



***UNITARIAN UNIVERSALISTS OF SOUTHERN DELAWARE
BYLAWS***

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Unitarian Universalists of Southern Delaware

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UNITARIAN UNIVERSALISTS OF SOUTHERN DELAWARE BYLAWS

Article I. Name

The legal name of this religious society shall be the Unitarian Universalist Society of Southern Delaware (herein referred to as the Unitarian Universalists of Southern Delaware, UUSD or the Congregation).

Article II. Purposes

The Purposes of UUSD are to foster a congregation that is diverse in theology, spirituality, philosophies, and cultures; provide quality religious services and lifelong religious education; and support a community that celebrates life events and works for social and environmental justice.

Article III. Religious Affiliations

UUSD shall be a Member of the Unitarian Universalist Association of Congregations (UUA) and its local district organization, the Joseph Priestley District (JPD). UUSD will make financial contributions to UUA and JPD equal to its full fair share. UUSD affirms and promotes the Purposes and Principles of the UUA.

Article IV. Membership

Section 4.1 Becoming a Member

Anyone, eighteen years of age or older may become a Member of UUSD by signing the Membership Book. A Member of UUSD enters into a covenant with the other Members of UUSD that involves general agreement with: (1) the Purposes and Programs of UUSD, and (2) the Purposes and Principles of UUA. A Member pledges to support UUSD to the extent that her or his time and finances permit. Thirty days after signing the Membership Book, a Member may vote in Congregational Meetings (see Article V, Sections 5.1 and 5.2).

Section 4.2 Inactive Membership

A Member may be moved to Inactive Membership status (1) by her or his request or (2) by majority vote of the Members of the Board of Trustees present and voting. The Inactive Membership status is reserved for those who wish or who the Board of Trustees wishes to maintain an affiliation with UUSD but who do not pledge or participate in UUSD programs and activities. Inactive Members cannot serve as Officers, cannot vote in Congregational Meetings, and are not counted as Members.

Section 4.3 Removal from Membership

A Member may be removed from Membership status or an Inactive Member may be removed from Inactive Membership status (1) by her or his request or (2) by a two-thirds vote of the Members of the Board of Trustees present and voting.

Article V. Congregational Meetings

Section 5.1 Annual Meeting

An Annual Meeting of UUSD shall be held in June of each year. The Board of Trustees will determine the exact meeting time, place, and date. No less than thirty days prior to the Annual Meeting, the Board will make available to Members the proposed agenda for the meeting, including the resolutions proposed by the Board and the Leadership Development Committee. These resolutions will be sent to Members either electronically or in written form. The business conducted at the Annual Meeting shall be 1) election of Trustees; 2) election of members of the Leadership Development Committee; 3) approval of the budget for the coming fiscal years; and 4) other business that properly may come before the Meeting. The Leadership Development Committee shall prepare ballots containing the list of qualified Members who have been nominated to serve on the Board of Trustees and the Leadership Development Committee. UUSD Members in good standing may submit nominations for these positions to the Leadership Development Committee prior to the Annual Meeting, in accordance with the process announced by the Leadership Development Committee. In addition, write-in votes shall be allowed. On behalf of the Board of Trustees, the Finance Officer or Finance Officer's representative shall submit an Annual Budget for the coming fiscal year.

Section 5.2 Special Meetings

Meetings shall be called (1) by the majority vote of the Members of the Board of Trustees present and voting or (2) by a written request of Members (a) stating the purpose of the Meeting, (b) signed by ten percent (10%) of the Members of UUSD, and (c) presented to the Board of Trustees. The Board of Trustees will determine the meeting time, place, and date. No less than 14 days prior to the special meeting, the Board will notify the Members of UUSD of the proposed agenda and any resolutions proposed by the Board or in the case of the meeting called pursuant to subparagraph (2) resolutions recommended by at least 10 percent of the Membership. The Board will notify members, either electronically or in written form, not less than fourteen days prior to the Special Meeting.

Section 5.3 Procedures, Quorum, and Parliamentary Authority

A quorum for conducting business of UUSD at Annual Meetings or Special Meetings shall be thirty percent of the Members of UUSD. Parliamentary Authority: Roberts Rules of Order, Newly Revised, shall govern Board and Congregational Meetings. The Board may appoint a Parliamentarian to assist at Congregational Meetings.

Section 5.3 Quorum

A quorum for conducting business of UUSD at Annual Meetings or Special Meetings shall be thirty percent of the Members of UUSD.

5.4 Absentee Ballots

Absentee ballots (1) shall be on such form as stipulated by the Board of Trustees, (2) shall be available no later than one week prior to a Congregational Meeting, (3) shall be provided when requested by a Member, and (4) shall be processed for consideration in such a manner as prescribed by the Board. To be counted, absentee ballots must be received by the Secretary of the Board or the Secretary's representative before the start of the Congregational Meeting. Absentee ballots can only be counted for resolutions and nominations as stated in the meeting notifications required under Sections 5.1 and 5.2.

Article VI. Board of Trustees

Section 6.1 Composition of the Board

The Board shall be composed of seven Trustees, hereinafter referred to as the Board.

Section 6.2 Qualifications of Trustees

Trustees shall be Members of UUSD and eligible to vote in a Congregational Meeting as specified in Section 4.1. The Leadership Development Committee shall assure that those nominated meet these qualifications.

Section 6.3 Terms of Trustees

Trustees shall be elected to serve two-year terms. Four trustees will be elected in even numbered years, and three will be elected in odd numbered years. Terms will begin on July 1 and expire two years hence on June 30. Board Members cannot serve more than six years on the Board of Trustees in any eight-year period.

Section 6.4 Offices

The Board of Trustees shall fill the following Offices from the Trustees serving on the Board: President, Vice President, Secretary, and Finance Officer each serving a one-year term. Election to the Offices shall occur as soon as practicable after July 1st of each year. A Trustee may serve no more than four terms in a given position. The Board is not precluded from appointing two Trustees to serve as Co-Officers.

Section 6.5 Duties of Individual Trustees and Trustees Serving in Offices

a) Trustees

The Trustees shall share the overall responsibility for discerning the congregation's vision and mission, maintaining fiduciary responsibility, policy making, strategic and long-range planning, and assessing the health and vitality of the congregation. As such, the Board shall delegate certain duties to those Officers that the Board deems appropriate. The duties of Officers shall include those duties listed in Section 6.5b and other duties that the Board may deem necessary. If a Trustee serving in an Office cannot fulfill his or her duties, the Board will designate another Trustee to fulfill that Office. An Executive Team, reporting to the Board, will manage the operational business of the congregation.

b) Officers

i) President. The President shall serve as Chairperson of the Board of Trustees, shall preside at all Meetings of UUSD, and shall represent UUSD on all appropriate occasions. The President shall perform such other duties as usually appertain to the Office. The President shall be an ex officio member of all Committees of the Board and Standing Committees.

ii) Vice President. The Vice President shall act in the absence of or at the request of the President, at which time the Vice President shall have all powers and functions applicable to the President. The Vice President shall chair the Church Council, a Committee of the Board.

iii) Secretary. The Secretary shall be the official Secretary of the Board shall see that proper records are maintained and that proceedings of the Board are regularly reported to the Members of UUSD. All records of the Secretary shall be the property of UUSD. The Secretary shall be responsible for notifying the Members electronically or in written form of all Congregational Meetings and all matters to be acted upon at Meetings.

iv) Finance Officer. The Finance Officer shall be responsible for reporting all transactions involving all money and other property of UUSD to the Board of Trustees and the congregation including account balances, financial health of UUSD, and the annual budget. The Officer will work with appropriate staff and committees to assure: (1) the responsible receipt, safe keeping, accounting for, disbursement, and investment of all money and property of UUSD entrusted to the Officer's care under the direction of and to the satisfaction of the Board of Trustees; (2) a current roster of Pledging Units and their Pledges; (3) a complete accounting of the financial records of UUSD; and (4) the annual financial report of UUSD, which shall be reviewed by a person not a member of the Board, who is designated by the Board. Financial records shall remain the property of UUSD. Financial records, excluding individual pledge information, shall be open for inspection by any Member.

Section 6.6 Quorum.

A quorum shall be five Trustees. No Board business can be conducted in the absence of a quorum. The members may be physically attendant at the meeting place or connect via 4 Approved on September 18, 2011 conference call, Skype, or other communications media which allow for all members participating to be able to hear each other at the same time. The President or person serving the role of President will be in charge of recognizing those who wish to participate in matters being discussed by the Board.

Section 6.7 Vacancies on the Board

The Board will consult with the Leadership Development Committee before a vacancy on the Board is filled. The vacancy shall be filled by the majority vote of the Board present and voting. The Member who fills the vacancy shall serve out the unexpired term of the Trustee who the Member is replacing.

Section 6.8 Termination and Removal.

a) Termination for Absences. If a Trustee is absent from three of any six consecutive meetings of the Board of Trustees, the Board may vote by a majority of those present and voting to remove the Trustee from the Board.

b) Removal for Cause. If a Trustee fails to meet her or his duties or faithfully represent UUSD, the Trustee may be removed for cause by a majority vote of the Members present and voting, including Absentee Ballots, at a Congregational Meeting.

Section 6.9. Duties, Powers, and Procedures of the Board.

a) Holding eleven monthly meetings each year. Meetings of the Board shall be open to Members, except for Executive Sessions of the Board, which shall be held in private for the purpose of assuring confidentiality in sensitive matters, such as personnel issues. Executive Sessions require the approval of a majority of the Trustees present and voting.

b) Filling vacancies in Standing Committees, which are Permanent Committees of UUSD authorized by these Bylaws.

c) Holding Special Board meetings when requested by the President, the Minister, or three members of the Board. Special Board Meetings may be conducted in Executive Session subject to the requirement in subsection a).

d) Making available minutes of each Board meeting, including financial statements.

e) In consultation with the Minister, hiring and dismissing employees of UUSD, establishing compensation rates and benefits, and establishing employee policies.

f) Establishing budgets for approval of UUSD Members at the Annual Meeting and monitoring those budgets. The Board may approve expenditures for no more than ten percent in excess of the approved budget. The Board may re-designate the amounts of budget items at its discretion.

g) Establishing policies and procedures for conducting the finances, fund-raising, administration, property, and business affairs of UUSD.

h) Establishing and maintaining Committees of the Board to fulfill the Purposes of UUSD and for finances, fund-raising, administration, property, and business affairs of UUSD.

i.) Appointing delegates of the UUSD to the General Assembly of the UUA and other denominational meetings or organizations at which the church may be entitled to representation.

j.) Conducting a comprehensive evaluation of the overall health and functioning of UUSD by the congregation at least every four years.

Section 6.10 Limits of Power.

The Board shall have no power to call, settle, or remove a Minister. The Board shall have no power to borrow money on behalf of UUSD in excess of three percent of the Annual Budget without consent of two-thirds of those Members present and voting, including Absentee Ballots, at a Congregational Meeting. The Board may not mortgage, buy or sell any real property without consent of two-thirds of those Members present and voting, including Absentee Ballots, at a Congregational Meeting.

Article VII. Committees

Section 7.1 Types of Committees

Two types of Committees shall be formed: (1) Committees of the Board and (2) Standing Committees.

Section 7.2 Structures and Procedures of Committees

a) A Committee of the Board is a Committee created by the Board. Committees of the Board serve at the discretion of the Board of Trustees, to fulfill the Purposes of UUSD and for finances, fund-raising, administration, property, and business affairs of UUSD. The Board will either select the chairperson of each Committee of the Board or approve the election by Committee members. The goals, objectives and duties of each Committee of the Board shall be specified at the time of creation of the Committee and revised when needed. A Committee of the Board may be discontinued by majority vote of the Board present and voting. The Committee on Congregational Life is a Committee of the Board.

b) A Standing Committee is a permanent Committee of UUSD authorized by these Bylaws to consider all matters within the scope of the Committee's Purpose. The Standing Committee of UUSD is the Leadership Development Committee.

Section 7.3 Leadership Development Committee

a) Purpose. The Leadership Development Committee shall be responsible for:

- (1) Nominating qualified candidates to serve on the Board of Trustees and the Leadership Development Committee;
- (2) Providing the Board and/or committee chairs with names of potential committee members and/or others interested in other volunteer positions; and
- (3) Coordinating leadership development activities designed to help identify and prepare members for leadership positions within UUSD.

b) Procedures.

- i) In consultation with the Minister, the Leadership Development Committee will use objective and subjective measures to identify, encourage, and nurture current and potential leaders. Nominees are subject to the requirements of Articles IV and IX.

ii) The Leadership Development Committee's will submit a list of candidates to the congregation for the Board of Trustees and Leadership Development Committee for election at the UUSD Annual Meeting. The Leadership Development Committee will consider all eligible nominations made by members in determining the list of nominees. Each candidate must agree to serve in the position if elected.

c) Members. The Leadership Development Committee shall be composed of three to five Members of UUSD. Each Member of the Leadership Development Committee shall be elected at the Annual Meeting to serve two-year terms beginning on July 1 after election. Two Members shall be elected in even-numbered years, and one Member shall be elected in odd-numbered years. In any six-year period, a Member of the Leadership Development Committee may not serve more than four years. No current member of the Board may serve on the Leadership Development Committee. Leadership Development Committee members shall be Members of UUSD and eligible to vote in a Congregational Meeting as specified in Section 4.1.

d) The Chairperson of the Leadership Development Committee shall be elected by the Members of the Leadership Development Committee.

e) Quorum. A quorum for the Leadership Development Committee shall consist of two Members.

(f) Vacancy: In the event a vacancy occurs on the Leadership Development Committee, the Leadership Development Committee shall appoint a Member to fill the vacancy for the unexpired term.

Section 7.54 Limitations of These Provisions on Committees

The provisions of Section VII shall not limit the Members of UUSD from forming Committees at Congregational Meetings as deemed necessary to fulfill the Purposes of UUSD.

Article VIII. The Minister

Section 8.1 Collaboration of Minister and Congregation. The Minister shall share with the Congregation responsibility for the religious meetings of UUSD and its spiritual interests and activities. This sharing of responsibilities shall be implemented (1) through a Letter of Agreement and a Covenant, agreed upon at the time of the call or appointment, which delineates, among other items, the means and ways of sharing responsibilities and (2) through periodic reviews of the Covenant. Both the Minister and Congregation will be responsible for achieving this collaboration.

Section 8.2 Freedom of the Pulpit.

The Minister shall have freedom of the pulpit as well as freedom to express opinions outside of the pulpit.

Section 8.3 Minister's Participation on Committees and Board

The Minister shall be a non-voting, ex-officio member of (1) all Committees of UUSD, (2) the Board of Trustees, and (3) other bodies as the Trustees shall designate, with the exception of the Leadership Development Committee and the Search Committee for her or his replacement. The Minister and Leadership Development Committee shall consult with each other about nominations.

Section 8.4 Duties of the Minister

a) Responsibilities

The Minister shall be responsible for the following duties:

- i) planning and conduct of services of worship;
- ii) assisting in the development and implementation of the Religious Education program for children, youth, and adults;
- iii) pastoral care, visitation, and counseling;
- iv) ordinances of dedication, union, and marriage;
- v) funeral and memorial services; and
- vi) participation in denominational, community, and social justice matters.

b) Administration. The Minister shall be the leader of the staff team and as such shall be the chief administrator of UUSD and shall supervise UUSD's employees. (See also Section 6.9e)

Section 8.5 Calling or Appointment and Dismissal of the Minister

The calling or appointment of the Minister shall be by written ballot and shall require a two-thirds vote of those Members of UUSD present and voting, including Absentee Ballots, at a Congregational Meeting called specifically for that purpose. The calling of the Minister shall be for an indefinite period; whereas, the appointment of a Minister shall be for a specified period of time. Dismissal of the Minister shall be by written ballot and shall require a two-thirds vote of those Members of UUSD present and voting, including Absentee Ballots, at a Congregational Meeting called specifically for that purpose.

Section 8.6 Letter of Agreement and a Covenant

The Minister shall have a written Letter of Agreement and a written Covenant with Members of UUSD, and the Board of Trustees shall act as agent for UUSD in its negotiation, implementation, and review.

Article IX. Non-Discrimination

UUSD declares and affirms its special responsibility to promote the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, color, sex,

gender orientation, disability, affectional or sexual orientation, age or national origin and without adherence to any particular interpretation of religion or to any religious belief or creed.

Article X. Fiscal Year

The Fiscal Year shall end June 30th.

Article XI. Adoption of Bylaws

These Bylaws were adopted by a majority vote, including Absentee Ballots of the Members present and voting at the First Annual Meeting on March 28, 1999.

Article XII. Amendments to Bylaws

Amendments to these Bylaws may be made at a Congregational Meeting upon approval of a two-thirds vote of Members present and voting, including Absentee Ballots. Amendments shall be publicized prior to the Congregational Meeting as stated in Article V.

Article XIII. Dissolution and Distribution of Assets

In the case of dissolution of UUSD, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the UUA or its legal successor, and the Board of Trustees of UUSD shall perform all reasonable actions necessary to effect such conveyance.

Amended January 28, 2001

Amended June 2, 2002

Amended June 1, 2003

Amended June 6, 2004

Amended June 14, 2009

Amended June 19, 2011

Amended September 18, 2011

Amended June 10, 2018

Amended November 17, 2019

Amended on June 30, 2020