the Board of Trustees shall appoint an interim member until the next May 31 or the next Annual Meeting, whichever is later.
1. If the unexpired term extends beyond the next May 31 or the next Annual Meeting, whichever is later, then the Nominating Committee shall include the unexpired position on the slate for the next Annual Meeting, and a replacement to complete the unexpired term shall be elected at the next Annual Meeting.
 2. A member of the Board of Trustees appointed, elected, or appointed and subsequently elected to complete an unexpired term is eligible in addition for election to a maximum of two consecutive three-year terms.

3. The Nominating Committee may be called upon to assist in identifying candidates to serve as interim Board of Trustees members.
- H. **Resignation by Non-Attendance.** Any member of the Board of Trustees who is absent from three consecutive regular meetings of the Board of Trustees or any five regular meetings of the Board of Trustees in a Church fiscal year, shall, unless the Board of Trustees votes otherwise, and after written notification, be considered as having resigned from the Board of Trustees.
- I. **Temporary Chair or Secretary.** In the absence of both Co-Moderators, the voting members of the Board of Trustees present at a meeting shall appoint a voting member temporarily to chair the meeting. In the absence of the Secretary, the voting members shall likewise appoint a voting member temporarily to take minutes of the meeting.

Section 8: Meetings of the Board of Trustees

- A. **Meetings.** The Board of Trustees shall hold a minimum of eight meetings during each fiscal year. Special meetings of the Board of Trustees shall be held on the call of the Moderator or on the written request of three Board of Trustees members.
- B. **Parliamentary Procedures.** The rules in the current edition of *Roberts Rules of Order Revised* will be used to govern Board of Trustees meetings when they are not inconsistent with these Bylaws or special rules of order of the Church.
- C. **Quorum and Approval of Motions.** Five voting members of the Board of Trustees shall constitute a quorum. Unless otherwise stated in these Bylaws or in the policies of the Church, approval of a motion shall be by a majority of those voting on the motion.
- D. **Posting Agendas and Minutes.** The Secretary or her/his designee shall post the tentative agenda for each regularly scheduled Board of Trustees meeting seven days prior to the meeting, and for each specially called meeting on as timely a basis as is practicable. The Secretary or her/his designee shall post minutes of all Board of Trustees meetings in a timely fashion.
- E. **Presence of Observers.** Any Church member may attend Board of Trustees meetings as an observer. An opportunity for comments from observers shall be included on each agenda.
- F. **Executive Session.** The Board of Trustees may vote to withdraw into executive session to discuss personnel issues or other confidential matters. In general, any Youth Representative shall be excluded from executive sessions. The

voting members of the Board of Trustees may meet in executive session without the Senior Minister.

- G. **Conduct of Business by Phone and Electronically.** Phone, e-mail, and other electronic means may be used for discussion among the members of the Board of Trustees and for votes and other decisions by the Board of Trustees. A majority of the voting members of the Board of Trustees must vote in electronic votes. A record of the votes cast by phone or electronic means shall be retained and recorded in the minutes of the next meeting of the Board.

Section 9: Nominating Committee

- A. **Membership and Terms.** The Nominating Committee shall consist of four members elected at the Annual Meeting. Their terms commence on June 1 of the calendar year of the Annual Meeting at which they are elected or at the close of that Annual Meeting, whichever is later. Members of the Nominating Committee shall serve staggered two-year terms and may serve a maximum of two consecutive two-year terms. Once an elected Nominating Committee member has served two consecutive two-year terms, the person may not serve again on the Nominating Committee for at least three years.
- B. **Filling Unexpired Terms.** In the event there is a vacancy for one of the positions on the Nominating Committee, the Board of Trustees shall appoint an interim member until the next May 31 or the next Annual Meeting, whichever is later. If the unexpired term extends beyond that date, then the Nominating Committee shall include the unexpired position on the slate for the next Annual Meeting, and a replacement to complete the unexpired term shall be elected at the next Annual Meeting. Members of the Nominating Committee appointed or elected to complete unexpired terms shall be eligible to be elected to up to two consecutive two-year terms in addition to the unexpired term. Members who only serve as appointed interim members may at any time serve again on the Nominating Committee.
- C. **Chairperson.** At the beginning of each fiscal year, members of the Nominating Committee shall select a Chairperson.
- D. **Slate of Nominees.** The Nominating Committee shall prepare a slate of persons to be placed in nomination at the Annual Meeting to fill all vacancies for Co-Moderators, Board of Trustees members, Treasurer, Membership Clerk, and Nominating Committee members. This slate shall be posted on the Church bulletin board at least thirty days prior to the Annual Meeting and included in all official notices of the Annual Meeting. The Committee will ensure the consent of any person prior to posting their nomination. At the Annual Meeting, nominations from the floor shall also be considered in addition to the slate offered by the Nominating Committee.

- E. **Assist in Filling Unexpired Terms.** The Nominating Committee may also assist the Board of Trustees in identifying candidates to fill elected positions that become vacant during the year.

Section 10: Removal of Persons from Elected Positions

- A. **Petition for Removal.** Petition for removal of a person from an elected position shall require a vote by five members of the Board of Trustees, or a petition signed by sixty active Church members.
- B. **Vote Required for Removal.** In response to an appropriate petition for removal, the Congregation may remove a person holding an elected position from that position by a vote of sixty-percent of those voting on the action at the Annual Meeting or a special meeting.

Section 11: Indemnification

- A. **Indemnification.** A duly elected or appointed officer, member of the Board of Trustees, employee, or agent of the Church shall not be personally liable to the Church or to its members for monetary damages for breach of fiduciary duty, except for liability resulting from: (1) any breach of duty or loyalty to the Church or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The Church shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, member of the Board of Trustees, employee, or agent of the Church.

Section 12: Legal Meetings of the Congregation

- A. **Annual Meeting.** There shall be an Annual Meeting held each year subject to the call of the Board of Trustees for the purpose of voting to fill elected offices, the acceptance of reports, and for the transaction of other legal business.
- B. **Annual Budget Ratification.** There shall be a Meeting held each year subject to the call of the Board of Trustees for the purpose of voting to ratify the budget. This meeting shall be held no later than the last Sunday in February.
- C. **Special Meetings.** Special meetings of the Congregation may be called by the Board of Trustees or upon written request of twenty active Church members. The call for such meetings shall in each case state the purpose of the meeting.

- D. **Posting Calls for Meetings.** The call for the Annual Meeting shall be posted thirty days in advance, and the call for Special Meetings shall be posted at least fifteen days in advance, by posting notice on the Church bulletin board and by other means, including mailings and websites, deemed appropriate by the Board of Trustees for reaching all active members.
- E. **Parliamentary Procedures.** The rules in the current edition of *Roberts Rules of Order Revised* will be used to govern all meetings of the Church when the rules are not inconsistent with these Bylaws or special rules of order of the Church.
- F. **Quorum and Approval of Motions.** Sixty active members or fifty percent of the active membership, whichever is less, shall constitute a quorum for any legal meeting of the Congregation. Unless otherwise stated in these Bylaws or in the policies of the Church, approval of a motion shall be by a majority of those voting on the motion.
- G. **Approval of Extraordinary Expenditures or Sale of Church Property.** A two-thirds vote is required to approve expenditures of Church assets or sales of Church property exceeding \$100,000 on any single purchase, sale, or contract for services, other than Letters of Agreement for called ministers and employment contracts for other employees. Such transactions may only be made upon recommendation from the Board of Trustees.
- H. **Reports from Board of Trustees, Senior Minister, and Treasurer.** Reports from the Board of Trustees, Senior Minister, and Treasurer shall be given at the Annual Meeting including, but not limited to the following reports:
- A report on the finances of the Church,
 - The budget for the current fiscal year showing projections of revenues and expenses.
- I. **Proxy or Absentee Voting.** Proxy or absentee voting shall not be permitted at the Annual Meeting or special meetings called upon written request of Church members. Proxy or absentee voting may be permitted at special meetings called by the Board of Trustees if so provided in the call.
- J. **Election of Officers.**
1. For uncontested positions, the Members may vote to direct the Secretary to cast the ballot for the Members.
 2. If there is more than one candidate for a position, election shall be by secret ballot. A majority vote shall constitute election.

Section 13: The Minister(s)

- A. **In Fellowship with the UUA.** Minister(s) of this Church shall be and shall remain in fellowship with the Unitarian Universalist Association.
- B. **Called Ministers.** The Congregation shall call to its pulpit a Senior Minister and may call such other subordinate ministerial positions as are approved by the Board of Trustees.
- C. **Responsibilities of Senior Minister.** The Senior Minister of this Church shall be responsible for the conduct of the religious activities of the Church, personal ministering to the congregation, and other functions associated with Church programs, finance, personnel, and administration in ways that implement the ends established by the Board of Trustees and are consistent with the policies of the Church as established by the Board of Trustees. The Senior Minister may, in turn, delegate responsibilities to other Ministers, staff, and volunteers.
- D. **Calling Ministers.** When a Minister is to be called, the Unitarian Universalist Association guidelines for the selection process shall be utilized except as modified by direction of the Board of Trustees.
 - 1. A Search Committee of active members shall be appointed by the Board of Trustees for the purpose of carrying out the process to solicit, evaluate, and recommend candidates to fill the position.
 - 2. The Search Committee shall select the person (or persons) who can in the best of conscience carry out the goals of this Church and fulfill the criteria for selection established by the Committee as informed by the Congregation.
 - 3. If a suitable candidate (or candidates) is recommended by the Search Committee, the candidate (or candidates) shall be presented to the Board of Trustees. In turn, the Board of Trustees shall present the final choice to the Congregation for candidating.
 - 4. Upon the completion of the candidating process, an officially called meeting of the Congregation shall be held to vote on whether to call the candidate (or candidates) to ministry in our Church. The candidate(s) must receive affirmative votes from three-fourths of the active members present at that meeting in order to be called to serve.
- E. **Termination of Service of Called Ministers.** A called Minister may terminate her/his service upon written notice to the Board of Trustees pursuant to the terms of her/his letter of agreement. The Congregation may terminate the service of a called Minister by affirmative votes from three-fourths of the active members present at a meeting of the congregation officially called for the purpose of voting to remove the Minister.

Section 14: Dissolution Clause

Any action to dissolve the Church must be approved by a two-thirds vote of active members present at a special meeting called by the Board of Trustees as specified in Section 12. Upon such vote, all property, real or personal, of the Church, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association except as otherwise required by law.

Section 15: Amendments

- A. **Procedures for Amending.** These Bylaws may be altered or amended by a two-thirds vote of the active members present at the Annual Meeting or any other legal meeting of the Congregation, provided that said alteration or amendment shall have been proposed in writing with copies posted on the Church bulletin board and by other appropriate means at least thirty days prior to such meeting.
- B. **Adoption and Effective Dates.** These Bylaws as adopted on February 13, 2005, and amended on May 1, 2005, June 10, 2012, and March 12, 2017 shall be effective on March 12, 2017, and thereafter until amended as prescribed in this section.