

UNITARIAN UNIVERSALISTS

OF

SOUTHERN DELAWARE

BYLAWS

Approved XXXXXX, XX, 2023

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**UNITARIAN UNIVERSALISTS OF SOUTHERN DELAWARE BYLAWS**

# Article I

# Name

The name of this religious society shall be the Unitarian Universalists of Southern Delaware, (UUSD or the Congregation).

# Article II

# Purposes

The Purpose of UUSD is 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

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UUSD shall be a Member of the Unitarian Universalist Association of Congregations (UUA), the Central East Region and will make financial contributions to the UUA.

# Article IV

# 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 V

# Membership

# Section 5.1 Member

Anyone sixteen years of age or older may become a Member of UUSD by signing the Membership Book.

A Member

1. enters into a covenant with the other Members of UUSD and is in general agreement with the Purpose~~s~~ and Programs of UUSD, the Purposes and Principles of UUA, and the Rights and Responsibilities of Membership.
2. may vote in Congregational Meetings, thirty days after signing the Membership Book.
3. makes an annual contribution of record and supports UUSD programs and activities to the extent that their circumstances permit. The Minister may waive this requirement upon their discretion.
4. may inspect the financial records, excluding individual pledge information.

# Section 5.2 Friend

A Friend

1. wishes or who the Board of Trustees wishes to maintain an affiliation with UUSD.
2. is not counted as a member and is not required to make financial contributions of record or participate in programs and activities but may do so.
3. may not serve as an Officer or member of the Board of Trustees, vote in Congregational Meetings or Chair a committee.

# Section 5.3 Removal from Membership

A Member may be removed from Membership status, following approved procedures,

1. by their request.
2. if the member has died.
3. upon written notice from the Membership Committee that their participation has been inactive for at least a 12-month period,
4. upon the considered judgement of the Minister, and in consultation with the Board of Trustees, that the person has acted and continues to act in a manner harmful to the organization’s purpose or principles. In such cases, removal from membership must be approved by a two-thirds vote of the Members of the Board of Trustees present and voting.

# Article VI

# Congregational Meetings

# Section 6.1 Annual Meeting

An Annual Meeting of UUSD shall be held each fiscal 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, either electronically or in writing the proposed agenda and business to be conducted at the Annual Meeting, to include:

1. election of Trustees-at-large.
2. election of members of the Leadership Development Committee.
3. approval of the budget for the coming fiscal year
4. resolutions vetted by the Board of Trustees

# Section 6.2 Special Meetings

A Special Meetings shall be called by the majority vote of the Members of the Board of Trustees present and voting, or by a written request to the Board of Trustees by 10% of the Members of UUSD. The meeting request must include the stated purpose for the Meeting,

The Board of Trustees will determine the meeting time, place, and date. No less than 14 days prior to a Special Meeting, the Board will notify the Members of UUSD of the proposed agenda and any resolutions.

# Section 6.3 Quorum

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

**Section 6.4 Voting**

# Every member, who has been a member for at least 30 days, is entitled to vote at all meetings of the Congregation. Eligible voters may vote in person, electronically or by mail-in ballot.

# Where a vote is conducted without a formal “in person” meeting, the number of valid ballots, electronic or otherwise, must equal the number needed for a quorum had a formal “in person” meeting been held to approve or adopt any matter noticed for vote.

# Article VII

# Board of Trustees

**Section 7.1 Composition of the Board**

The Board of Trustees shall be composed of seven Trustees, hereinafter referred to as the Board. Trustees are the only voting members of the Board. The Minister shall be ex-officio member, without vote, hereinafter shall be referred to as the Board or BOT.

# Section 7.2 Election, Terms and Vacancies of Trustees

Elections for the Trustees shall be held each year at the Annual Meeting.

1. Trustees shall be elected for a term of two (2) years. Four Trustees shall be elected in even numbered years and three shall be elected in odd numbered years. Trustees may serve two consecutive full terms.
2. Only Trustees elected by the congregation have the privilege of voting on matters brought before the Board of Trustees.
3. Trustees shall take office on the first day of the month following their election and shall serve until their successor has been elected and installed.
4. The BOT, in consultation with the LDC, shall fill any vacancies occurring in its membership and the individual shall complete the term and be entitled to their two additional two-year terms.
5. A vacancy in the position of President shall be filled by the Vice-President

# Section 7.3 Officers

The Trustees shall fill the following Offices President, Vice President, Secretary, and Treasurer each serving a one-year term.The President and Vice President shall be chosen from among the Trustees. The officers of the Association shall be elected annually after the Annual Meeting with terms beginning July 1st or until their successors are chosen.

# Any officer chosen or appointed by the Board may be removed with or without cause at any time by the affirmative vote of a majority of the whole Board. If the office of any officer(s) becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board. A Trustee may serve no more than four one-year terms in each officer position.

## **Section 7.4** **Responsibilities and Authority.**

# The Board of Trustees has the authority and shall act on behalf of the Congregation as the overall governing board of the Church. In addition, they shall have the following responsibilities.

# The Board of Trustees shall:

# establish a covenantal relationship with the Minister.

# discern the congregation’s vision and mission, by providing oversite to the strategic and long-range goals of the Church.

# assess the health and vitality of the congregation.

# maintain on-going communication and keep the Congregation informed,

# maintain fiduciary responsibility by assuming overall responsibility for the finances and property of the Church.

# be responsible for ensuring that sufficient funds are raised and maintained to achieve the mission and goals of the Congregation.

# prepare and regularly review a set of governing policies for the guidance and management of the Church.

1. **The President shall:** 
   1. serve as Chair of the Board of Trustees and preside at all Meetings of the Congregation and Board of Trustees,
   2. represent UUSD on all appropriate occasions,
   3. formulate the agenda and implement governance processes for Board meetings.
   4. perform such other duties as usually appertain to the Office.
   5. be an ex officio member of all Committees of the Board.
2. **The Vice-President shall:**
3. 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.
4. chairs the Church Council.
5. have such other responsibilities assigned by the Board of Trustees or the President.
6. **The Secretary shall:**
7. see that proper records are maintained and that proceedings of the Board are regularly reported to the Members of UUSD.
8. certify the eligibility of members to vote.
9. be responsible for notifying the Members electronically or in written form of all Congregational Meetings and all matters to be acted upon at Meetings.
10. will ensure that all UUSD records are retained per the Record Retention Policy.
11. **The Treasurer shall:**
12. assist and advise the Board in the preparation and supervision of the annual budget.
13. report all transactions involving all income and expenditures including account balances, financial health of UUSD, and the annual budget.
14. work with appropriate staff and committees to assure:
15. the responsible receipt of, safe keeping, accounting for, and disbursement and investment of all money and property of UUSD entrusted to the Treasurer’s care under the direction of and to the satisfaction of the Board of Trustees.
16. a current roster of Pledging Units and their Pledges,
17. a complete accounting of the financial records of UUSD; and
18. the annual review of UUSD finances, which shall be conducted by a person(s) not a member of the Board, who is designated by the Board.
19. Financial records shall remain the property of UUSD. Financial records, excluding individual pledge information, shall be open for inspection by any Member.

The Board shall delegate certain duties to those Trustees that the Board deems appropriate.

# Section 7.5 Quorum.

A quorum shall be five Trustees. No Board business can be conducted in the absence of a quorum. The members may be physically present at the meeting or connected through other electronic media, which allows for all members participating to be able to hear each other at the same time.

# Section 7.6 Termination and Removal.

# The Board of Trustees shall have the right to remove any member of the Board by majority vote if the member is absent from three of any six consecutive meetings of the Board of Trustees

# The Congregation shall have the right to remove a Trustee with or without cause by a majority vote of the Members.

# Section 7.7 Duties, Powers, and Procedures of the Board.

The Board shall

1. meet at least monthly. Such meetings 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.
2. fill vacancies on the Board, LDC and all Board Special Committees
3. hold 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.
4. make available minutes of each Board meeting, including financial statements.
5. establish compensation rates, benefits, and employee policies.
6. establish budgets for approval by UUSD Members at the Annual Meeting and monitor those budgets. The Board may approve expenditures for no more than ten percent (10%) in excess of the approved budget. The Board may re-designate the amounts of budget items at its discretion.
7. establish policies and ensure development of procedures for conducting the finances, fund-raising, administration, property, and business affairs of UUSD.
8. establish and maintain Committees of the Board to fulfill the Purposes of UUSD.
9. appoint UUSD delegates to the General Assembly of the UUA and other denominational meetings or organizations at which the church may be entitled to representation.
10. Conduct a comprehensive evaluation of the overall health and functioning of UUSD by the congregation at least every four years.

# Section 7.8 Limits of Power.

The Board shall have no power to

1. hire, settle, or remove a Called Minister.
2. borrow money on behalf of UUSD in excess of three percent of the Annual Budget without consent of two-thirds (2/3) of UUSD Members.
3. mortgage, buy or sell any real property without consent of two-thirds (2/3) of ~~those~~ UUSD Members.

# Article VIII

# Committees

**Section 8.1 Types of Committees**

Committees shall be formed as follows:

1. Committees of the Congregation that will be elected by and report solely to the congregation.
2. Committees of the Board that will consist of
3. Standing Committees that can be created in “permanence” to assist the Board with its work, and
4. Special Committees may be created by the Board to perform specific functions and duties.

# Section 8.2 Structures and Procedures of Committees

# There are a variety of committees within UUSD as follows;

1. A Committee of the Congregation is a permanent Committee of UUSD authorized, created and directed by these Bylaws. The Leadership Development Committee is a Committee of the Congregation.
2. 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 such as; Finance, Fund-Development, Social and Environmental Justice and Property Management. The Committee will select the Chair. 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.
3. Special Committees of the Board such as, the Committee on Congregational Life and the Executive Team will have special provisions beyond regular Committees of the Board including, but not limited to selection of the members.  These special provisions will be created on a case-by-case basis and are not subject to the provisions of these Bylaws.

# Section 8.3 Leadership Development Committee (LDC)

1. The Purpose and responsibilities of the Leadership Development Committee shall be to:
   1. present to the membership at the annual meeting sufficient nominees for all open positions and vacancies on the:
      1. Board of Trustees of the congregation, and
      2. Members of the LDC.
   2. consider all eligible nominations made by members in determining the list of nominees. Each candidate must agree to serve in the position if elected. Nominations may be made from the floor at the Annual Meeting of UUSD, provided the eligibility for the individual(s) so nominated has been established prior to the beginning of the meeting, and is in accordance with these Bylaws.
   3. provide the Board and/or committee chairs with names of potential committee members and/or others interested in other volunteer positions.
   4. coordinate leadership development activities designed to help identify and prepare members for leadership positions within UUSD.
2. Procedures for soliciting Nominees.

In consultation with the Minister, the LDC will use objective measures to identify the essential knowledge, abilities and skills. LDC will also encourage, and nurture current and potential leaders. Nominees are subject to the requirements of Articles V.

1. Composition.
2. The LDC shall be composed of five to seven Members of UUSD. Each Member of the LDC shall be elected at the Annual Meeting to serve two-year terms beginning on July 1 after the election. An even number of members shall be elected in even-numbered years, and an odd number of members shall be elected in odd- numbered years. In any six-year period, a Member of the LDC may not serve more than four years. Members may not serve concurrently on the Board of Trustees and the LDC. LDC members shall be Members of UUSD and eligible to vote in a Congregational Meeting as specified in Section 4.1.
3. The Chair of the LDC shall be elected by the Members of the LDC.
4. Quorum.

A quorum for the Leadership Development Committee shall consist of a majority of the committees’ members. A majority of the members of the committee shall be present in person or through agreed-upon electronic means, to constitute a quorum for the transaction of business.

1. Vacancy

In the event a vacancy occurs on the LDC, the Committee shall appoint a Member to fill the vacancy for the unexpired term.

# Article IX

# The Minister

**Section 9.1 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

2) through periodic reviews of the Covenant. Both the Minister and Congregation will be responsible for achieving this collaboration.

# Section 9.2 Freedom of the Pulpit.

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

# Section 9.3 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.

**Exception**: the Minister shall NOT be part of the Search Committee for their replacement.

# Section 9.4 Duties of the Minister

1. The Minister shall be responsible for the following to:
   1. plan and conduct services of worship**.**
   2. assist in the development and implementation of Lifespan Faith Exploration program.
   3. provide pastoral care, visitation, and counseling.
   4. hire, supervise and if necessary, terminate employed staff.
   5. conduct services of dedication, union, marriage, funeral and memorial services.
   6. participate in denominational, community, and social justice matters.
2. The Minister, as Chief Executive Officer, shall:
3. lead and supervise the staff team.
4. lead the Executive Team.

**Section 9.5** **Hiring and Dismissal of Ministers**

1. **Called Ministers**

The hiring or dismissal of a Called Minster will be by written ballot and shall require an 80% affirmative vote of those UUSD Members voting at a Congregational Meeting called specifically for this purpose. The Called Minister will serve for an indefinite period.

1. **Contract, Interim or Appointed Ministers**

The hiring or dismissal of Contracted Ministers is at the discretion of the Board of Trustees. Contracted ministers serve for a specific period of time. Contracted Ministers require a 2/3 vote of the Board Members present at a regular or special Board meeting.

# Section 9.6 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 X

# Fiscal Year

The Fiscal Year shall end June 30th.

# Article XI

# Amendments to Bylaws

Amendments to these Bylaws may be made upon approval by ballot of a majority vote of Members voting. The minimum number of ballots must be equivalent to a quorum of the Membership (30%). Amendments shall be publicized prior to the voting.

# Article XII

# 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 affect such conveyance.

**Article XIII**

**Robert’s Rules of Order**

The rules contained in Robert’s Rules of Order, Newly Revised, shall be the parliamentary authority governing the meetings of the Board, the Congregation, and all committees, subject to Delaware law, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the Congregation. The Board may appoint a Parliamentarian to assist at Congregational Meetings.

Adopted March 28, 1999

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 June 30, 2020