

UNITARIAN UNIVERSALIST CHURCH OF ELLSWORTH

BYLAWS

(Adopted on April 25, 2021)

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 New England Region of the Unitarian Universalist Association (UUA) of Congregations.

ARTICLE 3 - PURPOSE AND MISSION

We aspire to be an inclusive Beloved Community whose purpose is to foster liberal religious, spiritual, and ethical living through worship, study, service and social justice.

Based on the Unitarian Universalist Association's Principles and this Congregation's core values of Courageous Love, Wholehearted Connection, Authenticity, and Awe, our mission is: Celebrating the sacred, we gather in loving community to nourish souls and live justice into the world.

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. Membership in the Unitarian Universalist Church of Ellsworth is open to any person 13 years of age or older who:

1. supports the purposes and programs of the church, and
2. signs the Church Register as witnessed by a member of the Board of Trustees and a member of the Membership Committee.

B. Types of Membership. There are three types of membership: Active Adult Member, Active Junior Member and Associate Member. These distinctions apply:

1. Active Membership. Members are Active when they have made a recorded financial contribution within the past 12 months and are participating in church activities. Active Members have the privileges of debating, making motions, voting in Congregational Meetings, and of holding office if they meet the requirements for that office. To vote in a Congregational Meeting, an Active Member's recorded financial contribution must have been made prior to the call for the meeting.

(a) Adult Active Members. Adult Active Members are 18 years or older.

(b) Junior Active Members. Junior Active Members are 13 to 17 years of age and have all the privileges of Adult Active Members except that they may not vote on matters pertaining to finance, personnel or real property.

2. Associate Members. Associate Members are at least 18 years of age and do not wish to participate actively in church activities. Associate Members may make recorded financial contributions without changing membership status. They may have formerly been an Active Member by meeting the requirements in Article 5.B.1. Associate Members who had previously signed the Church 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 financial 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 financial 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 year without explanation; or
2. The Member is asked in writing whether s/he wishes to continue membership. If no response to the written request is received after 60 days, the Member may be dropped from the Church membership role; or
3. After following the procedures in the Policy Regarding Disruptive Behavior, the Board of Trustees, at an Executive Session, votes with at least a 75% 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 purpose of voting eligibility and given to the Secretary.

ARTICLE 6 – GOVERNANCE

A. Church Governance

1. The Church is governed by its Membership.
2. UUCE's membership community is in covenant.

UUCE Congregational Covenant (accepted 10/2017)

We covenant as a loving community to:

Be kind in word, tone, and deed;

Communicate directly, and with honesty and thoughtfulness;

Value a diversity of perspectives;

Assume the best intentions in one another;

Respectfully speak up when we are hurt and listen when we cause hurt; and

When conflict arises, work constructively toward healing and forgiveness.

3. The Active Adult Members and, in some defined cases, Active Junior Members have final authority over:

- (a) The hiring and firing of the Called Minister;
- (b) Electing members of the Board of Trustees, the Elections Committee and a Ministerial Search Committee;
- (c) Approving the annual Church budget;
- (d) Approving any specific expenditure over \$5,000;
- (e) Approving any purchase or sale of real property;
- (f) Approving any changes to the Bylaws;
- (g) Approving a mission statement for the UUCE;
- (h) Approving long-range plans for the UUCE;
- (i) Approving major policy decisions, as defined by the Board of Trustees; and
- (j) Voting to disband the Congregation.

B. Congregational Meetings. A Moderator will lead all Congregational Meetings.

1. Regular Congregational Meetings

(a) Three Regular Congregational Meetings will be held each year: one in October, one in January, and one in May.

- i. The October Congregational Meeting is held to review current church business and issues.
- ii. The January Congregational 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.
- iii. The Annual Meeting is the May Congregational Meeting. 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 by secret ballot; and adoption of the annual budget. The Annual Meeting may include other business as needed.

(b) Notice of Regular Congregational Meetings: The Board Secretary shall ensure meeting notices are posted on the UUCE bulletin board, sent via email, posted on the UUCE website, published in the e-news

and NUUS and announced from the pulpit for four weeks before a Regular Congregational Meeting and that notices are 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.

2. Special Congregational Meetings.

(a) Special Congregational Meetings may be held at the call of the President of the Board of Trustees or a petition of seven Active Members of the church. The Board will determine the date and time for any Special Congregational Meeting but must call the Meeting within 7 days after the presentation of the petition. The Special Congregational Meeting will occur within 15 days of the presentation of petition.

- i. Calling of New Minister Meeting. The Board will call a Special Congregational Meeting to ascertain if 90% of the Active Members in the Congregation approve calling a 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.
- ii. Dismissal of a Minister Meeting. This shall happen at a Special Congregational Meeting called by the Board specifically for this purpose only, and only upon a written request signed by at least 20% of the Active Members. Notice of the meeting shall be sent only by letter or email to the Active Members. No other notice shall be made. The Minister shall be invited to speak at this meeting. An 80% vote at that Meeting is required to dismiss the Minister.

(b) Notice of Special Congregational Meetings will be sent to the Congregation immediately in as many ways as practicable, except as noted above. The business to be transacted will be specified in the notice of the Meeting.

C. Determination of a Quorum. Before any Congregational Meeting, the Membership Committee will furnish to the Board Secretary a current list of Active

Adult and Junior Members. The Secretary or appointee will establish a quorum at all Congregational Meetings. A Quorum consists of 25% of the Active Members. For a vote on the purchase or disposal of real property, a quorum of only the Active Adult Members is required. No decision may be taken on any matter unless a quorum is present.

D. Voting. Once a quorum is established at any Congregational Meeting, voting may take place. All voting will be by simple majority of the eligible Active Members present, except for the following:

1. The hiring of the Called Minister, which requires a 90% vote.
2. The firing of the Called Minister, which requires an 80% vote.
3. Approving any changes to the Bylaws, which requires a 67% vote.
4. Approving any purchase or sale of real property which requires a 67% vote.
5. Approving indebtedness in an amount greater than \$15,000 which requires a 67% vote.
6. Approving expenditures from the endowment greater than \$5,000 which requires a 67% vote.
7. Voting to disband the Congregation, which requires a 67% vote.

All percentages are based on the number of eligible Active Members present at the meeting.

E. *Robert's Rules of Order.* Meetings of the Membership and of the Board are conducted according to *Robert's Rules of Order* (latest edition) to the extent that *Robert's Rules of Order* are not in conflict with the charter, bylaws, special rules of order, or standing rules.

F. Other. Matters not provided for in these Bylaws will be determined by the Board. Any such actions will be reported to the Membership.

ARTICLE 7 - GOVERNING STRUCTURE

A. Composition of the Board. The Board of Trustees shall be composed of seven Board Members: four Officers (President, Vice President, Secretary and Treasurer) and three Trustees. Only a voting Adult Active Member who has been a Member of the UUCE for at least one year and has served actively on at least one committee may serve on the Board. Trustees shall be elected to serve for a three-year term, or until their successors are elected and qualified. Officers shall be

elected to serve for a two-year term, or until their successors are elected and qualified. Terms of office for Board Members shall begin in June. Church employees and non-members are not eligible for election or appointment as Board Members.

1. In addition to the seven Adult Board Members, a Junior Active Member who participates in UUCE activities and programs may be elected and serve as an eighth Member on the Board.

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

B. Term Limits. No Board Member may serve for more than six consecutive years. After one year of not serving on the Board, a former Board Member may be elected to any position. Term limits may be waived by a vote of the Board of Trustees only if necessary to assure that no more than three Board terms shall expire each year.

C. Basic duties and responsibilities. The Board of Trustees shall be the governing body of the UUCE. It shall have general supervision and direction of the affairs of the Church. The Board may adopt policies and procedures for the governance of the congregation consistent with these Bylaws, including but not limited to the creation of the Minister as Chief Executive Officer to perform duties as the Board may delegate. The Board shall maintain a *Board Policy Manual*, with delineation of responsibilities and delegation of authority, which is available to the Congregation.

The Board of Trustees shall:

- 1.** Be responsible for long-range planning, overall direction of the Church and its policies, as directed by the Membership in Congregational Meetings.
- 2.** Have general charge of properties of the Church.
- 3.** Appoint Interim Ministers and Contract Ministers in accordance with UUA Guidelines.
- 4.** Approve the appointment of Community Ministers or Intern Ministers in accordance with Church policies and procedures.
- 5.** Provide facilitation and liaison services as needed to Church committees that report to the Board.
- 6.** Ensure that prior notice is given on changes of policies or procedures to the affected Membership.

7. Not sell or otherwise dispose of or encumber the real estate of the Church without prior approval of the Membership.
8. Not authorize aggregate expenditures or incur a total indebtedness in excess of \$5,000 without approval of the Membership.

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 Trustees. Written notice of both regular and special meetings shall be mailed or emailed to each Trustee at least four days before the date of the meeting. Agendas will be sent via email 24 hours before the meeting.

F. Emergency Board meetings. An emergency Board meeting may be held with a minimum of two 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 Board Members present at the meeting unless otherwise specifically indicated in Board policies.

I. Open meetings. Board Meetings are open to the Congregation 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, legal matters or Article 5.D.3 matters. When meeting in Executive Session, non-Board members are not permitted to attend, except as invited by the Board, and notwithstanding *Robert's Rules of Order*, no minutes of Executive Sessions shall be made so that confidentiality may be preserved. No motions may be made in Executive Session. With the above exceptions, the

procedures provided in *Robert's Rules of Order* shall be followed to the extent that *Robert's Rules of Order* are not in conflict with the charter, bylaws, special rules of order, or standing rules.

K. Minutes. Complete and accurate typed minutes shall be kept of any and all meetings of the Board, except 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. All recorded minutes shall be signed by the Secretary certifying that such minutes are as approved by the Board.

L. Vacancies. The Board of Trustees shall have the authority to fill any vacancy in Board membership until the next Annual Meeting. At that time, the election of a replacement shall only be for the remaining portion of the original term.

M. Removal of a Board Member. Any Board Member who misses three Board meetings for reasons the Board does not excuse may be removed from the Board upon a vote of the majority of those Board members present at a meeting of the Board.

N. Officers.

1. President. The President shall serve as the Chair of the Board, be responsible for organizing the agenda for all Board and Congregational Meetings, preside at all meetings of the Board, represent the Congregation on appropriate occasions, perform other duties customary to the office 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 the Vice President 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 these Bylaws or the Board. All records of the Secretary shall be the property of the Church. The Secretary shall be responsible for notifying the Membership by mail of all Congregational Meetings and of all matters to be acted upon at said meetings and for taking minutes of Congregational 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. The Treasurer 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 may furnish quarterly statements to each pledging unit, detailing the status of their pledges. 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. The Moderator shall serve as facilitator at all Congregational Meetings and be elected for a term of two years, by the same process as Trustees and Officers. The Moderator will be chosen for knowledge of proper meeting processes such as *Robert's Rules of Order*.

ARTICLE 8 - THE MINISTER

A. Duties. The duties of the Minister shall be as prescribed by the Board of Trustees and agreed to by the Minister in writing. 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 Called Minister shall be chosen by a 90% vote at any Special Congregational Meeting in which such an election is an item of business. The Minister will serve in this position until such time as they resign or are dismissed by an 80% vote at any Special Congregational Meeting in which such dismissal is the only item of business.

C. Minister as Chief Executive. Under Policy-Based Governance, the Minister shall serve as the Chief Executive as delineated in the Board Policy Manual.

ARTICLE 9 - COMMITTEES AND COUNCILS

A. Standing Committees. There shall be at least three Members on each Standing Committee. Only Active Adult Members shall chair a Standing Committee.

1. Board Standing Committees shall provide regular updates to the Board of Trustees. Board Standing Committees are:

- a. 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.
- b. Elections Committee.** The Elections Committee shall have three Active Adult Members elected by the Congregation at the January Congregational Meeting. No more than one Board Member may be a member of this Committee. No one may serve on the Elections Committee for more than two consecutive years; after at least one year of not serving, a former Elections Committee member may again serve on this Committee. 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 Congregational Meeting. The Elections Committee shall furnish the membership with a list of names and brief biographies of all proposed candidates via email and by posting on the designated bulletin board at UUCE at least three weeks before the election for those offices.
 - (b) Conducting elections at the Annual Congregational Meeting; and
 - (c) Presenting candidates for the following year's Elections

Committee to the Congregation at the January Congregational meeting.

- c. **Stewardship Committee.** The Stewardship Committee is responsible for executing the annual Stewardship Campaigns.

2. 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.

3. All other Standing Committees report to the Minister and shall provide regular updates to the Minister. Those Standing Committees are:

- a. **Aesthetics Committee.** The Aesthetics Committee shall be responsible for coordination of all areas relating to the beautification of the Church building interior, including colors and designs and any special aesthetic-related requests from the Congregation

- b. **Committee on Congregational Engagement.** The Committee on Congregational Engagement supports and develops leadership within the Church by maintaining a census of current members and leaders of committees, providing on-going assessment of leadership needs, identifying congregants for leadership roles and working with the Minister to provide on-going leadership development.

- c. **Membership Committee.** The Membership Committee will welcome and give information to new people, provide accurate membership count and contact information for UUA and UUCE, publish the annual directory, and maintain name tags.

- d. **Pastoral Care Ministry.** This committee provides pastoral care support in the form of visits and outreach to members and friends who are experiencing illness, loss, or other personal difficulties, and to celebrate milestones and successes.

- e. **Peace and Social Action Ministry (PASA).** PASA helps coordinate and support the Congregation in its efforts to promote, advocate, educate, organize, and witness for peace and social justice.

- f. **Religious Education (RE) Committees.** The purpose of the RE

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 Committee and the Adult Committee on Education (ACE) in coordination with each other.

g. Small Group Ministry (SGM) Committee. The SGM Committee supports the SGM leaders and their groups with monthly meetings to review outlines, usually based on the Soul Matters monthly packets. The SGM Committee responds to individual requests, invites new church members to join a small group and provides an annual enrollment opportunity.

h. Worship Arts Team. The Worship Arts Team will work with the Minister to provide spiritually nourishing worship services, taking into account the diversity of spiritual/religious view of UUCE members. The Worship Arts Team will also fill the pulpit in the Minister's absence.

B. Councils. Councils are created by the Minister to serve in an advisory capacity regarding their particular areas of function. They help the Minister ensure all functions under the Minister's supervision are coordinated; make well-informed decisions; and disseminate information to their committees. These Councils are:

1. **Fundraising Council.** The Fundraising Council is comprised of the Chairs of the annual fundraisers: Auction; Yard Sale; Raffle; Egg Rolls; and the Cookie Walk.

2. **Program Council.** The Program Council is comprised of the Chairs of the: History Committee; Membership Committee; Pastoral Care Ministry; Peace & Social Action Ministry; Religious Education Committees; Small Group Ministry Committee; and the Worship Arts Team.

3. **Property Maintenance & Management (PM&M).** The PM&M Council maintains the facilities of the UUCE's property and is comprised of the Aesthetics Committee, Building Committee (including safety concerns re: building, fire and occupants; and kitchen issues), and Landscape and Grounds Committee (including parking lots).

C. Task Forces. Other than the Ministerial Search Committee described below, task forces may be appointed by the President or the Board, as required, and will cease to exist upon the discharge of their duties. Task Forces may report to the Board or to the Minister, as appropriate.

D. Ministerial Search Committee. Whenever a vacancy exists in the ministry of the church, a Ministerial Search Committee of at least five Active Adult Members who have been Members for at least one 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. The Ministerial Search Committee reports to the Board.

E. Bylaws Task Force. A Task Force will be appointed every five years to review the Bylaws. This Task Force will have at least three voting Active Members who have been active for at least three years and have had some leadership experience. This Task Force will recommend amendments to the Bylaws to the Board, then for presentation to the Membership.

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 not later than the Board's March meeting. With any changes from the Board, the proposed budget is then presented at a Budget Hearing to the Church 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. Once a budget is approved, the Board may authorize and expend funds as budgeted. The Board may reallocate funds without Congregational approval, 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 approved by a vote at a Congregational Meeting.

D. Review. At the end of each fiscal year, the Fiscal Matters Committee, 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 via other communication.

E. Management of Endowment. The Fiscal Matters Committee shall oversee the endowment. Expenditures from the endowment greater than \$5,000 must be approved by a vote at a Congregational 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 New England Region of the Unitarian Universalist Association, for its general purposes, which Region, at its option and within 30 days of such offer, will either accept or reject these assets. Should the Region accept the offer, said property will vest in the Region. 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 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 Region Trustees.

The Unitarian Universalist Church of Ellsworth Board of Trustees may request that the principal be held by the New England Region of the UUA for the benefit of a future Unitarian Universalist society in the Ellsworth area for a period of up to ten years. The Region, 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 by vote of the Membership at a Congregational meeting called for that purpose.

Members may propose amendments providing they has the support of at least 10% of the Active Members. The proposed amendments with the signatures of the supporting Members shall be presented to the Board of Trustees at a regular Board Meeting. The Trustees shall then, within 60 days, call a Congregational Meeting for the purpose of considering and voting upon the proposed amendments.

The Board of Trustees may also propose amendments and call a Congregational Meeting for the purpose of considering and voting upon the proposed amendments.

The text of the proposed changes will be sent to the membership at least 30 days before the meeting. Adopted amendments become effective at the close of the meeting where approved.

These by-laws will be reviewed by a Task Force every five years (current cycle beginning in 2021) and recommendations for amendments made to the Board of Trustees for presentation to the Congregation.

Approved by the congregation on April 25, 2021.