

AUUC Bylaws

Amended 6/5/11

Article 1. Name

The name of this church shall be the *Aiken Unitarian Universalist Church*.

Article 2. Purpose

The purpose of this Church shall be the practice of religion founded upon devotion to individual freedom of belief. We unite to strengthen our convictions in the value and need for liberal religion, and through the strength of unity, to give such expression by serving the community, growing our congregation, and supporting each other.

Article 3. Membership

The congregation covenants to promote the full participation of all Members in the activities of the Church.

3.1 Method of Joining

Any person may become a Member of this Church who is in sympathy with its purposes and programs, who is at least sixteen (16) years of age, and who signs the Church membership book of record in the presence of the Minister or a member of the Board. No test of creed, of faith, of race or color, of sex, of gender, of affectional or sexual orientation, of national origin, of mental or physical ability, or other similar test shall be imposed as a condition of membership.

3.2 Maintaining Membership

Membership is maintained through contributions of time and/or talent, through participation in the Church's mission and activities, and through making an annual financial contribution of record. In cases of hardship an individual may make application to the Board of Trustees to have the financial contribution waived.

3.3 Voting

Charter Members of this Church who have signed the membership book prior to the adoption of these Bylaws are considered voting Members for the purposes of the meeting at which these Bylaws are adopted and thereafter for the duration of their membership. All other Members of this congregation must wait thirty (30) calendar days between fulfilling all the requirements of membership before becoming qualified to vote in any Meeting.

3.4 Youth Membership

In order to demonstrate a personal commitment to this congregation and to Unitarian Universalist principles, an individual between the ages of twelve (12) and sixteen (16) may be considered for Youth Membership following thoughtful discussion between the youth, the Minister and/or President, and the youth's parent(s) or adult sponsor(s). Youth Membership may include a covenanting ritual with the congregation, and/or completion of a religious education curriculum. A Youth Member may participate fully in all activities and committees of the Church, but may not hold elective office, and may not vote at a meeting of the membership.

3.5 Removal of a Voting Member from the Membership Roster

A member may be removed from the membership roster when:

- the member dies
- the member submits a written request to the membership committee
- the membership committee recommends that the member be removed because the member has moved away, cannot be located, or has withdrawn active support

- the member fails to resolve a conflict with the purpose of this Church per the Conflict Resolution Policy in the Church Policy & Procedure Manual

3.6 Annual Review of Membership

The membership committee shall conduct an annual review of the Church membership register to determine whether there are persons on the register who should be removed in accordance with these bylaws. Before the membership committee removes any living member from the membership register the committee must:

- attempt to contact that member and
- present its recommendation for removal to the Board of Trustees with the member's response, if any.

The Board must approve the removal.

Article 4. Denominational Affiliation

This Church shall be a member of the Unitarian Universalist Association and the Thomas Jefferson District or their successors. It is the intention of this Church to make annual financial contributions equal to its full fair share as determined by the Association and the District.

Article 5. Meetings of the Congregation

5.1 Annual Meeting

The Annual Meeting shall be held each year in the month of May or June at such time and place as shall be fixed by the Board of Trustees. An agenda of the meetings shall be made available to all voting members no less than twelve (12) days prior to the meetings. A roster of the qualified voting membership shall be prepared and members must sign in before casting any oral vote or written ballot.

5.2 Agenda of Annual Meeting

The purpose of the Annual Meeting is to safeguard the rights and responsibilities of the Church members:

- to receive annual reports from the Board Officers, Minister, any church staff, and committee chairpersons
- to elect Board Trustees and Nominating Committee members
- to adopt an annual budget
- to address any other business which may need to come before the congregation.

5.3 Quorum

Except where otherwise specified in these bylaws, a quorum will be twenty percent (20%) of the voting membership.

5.4 Called Meetings

Called Meetings of the congregation shall be held to obtain the advice or consent of the membership to authorize Board action. Reasons may include the purchase of real property, approving unanticipated expenditures greater than ten percent (10%) of the approved annual operating budget, and such other business as determined by the Board.

Meetings may be called by the Board of Trustees or by the written request of ten percent (10%) of the membership presented at a regularly scheduled Board meeting. The business to be transacted at any Called Meetings shall be set forth in the notice of the meeting which shall be sent to all voting members by mail and postmarked no less than twelve (12) days prior to the meetings. A roster of qualified voting

members shall also be signed as specified in Article 5.1.

Article 6. Board of Trustees

As individuals and as a group the Board of Trustees covenants to act in the best interests of the Church, to the best of their ability. Members of the congregation covenant to support the Board in their work representing the Church.

6.1 Composition

The Board of Trustees shall consist of the President, President-elect, Secretary, Receiving Treasurer, Disbursing Treasurer and at least two Members-at-Large. Additional Members-at-Large may be added in multiples of two as the congregation grows. Trustees must be at least eighteen (18) years of age and selected from the voting members of the Church.

6.2 General Duties and Authorities

The Board of Trustees shall have general charge of the property of the Church, the conduct of all its business affairs, and the control of its administration, including the appointment of such committees as it may deem necessary. It shall present a draft Church budget for approval or amendment at the Annual meeting. It may fill any Trustee vacancies with voting members suggested by the Nominating Committee who shall serve until the next Annual Meeting. Each member of the Board of Trustees shall serve as a liaison to at least one standing committee.

6.2.1 President

The President serves as Chair of the Board, is an ex officio non-voting member of all committees, presides at all meetings of the Board and of the congregation, represents the Church on all appropriate occasions, and may request reports from the committees when deemed necessary. In addition the President shall serve as the Church delegate to the UUA General Assembly. In the event the President is unable to attend the Board shall appoint a replacement delegate from the voting members of the Church.

6.2.2. President-Elect

The President-Elect shall assist the President in all necessary and appropriate ways, shall preside at all meetings of the Board or congregation in the absence of the President, and, if for any reason the President is unable to serve, shall assume the office of President. Upon completion of a term of one year, the President-Elect shall assume the office of President.

6.2.3 Secretary

The Secretary shall keep an accurate record of meetings of the Board, the Annual Meeting, and Called Meetings of the congregation; shall notify members of the congregation and the Board of the time, place and purpose of meetings; and shall perform other duties usually appropriate to the office, including providing drafts of the minutes of prior meetings to Board members, and posting approved Minutes for the congregation.

6.2.4 Treasurers

The Treasurers shall be responsible for the receipt and safekeeping of all financial and intangible property of the Church. Further, the Treasurers shall be responsible for submitting written monthly financial reports to the Board, shall serve on the Finance Committee, and perform other duties as outlined in the Church Policy and Procedure Manual. All official records of the Treasurers remain the property of the Church. At the discretion of the Board, any or all persons responsible for the funds of the Church may be

bonded with the cost of said bond paid by the Church.

6.2.4.1 Receiving Treasurer

The Receiving Treasurer shall keep account of all receipts, including those of special collections, and shall track pledges.

6.2.4.2 Disbursing Treasurer

The Disbursing Treasurer shall keep account of all expenditures, paying salaries and bills authorized by the budget and/or the Board.

6.2.5 Member-at-Large

Member(s)-at Large shall represent the general membership on issues of interest or concern, particularly those that arise outside the standing committee structure. They shall also carry out any other duties as assigned by the President.

6.3 Election and Qualification

Trustees shall be elected at the Annual Meeting of the congregation, requiring only a simple majority vote, and serve until their successors have been elected and qualified. Newly elected Trustees are qualified by being elected and having read the minutes of the previous year's Board of Trustees Meetings.

6.4 Terms of Service

Terms of the trustees shall coincide with the fiscal year of the Church. The Secretary shall serve a one year term, all others a two year term. (The second year of the President-elect's term being served as President.) The Receiving Treasurer and one-half (½) of the Members-at-Large shall be elected for odd-numbered fiscal years. The Disbursing Treasurer and one-half (½) of the Members-at-Large shall be elected for even-numbered fiscal years.

Members of the Board may serve no more than five (5) years in a seven (7) year period. No member may serve in more than one Board position at a time.

6.5 Limits of Power

The Board of Trustees shall have no power to call, settle, or remove a Minister or to fix the Minister's salary. The Board of Trustees may not buy, sell or mortgage any real property without a sixty-seven percent (67%) majority approval of voting members at an Annual or Called Meeting.

6.6 Removal

Two absences during one year without prior notification by a Trustee from Board meetings, or three consecutive meetings even with prior notification shall be considered as resignation from the Board of Trustees. Trustees may also be removed by a two-thirds (2/3) or sixty-seven percent (67%) vote of the Board of Trustees for breach of trust or gross misconduct.

6.7 Executive Committee

6.7.1 Composition

The President, President-Elect, Receiving Treasurer, Disbursing Treasurer and Secretary shall comprise the Executive Committee of the Board. A quorum of the Executive Committee exists when any three (3) of these officers are present.

6.7.2 Functions

The Executive Committee may consider all business of the Board, set agendas, and make recommendations to the Board. Under conditions of urgency, the Executive Committee may transact business on behalf of the Board. To the extent permitted by law, decisions of the Executive Committee may be rescinded, abridged or amended by the full Board at its next regular or special meeting.

6.8 Meetings of the Board

6.8.1 Open Meetings

All meetings of the Board are open meetings unless otherwise specified. A closed meeting may be declared by a two-thirds vote of those Board members present, only in order to transact business which is sensitive and private in nature. Members of the Church are invited to attend open meetings and may, at any time prior to the start of a meeting, ask any Board member to have an item placed on the agenda.

6.8.2 Time and Place

At a minimum, the Board shall meet monthly at a regularly scheduled meeting time and place. Additional meetings may be called as necessary to conduct the business of the Congregation. A Called Meeting of the Board shall occur upon request and notification by the President or a member of the Executive Committee.

6.8.3 Quorum

A quorum of the Board consists of a simple majority of the Board members and must include either the President or the President-Elect. A quorum must be present in order for the Board to transact business.

6.8.4 Executive Session

The Board will go into a closed executive session only when there is a need for privacy involving membership, personnel or legal matters. Executive Sessions are only for discussions of an issue. Any motions or voting must take place in an open meeting.

Article 7. The Ministry

Unless otherwise indicated the word "Minister" refers to a professional minister, whether interim or called.

7.1 Ministerial Call Process

7.1.1 Creation of the Ministerial Search Committee

The Board shall appoint three (3) members to a special nominating committee who shall organize and conduct individual contact with each church member and then make suggestions of no fewer than five (5) nor more than ten (10) members (preferably none of whom are Trustees) who represent a cross-section of the general membership to serve as members of the Ministerial Search Committee. The special nominating committee members may not nominate themselves. The Board shall then appoint no fewer than five (5) nor more than ten (10) members to the Ministerial Search Committee, who will elect their own Chair.

7.1.2 Ministerial Search Committee Duties

The Ministerial Search Committee shall seek suitable candidates for the professional ministry of the congregation. The Committee shall follow the UUA guidelines for conducting Ministerial searches as directed by the Board. Upon completing the search process, the Committee shall make

appropriate recommendation(s) to the Board.

7.1.3 Calling a Minister

The Board shall review the recommendation of the Ministerial Search Committee for appropriate referral to the general membership at a Called Meeting of the congregation. A quorum of this meeting will consist of at least fifty percent (50%) of the voting members present. At such a meeting a minister may be called by no less than an eighty percent (80%) majority vote. If the vote is not successful, the Board may take appropriate action to make other arrangements, and/or re-initiate the process.

7.2 Professional Ministry

7.2.1 Letter of Agreement

The Board of Trustees, with the assistance of the Ministerial Search Committee, participates with the Minister in drafting a *Letter of Agreement*. The Letter includes the general responsibilities of the Minister, the Minister's employment package, and guidelines for supervision of ministerial staff. The Minister's employment package includes provisions for compensation, vacation, pulpit leave, and other negotiable benefits.

7.2.2 Minister's Privileges and Responsibilities

The minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Church. The Minister enjoys a free pulpit in accordance with the traditions of Unitarian Universalism, and is accorded freedom to speak the truth, as the Minister understands it, in the congregation and the community. The Minister supervises all ministerial staff of the Church and serves as an ex officio non-voting member of all committees. The minister attends the meetings of the Board as an ex officio non-voting member whenever possible, and is free to express opinions and make suggestions on all topics.

7.2.3 Ministerial Relations Committee

A Ministerial Relations Committee shall be designated by the Board of Trustees at the appropriate time with the advice and consent of the Minister.

7.2.3 Dismissal of a Minister

The dismissal of a Minister requires a sixty-seven percent (67%) majority of the membership present at a called congregational meeting with a quorum of fifty per cent (50%) of the voting members present. The vote is by written secret ballot.

7.2.4 Resignation of a Minister

The Minister is expected to give three (3) months notice before terminating services unless alternate conditions are mutually agreed upon by the Board and the Minister.

7.3 Ministry Associates

The Board may create a process for the training, credentialing and support of Ministry Associates – lay members who fulfill lay leadership and ministerial functions for the congregation.

Article 8 Committees

8.1. Committee Function

The primary functions of the various Church committees shall be approved by the Board, and may be further specified or delineated in the Church Policy and Procedure Manual.

8.2 Committee Chairs

Except where otherwise indicated in these bylaws, the chair of each committee shall be appointed by the

Board for a term of one year or until a successor has been appointed. The Board shall fill vacancies of committee chair positions as needed. Chairs shall conduct regular committee meetings, providing dates of meetings or activities for inclusion in the Church calendar. In addition, they shall communicate with and regularly report to the appropriate Board liaison; and provide any specific committee report the Board may request.

8.3 Standing Committees

The Standing Committees which serve the Church are the Nominating, Personnel, Buildings & Grounds, Finance, Membership, Service & Outreach, Religious Exploration, Safety & Ethics, and Worship. Those Standing Committees not detailed in the bylaws will abide by the committee information provided in the Church Policy and Procedures Manual.

8.3.1 Nominating Committee

The Nominating Committee shall consist of five (5) members; two members who are nominated for office by the preceding Nominating Committee and duly elected during the Annual Meeting, two members of the preceding Nominating Committee elected by that committee to serve a second year, and the President-Elect of the Board of Trustees. The Nominating Committee members will elect their own Chair. No member of the Nominating Committee may serve more than two consecutive years.

The committee shall provide a proposed slate of Board of Trustee officers, Member(s)-at-Large and Nominating Committee members to be published during the month prior to the Annual Meeting. The committee shall also provide such nominees as are necessary to fill vacancies which may have occurred. Additional nominations for any office may be made from the floor at the time of the election with proof of consent of the nominee.

8.3.2 Personnel Committee

The Personnel Committee shall consist of five members; the president-elect who serves as chair, the chair of the Finance Committee, and three non-Board members appointed by the Board for staggered three year terms.

The Personnel Committee, in conjunction with the Minister, shall be responsible for oversight of all non-ministerial positions, including job descriptions, supervision of annual performance reviews, construction of compensation packages, and monitoring compliance with Church policies, grievance procedures, and other personnel guidelines.

8.4 Ad Hoc Committees

The Board of Trustees may create additional committees or task groups to perform necessary and helpful functions and duties in the life of the Church. The Board shall specify the term of service and criteria for membership.

Article 9 Fiscal Year

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

Article 10 Dissolution

In the case of dissolution of the Church, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or to any chosen UUA-

related organization by the qualified voting Members of the Church, and the Executive Committee shall perform all actions necessary to accomplish such conveyance.

Article 11 Amendments

These Bylaws, so far as allowed by South Carolina Statutes, may be amended or replaced at any Meeting of the Church Congregation by at least a sixty-seven percent (67%) vote of those present and voting after determination of a quorum consisting of forty percent (40%) of the voting members. Notice of any proposed bylaw change or Amendment shall be contained in the written notice of the Meeting.

Article 12 Indemnification

The Church shall indemnify any person who is or was an employee, agent, representative, Trustee against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Church to maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this Article 12 shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, insurance policy, vote of members or otherwise.

Article 13 Open Records

All records of the Church (except those of a confidential or personal nature and the minutes of Executive Sessions of the Executive Committee or Board of Trustees) shall be made available for inspection to any voting Member following reasonable advance written notice.

Article 14 Interpretation

These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of the Church in order to accomplish the purpose as stated in Article 2 of these bylaws.

Article 15 Rules of Order

The method and rules provided in the Church Policy and Procedure Manual shall be applicable to all meetings of this Church.

Article 16 Effective Date

The original Bylaws became effective on April 19, 2003.

Revisions or amendments approved:

6/4/06

6/6/10

6/5/11