

# **BYLAWS OF THE UNITARIAN UNIVERSALIST CHURCH OF CHATTANOOGA**

## **Preamble**

The liberal religious association, which organized with twelve individual members on January 25, 1952, and became affiliated with the American Unitarian Association as a Fellowship at that time, operated on a consensus basis. All actions were by unanimous vote or by majority affirmative vote, with the willing acquiescence of most of the minority. It is intended that this Unitarian-Universalist Society continue to function on this consensus basis.

The growth of the Unitarian Universalist Society of Chattanooga has made it difficult to ascertain the consensus of the members without an organizational structure to carry out the will of the Unitarian Universalist Society of Chattanooga in an effective manner. The Bylaws which follow are for that purpose. The will of the Unitarian Universalist Society of Chattanooga, when expressed by a formal vote should always give careful consideration the views of the minority so that the decision rendered will represent as nearly as possible a consensus of the members without sacrifice of principle.

It is intended that officers and committee assignments shall be changed frequently so that all members will have an opportunity to participate as their interests, time and other conditions permit, and so that the energies of the members may be freed to assume responsibilities and exercise direction of the religious society. However, no limitation should be imposed which will preclude the most effective use of talents and capabilities when needed.

## **Article I: Name & Denominational Affiliation**

The name of this religious society shall be the Unitarian Universalist Church of Chattanooga (UUCC). It shall maintain membership in the Unitarian Universalist Association (UUA) and in the appropriate area organizations of the UUA.

## **Article II: Purpose**

### **Section 1: Fellowship, Enrichment & Ennoblement**

The purpose of the UUCC shall be to provide fellowship for all persons who subscribe to the broad principles of Unitarian Universalism and to provide a means through which all lives may be enriched and ennobled.

### **Section 2: Unitarian Universalist Principles**

- (a) The inherent worth and dignity of every person.
- (b) Justice, equality and compassion in human relations.
- (c) Acceptance of one another and encouragement to spiritual growth in our congregations.
- (d) A free and responsible search for truth and meaning.
- (e) The right of conscience and the use of the democratic process within our congregation in our spiritual life and in society at large.
- (f) The goal of world community with peace, liberty and justice for all.
- (g) Respect for the independent web of all existence of which we are a part.

### **Section 3: Historical Acknowledgment**

We acknowledge the historical statement of this congregation: "It is the purpose of the UUCC to stimulate individual religious analysis; to cooperate in the quest for basic religious and ethical values, recognizing that religious truth must be compatible with scientific facts and laws of nature; to respect the dignity of each individual and the inherent right to freedom of belief or disbelief unrestricted by any prescribed dogma, to seek the truth irrespective of its source; to implement the spirit of universal brotherhood, transcending human imposed barriers between various groups of humankind; and to give such expressions to these objectives as the UUCC may decide."

**Section 4: Non-Discrimination Clause**

The Unitarian Universalist Church of Chattanooga works both to promote respect for cultural and individual differences and to avoid participating in or condoning unfair discrimination based on age, gender, race, ethnicity, national origin, political or religious beliefs, sexual orientation, disability, language, and socioeconomic status. [5/96]

**Article III: Membership**

**Section 1 Definitions**

- (a) A Member is a person, 18 years of age or older, who participates, according to interest and ability, in the religious services and other functions of the UUCC; who has signed the Registry of Members; who has made an identifiable annual contribution of money to the UUCC greater than or equal to an amount specified by the Board, and who has been accepted by the Membership Committee and the Board.
- (b) A Contributing Friend is a person, 18 years of age or older, who participates, according to interest and ability, in the religious services and other functions of the UUCC, and who has made an identifiable annual contribution of money to the UUCC greater than or equal to the same amount specified by the Board for Members.
- (c) The uncapitalized word “member” as used in these Bylaws is inclusive of both Members and Contributing Friends.

**Section 2 Rights and Privileges**

- (a) A Member has the right to vote in all matters relating to the business of the Society; is eligible to hold elective office in the Society, to serve on or chair committees, to represent the Society as a delegate to UUA district or denominational meetings, receive the UUCC newsletter, and any Society communications; and will be included in the annual census of members reported to the UUA. A contribution to the Annual Program Fund of the UUA will be made for this Member.
- (b) A Contributing Friend has the right to serve on or chair committees and will receive any UUCC communications. A Contributing Friend has no other rights and privileges and will not be included in the annual census of members reported to the UUA.

**Section 3 Termination of Membership**

- (a) The Vice-President of Ways and Means will ask any member who has not made the minimum required financial contribution during the past fiscal year whether that member wishes to continue membership in the UUCC, either by making a sufficient payment or asking for a waiver. Failure to meet one of these requirements will result in termination of membership. The Vice-President of Way and Means will prepare recommendations for action by the Board of Trustees concerning granting or denying waivers.
- (b) Any member may resign at any time.
- (c) The membership of any member may be revoked by a majority of all the Members of the UUCC. It shall be the responsibility of the Board of Trustees to give prior consideration to this grave act, to seek advice from members and minister of the UUCC, and to recommend appropriate action to the UUCC.

**Section 4 Nonmembers**

Any other person is welcome to participate in all religious and other functions of the UUCC

## **Article IV: Meetings of the UUCC**

### **Section 1: The Annual Meeting**

The annual meeting of the UUCC shall be held at the church or, if necessary, at some other convenient location, at least two weeks prior to the end of the fiscal year, at a time fixed by the Board of Trustees for the purpose of electing officers and for receiving reports of the officers, the Minister, the Board of Trustees and the various committees and for any other business that may arise. The membership shall vote to approve the annual budget at this meeting (subject to amendments if needed).

### **Section 2: Special Meetings**

Special meetings may be called by the President or by the Board of Trustees, and the President shall call a special meeting upon written petition of twenty percent (20%) of the Members stating the purpose of the meeting. The purpose of the special meeting shall in all cases be specified in the notice for the meeting.

### **Section 3: Notice of Meetings**

The President shall cause a notice of the meeting to be posted at the church and communicated to every member at least two (2) weeks before any annual or special meeting.

### **Section 4: Right to Vote**

The right to vote in meetings of the UUCC shall be limited to persons who have been certified by the Membership Committee as Members in good standing of not less than thirty (30) days.

### **Section 5: Quorum**

Twenty percent (%) of the Members shall constitute a quorum at all meetings of the UUCC.

## **Article V: Officers and Board of Trustees [6/00]**

### **Section 1: The Governing Body**

The governing body of the UUCC between meetings shall be a Board of Trustees consisting of the President, the President-Elect, the Vice-President of Programs and Development, the Vice-President of Ways & Means, the Vice-President of Religious Growth & Education, the Recording Secretary, and the Treasurer. The Vice-Presidents, Recording Secretary and Treasurer shall be elected for terms of one (1) year, with a limit of two (2) successive terms in the same office. The President-Elect shall be elected to a one (1) year term in that capacity, after which that individual will assume the Presidency. The President may serve for a single one (1) year term. All Board of Trustee members shall hold office from July 1<sup>st</sup> through June 30<sup>th</sup> or until their successor(s) is (are) elected. The immediate Past-President shall serve as an *ex officio* nonvoting member of the Board of Trustees.

### **Section 2: Removal from Office**

(a) Any member of the Board of Trustees who misses three consecutive meetings without an excuse acceptable to the Board of Trustees may be removed from office by a majority vote of the Board of Trustees.

(b) Any member of the Board of Trustees may be disciplined or removed from office for malfeasance or misfeasance on written charges filed by any member of the UUCC, provided the Board of Trustees member charged has been given a copy of the charges and has been given a full, fair and prompt hearing by the Board of Trustees. The Board of Trustees may summarily dismiss any charge it deems to be frivolous or without substance. If the Board of Trustees, following the hearing, decides by a majority vote of all its members that the member is guilty it may assess suitable sanction, including removal from office.

(c) Any member of the Board of Trustees who has been removed from office or has been otherwise sanctioned by the Board of Trustees shall, upon demand, be entitled to have a special meeting of the UUCC called to hear an appeal from the Board of Trustees' decision. It shall require a majority vote of Members attending the special meeting to sustain the decision of the Board of Trustees.

### **Section 3: Frequency of Meetings**

The Board of Trustees shall meet regularly, at least once each quarter, at such time and place it may decide. Between regular meetings it shall meet on call of the President.

### **Section 4: Responsibilities**

The Board of Trustees, on behalf of the UUCC, shall have general charge of the property of the UUCC and the conduct of all its business affairs, and shall monitor the work of all officers, Councils and employees. The Board of Trustees shall:

- (a) Appoint all employees of the UUCC except the minister and fix their compensation;
- (b) Fill any office which becomes vacant until the next annual meeting.
- (c) Authorize the expenditures of money; however, no contract involving the nonbudgeted expenditure of an amount exceeding 5% of the previous year's budget shall be made without the affirmative vote of a meeting of the UUCC,
- (d) Inform themselves regarding the UUCC's real estate, trust funds, and all other properties of the UUCC;
- (e) Act upon applications for new organizations and committees within the UUCC;
- (f) Provide for an annual audit of all the financial records of the UUCC covering the fiscal year either by a certified public accountant or by a committee of not less than three (3) members of the UUCC selected by the Board of Trustees
- (g) Ensure that there are periodic reviews of the UUCC's Vision, Mission, Covenant, Long Range Plan, Annual Program Plan, Religious Education Plan and Budget. Proposal recommended by the Board of Trustees shall be presented to the congregation for approval.
- (h) Ensure that there are annual reviews of the UUCC's membership list and approve changes in membership status.

### **Section 5: The President**

- (a) The President shall be the presiding officer at all meetings of the UUCC and of the Board of Trustees.
- (b) The President or his/her designees shall represent the UUCC on all appropriate occasions.
- (c) The President shall be responsible for the direction of the activities of the UUCC, seeing that plans are made to meet the responsibilities of the UUCC in a responsible and orderly fashion.
- (d) The President shall be responsible for calling meetings of the Board of Trustees and meetings of the UUCC as provided for in the Bylaws.

### **Section 6: The President –Elect**

- (a) The President-Elect shall act as President in the President's absence or incapacity or when requested by the President or by the Board of Trustees. In the event that the President-Elect does not complete her/his term, the Board of Trustees shall elect one of the Vice-Presidents to complete the term. In this occurrence, a President and a President-Elect will be nominated and elected at the next annual meeting.
- (b) The President-Elect shall complete special projects and assignments as designated by the President or the Board of Trustees.

### **Section 7: The Vice-Presidents**

- (a) The Vice-Presidents shall chair their respective Councils and shall be responsible for coordinating with the Board of Trustees their respective Councils' activities and plans.
- (b) The Vice-Presidents shall appoint people to chair committees, manage projects and direct the function of their respective Councils as needed. They shall insure that their respective Councils' members are familiar with their respective functional responsibilities and that they are duly executed.

**Section 8: The Treasurer**

- (a) The Treasurer shall receive and safely keep all the moneys of the UUCC and shall disburse the same under the direction and to the satisfaction of the Board of Trustees.
- (b) The Treasurer shall be the custodian of all properties of the UUCC and shall keep a complete record of all funds and properties of the UUCC which shall be open for inspection at any time by the Board of Trustees.
- (c) The Treasurer shall submit a current cash flow statement to each regular meeting of the Board of Trustees and an annual financial statement covering the fiscal year to the annual meeting of the UUCC. The annual financial statement shall be subject to the audit provided for in Article V Section 4(f).

**Section 9: The Recording Secretary**

The Recording Secretary shall keep an accurate record of the minutes of all business meetings of the UUCC and of the Board of Trustees.

**Section 10: The Assistant Treasurer**

- (a) The Assistant Treasurer will be nominated by the Nominating Committee and elected at the congregation’s annual meeting.
- (b) The Assistant Treasurer will learn the duties of the Treasurer in a one-year understudy capacity. The Assistant Treasurer will assume the duties of Treasurer upon completion of the Treasurer’s term.
- (c) The Assistant Treasurer will not be a voting member of the Board of Trustees.

**Article VI: The Programs and Development Council**

**Section 1: The Programs and Development Council**

The Vice-President of Programs and Development and committee chairpersons, project managers and the directors of core functional areas defined by the Board of Trustees and listed in the UUCC’s Policy Manual shall constitute the Programs Council.

**Section 2: The Programs and Development Council Responsibilities**

- (a) The Programs and Development Council shall meet regularly, at least once each quarter, at such time and place as the Programs and Development Council may decide.
- (b) The Programs and Development Council shall be responsible for coordinating the activities of functions listed in the UUCC’s Policy Manual and for making recommendations to the Board of Trustees and the Minister for improving UUCC programs.
- (c) With congregational input, the Programs Council and Development shall develop the UUCC’s Annual Program Plan and shall present it to the Board of Trustees for recommendation to the UUCC.

**Article VII: The Ways and Means Council**

**Section 1: The Ways and Means Council**

The Vice-President of Ways and Means, the Treasurer, and committee Chairpersons, project managers, and the directors of the core functional areas defined by the Board of Trustees and listed in the UUCC’s Policy Manual shall constitute the Ways and Means Council.

**Section 2: The Ways and Means Council Responsibilities**

- (a) The Ways and Means Council shall meet regularly, at least once each quarter, at such time and place as the Ways and Means Council may decide.
- (b) The Ways and Means Council shall be responsible for coordinating the activities of the functions listed in the UUCC's Policy Manual and for making recommendations to the Board of Trustees and the Minister for providing a balanced program of UUCC finances and operations and to provide for capital accretion and to project long range capital expenditures.
- (c) With congregational input, the Ways and Means Council shall prepare the annual budget giving consideration to the needs of the UUCC, its various functions and activities and shall present it to the Board of Trustees for recommendation to the Congregation.

**Article VIII: The Religious Growth and Education Council**

**Section 1: The Religious Growth and Education Council Composition**

The Vice-President of Religious Growth and Education and committee chairpersons, project managers and the directors of core functional areas defined by the Board of Trustees and listed in the UUCC's Policy Manual shall constitute the Religious Growth and Education Council.

**Section 2: The Religious Growth and Education Council Responsibilities**

- (a) The Religious Growth and Education Council shall meet regularly, at least once each quarter, at such time and place as the Religious Growth and Education Council may decide.
- (b) The Religious Growth and Education Council shall be responsible for coordinating the activities of the functions listed in the UUCC's Policy Manual and for making recommendations to the Board of Trustees and the Minister for improving UUCC Religious Education programs.
- (c) With congregational input, the Religious Growth and Education Council shall develop the UUCC's Annual Religious Education Plan and shall present it to the Board of Trustees for recommendation to the Congregation.
- (d) The Religious Growth and Education Council shall recommend to the Board of Trustees a person to be the Director of Religious Education and shall supervise the Director of Religious Education. The Director of Religious Education shall be a person familiar with the liberal religious education program of the UUA and its long range objectives.

**Article IX: Select Committees**

**Section 1: The Ministerial Search Committee**

- (a) The Board of Trustees shall appoint a Ministerial Search Committee of at least seven (7) Members whenever selection of a Minister is desired by the UUCC. Before appointing the committee the Board of Trustees shall request nominations from the UUCC and shall submit names of the committee for ratification by the UUCC.
- (b) The Ministerial Search Committee shall make full use of the good offices of the UUA in seeking the best candidate available and shall, after careful consideration of all factors, prepare recommendation to the Board of Trustees.

**Section 2: The Committee on Ministry**

The Committee on Ministry shall be composed of three (3) members serving staggered three (3) year terms, with one member's term ending each year. When vacancies occur, appointments will be made by the Board from a slate jointly decided upon by the Minister and the President. No member of the Board may serve on the Committee on Ministry. Upon arrival of a newly called minister, the Board shall form a new committee, including on said Committee at least two (2) members from the Search Committee that recommended the new minister.

The Committee on Ministry is a continuing body whose purpose is to strengthen the quality of ministry within the congregation and support the Minister. It shall meet at least quarterly in a non-crisis, goal-oriented manner with an agenda to explore the various concerns and challenges of the Minister/Congregation relationship and the Congregation's own role and agreed-responsibility in shared ministry. The Committee on Ministry shall assist and support the Minister in her/his plans for professional development, sabbaticals, etc.

### **Section 3: The Nominating Committee**

(a) The Nominating Committee shall consist of six members serving two-year terms. Three are to be elected at each Annual Meeting so that they serve staggered terms. Members take office following the meeting at which they are elected. The President shall appoint replacements for the rest of the term to fill vacancies caused by resignations, moving, deaths, etc. The Nominating Committee shall elect its own chair. No member of the committee shall serve more than two consecutive terms

(b) The committee shall nominate a slate of candidates for each elective office specified in Article V Section 1 and for the 3 Nominating Committee members whose term is expiring. The slate will be published with the notice of the annual meeting. in time to notify UUCC.

(c) In addition to the Nominating Committee's nominations, space shall be provided on the ballot for additional nominations from the floor for each office. The slate of candidates nominated by the Nominating Committee shall be posted at the UUCC and mailed to the members with the notice of the annual meeting.

## **Article X: The Minister**

### **Section 1: New Minister Recommendation**

The recommendation of a new Minister to the UUCC shall be made by the Board of Trustees acting on the findings of the Ministerial Search Committee. The Congregation shall be given an opportunity to meet and hear the candidate preach. Written data on the candidate's experience and qualifications shall be furnished to the members of the UUCC.

### **Section 2: Election of a New Minister**

The Minister shall be elected by a two-thirds (67%) vote of the Members present at a duly constituted meeting called for that purpose.

### **Section 3: Total Compensation of a New Minister**

The Total Compensation of a new Minister shall be proposed by the Board of Trustees and determined by a majority vote of the Members present at the meeting described in Article XI Section 2.

### **Section 4: A Minister's Tenure**

The Minister shall be considered to have indefinite tenure, but may be dismissed by a majority of all the Members of the UUCC. It shall be the responsibility of the Board of Trustees to give prior consideration to this grave act, to seek advice from members of the UUCC, and to recommend appropriate action to the UUCC. If a Minister is dismissed the salary shall be continued for three (3) months after the date to dismiss.

### **Section 5: Notice of Resignation**

The Minister shall give three (3) months notice when submitting a resignation.

**Section 6: Ministerial Duties**

The duties of the Minister shall be described in the contract of employment approved by the Board of Trustees. Among those duties and responsibilities shall be:

- (a) Making a full report at the annual meeting;
- (b) Bringing to the attention of the Board of Trustees any matters which seem pertinent to the general welfare of the UUCC, and making such recommendations as seem proper;
- (c) Giving advice and counsel to committees and other UUCC groups and to individual members of the UUCC.

**Article XI: The Fiscal Year**

The Fiscal Year of the UUCC shall be from July 1<sup>st</sup> through June 30<sup>th</sup>. The annual audit provided for in Article V, Section 4(h), shall be submitted to the Board of Trustees and shall be available for examination by any member of the UUCC. [2/91]

**Article XII: Amendments & Parliamentary Authority**

**Section 1: Amendments**

These Bylaws may be amended by a two-thirds (67%) vote at the annual meeting or a special meeting of the UUCC provided the proposed amendments shall have been mailed to all members at least two (2) weeks prior to the meeting at which time they are to be voted on. Amendments may be proposed by the Board of Trustees or by written petition signed by twenty (20) or more Members of the UUCC.

**Section 2: Parliamentary Authority**

The rules contained in Robert's *Rules of Order*, Revised, shall govern the UUCC in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of the UUCC

Revisions

- April, 1985
- December, 1988
- February & May, 1993
- May, 1996
- June, 2000
- May, 2003