

Bylaws of:

**"FIRST UNIVERSALIST SOCIETY OF
OLMSTED AND VICINITY"**

doing business as:

**OLMSTED UNITARIAN .
UNIVERSALIST
CONGREGATION**

5050 Porter Road
North Olmsted, Ohio

Founded 1834

These Bylaws are periodically revised.
The date of the last revision reflected in this version is noted below.
Revised May 2019

BYLAWS OF
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 CONGREGATION
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OLMSTED UNITARIAN UNIVERSALIST CONGREGATION BYLAWS

ARTICLE I - NAME AND DEFINITION

Section 1.

The name of this organization shall be Olmsted Unitarian Universalist Congregation, an Ohio corporation. The principal place of business of said corporation is in North Olmsted, Ohio.

Section 2

Wherever the word "Congregation" is used in these bylaws, it shall signify the legal corporation of the religious society herein established. The phrase "a vote of the Congregation" or any similar phrase shall mean a majority vote of the VOTING members, as defined in Article IV, present at any legal meeting unless these Bylaws specify differently.

Section 3.

Wherever the word "BOARD" is used in these bylaws, it shall signify the Board of Trustees as defined in Article VIII. The phrase "a vote of the Board" or any similar phrase shall mean a majority of the members of the Board present at any legal meeting unless these Bylaws specify differently.

Section 4.

Wherever the word "COUNCIL" is used in these bylaws, it shall signify the Council of the Congregation as defined in Article XI, Section 2.

ARTICLE II - PURPOSE AND ALLEGIANCE

Section 1

Our purpose is to join together, in the spirit of the principles and purposes as defined by the Unitarian Universalist Association (UUA), in a cooperative quest for religious, moral, and ethical values and to apply these values to the fulfillment of our objectives, which are: the development of character, the enrichment of the spirit, the promotion of universal cooperation, and service to all.

Section 2

This Congregation shall acknowledge allegiance to the Unitarian Universalist Association, and regards itself as pledged to cooperate in measures fostering and extending the work of the denomination.

ARTICLE III- NON-DISCRIMINATION

This congregation affirms and promotes the full participation of persons in all our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to age, race, color, gender, disabilities, affectional or sexual orientation, socio-economic status, or national origin.

ARTICLE IV- MEMBERSHIP

Section 1.

Any person in agreement with the purpose of this Congregation as defined in Article II may enroll for ACTIVE membership by signing the membership book in the presence of either the minister or a member of the Board, but must have attained the age of 18 years and be a member for 30 days before being allowed a vote in the Congregation. Any youth in agreement with the purpose of this Congregation may enroll for YOUTH membership by signing the membership book in the presence of either the minister or a member of the Board, but must have attained the age of 16 years and be a member for 30 days before being allowed a vote in the Congregation.

Section 2

Members shall be identified on the Membership Roll as being Active, Youth, Honorary, Inactive or Suspended.

(a) An ACTIVE member of the Congregation shall be one who has signed the membership book, participated in any activities of the Congregation, and has made a recorded financial contribution to the Congregation within the previous 12 months.

(b) An ACTIVE YOUTH member of the Congregation shall be one who has signed the membership book, is 16 or 17 years of age, participated in any activities of the Congregation, and has made a recorded financial contribution to the Congregation within the previous 12 months.

(c) An HONORARY member of this Congregation shall be a member who is no longer ACTIVE and is granted this status by the Board in recognition of dedicated and devoted services performed to promote this Congregation and its goals.

(d) An INACTIVE member of this Congregation shall be a member who has notified the Board that s/he elects to be so classified or is so classified by a vote of the Board after failure to meet the requirements of ACTIVE membership as described in ARTICLE IV Section 2, subsection (a). At least 60 days before the annual meeting, the Board shall review the membership roll to determine those who are potentially to be reclassified INACTIVE. These selected members shall be contacted by the Board to advise them of this upcoming action and offered an opportunity to maintain their ACTIVE membership status 30 days prior to the Annual Meeting. A member who remains INACTIVE for a period of one year, or who resigns from membership will be removed from the membership rolls. A letter advising of such action must be mailed to the member's last known address within a month thereafter.

(e) A SUSPENDED member is a member who has been removed from voting membership for a period of one year by a 2/3 vote of the BOARD if said member ceases to contribute to the health and well-being of the church as described in Article II.

(f) VOTING members are ACTIVE ACTIVE YOUTH and HONORARY members. These members retain voting rights and will be included in official membership rolls sent to the UUA.

ARTICLE V – MEETINGS OF THE CONGREGATION

Section 1.

Meetings shall be announced by the Board by communicating a notice to the VOTING members of the Congregation at least 14 days before the day of the meeting.

Section 2.

The business to be transacted at any meeting of the Congregation shall be specified in the notice for that meeting.

Section 3.

The annual meeting of the Congregation shall be held each year at the church on a Sunday that the Board designates.

Section 4.

Special meetings may be called at the request of the Board or upon written petition of ten VOTING members as defined in Article IV section 2 subsection (f).

Section 5

The right to vote at meetings of the Congregation shall be reserved for ACTIVE members, ACTIVE YOUTH members, and HONORARY members. However, any INACTIVE members shall not be denied the right of voice.

Section 6.

A quorum shall be constituted by 25% of the ACTIVE members. A lesser number may adjourn the meeting. Majority vote of the ACTIVE members present will decide any question unless these Bylaws specify differently.

Section 7

“Robert’s Rules of Order revised” shall be the guide to all orders of business and procedures at all meetings of the Congregation.

ARTICLE VI - ELECTION OF OFFICERS AND TRUSTEES

Section 1.

At each annual meeting, a vote of the Congregation shall elect the following five officers of the Congregation from the current ACTIVE members with a minimum of 2 years of ACTIVE membership:

President

Vice President

Secretary

Treasurer

Finance Chairperson

The officers shall take office on the first day of the following fiscal year and shall serve for a one-year term. No one shall hold a voting position on the Board of Trustees for more than eight consecutive years.

Section 2

At each annual meeting, a vote of the Congregation shall elect one Trustee from the current ACTIVE members who shall take office on the first day of the following fiscal year and shall serve for a three year term.

Section 3

At each annual meeting, a vote of the Congregation shall elect one Trustee from eligible ACTIVE YOUTH members who shall take office on the first day of the following fiscal year and shall serve for a one-year term.

Section 4.

At each annual meeting, a vote of the Congregation shall elect two members to the Nominating Committee who shall serve for one year.

Section 5.

At each annual meeting, a vote of the Congregation shall fill such other vacancies as may have occurred during the year and for a period representing the balance of the original term of office.

ARTICLE VII- DUTIES OF THE OFFICERS

Section 1.

The PRESIDENT shall preside at all meetings of the Congregation and of the Board, and shall be the executive head of the Corporation. The President is an ex-officio member of all committees except the Nominating Committee. S/he shall give direction to all Board considerations and should represent the Congregation on all appropriate occasions. A President who has served his/her Congregation in this capacity for two consecutive terms is not eligible for re-election or appointment as President, for a period of one year. Nevertheless s/he is eligible to serve in any other capacity. The President shall continue on the Board of Trustees as Past President during the term of their successor and has voting membership on the Board. If the Incoming President was previously a Vice President, the Outgoing President is not required to be a Past President, but may do so by choice, if s/he desires.

Section 2.

The VICE PRESIDENT shall act in the place of the President during his/her absence and shall perform such other duties as may be prescribed. The Vice President shall serve as the chairperson of the Council of the Congregation. In the absence of a Vice President, the Board shall appoint a Board member or other ACTIVE member to be the Chairperson of the Council of the Congregation.

Section 3.

The SECRETARY shall give notice of all meetings of the Congregation and the Board and shall keep an accurate record of the transactions of each such meeting. The SECRETARY shall also maintain the archives of and post the minutes of the meetings of the Board of Trustees and of the whole congregation.

Section 4.

The TREASURER shall disburse and keep an accurate record of all money, pledges, payroll records, receipts, disbursements, and other property entrusted to his/her care under the direction of and to the satisfaction of the Board. The TREASURER shall be responsible for keeping the Board apprised of the financial condition of the Congregation.

Section 5.

The FINANCE CHAIRPERSON shall be the chairperson of the finance committee. The Finance Committee shall be in charge of the pledge drive and any other fundraisers. She/he shall work in conjunction with the Treasurer to maintain and issue pledge statements and prepare an annual proposed budget.

Section 6.

The PAST PRESIDENT of the Congregation shall serve as an active member of the Board of Trustees and shall advise the new President on actions previously taken and/or pending from the previous congregational year. The Past President shall serve as a member of the Nominating Committee.

ARTICLE VIII - BOARD OF TRUSTEES

Section 1.

The Board of Trustees shall consist of the
President
Vice President
Secretary
Treasurer
Finance Chairperson
Past President

Three (3) Trustees (3-year staggered terms elected from the ACTIVE membership.)
One Trustee (1-year term, elected from the eligible ACTIVE YOUTH membership.)
The election of officers is provided in Article VI.

Section 2.

Duties of the Board:

(a) The Board shall be responsible to the Congregation for the exercise of its administrative powers.

It is responsible for the general welfare of the Congregation, the functioning of all committees, have general charge of the property, the conduct of its business affairs, and the control of the administration. It represents the executive power of the Congregation and it establishes administrative policy through its decisions.

(b) It shall appoint, supervise and dismiss all employees of the congregation, except a Called Minister or Minister of Religious Education, and it shall establish their compensation and responsibilities.

(c) It authorizes all financial expenditures at its own discretion; however, no contracts involving a non-budgeted expenditure of or indebtedness over 5% of the annual budget shall be made

without an affirmative vote of the Congregation.

(d) It shall keep itself informed as to all activities of the Congregation and shall call special meetings of the Board and/or of the Congregation as it may deem necessary.

(e) It will act on all applications for new organizations within the Congregation. It shall reserve the right to approve or deny all requests for the use of the building and its facilities.

(f) If a vacancy occurs on any elective position, such vacancy shall be filled by the Board until the next Annual Meeting of the Congregation.

(g) It does not have the authority to vote anything which represents a major change in the Congregational policy, or in the financial arrangements of the Congregation, or the employment or dismissal of the Called Minister or the Called Minister of religious education.

(h) Lay persons assuming leadership roles and responsibilities will serve at the pleasure of and under the direction of the Board of Trustees.

Section 3.

The Board members shall assume their duties on the first day of the following fiscal year and shall serve through the fiscal year.

Section 4.

The Board shall meet monthly and a quorum, which shall consist of 2/3 of its members, is necessary for any official transaction of its affairs. A lesser number may adjourn the meeting. All members and friends of the Congregation who are not Board members shall be welcome at all regular Board meetings and shall be given the courtesy of the floor within the structure of the policies of the Board and the meeting agenda.

Section 5.

By a 2/3 vote of the Board members present, closed executive sessions may be held for the limited purposes of discussing personnel and/or legal matters.

Section 6

If a member of the Board is unable or unwilling to fulfill his/her responsibilities, he/she may be removed from his/her position by a two-thirds vote of the Board at a monthly Board meeting. The Board must inform the individual of the reason for the proposed removal and the day of the proposed vote at least 30 days in advance.

Section 7.

DELEGATES. The Board shall approve all delegates and alternates as representatives to area, regional, and continental organizations of this denomination in ample time to comply with the rules thereof.

ARTICLE IX – MINISTER

Section 1. RECOMMENDATION.

A Minister shall be Called for a continuing contract upon the recommendation of the Ministerial Search Committee to the Board and by two-thirds (2/3) vote of the VOTING members of the Congregation present at any meeting called for this purpose. A quorum for such a meeting shall be thirty-three percent (33%) of the VOTING members rather than twenty-five percent (25%) of the VOTING members as specified in ARTICLE V, Section 6.

Section 2. DISMISSAL.

The Minister may be dismissed by a majority vote of the VOTING members of the Congregation present at any meeting legally called for this purpose. A quorum for such a meeting shall be 33% of the VOTING members rather than the twenty-five percent (25%) of the VOTING members called for in ARTICLE V, Section 6. In the event of the Minister's dismissal, his/her salary and allowance shall be continued for three months after the date of dismissal, except in case of dismissal due to illegal activities.

Section 3. RESIGNATION.

Should the Minister offer his/her resignation, three months' notice must be given at the time the resignation is made, except if the Board allows an interval of less time.

Section 4.

Should the Minister resign or be dismissed, his/her duties during the period between the resignation or dismissal action and the termination shall be determined by the Board of Trustees.

Section 5. TENURE.

The Minister shall be considered to have indefinite tenure, provided s/he maintains membership in the Ministerial Association of the Unitarian Universalist Association.

Section 6 CONTRACT Minister.

A Minister hired for a specific period of time by a majority vote of the Board of Trustees. This position is not a tenured position, but the contract can be renewed for a specific period of time by a majority vote of the Board of Trustees. This position does not preclude the opportunity to be called under conditions specified in Article IX section 1.

Section 7. SHARED RESPONSIBILITIES:

(a) As an ex-officio member of the Membership Committee, he/she will act in accordance to Article II with the other committee members in interesting prospective members to enter into formal membership. S/he shall aid the membership committee in the maintenance of accurate records of all ACTIVE, ACTIVE YOUTH, HONORARY, INACTIVE and SUSPENDED members of the Congregation, including the dates of their admission, resignation or death.

S/he shall also keep a record of all ceremonies of the Congregation and such other information concerning congregational affairs as the Congregation or the Board may prescribe. As these represent the formal recording of the activities of the Congregation, they are to be considered the property of the Congregation and are to remain as such.

(b) As an ex-officio member of the Board, s/he serves in an advisory capacity, drawing upon his/her personal and professional experiences to maintain a relationship of mutual trust and confidence.

(c) As an ex-officio member of the Sunday Service Committee, S/he serves in an advisory capacity, drawing upon his/her personal and professional experiences, to support and assist the planning worship services.

ARTICLE X – DIRECTOR OF RELIGIOUS EDUCATION or MINISTER OF RELIGIOUS EDUCATION

Section 1.

RECOMMENDATION. Upon recommendation of the Religious Education Committee to the Board that a Called Minister of Religious Education (MRE) be hired, and upon concurrence of the Board, a Search Committee shall be established and charged with the responsibility of making a search for a MRE. Upon concluding their search, the Search Committee shall make their recommendation to the Board for a vote of the Congregation. A Minister of Religious Education will be considered to be Called by a two-thirds (2/3) vote of the VOTING members of the Congregation present at any meeting legally called for this purpose. A quorum for such a meeting shall be thirty-three percent (33%) of the VOTING members rather than twenty-five percent (25%) of the VOTING members as specified in ARTICLE V, Section 6.

Section 2.

DISMISSAL. The MRE may be dismissed by a majority vote of the VOTING members of the Congregation present at any meeting legally called for this purpose. A quorum for such a meeting shall be 33% of the VOTING members rather than the twenty-five percent (25%) of the VOTING members called for in ARTICLE V, Section 6. In the event of the MRE's dismissal, his/her salary and allowance shall be continued for three months after the date of dismissal, except in case of dismissal due to illegal activities.

Section 3.

RESIGNATION. Should the MRE offer his/her resignation, three months' notice must be given at the time the resignation is made, except if the Board may allow an interval of less time.

Section 4.

Should the MRE resign or be dismissed, his/her duties during the period between the resignation or dismissal action and the termination shall be determined by the Board of Trustees.

Section 5.

TENURE. The Called MRE shall be considered to have indefinite tenure, provided s/he maintains membership in the Ministerial Association of the Unitarian Universalist Association.

Section 6.

A CONTRACT Director of Religious Education/Minister of Religious Education (DRE/MRE) may be hired for a specific period of time by a majority vote of the Board of Trustees. This position is not a tenured position, but the contract can be renewed for a specific period of time by a majority vote of the Board of Trustees.

ARTICLE XI – COMMITTEES

Committees of the congregation shall fall within the following designations: Elected Committees and Volunteer Committees.

Section 1:

Elected Committees may include but are not limited to:

a) COMMITTEE ON MINISTRY

The two primary purposes of the Committee on Ministry are:

- 1) To provide the congregation with the means of evaluating the overall quality of ministry—lay and professional--based on the most current version of the congregation's mission and covenant.
- 2) The committee monitors the pulse of the congregation and if a potential conflict becomes apparent, efforts will be made to mitigate the situation based on OUUC conflict-resolution policies. This committee also functions as the Response Team as defined by OUUC's Safe Congregations Policy.

The committee shall consist of three (3) members, serving staggered three-year terms. To fill a vacancy, the Committee on Ministry, in consultation with the Minister, shall submit at least three names to the Board of Trustees for consideration. The Board of Trustees will appoint new members to the Committee on Ministry from this list or shall request additional names. The Committee shall meet regularly. The chairperson shall be elected from the committee membership by the Committee.

b) NOMINATING.

This committee shall consist of three (3) members, one of whom will be the Past President of the Congregation. No member shall serve more than two consecutive one-year terms on the Nominating Committee.

Its function is to prepare a ballot listing each elective office and the new nominating committee to be voted on at the annual meeting. In addition to presenting nominations for these offices and committees, space should be provided on the ballot for additional nominations under each elective position. Such nominations may be made from the floor at the annual meeting. It is required that the list be posted and published at least 14 days in advance of the meeting, so that consideration may be made of it.

Section 2:

Volunteer Committees shall serve at the pleasure of the Board of Trustees in order to fulfill the necessary functions of the congregation. Committees shall elect their own chairpersons. Chairpersons of Volunteer Committees are required to report to the Board as the Board may prescribe and participate within the Council of Committees as directed by the Vice-President. Each committee is expected to submit an annual written report to the president 14 days before the annual meeting of the Congregation.

ARTICLE XII - FISCAL YEAR

The fiscal year shall be from July 1 through June 30 of the following year.

ARTICLE XIII - RECORDS AND ACTS

Upon the adoption of these Bylaws the Records and Acts of the Olmsted Unitarian Universalist Congregation of North Olmsted, Ohio shall become a part of the Records and Acts of this organization.

ARTICLE XIV- AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the VOTING members present at a Congregational meeting, Only if the proposed amendment has been included in the notice calling the meeting.

ARTICLE XV - DISSOLUTION

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Section 1

If no services are held for this Congregation by an ordained member of the Unitarian Universalist Ministers Association for a period of two (2) years, a Congregational Meeting shall be called to discuss the possibility of disillusionment as well as other alternatives.

Section 2.

In case of dissolution, all property of the Congregation, both real and personal, subject to all just and legal claims upon it, shall be held in trust by the Unitarian Universalist Association for the benefit of a future Unitarian Universalist Congregation in this vicinity or for the furthering of the denomination in the manner determined by the Unitarian Universalist Association.