

**UNITARIAN UNIVERSALIST CHURCH OF ELLSWORTH  
BY-LAWS**

JANUARY 20 , 2013

**ARTICLE 1 - NAME**

This church is named the Unitarian Universalist Church of Ellsworth (UUCE), as given in the Articles of Incorporation dated October 12, 1980.

**ARTICLE 2 - AFFILIATION**

The church shall be a member of the Unitarian Universalist Association (UUA) of Congregations and the Northern New England District (NNED) or their successors.

**ARTICLE 3 - PURPOSE**

The purpose of this church is to foster liberal religious living through worship, study, service and fellowship.

**ARTICLE 4 - NON-DISCRIMINATION**

This congregation affirms and promotes the full participation of all in our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age, gender identity, class, or national origin.

**ARTICLE 5 - MEMBERSHIP**

**A. Membership.** Any person thirteen years of age or older may become a member of the Unitarian Universalist Church of Ellsworth by declaring sympathy with the purposes and programs of the church and signing the Church Register as witnessed by a member of the Board of Trustees and a member of the Membership Committee.

**B. Classes of Membership.** There are two classes of membership: Active Member and Associate Member. The following distinctions apply:

**1. Active Membership.** An Active Member has made a recorded contribution within the past twelve (12) months and is participating in church activities. Active Members have the privileges of debating, making motions, voting in congregational meetings, and of holding office if they meet any requirement for membership in that office. To vote in a Parish Meeting one's recorded contribution must have been made prior to the call for the meeting.

**(a) Adult Active Member.** An Adult Active Member is eighteen (18) years or

older.

**(b) Junior Active Member.** A Junior Active Member is thirteen (13) to seventeen (17) years of age and has all the privileges of the Adult Active Member except that s/he may not vote on matters pertaining to finance, personnel or property and meets requirements for serving as a Junior member of the Board of Trustees.

**2. Associate Member.** An Associate Member is at least eighteen (18) years of age and does not wish to participate actively in church activities. An Associate Member may make recorded contributions without changing membership status. S/he may have formerly been a member by meeting the requirements in paragraph B.1. An Associate Member who had previously signed the Register may request a change back to Active Member status at any time by making a request to the Chair of the Membership Committee, making a recorded contribution, and participating in church activities.

**C. Changes in Membership Status.** A member may change or withdraw from membership by making a written request to the Membership Committee. An Active Member's status changes automatically to Associate Member if the Active Member did not make a recorded contribution during the past fiscal year.

**D. Termination of Membership.** A person's membership may be terminated if:

1. The member has neither given support nor attended services for at least one (1) year without explanation;
2. The member is asked in writing whether s/he wishes to continue membership. If no response to the written request is received, after sixty (60) days the member may be dropped from the church membership role.
3. After following the procedures in the Policy Regarding Disruptive Behavior, the Board of Trustees, at an Executive Session, votes with at least a three-fourths majority to terminate membership.

**E. List of Members.** A current list of Active Adult and Active Junior Members will be prepared by the Membership Committee before each congregational meeting for purposes of voting eligibility and given to the Secretary.

## **ARTICLE 6 – GOVERNANCE**

### **A. Church Governance**

1. The church is governed by its membership.
2. The Active Adult Members and, in some defined cases, Active Junior Members have final authority over:
  - a) The hiring and firing of called minister. Hiring requires a ninety percent (90%) vote. Firing requires an 80% vote.
  - b) Electing members of the Board of Trustees, the Elections Committee, and a Ministerial Search Committee.
  - c) Approving any changes to the Bylaws, which requires a two thirds (2/3) vote.
  - d) Approving the annual church budget.
  - e) Approving any specific expenditure over \$5,000.
  - f) Approving any purchase or sale of real property which requires a two-thirds (2/3) vote.

- g) Approving a mission statement for the UUCE.
- h) Approving a long range plan for the UUCE.
- i) Approving major policy decisions, as defined by the Board of Trustees.
- j) Voting to disband the congregation, which requires a two-thirds (2/3) vote.

**B. Parish Meetings.**

- 1. Regular Parish Meetings.** Three regular Parish business meetings will be held each year: one in October, one in January, and one in May. A Moderator will lead all Parish meetings.
- 2. Special Parish Meetings.** Special Parish meetings may be held at the call of the President of the Board of Trustees or a petition of seven Active Adult and Active Junior Members of the church. The Board will determine the date and time for any meeting, but must call a meeting within seven (7) days after the presentation of the petition. Notice will be sent immediately. The business to be transacted will be specified in the notice of the meeting. The Special Parish Meeting will occur within fifteen (15) days.
- 3. Notice of the meetings.** Meeting notices will be posted on the UUCE bulletin board, sent via email, posted on the UUCE website, announced from the pulpit and published in the NUUS for four weeks before a regular meeting. Notices will be mailed to those Members who do not have computer access. A list of candidates for Officers and Trustees, with biographies prepared by the Elections Committee, will be included in the notices of the annual meeting.
- 4. The October Parish meeting** is held to review current church business and issues.
- 5. The January Parish meeting** is held to elect the Elections Committee members and to conduct other business as determined by the Board of Trustees. The Elections Committee is elected annually by the members and serves for one year.
- 6. The Annual Meeting** will be held in May. The agenda for the Annual Meeting must include the report of the Elections Committee, opportunity for nominations from the floor, the election of the Officers, Trustees, and Moderator, as well as adoption of the annual budget. The meeting may include other business as needed.
- 7. Calling of New Minister meeting.** The Board will call a Special Parish Meeting to ascertain if ninety percent (90%) of the Active Members in the congregation approve calling the proposed candidate for Minister. Notice shall be given to the full membership using the notification methods specified above at least one month in advance of the meeting.
- 8. Dismissal of a Minister meeting.** This shall happen at a Special Parish Meeting called by the Board specifically for this purpose only upon a written request signed by at least twenty percent (20%) of the Active Members. Notice of the meeting shall be sent only by letter to the Active Members. No notice shall be placed in the NUUS or read from the pulpit. The minister shall be invited to speak at this meeting. An eighty percent (80%) vote at that meeting is required to dismiss the minister.

**C. Determination of a Quorum.** The Membership Committee will furnish to the Board

Secretary a current list of Active Members. The Secretary or his/her appointee establishes a quorum at any Regular or Special Parish Meeting. A Quorum consists of twenty-five percent (25%) of the Active and Junior members. For a vote on the disposal of real property a quorum of Active Adult Members is required. No decision may be taken on any matter unless a quorum is present.

**D. Robert's Rules of Order.** Meetings of the membership and of the Board are conducted according to a current edition of *Robert's Rules of Order* (latest edition prepared or published by the Robert's Rules Association).

**E. Other.** Matters not provided for in these By-laws will be determined by the Board. Any such action(s) will be reported to the membership.

## **ARTICLE 7 - GOVERNING STRUCTURE**

**A. Composition of the Board.** The Board of Trustees shall be composed of the four (4) Officers of the UUCE and seven (7) Trustees, the seventh of whom shall be an Active Junior member, nominated by the Active Junior members, who shall serve for one (1) year or until a successor is elected. The Active Junior's voting privileges exclude fiscal, personnel, and property matters. Only a voting Adult Active member who has been a member of the UUCE for at least one (1) year and has served actively on at least one (1) committee may serve as a Trustee. Trustees shall be elected to serve for a three (3) year term, or until their successors are elected and qualified. Terms of office for Trustees shall begin in June. At each Annual Meeting there shall be chosen by secret ballot at least two (2) Trustees. President, Vice-President, Secretary, and Treasurer are elected by secret ballot to serve for two (2) years, with the President and Secretary elected in even years, and the Vice-President and Treasurer elected during odd years.

The Minister is an ex-officio, non-voting member of the Board.

**B. Term Limits.** No officer or trustee may serve for more than six consecutive years. After one year of not serving as officer or trustee, a former officer or trustee may be elected to any position. Church employees and non-members are not eligible for election or appointment as officers or trustees. Term limits maybe waived by a vote of the Board of Trustees only if necessary to assure that no more than one-third of the directors' terms shall expire each year.

**C. Basic duties and responsibilities.** The Board of Trustees shall be the governing body of the UUCE. It shall:

1. Be responsible for long range planning, overall direction of the church and its policies and programs administration, and business affairs as directed by the membership in parish meetings.
2. Have general charge of properties of the Church.
3. Employ staff as necessary.
4. Appoint interim minister(s) and contract minister(s) in accordance with UUA Guidelines.
5. Approve the appointment of community ministers or intern ministers in

- accordance with Church policies and procedures.
6. Provide facilitation and liaison services as needed to committees.
  7. Insure that prior notice is given on changes of policies or procedures to the affected membership.
  8. Not sell or otherwise dispose of or encumber the real estate of the Church without prior approval of the membership.
  9. Not authorize aggregate expenditures or incur a total indebtedness in excess of \$5,000 without approval of the membership of the Church.
- D. Executive Committee.** The Board may create an Executive Committee comprised of the Officers of the Board. It may meet regularly to consider any item, and may review detailed reports and prepare recommendations for Board action, but it may not take any votes binding upon the whole Board or the congregation.
- E. Regular Board meetings.** Regular meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board. Special meetings of the Trustees may be called by the President or by the Secretary on the written request of any two (2) Trustees. Written notice of both regular and special meetings shall be mailed or emailed to each Trustee at least four (4) days before the date of the meeting. Agendas will be sent via email twenty-four (24) hours before the meeting.
- F. Emergency Board meetings.** An emergency Board meeting may be held with a minimum of two (2) hours prior notice if all Board members are present and consent, or if every Board member consents in writing even though he or she does not attend.
- G. Quorum.** A majority of the voting members of the Board shall constitute a quorum.
- H. Decision-making.** Any action by the Board of Trustees may be decided upon by a majority of the votes cast by those Officers and Trustees present at the meeting unless otherwise specifically indicated in Board policies.
- I. Open meetings.** Meetings are open to the membership, which must be informed of the meeting time and place. There will be a congregational comment period at the beginning of each regular Board Meeting.
- J. Executive sessions.** The Board may meet in executive session only to discuss personnel matters, to receive legal advice, or matters as provided for under Article 5,D,3. Notwithstanding *Robert's Rules of Order*, no minutes of executive sessions shall be made so that confidentiality may be preserved. No motion(s) may be made in executive session. With the above exceptions, the procedures provided in *Robert's Rules of Order* (latest edition) shall be followed.
- K. Minutes.** Complete and accurate typed minutes shall be kept of any and all regular or special meetings of the Board, excluding executive sessions. A record set of final approved minutes shall be kept at a place determined by the Board to be safe from loss or damage. A second set of minutes shall be kept in a place and under conditions

that shall make them readily available to all members of the UUCE membership. All recorded minutes shall be signed by the Secretary certifying that such minutes are as approved by the Board.

**L. Vacancies.** In the event of the death or withdrawal or removal of an Officer or Trustee the Board of Trustees shall have the power to appoint a replacement until the next Annual Meeting. At that time the election for replacement shall only be for the remaining portion of the original term.

**M. Removal of a Board member.** Any Officer or Trustee who misses three (3) meetings for reasons the Board does not excuse may be removed from the Board upon a vote of the majority of those members present at a meeting of the Board. The vacancy shall then be filled by the method indicated in Section L, above.

**N. Officers.**

- 1. President.** The President shall be the executive officer of the Church, serve as a member of the Board, be responsible for organizing the agenda for all Board and Parish meetings, run the Board, and have the authority to sign on behalf of the congregation any deeds, mortgages, bonds, contracts or other legal instruments which the Board and/or congregation has authorized to be executed, except in those instances where the signing and other execution of such instruments shall have been expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the Church.
- 2. Vice President.** The Vice President shall act in the absence of or at the request of the President, at which time she/he shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such functions and duties as may be specified by the Board.
- 3. Secretary.** The Secretary shall be the official secretary of the board, shall see that proper records are maintained and that proceedings of the Board are regularly reported to the Congregation, and shall perform such other duties as may be specified by the by laws or the Board. All records of the Secretary shall be the property of the church. She/he shall be responsible for notifying the membership by mail of all Congregational Meetings and of all matters to be acted upon at said meetings.
- 4. Treasurer.** The Treasurer shall receive, safely keep, and account for all money and other property of the Church entrusted to his/her care, and shall disburse the same under the direction and to the satisfaction of the Board. S/he shall maintain:  
(a) a current roster of the pledging units and their pledges; (b) a complete accounting of the financial records of the Church, which shall remain the property of the Church, and which shall be open for inspection by any member; (c) the annual financial report of the Church, which shall be reviewed by a qualified person not a member of the Board, who is designated by the Board. The Treasurer will furnish quarterly statements detailing the status of their pledges to each pledging unit. At the discretion of the Board, the Treasurer and Administrator shall be bonded by the Church in such amount as the Board may determine.

**O. Moderator.** The Moderator shall not be a member of the Board of Trustees. S/he shall serve as facilitator at all Parish meetings for a period of two years and be elected at the same time and by the same process as Trustees and Officers. The Moderator will be chosen for his/her knowledge of proper meeting processes such as Roberts Rules of Order.

**P. Newsletter.** The Board provides for the publication of a church newsletter at least once each quarter year.

## **ARTICLE 8 - Committees**

**A. Standing Committees.** There shall be at least three (3) Members on each Standing Committee. Only Active Members shall chair a Standing Committee. Each Standing Committee shall provide regular updates to the Board of Trustees. The Standing Committees shall be:

- 1. Fiscal Matters.** This umbrella committee performs the fiduciary role of maintaining and coordinating the budget, finance, stewardship, fundraising, annual review, and endowment functions of the UUCE. See Article 10 for more details.
- 2. Property Maintenance and Management.** This committee will maintain the facilities of the UUCE's property including building maintenance and use, building safety and fire safety, landscaping, parking lots, aesthetics, and kitchen.
- 3. Caring.** This committee provides outreach to members and friends who are experiencing illness, loss, or other personal difficulties, and to celebrate milestones and successes.
- 4. Committee on Ministry.** The Committee on Ministry is an independent committee. Members of the committee select new members and their chairperson in consultation with the minister. The Committee on Ministry is responsible for establishing and maintaining the quality of ministry within the Congregation. It serves as a resource and support for the minister and as a communications channel between the congregation and the minister. All proceedings of the Committee on Ministry are confidential. No member of the Board of Trustees shall serve on this Committee.
- 5. Elections Committee.** The Elections Committee shall have three Active Adult Members elected by the Congregation at the January parish meeting. No more than one Board member may be a member of this committee. No member of the Congregation can serve on the Elections Committee in two consecutive years. The Elections Committee is responsible for:
  - (a) Presenting candidates for the positions of Officers, Trustees, and Moderator to the Congregation for election at the Annual Parish Meeting. The Elections Committee shall furnish in writing via email and posting on the designated

bulletin board at UUCE a list of names and brief biographies of all proposed candidates to the membership at least three (3) weeks before the election for those offices.

- (b) Conducting elections at the Annual Parish Meeting; and
  - (c) Presenting candidates for the following year's Elections Committee to the congregation at the January Parish meeting. Elections Committee nominations may be made from the Membership at least one week prior to the January Parish Meeting with the consent of the nominee.
  - (d) No Member may be qualified for election to the Elections Committee who benefits directly or through a relative, as a result of the payment of salary, or other continuous remuneration authorized or recommended by the Board.
- 6. Membership Committee.** The Membership Committee will welcome and give information to new people, minister to current Members and Friends, provide accurate membership count and contact information for UUA and UUCE, publish the annual directory, and maintain the name tags.
  - 7. Worship Committee.** The Worship Committee will work with the minister to provide a spiritually nourishing worship service, taking into account the diversity of spiritual/religious view of UUCE members. The Worship Committee will also fill the pulpit in the minister's absence.
  - 8. Religious Education Committee.** The purpose of the Religious Education Program is to support quality RE programs at UUCE which bridge and strengthen the intergenerational community of children, families and adults. Generally, these activities are carried out through two committees: the Youth Religious Education and Adult Religious Education Committee in coordination with each other.
  - 9. Peace and Social Action Committee (PASA).** PASA will help to coordinate and support the congregation in its efforts to promote, advocate, educate, organize, and witness for peace and social justice.
  - 10. Music Committee.** The Music Committee supports music that contributes to the spiritual and aesthetic life of the church. The Music Committee supports the Music Director and provides opportunities for communication on matters related to music between the minister and the congregation, the Worship Committee, and the Board of Trustees. The Committee actively assists in planning and supporting musical events, including fund-raising events, inviting guest performers, and is responsible for maintaining the musical instruments.
  - 11. Aesthetics Committee.** The Aesthetics Committee shall be responsible for coordination of all areas relating to the beautification of the building interior, including colors and designs and any special aesthetic related requests from the congregation.
  - 12. Leadership Development Committee.** The Leadership Development Committee supports and develops leadership within the church by holding an annual

committee fair and ongoing intermittent leadership training events. It provides a place for committee chairs to go when support is needed, and regularly thanks people for their contributions to the church.

**B. Ad Hoc Committees or Task Forces.** Other than the Ministerial Search Committee described below, special committees may be appointed, as required, by the President or the Board, and will cease to exist upon the discharge of their duties.

**C. Called Ministerial Search Committee.** Whenever a vacancy exists in the ministry of the church, a Ministerial Search Committee of at least five (5) Active Adult Members, who have been Members for at least one (1) year, may be elected by the Congregation to nominate a candidate for the position of Called Minister in accordance with procedures recommended by the Unitarian Universalist Association.

**D. By-laws Committee.** An ad hoc committee will be appointed every five (5) years to review the bylaws. The committee will have at least three (3) voting Active Members who have been active for at least three (3) years and have had some leadership experience. Recommendations for amendments will be made to the Board for presentation to the membership and need at least a two thirds (2/3) vote for adoption.

## **ARTICLE 9 - THE MINISTER**

**A. The duties of the Minister** shall be as prescribed by the Board of Trustees, agreed to by the Minister in writing and approved by the membership. In general, the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Church, and shall be guaranteed freedom of the pulpit. The Minister is an ex-officio and non-voting member of the Board of Trustees, and of all Committees other than the Elections Committee and the Committee on Ministry. The Minister will be employed under written contract that clearly stipulates the duties, compensation and other conditions of employment.

**B. Selection/Termination.** The Minister shall be chosen by a ninety percent (90%) vote at any duly constituted Membership meeting in which such an election is an item of business. S/he will serve in this position until such time as s/he resigns or is dismissed by an eighty percent (80%) vote at any duly constituted Membership meeting in which such dismissal is the only item of business.

## **ARTICLE 10 - FISCAL MATTERS**

**A. The fiscal year** of the church begins on July 1 and ends on June 30.

**B. Budget Process:** The Fiscal Matters Committee shall submit to the Board of Trustees a proposed budget. A preliminary budget is then presented at a budget hearing to the membership for discussion. At each Annual Meeting the Board shall submit a final operating budget for the coming fiscal year. The budgeted expenses may not exceed the anticipated income. A budget is adopted by a simple majority of the Active Members present at the meeting. Once a budget is approved, the Board may authorize and expend funds as budgeted. The Board may reallocate funds, as long as the reallocation does not exceed \$5,000.

**C. Financial Indebtedness.** The UUCE shall not become indebted in an amount greater

than \$15,000 unless said limit is increased by a two-thirds (2/3) vote of the Active Adult Members present at a duly called meeting.

**D. Review.** At the end of each fiscal year the Fiscal Matters Committee Chair, with the Board's concurrence, shall arrange for a review of the books of account and shall report thereon to the Board and to the Membership in the newsletter or other communication.

**E. Management of Endowment.** The Fiscal Matters Committee shall oversee the endowment. Expenditures from the endowment over \$5,000 are to be approved by a vote of two thirds (2/3) of the Active Members at a duly called meeting.

## **ARTICLE 11 - DISSOLUTION**

The State of Maine requires all churches to have dissolution clauses as a condition for tax exempt status. Should this church cease to function and the membership vote to disband, all its property, real and personal, subject to all just and legal claims upon it, will be offered to the Northeast District (District), Unitarian Universalist Association, for its general purposes, which District, at its option and within thirty (30) days of such offer, will either accept or reject these assets. Should the District accept the offer, said property will vest in the District. Prior to its final dissolution, and as a condition of the dissolution, the church will make a full and complete disclosure of any and all claims, liens, or encumbrances which may, to its knowledge, attach to said property. The Board of Trustees (Board) will then execute a deed and any and all other paperwork necessary to effect the transfer of the property in question. All assets received through dissolution will be managed by the District Trustees.

The Unitarian Universalist Church of Ellsworth Board of Trustees may request that the principal be held by the District for the benefit of a future Unitarian Universalist society in the Ellsworth area for a period of up to ten (10) years. The District, at its sole discretion, may or may not elect to maintain physical property or be responsible for its upkeep after the dissolution of the church.

## **ARTICLE 12 - AMENDMENTS TO THESE BYLAWS**

These bylaws may be amended or replaced at a Membership meeting called for that purpose.

Any member may propose an amendment(s) providing it has the support of at least 10% of the Active Members. The amendment language above the signatures of the supporting members shall be presented to the Board of Trustees at a regular Board meeting.. The Trustees shall then, within sixty (60) days, call a Membership meeting for the purpose of considering and voting upon the amendment(s).

The Board of Trustees may also propose an amendment(s) and call a Membership meeting for the purpose of considering and voting upon the amendment(s).

The text of the proposed change(s) will be sent to the membership at least thirty (30) days before the meeting. A recorded vote of two-thirds (2/3) of the quorum of Active and Junior Members present and voting is required to enact the change(s).

These by-laws will be reviewed by a committee *pro tem* every five (5) years (current cycle beginning in 2013) and recommendations for amendments made to the Board of Trustees (Board) for presentation to the Congregation.

**Approved by the congregation on January 20, 2013**