



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

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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 Purpose

The Purpose of UUSD is to

- foster a Congregation that is diverse in theology, spirituality, philosophies and cultures;
- provide quality religious services and lifelong faith exploration; 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), 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 identity, sexual orientation, ability, age or national origin and without adherence to any particular interpretation of religion or to any religious belief or creed. In addition, UUSD welcomes people of all financial circumstances.

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.

Members

- 1) enter into a covenant with the other Members of UUSD and are in general agreement with the Purpose of UUSD, the Purposes and Principles of the UUA, and the Rights and Responsibilities of Membership.
- 2) may vote in Congregational Meetings, thirty (30) days after signing the Membership

Book.

- 3) make an annual contribution of record and support UUSD programs and activities to the extent that their circumstances permit. The Minister may waive this requirement upon their discretion.
- 4) may inspect UUSD's financial records, excluding individual pledge information.

Section 5.2 Friend

Friends

- 1) wish to have an affiliation with UUSD.
- 2) are in general agreement with the Purpose of UUSD.
- 3) are not counted as Members and are not required to make financial contributions of record or participate in programs and activities but may do so.
- 4) may NOT serve as an Officer or member of the Board of Trustees (BOT), Leadership Development Committee (LDC), vote in Congregational Meetings or Chair a committee.

Section 5.3 Changes in Membership Status

A Member's status may be changed following approved procedures,

- 1) at their request.
- 2) upon their death.
- 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 BOT, that the person has acted and continues to act in a manner harmful to UUSD's purpose. In such cases, removal from Membership must be approved by a two-thirds (2/3rd) vote of the members of the BOT present and voting.

Article VI Congregational Meetings

Section 6.1 Annual Meeting

An Annual Meeting of UUSD shall be held each fiscal year at a time, place, and date determined by the BOT. No less than thirty days (30) prior to the Annual Meeting, the BOT will provide Members, either electronically or in writing, with the proposed agenda and business to be conducted at the Annual Meeting. Business items shall include:

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

Section 6.2 Special Meetings

- 1) The BOT shall call a Special Meeting by a positive vote of the majority of the members of the BOT present and voting, or by a written request from 10% of the Members of UUSD submitted to the BOT. The meeting request must include the stated purpose for the Meeting.

- 2) The BOT will determine the meeting time, place, and date. No less than 14 days prior to a Special Meeting, the BOT shall notify Members of the proposed agenda and any resolutions.
- 3) The agenda for a Special Meeting shall be limited to its stated purpose.

Section 6.3 Quorum

A quorum for conducting business of UUSD at Annual Meetings, Special Meetings or by ballots received shall be 30% of the Members.

Section 6.4 Voting

Anyone who has been a Member for at least 30 days is entitled to vote at a meeting 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.

Article VII Board of Trustees (BOT)

Section 7.1 Composition

The BOT shall be composed of seven Trustees. Trustees are the only voting members of the BOT and must be Members. Ex-officio, non-voting members of the BOT include the Minister, and the Secretary and Treasurer if they are not also Trustees.

Section 7.2 Election, Terms and Vacancies of Trustees

Elections of 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) Trustees elected by the congregation or appointed by the BOT have the privilege of voting on matters brought before the BOT.
- 3) Trustees shall take office on the first day of the new fiscal year and shall serve until their successor has been elected and installed.
- 4) The BOT, in consultation with the Leadership Development Committee (LDC), shall fill any vacancies occurring in its membership, except the President. An appointed individual shall complete the term and be entitled to two additional full two-year terms.

Section 7.3 Officers

The Trustees shall fill the following four (4) Offices: President, Vice-President, Secretary, and Treasurer each serving a one-year term or until their successors are elected. The President and Vice-President shall be chosen from among the Trustees. The Secretary and Treasurer need not

be Trustees but must be Members. The Officers shall be elected annually by the BOT at the start of the new fiscal year.

Any Officer chosen or appointed by the BOT may be removed with or without cause at any time by an affirmative vote of a majority of the whole BOT. A vacancy in the position of President shall be filled by the Vice-President. If the office of any other Officer becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the whole BOT. An Officer may serve no more than four consecutive one-year terms in a given Officer's position.

Section 7.4 Responsibilities and Authority.

The BOT has the authority and shall act on behalf of the Congregation as the overall governing board of the Congregation with the exceptions specified in Section 7.8. In addition, it shall have the following responsibilities.

- 1) **The BOT shall:**
 - a) establish a covenantal relationship with the Minister;
 - b) discern the Congregation's vision and mission, by providing oversight to the strategic and long-range goals of the Congregation;
 - c) assess the health and vitality of the Congregation;
 - d) maintain on-going communication and keep the Congregation informed;
 - e) maintain fiduciary responsibility by assuming overall responsibility for the finances and property of the Church;
 - f) be responsible for ensuring that sufficient funds are raised and maintained to achieve the mission and goals of the Congregation;
 - g) manage the sharing of any sensitive financial data
 - h) prepare and regularly review a set of governing policies for the guidance and management of the Congregation; and
 - i) delegate certain duties to those Trustees that the BOT deems appropriate.
- 2) **The President shall:**
 - a) serve as Chair of the BOT and preside at all Meetings of the Congregation and BOT,
 - b) represent UUSD on appropriate occasions,
 - c) formulate the agenda and implement governance processes for BOT meetings,
 - d) perform such other duties as usually appertain to the Office, and
 - e) be an ex officio member of all Committees of the BOT.
- 3) **The Vice-President shall:**
 - a) 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 and
 - b) have such other responsibilities as assigned by the BOT or the President.
- 4) **The Secretary shall:**
 - a) see that proper records are maintained and that proceedings of the BOT are regularly reported to the Members,
 - b) certify the eligibility of Members to vote,
 - c) be responsible for notifying the Members electronically or in written form of all

- Congregational Meetings and all matters to be acted upon at Meetings, and
- d) ensure that all BOT records are retained per the Record Retention Policy.

5) The Treasurer shall:

- a) assist and advise the BOT in establishing the annual budget;
- b) report transactions involving income and expenditures including account balances, financial health of UUSD, and the annual budget; and
- c) ensure that financial records are retained per the Record Retention Policy.
- d) work with appropriate staff and committees to ensure:
 - i) the responsible receipt of, safe keeping, accounting for, and disbursement and investment of all UUSD money and property entrusted to the Treasurer's care under the direction of and to the satisfaction of the BOT;
 - ii) a current roster of Pledging Units and their Pledges;
 - iii) a complete accounting of the financial records of UUSD; and
 - iv) the annual review of UUSD finances by a person(s) not a member of the BOT, who is designated by the BOT.

Section 7.5 Quorum.

A quorum shall be five Trustees. No BOT business may be conducted in the absence of a quorum. The Trustees may be physically present or connected simultaneously through virtual conferencing technology.

Section 7.6 Termination and Removal.

The BOT shall have the right to remove any Trustee by majority vote if the Trustee is absent from three of any six consecutive meetings of the BOT.

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 BOT.

The BOT shall

- 1) hold meetings at least monthly that are open to all Members unless the BOT goes into Executive Session in order to ensure confidentiality regarding sensitive matters, such as personnel issues;
- 2) fill vacancies on the BOT;
- 3) make available minutes of each BOT meeting, including financial statements;
- 4) establish compensation rates, benefits, and employee policies;
- 5) establish budgets for approval by Members at the Annual Meeting and monitor those budgets.
- 6) approve expenditures for no more than ten percent (10%) in excess of the approved budget and re-designate budget line items at its discretion;
- 7) establish policies and ensure development of procedures for conducting the administrative, financial, fund-development, and property affairs of UUSD;
- 8) establish and maintain Committees of the BOT 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 is entitled to representation; and
- 10) ensure a comprehensive evaluation of the overall health and functioning of UUSD by the Congregation at least every four years.

The BOT may hold Special BOT meetings when requested by the President, the Minister, or three members of the BOT. Special Board Meetings may be conducted in Executive Session.

Section 7.8 Limits of Power.

The BOT 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 (3%) of the Annual Budget without consent of two-thirds (2/3) of Members voting; or
- 3) mortgage, buy or sell any real property without the consent of two-thirds (2/3rd) of Members voting.

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 BOT that will consist of
 - a) Committees that can be created in “permanence” to assist the BOT with its work, and
 - b) Special Committees may be created by the BOT to perform specific functions and duties.

Section 8.2 Structures and Procedures of Committees

Types of committees:

- 1) A Committee of the Congregation is a permanent Committee of UUSD authorized, created and directed by these Bylaws. The Leadership Development Committee (LDC) is a Committee of the Congregation.
- 2) A Committee of the BOT is a committee created by the BOT. Committees of the BOT serve at the discretion of the BOT to fulfill the Purpose of UUSD such as: Finance, Social and Environmental Justice, and Property Management. The goals, objectives and duties of each Committee of the BOT shall be specified at the time of creation of the Committee and revised when needed. A Committee of the BOT may be discontinued by majority vote of the BOT present and voting.
- 3) Special Committees of the BOT such as the Committee on Congregational Life and the Executive Team may have special provisions beyond regular Committees of the BOT. These special provisions will be created on a case-by-case basis and are not subject to the provisions of these Bylaws.
- 4) Each Committee will select its Chair, who must be a UUSD Member.

Article IX

Leadership Development Committee (LDC)

Section 9.1 Purpose

The purpose and responsibilities of the LDC shall be to,

- 1) present to the Membership at the Annual Meeting sufficient nominees for all open positions and vacancies on the BOT and 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 BOT and/or committee chairs with names of potential committee members and other volunteer positions,
- 4) coordinate leadership development activities designed to help identify and prepare members for leadership positions within UUSD,

Section 9.2 Procedures for soliciting Nominees.

In consultation with the Minister, the LDC will use objective measures to identify the essential knowledge, abilities and skills for BOT and LDC positions. LDC will also encourage, and nurture current and potential leaders.

Section 9.3 Composition.

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 a two-year term beginning on the first day of the fiscal year after the election. In any six-year period, a member of the LDC may not serve more than four years. Members may not serve concurrently on the BOT and the LDC.

Section 9.4 Quorum.

A quorum for the LDC 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.

Section 9.5 Vacancy

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

Article X

The Minister

Section 10.1 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 10.2 Freedom of the Pulpit.

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

Section 10.3 Minister's Participation on Committees and BOT

The Minister shall be a non-voting, ex-officio member of

- 1) all UUSD Committees,
- 2) the BOT, and
- 3) other bodies as the Trustees shall designate.

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

Section 10.4 Duties of the Minister

The Minister shall be responsible for:

- 1) planning and conducting services of worship;
- 2) assisting in the development and implementation of the Lifespan Faith Exploration program;
- 3) providing pastoral care, visitation, and counseling;
- 4) conducting services of dedication, union, marriage, funeral and memorial services; and
- 5) participating in denominational, community, and social justice matters.

The Minister, as Chief Executive Officer, shall:

- 1) hire, lead, supervise and if necessary, terminate employed staff and
- 2) lead the Executive Team.

Section 10.5 Hiring and Dismissal of Ministers

1) Called Ministers

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

2) Contract Ministers

The hiring or dismissal of Contracted Ministers is at the discretion of the BOT with a 2/3 vote of the members of the BOT present at a regular or special meeting of the BOT. Contracted ministers serve for a specific period of time.

Section 10.6 Letter of Agreement and a Covenant

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

Article XI Fiscal Year

The Fiscal Year shall end June 30th.

Article XII Amendments to Bylaws

Amendments to these Bylaws may be made upon approval by ballot of a majority 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 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. The BOT shall perform all reasonable actions necessary to affect such conveyance.

Article XIV Parliamentary Rules

The rules contained in Robert's Rules of Order, Newly Revised, shall be the parliamentary authority governing the meetings of the BOT, 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 BOT may appoint a Parliamentarian to assist at Congregational Meetings.

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