

BY-LAWS
of
THE UNITARIAN UNIVERSALIST CHURCH OF MINNETONKA

As amended at the Annual Meeting of May 22nd, 2016

ARTICLE I: NAME: The name of this church shall be: The Unitarian Universalist Church of Minnetonka hereinafter UUCM.

ARTICLE II: PURPOSE:

Section 1. **PURPOSE**: The purpose of this Unitarian Universalist Church is: to sustain a thriving, caring community which welcomes and embraces human diversity; to nurture our quest for knowledge, truth, and spiritual growth at every stage of life; to encourage individuals to act in accordance with their beliefs and values; and to support local and global efforts consistent with UUA principles.

Section 2. **MISSION STATEMENT**: We will inspire, educate and serve as a welcoming congregation on a quest for meaning and purpose to create a community of conscience in our neighborhood and the world.

ARTICLE III. Legal Owners. The members of UUCM are our legal owners.

Section 1. **AUTHORIZED NUMBER**: The authorized number of Members of this Church shall be unlimited.

Section 2. **CLASSES OF MEMBERS**: There shall be only one class of Members in this Church.

Section 3. **QUALIFICATION AND ADMISSION**: Any individual, 16 years of age or older, may apply for membership by making written declaration of their agreement with the purpose of the church. Applicants must also declare their willingness to support the work of the church by making recordable monetary contributions and volunteering, as they determine they are able. Such an applicant shall become a Member thirty (30) days after such declaration has been received by the Board of Trustees.

Section 4. **PROPERTY RIGHTS**: No Member of this Church shall have any property rights to any of the property of this Church either upon dissolution or otherwise.

Section 5. **VOTING RIGHTS**:

(a) Each Member of this Church shall be entitled to and restricted to only one (1) vote.

(b) No person shall act as proxy for any Member or Members.

(c) Decisions of the congregation will be by majority vote of the members attending a duly called meeting unless provided for elsewhere in these Bylaws; or unless the Board has published the necessity of a supermajority (percent defined) and the supermajority percent has been approved by the congregation at said meeting.

Section 6. **TERMINATION OF MEMBERSHIP:** Whenever any Member shall either request a letter of transfer or dismissal, or submit a written resignation, or die, his or her membership in this Church shall thereby automatically be terminated. The membership of any Member in this Church who fails to communicate with the Church for a period of one (1) year may be terminated by vote of the Board of Trustees.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. **ANNUAL MEETING:** An annual meeting of the Members for the transaction of business shall be held at such place in the County of Hennepin and State of Minnesota, at such hour, and on such day in the month of April or May of each year, as the Board of Trustees may designate.

Section 2. **SPECIAL MEETING:** Special Meetings of the Members may be called by the Board of Trustees at any time. Special Meetings must be called by the Board of Trustees when at least ten (10) percent of the Members of the Church make a written request in which the purpose of the meeting is fully stated. Any Special Meeting can only consider business specified in the notice for the meeting.

Section 3. **NOTICE OF MEETINGS:** notice of each meeting of the Members, annual or special, shall:

- (a) Be included in the official publication of the Church or other written document;
- (b) State time and place and, in the case of a Special Meeting, the purpose(s) of such meeting;
- (c) Be sent to each Member at the Member's last known address, according to the last available records; and
- (d) Be sent not less than ten (10) nor more than thirty (30) days before the meeting, excluding the day of the meeting. If a member has stated a preference for receiving the official publication of the Church by email, then notice of a meeting of the Members may be sent to that member by email.

However, in case of special urgency, the Board of Trustees may call a Special Meeting with shorter notice, but not less than three (3) days, excluding the day of the meeting, by a unanimous vote of the voting members of the Board present.

Section 4. **QUORUM:** The presence at any meeting of the Members of one-fifth (1/5) of the Members of the Church shall constitute a quorum for the transaction of business. If, however, such quorum does not exist, those present shall have the power to reschedule the meeting. At such rescheduled meeting at which the required number of Members shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5. **SPECIAL ACTION:** In order that the Church may take an official public position on a matter of social concern, the following procedures shall be followed:

- (a) Initiation of action shall originate by petition signed by at least ten (10) Members of the Church.

(b) Such proposed activity must be presented to the Board of Trustees, who shall assign it to the agenda for an upcoming meeting of Members or call a Special Meeting of the Members for action thereon.

(c) The minority vote, if any, at said meeting of the Members must be recorded and included in any public announcement of the position taken.

ARTICLE V. ELECTED OFFICERS

Section 1. OFFICERS: There shall be two (2) elected Officers of this Church; the President and the Vice President. Each Officer shall be and remain a Member of this Church during his or her term of office.

Section 2. ELECTION AND TERMS OF OFFICE: The Officers shall be elected annually by majority vote of the Members at the Annual Meeting of Members. Elected Officers shall assume office on July 1st following the Annual Meeting. They shall serve for terms of one (1) year or until their successors are elected and convened.

No person shall be elected to any office for more than three (3) terms in succession. No person shall hold elective office (Officer and/or Trustee) for more than six (6) consecutive years. A partial year's initial service by appointment to fill an unexpired term shall not be counted against this total.

Section 3. THE PRESIDENT: The President shall sit as a full voting member of the Board and Council of Committees. The President shall preside over meetings of Members and meetings of the Board of Trustees. The President will operate under the guidelines outlined in the Policy Governance Manual.

Section 4. THE VICE PRESIDENT: The Vice President shall sit as a full voting member of the Board, and, in the President's absence, shall preside over all meetings of Members and meetings of the Board of Trustees. The Vice President shall assume the office of President if a vacancy occurs in the Presidential office, and shall serve in that capacity until the election at the next Election Meeting of Members. The Vice President will operate under the guidelines outlined in the Policy Governance Manual.

Section 5. THE TREASURER: The Treasurer shall be appointed by the Board of Trustees, and will not sit as a voting Board member. The Treasurer will serve a term of two years and may not serve more than three consecutive terms. The Treasurer shall supervise the safekeeping of all books and records of all financial transactions of the Church; supervise the safekeeping of all funds and property of the Church; and perform such other duties as may be required by the Board of Trustees and the Policy Governance Manual. The Treasurer shall post a security bond in favor of this Church, in a sum to be determined by the Board of Trustees and paid for with Church funds.

Section 6. VACANCIES: If a vacancy occurs in the office of Vice President, it shall be filled by appointment made by a vote of at least four (4) voting members of the Board of Trustees. Such appointee shall serve through June 30th following his or her appointment. Such appointee may be chosen from among the Trustees or from the Church membership at large; but, if a Trustee is so appointed, the resulting vacancy shall also be filled within 60 days by appointment made by a vote of at least four (4)

voting members of the Board of Trustees. If a vacancy occurs in the office of Treasurer, the Board of Trustees will appoint a replacement to serve out the remainder of the term. A partial term will not count in the calculation of the terms limit.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. **COMPOSITION:** The Board of Trustees shall be composed of the two (2) Officers and five (5) Trustees. Other non-voting or ex-officio members of the Board shall be as indicated in these By-Laws or as determined by the voting members of the Board. A vacancy shall be declared for any Trustee or Officer who ceases to be a Member of the Church.

Section 2. **ELECTION AND TERM OF OFFICE OF TRUSTEES:** Elections will be held every year. Board term limits will be staggered so that in the first year, three vacancies will be filled, in each of the next two years, two vacancies will be filled, and so on. No person shall be elected Trustee for more than two (2) consecutive full three-year terms. No person shall hold elective office (Officer and/or Trustee) for more than six (6) consecutive years. A partial year's service by appointment shall not be counted against the total.

Section 3. **VACANCIES:** If a vacancy occurs among the Trustees, it shall be filled within sixty (60) days with all due diligence by appointment made by a vote of at least four (4) voting members of the Board of Trustees. Such appointee shall serve through May 31st following his or her appointment. Any further unexpired Trustee term remaining shall be filled by the usual processes of nomination and election at the next Annual Meeting.

Section 4. **DUTIES OF THE BOARD:**

(a) The Board shall annually appoint by majority vote, at its first meeting in July of each year, a Recording Secretary, who shall take and preserve minutes of all business meetings of the congregation and meetings of the Board; give all notices as required by law or these By-Laws; and perform such other duties as may be required by the Board. The Recording Secretary need not be a current voting member of the Board, in which case they shall sit with the Board as a non-voting member. If the Recording Secretary is unable to attend a meeting, the President shall appoint a Board Trustee to record the minutes. All Board motions and votes shall be recorded.

(b) The Board shall review the annual budget before the budget is submitted to the Legal Owners at the annual meeting. The Board shall in all major policy matters be guided by decisions made by the majority of the Members and the Policy Governance Manual.

(c) The Board shall refer to Special Meetings of the Members any major changes in the operating budget it may deem necessary or urgent or required by these By-Laws during a fiscal year.

d) The Board shall fulfill such other duties as are assigned to it by these By-Laws and the Policy Governance Manual.

Section 5. MEETINGS OF THE BOARD OF TRUSTEES: The Board of Trustees shall meet regularly at such times and places as may be designated by the Board. Special meetings of the Board may be called for any purpose at any time or place by either:

- (a) The President, or
- (b) A majority of the voting members of the Board.

All meetings of the Board shall be held on such notice as the Board may prescribe. Any business may be transacted at any meeting of the Board without any mention of such business in the notice of the meeting. All Board meetings will be open to members of the congregation. Notice of all Board meetings will be posted on the official church calendar at least 48 hours prior to the meeting. Board meeting agendas shall be available in the church office at least 48 hours prior to the meeting and or shall be emailed to members at least 48 hours prior to the meeting unless prevented by a catastrophic event beyond the control of the Board.

Section 6. QUORUM: At any meeting of the Board of Trustees, a majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business. No official act of this Church shall be authorized except on affirmative vote of at least four (4) of the voting members of the Board of Trustees.

ARTICLE VII. COMMITTEES

Section 1. COMMITTEE APPOINTMENTS: The Board of Trustees shall, from time to time, establish such committees as are deemed necessary for such purposes as the Board may determine. The Board shall form and dissolve committees, and define their responsibility and authority. The Board may staff committees, or delegate staffing to individuals it chooses.

Section 2. NOMINATING COMMITTEE:

(a) The Nominating Committee shall consist of five (5) persons, three of whom shall be Members of the Church who are not voting members of the Board and who shall be elected by a plurality vote of the Members at each Annual Meeting. The other two (2) members shall be voting members of the Board appointed by the current President. Nominating Committee members shall serve for one year.

(b) The Nominating Committee shall nominate one or more persons to each office to be filled at any meeting of Members at which Officers, Trustees, or members of the Nominating Committee are to be elected, and it shall report its nominations by giving notice of the names of its said nominees in the official publication of this Church not more than thirty (30) days or less than ten (10) days prior to said meeting and by reading said names at said meeting. Any Member of this Church may make additional nominations at such meeting.

(c) Neither the failure of the President nor any failure of the Nominating Committee to comply with any provisions of this section shall invalidate any election.

d) The Nominating Committee shall also, when requested, assist the President in identifying members for recommendation to the Board as chairpersons for the committees outlined in Article VII, Section 1.

e) If a member of the Nominating Committee who was appointed by the President resigns from the Committee, the President shall fill the vacancy by appointing another voting member of the Board. If a member of the Nominating Committee who was elected by the Church resigns, the Board shall fill the vacancy by electing a Member of the Church who is not a voting member of the Board.

ARTICLE VIII. MINISTER. The Minister operates as the Chief Executive Officer of the Church in accordance with the Policy Governance Manual.

Section 1. **SELECTION OF A MINISTER:** A Three-fourths (3/4) majority of votes cast at a meeting of the Members duly called as described in Article IV shall be required to authorize the selection of a Minister.

Section 2. **AGREEMENT WITH THE MINISTER:** All terms and conditions of the agreement with the Minister shall be determined by the Board of Trustees and may, from time to time, be modified by them by mutual agreement with the Minister. The agreement, in any case, may not provide for salary and allowances in excess of that approved by the Members. All terms and conditions of the agreement with the Minister shall be reviewed by the Board of Trustees at least once every other year.

Section 3. **TERMINATION OF THE AGREEMENT:**

(a) The agreement may be terminated by the Minister.

(b) The agreement may be terminated by the Congregation, by the greater of either

1. a vote totaling at least 40% of the total voting members of the Congregation, or
2. a 75% supermajority vote in favor of termination of the voting members of the Congregation present if more than 60% of the voting members of the Congregation are present cast at a meeting of Members duly called as described in Article IV.

(c) Termination must include three (3) months' notice.

Section 4. . The Minister will act as Chief Executive Officer of the congregation. As Chief Executive Officer, the Minister will operate under the guidelines outlined in the Policy Governance Manual. The Board shall at least annually evaluate the Ministers' performance as Chief Executive Officer using the Policy Governance guidelines.

Section 5. The Minister shall submit the annual Budget to the Board at the Board's April meeting. The Minister shall authorize all expenditures made under the operating budget; may authorize regular payment of fixed expenses without further authorization during any fiscal year; may realign apportionment of expenditures within the budget as it deems advisable, except as otherwise provided in these By-Laws or the Policy Governance Manual, but may not authorize expenditures totaling more than the total operating budget approved by the Members for any given fiscal year. If such reapportionment of expenditures occurs, the Minister shall inform the appropriate committee(s) of the change(s) in the budget authorization.

Section 6. **PARTICIPATION OF THE MINISTER ON THE BOARD OF TRUSTEES AND COMMITTEES:**
The Minister shall be a member, ex-officio, of the Board of Trustees and of all committees and organizations of the Church (without vote), with the exception that the Minister shall not be a member of the Nominating Committee.

ARTICLE IX. DISSOLUTION

In the event of dissolution of this Church all of its property and assets shall be distributed to the Unitarian Universalist Association, to be held by it in trust for the benefit of any Unitarian Universalist Church or Fellowship which may subsequently be formed in Hennepin County, Minnesota, within twenty (20) years after such dissolution; or if no such Church or Fellowship be formed within said county, within such period of twenty (20) years, then for the benefit of any other Unitarian Universalist Church or churches in the MidAmerica Region of the Unitarian Universalist Church of America, for the furtherance of Unitarian-Universalism in such places and manner as the Trustees of the MidAmerica Region of the Unitarian Universalist Church of America may determine.

ARTICLE X. PROPERTY

Any sale or purchase of real estate by the Church must be approved by a two-thirds (2/3) majority of votes cast at a meeting of Members duly called as described in Article IV. Notice that action on the sale or purchase of property will be voted at the meeting must be given in advance in keeping with ARTICLE IV, Section 3.

ARTICLE XI. FISCAL YEAR

Section 1. The Fiscal Year of this Church shall extend from July 1 of one calendar year through June 30 of the next calendar year. Personal service contract periods need not coincide with the fiscal year.

ARTICLE XII. AMENDMENTS

By-Laws may be amended at any regular meeting of the congregation by a vote of two-thirds of the votes cast, a quorum being present.

Notice of a change in the By-Laws must be sent to all members of the congregation not less than ten (10) days nor more than thirty (30) days before the meeting, excluding the day of the meeting. Notice can also be included in the official publication of the congregation. If a member has stated a preference for receiving the official publication of the Church by email, then notice of a change in the By-Laws of the Members may be sent to that member by email.

A change in the By-Laws takes effect immediately, or at the time designated in the wording of the By-Law.

ARTICLE XIII. RULES OF ORDER

Robert's Rules of Order, Revised, shall govern the proceedings of all the meetings of the Members and the Board of Trustees, except as otherwise provided in the Articles of Incorporation, the By-Laws of this Church, and the Statutes of the State of Minnesota.