

# UNITARIAN CHURCH NORTH, INC. BY-LAWS

## ARTICLE I: General

### Section 1. Name and Affiliation:

The name of this corporation shall be Unitarian Church North, Inc. (hereinafter referred to as the “Church”). The Church shall be an affiliate of the Unitarian Universalist Association (“UUA”) and such other organizations as the Leadership Board (hereinafter referred to as the “Board”) shall from time to time decide. The seal of the Church, if the members of the Church adopt one, shall contain the name of the Church and the word “Wisconsin.”

### Section 2. Purpose of Church:

The members of Unitarian Church North freely join together in order to provide the light of religious freedom in the warmth of a caring community. As a part of this vision, we seek to create a diverse and inclusive community, promote free religious expression, inspire spiritual and ethical growth, and work for justice in our world. Unitarian Church North will pursue this vision and mission as a church, and as such will govern itself so as to maintain and protect its federal and state tax-exempt church status.

### Section 3. Solicitation and Receipt of Gifts:

The Church shall seek gifts, contributions, donations and bequests (hereinafter generally called “gifts”) for its purposes. The Church specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Church’s purposes at the discretion of the Board of this Church. The Board may at its discretion accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board to be acceptable and conforms with these By-Laws and the Church’s Designated Donation Policy.

## ARTICLE II: Membership

### Section 1. Membership Qualifications:

- (a) Any person may become a member of the Church who:
  - (i) is in sympathy with its purpose and program,
  - (ii) signs the Church register in the presence of a) the Minister and/or b) the Chair of the Membership Committee or his/her designee, and
  - (iii) has attained the age of sixteen (16) or is at least 14 years old and has completed a Coming of Age Program approved by either the Board or the Director of Religious Education (hereinafter referred to as the “DRE”). No person may become a member prior to attaining the age of fourteen (14) years.
- (b) There shall be no expressed or implied creedal test for membership. Members will be welcomed without regard to racial, ethnic, or cultural identity, gender, affectional or sexual orientation, or religious background.
- (c) Members shall be asked to give of their time and talents to further the aims of the Church.

Section 2. Membership Definition:

A person is a member of the Church if they have

- (a) met the membership qualifications delineated in Section 1(a) above, and
- (b) completed and signed a pledge card for the current church year, and
- (c) made a contribution of record during either the current or the previous church year.

Section 3. Voting Rights of Members:

- (a) Each member shall be entitled to one vote on any matter submitted to a vote of the members, provided they have been a member of the Church for at least sixty (60) days or have completed the Coming of Age program.
- (b) The only matters on which the members shall have any voting rights are those matters that are brought before regular or special meetings of the Church.

Section 4. Membership Roster:

The Membership Committee Chair, in cooperation with the Treasurer and/or the Financial Secretary, shall maintain a current roster of members, including voting eligibility, and shall provide such roster to the President prior to any meeting of the Church membership.

Section 5. Termination of Membership:

Membership in the Church shall terminate:

- (a) by death,
- (b) by written resignation tendered to the Membership Chair or to the Minister, or
- (c) in the case of any member who fails to meet the requirements of ARTICLE II, Section 2 above, and who continues to fail to meet those requirements after notice by the Membership Committee delivered in person or by mail to such member at the address shown in the records of the Church.

If at least sixty (60) days have elapsed, reasonable efforts have been made to contact the member, and the member continues to fail to meet the requirements noted above, termination of membership may be authorized by the Board at one of its regular meetings.

Section 6. Friends:

Any individual who is in sympathy with the purpose and programs of the Church but who does not wish to become or remain a member may become a Friend of the Church. A Friend may also be asked to pledge on an annual basis and for financial support for any special needs. Friends of the Church shall be welcome at all meetings and may be given the courtesy of the floor but shall not vote. Friends of the Church may not serve as Officers, as Trustees, or as Chairs of Church committees.

**ARTICLE III: Fiscal Year**

The fiscal year of the Church (referred to in these By-Laws as the "Church year") shall begin on July 1 and shall end on the following June 30th.

## **ARTICLE IV: Meetings of the Church**

### Section 1. Annual Meeting:

An Annual Meeting of the members of the Church shall be held in May or June (preferably May) of each year at such date and time as determined by the Board. The President will compile and make available a written report from the Board, committees, treasurer, minister, DRE, and other programs. The business to be conducted shall include, but not be limited to, the affirmation of the current President-Elect as the President of the Church, the election of such Officers and Trustees as are necessary to fill vacant Board positions and the adoption of a budget for the subsequent fiscal year. The current number of members used to determine the quorum for the Annual Meeting shall be announced and made part of the record.

### Section 2. Special Meetings:

Special meetings of the members of the Church may be called by the Board. Special meetings shall also be called upon delivery to the Immediate Past President of the Church of a written petition signed by at least ten percent (10%) of the members who would be entitled to vote at such a meeting as determined by the membership figure of record at the last Annual Meeting (see Article IV, Section 1). Special meetings called by petition must be held within 60 days of the Immediate Past President's receipt of the petition.

### Section 3. Conduct of Meetings:

All meetings of the members of the Church shall be conducted and chaired by the President in accordance with the then current edition of Robert's Rules of Order Newly Revised. In the absence of the President, the President-Elect shall conduct and chair the meeting. In the absence of the President-Elect, a voting member chosen by a majority of the voting members present and voting, shall conduct and chair the meeting. In any case, a Parliamentarian, knowledgeable regarding the current By-Laws and Robert's Rules of Order, shall be appointed by the Chair of the meeting, as an advisor. The Immediate Past President, or in the absence of the Immediate Past President any person appointed by the Chair of the meeting, shall act as secretary of the meeting. The President or other Chair of the meeting is responsible for assuring that the current roster of all voting members of the Church is available for reference at the meeting.

### Section 4. Place of Meetings:

Meetings of the members of the Church referred to in this Article shall be held at the Church property or any place within Ozaukee County designated by the Board.

### Section 5. Notices:

Notice of any meeting of the members of the Church shall be delivered in writing to each member household not more than thirty (30) and not less than ten (10) days before the date of the meeting, unless a different time shall be prescribed for a particular action by these By-Laws or the Wisconsin Statutes. Notice may be delivered electronically, or if mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, with postage prepaid, addressed to the member(s). Each notice must specify the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called. In the case of the Annual Meeting, the following information shall be sent with the official notice: the meeting agenda, the slate of candidates proposed by the Nominating Committee, the financial statement and proposed budget, and any proposed By-Laws changes.

### Section 6. Quorum, Action:

Twenty-five percent (25%) of the number of members entitled to vote at a given meeting shall constitute a quorum for the transaction of business at such meeting, unless a larger quorum is required for a specific action under these By-Laws. The act of the majority of the members present at a meeting at which a quorum is present shall be the act or decision of the members, except when the act of a greater proportion is required by law, the Articles of Incorporation, Robert's Rules, or these By-Laws.

Section 7. Method of Voting and Use of Proxies:

- (a) Except as otherwise specifically provided in these By-Laws, voting members must be present and must vote in person at meetings of the Church. In no case may votes be cast using absentee ballots or any other methods of voting *in absentia.*, except insofar as voting by proxy may be otherwise specifically provided for in these By-Laws
- (b) Where these By-Laws specifically permit voting by proxy, (Article VIII: Minister, Section 3. Selection) each member entitled to vote may vote in person or by an agent authorized by written proxy executed by the member and filed with the Immediate Past President at least five (5) days prior to the meeting at which the member intends to vote. Only members who are voting in person count toward a quorum requirement. Only members with voting rights may act as proxy agents. No single person may act as proxy agent for more than one other person at a given meeting. No proxy shall be valid after the conclusion or adjournment of the meeting with respect to which such proxy was filed. The effect of proxies and the manner of their execution, revocation and exercise shall be governed by the laws of the State of Wisconsin.
- (c) In the event of a national health emergency, government restriction or order, or similar circumstance which prevents members from participating in an in person meeting, upon proper notice, the Church may convene an Annual or Special meeting of the Members using a video conferencing platform such as Zoom, Skype or any similar platform which can be accessed by any Member. So long as (i) the parliamentarian can determine that a quorum is present; (ii) all members can hear and/or see the speakers and the information presented; (iii) each member can ask a question or make a comment orally, through a chat function, via an email, or text to the parliamentarian; and (iv) the parliamentarian can accurately determine the vote of the members on the matters presented, then actions taken at such a meeting shall have the same validity as actions taken at a meeting conducted under these By-laws at which the Members are physically present.

Section 8. Adjournment:

Any meeting of the members, whether the Annual Meeting or a special meeting, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting members present and voting. Notice of the time and place of resumption of an adjourned meeting need not be given to absent members if said time and place are fixed at the adjourned meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the adjourned meeting.

**ARTICLE V: Officers**

Section 1. Officers:

The Church shall have a President, a President-Elect, an Immediate Past President (who shall also serve as Secretary) and a Treasurer. The Immediate Past President is a non-voting *ex officio* member of the Board. Assistant officers may be elected as needed by the Board. Each officer or assistant officer must be a voting member of the Church and must be at least 18 years of age prior to assuming office.

Wherever President is stated, this position can be filled by Co-Presidents and can be substituted throughout these By-Laws to mean the same. Co-Presidents will have one vote. Wherever President-Elect is stated, this position can be filled by Co-Presidents-Elect and can be substituted throughout these By-Laws to mean the same. Co-Presidents-Elect shall have one vote. If Co-Officers do not agree to vote the same way, their vote will be canceled. Wherever Immediate Past-President is stated, this position can be filled by Co-Immediate Past-Presidents and can be substituted throughout these By-Laws to mean the same. Immediate Past-Presidents are non-voting members of the Board.

## Section 2. Presidential Cycle:

At each Annual Meeting, a new President-Elect shall be elected. The current President-Elect, having been affirmed at the Annual Meeting, shall assume the office of President at the beginning of the new Church year. In the unlikely event that the current President-Elect is not affirmed by the congregation at the Annual Meeting, the office of the President shall be considered vacant as of the beginning of the new Church year, and the newly-elected President-Elect shall succeed to the office of the President as described in Article V, Section 6 of these By-Laws.

## Section 3. Terms and Term Limits:

- (a) Officers elected at the Annual Meeting of the Church shall assume office at the beginning of the new Church year, and shall serve for a term of one (1) year or until their successors shall be duly elected and qualified, or until such officer's death, resignation or removal.
- (b) A person who has served as President-Elect, President, or Immediate Past President must wait at least one (1) year after service in any of those capacities before again being eligible to serve as President-Elect.
- (c) The Treasurer may not serve more than six (6) consecutive partial or complete terms but shall again be eligible to serve in that capacity if one (1) year has elapsed after the completion of the most recent term of service as Treasurer. The Treasurer is a voting member of the Board.

## Section 4. Resignation:

Any officer may resign at any time by giving written notice to the President or the Immediate Past President, who shall advise the Board of such resignation.

## Section 5. Removal:

The President, President-Elect, or Treasurer may be removed from office for any reason, by action of two-thirds (2/3) of the voting members of the Church present and voting at a meeting of the members at which a quorum is in attendance. Any other officer, including the Immediate Past President, may be removed from office by the action of the Board, whenever in their judgment the best interests of the Church will be served thereby.

## Section 6. Vacancies:

- (a) In the case of a vacancy in the office of the President, the President-Elect shall succeed to the office for the unexpired term and may choose to serve the subsequent full term of President to which elected in the normal course of events. In the event that the office of President-Elect is vacant at the time a vacancy occurs in the office of the President, or in the event that the President-Elect is unable or unwilling to serve, one of the congregationally-elected Trustees shall succeed to the office of President through election by the Board, and shall serve the remaining term of the President.
- (b) In the case of a vacancy in the office of President-Elect, one of the congregationally-elected Trustees shall succeed to the office through election by the Board and shall fill such office, and shall stand for election by the congregation at the next Annual Meeting prior to succeeding to the office of President. In the event no congregationally-elected Trustee is available to serve as President-Elect, the Board shall, within 60 days of recognizing that no elected Trustee is available, call a special meeting of the members of the Church for the purpose of filling this vacancy.

- (c) In the case of a vacancy in the office of Treasurer, a new Treasurer may be appointed by the Board to serve the remainder of the term.
- (d) In the case that the Immediate Past President is either unable or unwilling to perform the tasks of that position, the Board may appoint an Acting Past President to fill that role. It is preferred, but not required, that any Acting Past President be a person who has served as President in the past.
- (e) A vacancy occurring in any other non-elected office, for any reason, may be filled for the unexpired portion of the term of said office by a person appointed by the Board.

#### Section 7. President:

The President shall be the chief executive and administrative officer of the Church and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board or prescribed in these By-Laws or otherwise delegated by the Board and shall at all times be subject to the policies, control and direction of the Board. The President shall, when present, preside at the meetings of the Board and of the members of the Church. The President may attend meetings of all committees of the church except the Nominating Committee, in a non-voting, *ex officio* capacity.

The President may sign and execute, in the name of the Church, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board, except when the signing and execution thereof shall have been expressly delegated by the Board or by these By-Laws to some other officer or agent of the Church. As delineated in Article X of these By-Laws, the President may not sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptance, or other evidence of indebtedness without the specific authority of the Board.

The President may delegate duties to and may prescribe the duties of other officers of the Church, in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board. The President shall have such powers and perform such other duties as usually pertain to the office of President.

#### Section 8. President-Elect:

The President-Elect shall serve as an assistant to the President. In the absence or disability of the President, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The President-Elect shall have such other powers and perform such other duties as may be prescribed by the Board, or these By-Laws.

#### Section 9. Immediate Past President:

The Immediate Past President serves a one-year term immediately after serving as President. The Immediate Past President serves as Chair of the Nominating Committee and as a non-voting *ex officio* member of the Board, is expected to be substantially involved in the leadership work of the Church, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or these By-Laws.

The Immediate Past President shall:

- (a) Certify, date and keep at the principal office of the Church or such other place as the Board may direct, the original or a copy of its Articles of Incorporation and By-Laws, as amended or otherwise altered to date.
- (b) Attend meetings of the members of the Church and the Board, and keep at the principal office of the Church, or such other place as the Board may direct, a book of minutes of such meetings with the time and place of holding, whether regular or special, and, if special, how authorized and the notice thereof given.

- (c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- (d) Be custodian of the records and of the seal of the Church, if any.
- (e) See that the non-financial books, reports, statements and all other documents and records required by law are properly kept and filed.
- (f) Exhibit for inspection, upon request, the relevant books and records of the Church to any member for any proper purpose at any reasonable time.
- (g) In general, perform all duties incident to the office of Immediate Past President and such other duties as from time to time may be assigned by the Board.

Section 11. Treasurer:

The Treasurer shall be elected (or re-elected) by the Church membership at each Annual Meeting. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Church, and deposit all such funds in the name of the Church in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws (See Article X).
- (b) Keep and maintain adequate and correct accounts of the Church's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus.
- (c) Exhibit for inspection upon request the relevant books and records of the Church to any member for any proper purpose at any reasonable time.
- (d) Attend regular meetings of the Board. Render monthly statements of the condition of the finances of the Church to the Board, and such other financial reports as are requested by either the Finance Committee or the Board.
- (e) Submit a year-to-date consolidated financial report to the Board at least forty (40) days prior to the Annual Meeting and present that report at the Annual Meeting of the members.
- (f) Serve as advisor to the Finance Committee and render assistance with annual budget preparation and as requested.
- (g) Receive, and give receipt for, moneys due and payable to the church from any source whatsoever.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board.

An assistant officer ("Financial Secretary") shall be selected annually by the President, subject to approval by the Board, to assist the Treasurer.

## **ARTICLE VI: Leadership Board**

### Section 1. Powers and Responsibilities:

Subject to the limitations of the Articles of Incorporation of the Church, these By-Laws and the laws of the State of Wisconsin, the affairs of the Church shall be managed by the Leadership Board (hereinafter referred to as the "Board"). Responsibilities of the Board and its members shall include:

- (a) the determination, with appropriate input of committees and members, of the Church's short and long-range goals and objectives;
- (b) supporting and assuring the achievement of the Church's goals through officers, employees, and an administrative structure designated by the Board;
- (c) the determination, with appropriate input of committees and members, of the Church's short and long-range goals and objectives;
- (d) supporting and assuring the achievement of the Church's goals through officers, employees, and an administrative structure designated by the Board;
- (e) the solicitation, development and investment of funds to assist the Church in achieving such goals;
- (f) the distribution of the financial reports prepared by the Treasurer to all members of the Church prior to the Annual Meeting;
- (g) the management of Church property;
- (h) the annual approval of the President's selection of a Financial Secretary;
- (i) the annual approval of the Nominating Committee's recommendations for committee chair appointments;
- (j) the coordination of the annual report and publication of the Statement of Structure and Responsibilities of Committees and the Board;
- (k) the formulation of any desirable amendments to the Articles of Incorporation or these By-Laws of the Church; and
- (l) the review of the minister's annual performance evaluation of the DRE, and the approval of any proposed changes to the DRE's job description. In the absence of a minister the performance evaluation shall be done by the President or their designee.

### Section 2. Composition:

- (a) The Board shall be composed of nine (9) voting members: three (3) Voting Officers (President, President-Elect, and Treasurer) and six (6) elected Trustees. The six Trustees shall consist of the chairs of the Finance, Membership, Social Justice and Worship Committees, who shall be elected at the Annual Meeting, and two independently elected Trustees at large. The Immediate Past President, the Minister, and the DRE shall be non-voting ex officio members.
- (b) No Board member shall hold any more than one Board position outlined in Article VI Section 2 (a) at a time.
- (c) Each Trustee shall be a voting member of the Church, and shall be at least 18 years of age prior to assuming office.
- (d) Additional non-voting ex officio Board members may be appointed by majority action of the Board.
- (e) Wherever Committee Chair is stated, this position can be filled by Co-Committee Chairs and can be substituted throughout these By-Laws to mean the same. Co-Committee Chairs will have one vote. If Co-Chairs do not agree to vote the same way, their vote will be canceled.

### Section 3. Election and Term of Trustees:

- (a) Each elected Trustee shall hold office until such Trustee's successor shall have been duly elected or until such Trustee's death, resignation or removal. Trustees elected at the Annual Meeting of the Church shall assume office at the beginning of the new Church year.
- (b) Each of the six (6) Trustees shall serve rotating two (2) year terms with the result that the terms of three (3) trustees shall expire in any year, consisting of two (2) committee chairs and one (1) independent trustee. No Trustee shall be elected to serve for more than two consecutive complete terms in the position for which they were elected, provided however, that any such elected Trustee shall be eligible to immediately serve as Trustee in a position other than the one he or she is currently filling. Any Trustee who has served two (2) consecutive complete terms in a specific position shall again be eligible to serve in that position after one (1) year has elapsed after the completion of the most recent term in that position.
- (c) Upon expiration of a Trustee's term, the position shall be filled by vote of the members at the Annual Meeting of the Church. The members shall elect Trustees from a slate of candidates proposed by the Nominating Committee and such other candidates as may be nominated from the floor. Each voting member shall be entitled to such number of votes as there shall be vacancies on the Board to be filled.
- (d) The independent Trustee at large vacancy on the Board shall be filled by the candidate receiving the most votes.

### Section 4. Resignation:

A Trustee may resign at any time by giving written notice to the President, who shall advise the Board and the Immediate Past President of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the President, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

### Section 5. Removal:

A Trustee may be removed from office for any reason by action of a two-thirds (2/3) majority of members of the Church present at any meeting of the members of the Church at which a quorum is in attendance.

### Section 6. Vacancies:

- (a) A vacancy or vacancies of up to three (3) Trustees on the Board may be filled by a majority vote of the remaining voting members of the Board.
  - (i) Each Trustee so elected shall assume such office immediately and shall hold office for the full unexpired term, provided that they are affirmed by a majority vote of the congregation at the first Congregational Meeting after assuming office.
  - (ii) In the event that such person(s) is (are) not affirmed by a majority vote of the congregation at the first Congregational Meeting after assuming office, the position(s) shall again be considered vacant and shall again be filled by a majority vote of the Trustees in office at the first Board meeting following that Congregational Meeting. However, the Board may not re-appoint the same person(s) who was (were) not affirmed for this position by the congregational vote as described in this paragraph.
  - (iii) In the event that one of the committees designated in Article 6 Section 2 (a) does not have a chair at the annual meeting, the Board shall designate an individual to serve as Trustee until the earlier of the approval of a Chair by the Board or their election at the next annual meeting.

- (b) In the unlikely event that four (4) or more vacancies occur concurrently, the Immediate Past President shall immediately call a Special Meeting of the Church to be held within fifteen (15) days for the purpose of filling vacancies on the Board.

Section 7. Meetings:

The Board meetings shall be held at a regularly recurring time and at such places as the Board shall designate. The Board shall meet periodically as necessary, but not less than quarterly. The President of the Church, or in the absence of the President, the President-Elect, or in the absence of the President-Elect, a chair chosen by a majority of the Trustees present, shall act as the chair at every meeting of the Board. The Immediate Past President, or in the absence of the Immediate Past President any person appointed by the Chair of the meeting, shall act as secretary of the meeting, and shall record the proceedings and actions of the Board.

Section 8. Action Without Meeting:

Any action that may be taken at a meeting of the Board may be taken without a meeting if all the voting members of the Board shall consent in writing to such action. Fax or e-mail consent shall be valid. Such action by written consent shall have the same force and effect as the unanimous vote of the Board.

Section 9. Special Meetings:

Special meetings of the Board may be called by any Voting Officer to address specific topics, providing such topics are outlined at the time of notification, and providing that notification occurs at least one week prior to the special meeting, and providing that good-faith efforts have been made to notify all Officers and Trustees of the meeting.

Section 10. Quorum:

A majority of voting Board members, including at least one Voting Officer, shall constitute a quorum for the transaction of business. The act of the majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act or decision of the Board, unless the act of a greater proportion is required by law, the Articles of Incorporation or these By-Laws.

Section 11. Telephonic/Electronic Meetings:

Leadership Board members may participate in any regular or special meeting or in any meeting of a committee of the Board by any means of communication by which either (1) all participating Board members may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Board member and each participating Board member is able to immediately send messages to all other participating Board members. If a meeting is conducted through the use of one of the foregoing means, all participating Board members must be informed that a meeting is taking place at which official business may be transacted. A Board member participating in such a meeting is deemed to be present in person at the meeting.

Section 12. Emergency Meetings.

In the event of an emergency situation, or threat of imminent endangerment to the church building or other physical properties, a special Board sub-committee may take such emergency action as it deems appropriate. Such committee shall be composed of at least one Trustee plus at least three (3) of the following people: the Chair of the Building Committee, the Minister, the President, the President-Elect. In the event one or more of these individuals is unavailable, then the committee of at least four (4) persons shall be composed of those individuals that are available plus one or more Trustees or Voting Officers. An emergency meeting of the Board concerning the matter shall be called by the President or the President-Elect as soon as possible thereafter.

## ARTICLE VII: Committees

### Section 1. Powers:

No committee shall have or exercise the powers of the Board. The primary purpose of each committee shall be to further the mission of the Church in that committee's area of responsibility.

### Section 2. Standing Committees:

The Finance, Membership, Social Justice and Worship Committees shall be permanent standing committees, whose chairs shall be elected as Trustees pursuant to Article VI hereof. Standing committees as are needed or useful for Church functioning shall be authorized by the Board. Standing committees shall exist and continue to function unless or until terminated or dissolved by action of the Board.

Each standing committee whose chair is not a Trustee shall be chaired by a voting member of the Church recommended by the Nominating Committee and approved by vote of the Board annually. The term of each committee chair shall be one Church year. Committee chairs may be asked to serve more than one consecutive term if the President-Elect and the Board agree that such continued service best serves the needs of the Church. Committee chairs may be removed and replaced at any time by request of the President or the President-Elect if the Board ratifies such request. The duties of each committee and of the committee chair shall be as defined in the Structure and Responsibilities document for that committee.

### Section 3. Ad hoc Committees:

Ad hoc committees may be authorized by the Board and shall have such composition, duties and duration as are defined in their creation or by subsequent action of the Board.

### Section 4. Specially Constituted Committees:

Specially Constituted Committees are required Church committees whose constitution and method of designating members and chairs differ from that of a typical Standing Committee. Specially Constituted Committees may be either Standing or Ad hoc Committees. Specially Constituted Committees may be defined in this Article (VII) of the By-Laws, or they may be defined by Board action as per Article VII Section 3 above.

### Section 5. Associated Groups:

Groups of the Church's members may form social, study or special interest groups and may organize their program and meeting times as they deem appropriate. If such a group desires to be known as having official connection with the church (e.g., to use the words "UCN" or "Unitarian Church North" in the name of the group), it must be led by a Church member who shall submit a summary of the group's proposed structure and purpose to the President-Elect for approval.

### Section 6. Nominating and Leadership Development Committee:

- (a) Membership: The Nominating and Leadership Development Committee shall be composed of five (5) voting members of the Church: three (3) shall be elected at the Annual Meeting by a majority of the voting members present and voting, one (1) shall be the Immediate Past President who shall chair the committee, and one (1) shall be appointed by the President with approval of the Board.

- (b) **Responsibilities:** The Nominating and Leadership Development Committee shall meet in closed session to prepare a slate of qualified candidates for each Voting Officer except the President, for each upcoming Trustee vacancy and for the next Nominating and Leadership Development Committee. Suggestions for nominations may be sent to this committee by any voting member. The completed slate of candidates shall be submitted to the President at least 40 days prior to the Annual Meeting of the Church. In addition, the Nominating and Leadership Development Committee shall recommend candidates for all standing committee Chair positions, subject to the approval of the Board, and with respect to the Finance, Membership, Social Justice and Worship committees, elected by the members. The consent of each nominee shall be obtained prior to the submission of that nominee's name to the President. The duties shall be further defined in the Structure and Responsibilities document of the Committee.
- (c) **Term Limits:** No member of the Nominating and Leadership Development Committee shall serve for more than four consecutive complete or partial terms (i.e., 4 years). After having completed 4 years of service, a member shall again be eligible to serve on the Nominating and Leadership Development Committee after one (1) year has elapsed since the most recent date of service on the Committee.

#### Section 7. DRE Support Committee:

- (a) **Responsibilities:** The DRE Support Committee shall support the Director of Religious Education by serving as a liaison between the DRE and the congregation, and by representing the interests of the DRE in matters relating to the implementation of the Religious Education Program and in contract negotiations. Responsibilities are detailed in the Structure and Responsibilities document of the Committee.
- (b) **Membership:** The DRE Support Committee shall be composed of three members who serve rotating terms of three years each, such that one term expires at the end of every Church Year. The Chair is chosen by the Committee. When terms expire or when vacancies occur for any other reason, the DRE shall submit to the President a list of three (3) suggested names for each vacancy to be filled. The President shall select one name from that list and confirm that the selected person is willing to serve. The President shall then submit that name to the Board for approval.
- (c) In the event of a new Director of Religious Education, the previous DRE Support Committee shall be disbanded. The new DRE shall submit to the President a list of six to eight (6-8) suggested names for the new committee. The President shall then select three (3) names from that list, shall confirm that the selected persons are willing to serve, and shall then submit those names to the Board for approval.

#### Section 8. Committee on the Ministry:

- (a) **Responsibilities:** The Committee on the Ministry shall support the Minister(s) by serving as a liaison between the Minister(s) and the congregation, and by representing the interests of the Minister(s) in matters relating to the implementation of an effective ministry and in contract negotiations. Responsibilities are detailed in the Structure and Responsibilities document of the Committee.
- (b) **Membership:** The Committee on the Ministry shall be composed of three people who serve rotating terms of three years each, such that one term expires at the end of every Church Year. The Chair is chosen by the Committee. When terms expire or when vacancies occur for any other reason, the Minister(s) shall submit to the President a list of three (3) suggested names for each vacancy to be filled. The President shall select one name from that list and confirm that the selected person is willing to serve. The President shall then submit that name to the Board for approval.

- (c) In the event of a new Minister, the previous Committee on the Ministry shall be disbanded. The new Minister(s) shall submit to the President a list of six to eight (6-8) suggested names for the new committee. The President shall then select three (3) names from that list, shall confirm that the selected persons are willing to serve, and shall then submit those names to the Board for approval.

Section 9. Personnel Committee:

- (a) Responsibilities: The Personnel Committee shall formulate and carry out the Church's employment agreements with its employees, ensure that the Church's personnel policies and practices reflect accepted workplace norms, and function as the Church's representative in employee relations. Responsibilities are detailed in the Structure and Responsibilities document of the Committee.
- (b) Membership: The Personnel Committee shall be composed of three people. The Chair is selected by the President, subject to approval by vote of the Board. The remaining two members serve rotating terms of two years each, such that one term expires at the end of every Church Year.
- (c) Term Limits and Vacancies: No person may serve more than four (4) consecutive years on the Committee. After having completed 4 years of service, a member shall again be eligible to serve on the Personnel Committee after one (1) year has elapsed since the most recent date of service on the Committee. When terms expire or when vacancies occur for any other reason, the President (for vacancies in the Chair) or the Nominating Committee (for other vacancies) shall submit for the Board's approval the name of a recommended replacement for each vacancy to be filled. Prior to submitting this recommendation to the Board, the President or Nominating and Leadership Development Committee shall confirm that the person is willing to serve.

Section 10. Committee Coordination:

Responsibilities: The President-Elect is responsible for promoting communication and cooperation among the committees and groups of the church, along with the Minister and DRE, and for facilitating program planning and operation. Specific functions are outlined in a Structure and Responsibilities document.

Section 11. By-Laws Committee:

- (a) A By-Laws Committee shall be established by the Board when needed, as outlined in (b) and (c) below. The By-Laws Committee shall consist of three to five (3-5) persons, all of whom have been
- (b) ratified by a simple majority of the Board, and at least fifty percent (50%) of whom are current voting members of the Board.
- (c) The By-Laws Committee shall become active, review the bylaws, respond to suggestions for change, and make recommendations for amendments, at least every five (5) years.
- (d) The By-Laws Committee shall become active sooner if requested either by a majority action of the Board, or by at least ten percent (10%) of church members who have signed a petition requesting a specific bylaws change.
- (e) The By-Laws Committee shall bring its recommendations back to the Board for preliminary approval.
- (f) The recommendations of the By-Laws Committee for By-Laws amendments, as preliminarily approved by the Board, shall be voted on at the next congregational meeting (see Article XII).

**ARTICLE VIII: Minister****Section 1. Minister:**

The Church may retain the services of one or more Ministers to perform the duties hereinafter prescribed. The Minister(s) shall be non-voting *ex officio* member(s) of the Board and of all committees of the Church. Minister(s) will be retained without regard to gender, affectional or sexual orientation, or racial, ethnic, or cultural identity.

**Section 2. Vacancy / Ministerial Search Committee:**

In the event that a vacancy in the position of Minister shall exist or be anticipated, the President and the Board shall follow the guidelines prepared by the Department of Ministry of the Unitarian Universalist Association of Congregations (UUA). A slate of nominees for a Ministerial Search Committee including nominations received from the congregation at large shall be submitted by the Nominating Committee for consideration at a special meeting of the members of the Church. At that meeting, a Ministerial Search Committee composed of five (5) to seven (7) voting members of the Church shall be elected. After election, the Ministerial Search Committee shall conduct itself in accordance with the most recent guidelines prepared for such committees by the UUA.

**Section 3. Selection:**

The position of Minister shall be filled by the candidate who has been presented to the members of the Church by the Ministerial Search Committee, provided that that candidate is approved by at least four-fifths (80%) of the voting members of the Church present and voting or voting by proxy, at a special meeting of the members of the Church. For the purposes of calling a Minister, the requirement for a quorum shall be thirty percent (30%) of the number of members entitled to vote at such meeting.

**Section 4. Letter of Agreement:**

A written letter of agreement between the Minister and the Church is required. Such letter of agreement must be approved by the Board, and shall include the terms of employment, duties and responsibilities. Employment shall be subject to that letter of agreement and these By-Laws.

**Section 5. Freedom of the Pulpit:**

In keeping with Unitarian Universalist tradition, the Minister(s) shall enjoy freedom of the pulpit; that is, the Minister is granted the freedom to express the truth as she or he understands it when in the pulpit or when communicating through other channels such as the Church newsletter, or letters to the editor of a public newspaper, or other personal witness. The Minister does not, however, necessarily speak for either the Church or its members; it is the Minister's responsibility to do everything possible to make clear when he or she is speaking as an individual. Freedom of the pulpit is also extended to guest speakers who are invited to speak from the pulpit in the Minister's absence.

**Section 6. Tenure:** The Minister shall serve for an indefinite period subject to termination by

- (a) resignation of the Minister upon at least three months' prior written notice to the Board, or
- (b) removal pursuant to Article VIII, Section 7, below.

#### Section 7. Removal:

A Minister may be removed at any time by a vote of two thirds (2/3) of the voting members of the Church present and voting at a special meeting of the members of the Church. For the purposes of removing a Minister, the requirement for a quorum shall be thirty percent (30%) of the number of members entitled to vote at such meeting. In the event of removal of a Minister, the Minister's compensation, including salary, housing, and all other payments and benefits as in effect immediately prior to such removal, shall be continued for a period of three (3) months after the effective date of such removal, unless such removal is for cause, in which case all salary and benefits cease immediately. For purposes of this section, a removal for any one or more of the following reasons shall be deemed to be removal "for cause": gross neglect by the Minister of the Minister's letter of agreement or these By-Laws; deliberate or willful misconduct in office by the Minister; misappropriation by the Minister of Church funds; or the commission of a crime by the Minister.

### **ARTICLE IX: Director of Religious Education**

#### Section 1. Director of Religious Education:

The Church may retain the services of a Director of Religious Education (DRE), either full or part time, to perform the duties hereinafter prescribed. The DRE will be retained without regard to gender, affectional or sexual orientation, or racial, ethnic, or cultural identity.

#### Section 2. Vacancy/Search Committee:

In the event that a vacancy in the position of DRE shall exist, the Board will decide by majority vote whether or not to fill such a position. If so, the Board will appoint a special DRE Search Committee. This committee shall be composed of at least the following: the President or President-Elect, the Minister, the chair of the Religious Education Committee, one Trustee, and one (1) member of the Church at large (preferably a member of the Adult Education Committee). The Religious Education Committee chair shall act as the chair of the DRE Search Committee. The Committee shall use a current position description as reviewed and approved by the Board as a guide in the selection process.

#### Section 3. Selection:

A candidate for the position of DRE shall be in sympathy with the vision and mission of UCN and its Religious Education program; the selection process shall follow established UUA guidelines. The DRE Search Committee shall recommend candidates for this position to the Board for approval.

#### Section 4. Contract:

A written contract between the DRE and the Church is required on an annual basis. Such contract must be approved by the Board or its designee, and shall include the terms of employment, duties, and responsibilities. It shall also include a trial period if desired by the Board. Employment shall be subject to that contract and these By-Laws.

#### Section 5. Removal:

The DRE may be removed at any time at the discretion of the Board. In the event of removal, salary and other benefits shall be paid in accordance with the terms of the contract for a period of sixty (60) days, unless removal is for cause, in which case, all salary and benefits cease immediately. For the purposes of this section, removal for any one or more of the following reasons shall be deemed to be a removal "for cause": gross neglect of duties by the DRE as described in the job description, the employment contract, or these By-Laws; deliberate or willful misconduct in office; misappropriation of Church funds; or the commission of a crime by the DRE.

**ARTICLE X: Instruments; Bank Accounts; Checks and Drafts; Loans; Securities; Contracts****Section 1. Execution of Instruments:**

Except as otherwise provided in these By-Laws, the Board may authorize any officer(s) or agent(s) to execute and deliver any contract or instrument in the name of and on behalf of the Church, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no officer, agent or employee shall have any power or authority to bind the Church by any contract or engagement or to pledge its credit or render it liable for any purpose in any amount.

**Section 2. Bank Accounts:**

The Board from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer(s) or agent(s) of the Church to whom such power is delegated by the Board. The Board may make such rules and regulations with respect to said bank accounts as it deems expedient and that are not inconsistent with the provisions of these By-Laws.

**Section 3. Checks and Drafts:**

All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the Church, shall be signed by such officer(s) or agent(s) of the Church as shall be determined by resolution of the Board. Endorsements for deposit to the credit of the Church in any of its duly authorized depositories may be made without counter-signature, by the President, President-Elect, or Treasurer, or by any other officer or agent of the Church as shall be determined by resolution of the Board, or by hand-stamped impression in the name of the Church.

**Section 4. Original Loans:**

- (a) Except as noted in Article X, Section 4(b), no original loans shall be contracted on behalf of the Church nor shall evidence of new indebtedness be issued in its name unless authorized by vote of the members of the Church at a membership meeting. Such authority may be general or confined to specific instances. No loans may be made to any Member or Friend of the Church, directly or indirectly, except that reasonable advances of reimbursable expenses may be made at the discretion of the Treasurer, or in the case of the Treasurer, as determined by the Board.
- (b) The Board may, if agreed to by two-thirds (2/3) of the voting members of the Board present and voting at a Board meeting, authorize the Treasurer or other Officer to incur new loans or indebtedness if needed up to but not exceeding ten percent (10%) of the Church's operating budget per year. Such authorization must include a clear maximum dollar amount and a clear expiration date for incurring such indebtedness, which may be no later than 12 months after such Board action.

**Section 5. Refinancing Loans:**

The Board may, by a two-thirds (2/3) majority, delegate to any officer(s) or agent(s) of the Church authority to refinance one or more existing and previously-approved loan or loans on terms and conditions favorable to the Church, and to amend, or reissue, associated evidence of indebtedness.

### Section 6. Sale of Securities:

The Board may authorize and empower any officer(s) to sell, assign, pledge or hypothecate any and all shares of stocks, bonds, or securities, or interest in stocks, bonds, or securities, owned or held by this Church at any time, including, without limitation, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser(s) or pledgee(s), on behalf and in the name of this Church, any assignment of bonds or stock certificates representing shares of stock owned or held by this Church, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, this Church shall not offer or sell any of its securities in violation of any State or Federal securities law registration or other requirements.

### Section 7. Conflicts of Interest:

No contract or other transaction between the Church and any of its Trustees or Officers (or any other corporation, firm, association, or entity in which any Trustee or Officer is a director or officer or has a material financial interest), shall be either void or voidable because of such relationship or interest or because such Trustee(s) or Officer(s) are present at the meeting of the Board thereof which authorizes, approves or ratifies such contract or transaction or because his/her or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board which thereafter authorizes the transaction by a vote without counting the votes of such interested Trustees; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize such transaction by vote; or (3) the transaction is fair and reasonable to the Church. Interested Trustee(s) or Officer(s) may be counted in determining the presence of a quorum at a meeting of the Board that authorizes such contract or transaction.

## **ARTICLE XI: Indemnification**

### Section 1. Mandatory Indemnification:

The Church shall, to the fullest extent permitted by the Statute, indemnify each Trustee and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Trustee or Officer, arising out of or in connection with any proceeding to which such Trustee or Officer is a Party because he or she is a Trustee or Officer of the Church. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, Board resolution, vote of members, the Statute or otherwise.

The Church may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more persons. The term "Statute," as used in this Article, shall mean the appropriate Chapter of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Church to provide broader indemnification rights. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Statute.

### Section 2. Limited Liability of Volunteers:

Each individual (other than an employee of the Church) who provides services to or on behalf of the Church without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by the appropriate Chapter of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Church without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Church in writing.

## **ARTICLE XII: Amendment**

These By-Laws may be amended by action of two-thirds (2/3) of the voting members of the Church present and voting at a meeting of the members at which a quorum is in attendance.

## **ARTICLE XIII: Dissolution**

In the case of dissolution of the congregation, or if the congregation at any time voluntarily ceases to be a member of the Unitarian Universalist Association, all of its property, real and personal, including all property donated to the church unless the donor has expressly provided otherwise, and after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, to be used for its general purposes. It shall be the duty of the Officers and the Trustees to take all necessary action to carry out this article. This article shall not apply if the Unitarian Universalist Association merges or consolidates with another religious denomination or organization unless such merger or consolidation has been approved by a majority of this Church's membership by vote at a congregational meeting.

## **ARTICLE XIV: Official Church Statements**

### Section 1. Statements:

Unitarian Church North may make official statements or pronouncements on topics that represent very important religious, moral, or ethical issues, and/or issues related to Unitarian Universalist (UU) principles or to UCN's Vision and Mission. The church will not routinely make statements on less important topics.

### Section 2. Statements by the Board:

- a) Statements may be made and/or approved by action of the Board. When disseminated, such statements must contain wording indicating the date approved by the Board and the number of votes cast in favor of and opposed to the statement.
- b) By majority action at any congregational meeting, the congregation may rescind in its entirety any such statement made and/or approved by the Board.
- c) Modification of a Board statement (other than rescinding it *in toto*) requires approval at a congregational meeting by eighty percent (80%) of the voting members of the Church present and voting. For the purposes of modifying a Board statement, the requirement for a quorum shall be thirty percent (30%) of the number of members entitled to vote at such meeting.

### Section 3. Congregational Statements of Conscience:

- a) A Congregational Statement of Conscience is defined as a concise written statement that
  - (i) clearly delineates the issue and the proposed actions in response to the issue,
  - (ii) has reputable documentation to substantiate statements of fact set forth in it, and
  - (iii) is about an issue that is
    - of significant, current, and general concern to UCN members,
    - clearly defined and focused, and
    - one our congregation can meaningfully address and influence.
- a) Any group of UCN members comprising at least 10% of the voting members of the congregation may propose that the congregation take an official position on a particular topic by presenting the proposed statement to the Church President / Board Chair.

- c) The Board as a whole (and/or individual Board members appointed as advisors) may provide additional support to the group putting forth the proposal. This support may include guidance on communicating to the congregation on the issue and eliciting feedback regarding potential modifications to the statement prior to a congregational vote. A formal or informal Congregational Meeting (or meetings) should be encouraged by the Board to discuss the proposed statement further.
- d) The President or Immediate Past President remains responsible for congregation-wide communications on the topic, including congregational mailings and timely distribution of any Congregational Meeting Notices as required by these By-Laws.
- e) Adoption of a Congregational Statement of Conscience requires approval at a congregational meeting by eighty percent (80%) of the voting members of the Church present and voting. For the purposes of adopting a Congregational Statement of Conscience, the requirement for a quorum shall be thirty percent (30%) of the number of members entitled to vote at such meeting.
- f) Rescinding or modifying any approved Congregational Statement of Conscience requires approval at a congregational meeting by eighty percent (80%) of the voting members of the Church present and voting. For the purposes of rescinding or modifying an approved Congregational Statement of Conscience, the requirement for a quorum shall be thirty percent (30%) of the number of members entitled to vote at such meeting.
- g) In order to sustain a church atmosphere in which people with a wide variety of views feel supported and welcome, any Congregational Statement of Conscience should explicitly state that:
  - (iv) We recognize and appreciate that some of our current and/or future members may not agree with the statement, and that
  - (v) UUs generally, and UCN members specifically, value and respect diversity of opinion in general and on this issue in particular.