

Bylaws of the First Universalist Church of Minneapolis

Approved June 7, 2009

ARTICLE I. Members

Section 1. Authorized Number

There shall be no limit to the number of Members.

Section 2. Qualification and Admission of Members

Any person fourteen years of age or older who has made a written application for membership, has signified sympathy with the purposes of the Church, and has made an annual recordable pledge contribution to the Church shall be eligible for membership provided that the applicant is approved by a majority of the Board of Trustees. Membership becomes effective upon that vote, after which the President of the Congregation shall issue a Membership Certificate.

All Members under previous bylaws are Members hereunder without further acceptance by the Board. To continue membership and to be eligible to vote, a Member shall make a pledge and a contribution of record to the Church treasury within the twelve (12) months prior to any meeting at which the voting privileges of the Church are exercised, or make such a contribution at the meeting.

Exceptions to the membership requirements, both for new and continuing Members, may be approved by the Senior Minister. Members are encouraged to show continued interest in the Church by taking part in its activities.

Section 3. Cumulative and Proxy Voting

Each voting Member present at a meeting shall have one vote. There shall be no cumulative voting or proxy voting.

Section 4. Termination of Membership

A Member may resign at any time by submitting a written resignation to the Church office. The Board of Trustees may terminate a membership by a majority vote, with or without notice, if a Member fails to make a contribution of record to the Church treasury during the previous twelve (12) months and has not been granted an exemption by the senior minister.

Section 5 Lifetime Membership

The Board of Trustees may, upon recommendation of the Senior Minister and in recognition of past contributions to First Universalist Church, appoint a Member to the status of Lifetime Member. Lifetime Members shall not be required to make financial contributions to the Church in order to continue membership.

Section 6. Property Rights

No Member shall have rights in or to any property of the Church at any time.

ARTICLE II. Meetings

Section 1. Annual Meeting

The Annual Meeting of the Members shall be held during the month of May or the month of June at such time and place within the Twin Cities Metropolitan Area as the Board of Trustees shall designate. The purposes of the meeting shall be:

- a) Presentation of annual reports;
- b) Election of Trustees, Officers, Chair and Directors of the First Universalist Foundation, Elected Members of the Nominating Committee of the Church, and Delegates to the General Assembly of the Unitarian Universalist Association;
- c) Presentation and approval of the budget recommended by the Senior Minister and the Board of Trustees for the next fiscal year;
- d) Discussion and vote on resolutions properly presented; and
- e) Transaction of other business which may properly come before the meeting.

Thirty (30) days prior to the Board's adoption of a budget to present at the Annual Meeting, the Senior Minister shall notify the Members by posting notice in the Church building and by such other means as are reasonable of a meeting to discuss with Members the planned budget. Such meeting shall occur prior to the Board's adoption of the budget.

Section 2. Special Meetings

A special meeting of the Members may be called for any purpose any time by a) the President of the Congregation; b) a majority vote of the Board of Trustees; or c) a petition, so requesting, signed by at least ten (10) percent of the Members and presented to a Trustee. The subject of the meeting must be specified in the action or petition, vote, petition calling the meeting and the meeting must be limited to the subject specified.

Section 3. Notice

Written notice of each meeting of the Members, whether the Annual Meeting or a Special Meeting, shall be mailed to each Member not less than ten (10) nor more than thirty (30) days before the meeting, addressed according to the most recent membership records. The notice shall include a) the time, place, and purpose of the meeting; b) the proposed agenda; c) the text of any resolution duly presented to the secretary; and d) the text of any proposed amendments to the Bylaws.

Section 4. Quorum

Ten (10) percent of the Members shall constitute a quorum, except that for the purpose of selecting or dismissing a minister the quorum shall be twenty-five (25) percent.

Section 5. Elections

Trustees, Officers, Foundation Chair and Directors, elected Members of the Nominating Committee, and General Assembly Delegates shall be elected by plurality vote of the Members present at the Annual Meeting. The Nominating Committee shall nominate one or more persons to each office to be filled and shall report its nominations by

- a) posting the names of nominees in a conspicuous place in the Church building and by such other means as are reasonable at least ten (10) but not more than thirty (30) days before the Annual Meeting;
- b) by listing the names of nominees in the official meeting notice; and
- c) by reading the names at the meeting.

Nominations may be made from the floor provided that the consent of the nominee has been obtained. The failure of the Board of Trustees or the Nominating Committee to comply with any provision of this section shall not invalidate any election.

Section 6. Resolutions on Public Issues

This provision applies only to resolutions by Members that seek to express a position of the Church as an institution on one or more public issues. In order to be submitted to a vote of the Members a resolution must be

- a) written,
- b) signed by five (5) percent or more Members, and
- c) submitted to the Secretary at least thirty (30) days before the Annual Meeting unless later delivery is approved by the Board of Trustees.

Adoption of such a resolution requires the vote of two-thirds of the Members voting on the question.

Section 7.

Prior to execution of financial transactions involving sale of the primary place of worship, a vote of the Members approving the sale is required.

ARTICLE III. Trustees

Section 1. Number, Terms and Qualifications.

The Board of Trustees shall consist of twelve (12) Trustees, each of whom shall be a Member of the Church. The Trustees shall be elected by Members at the Annual Meeting. The term of office of each of the Trustees shall be three (3) years. The terms of the Trustees shall be staggered so that no more than four (4) Trustees shall be elected for three-year terms at the same Annual Meeting. No Trustee shall serve more than two (2) consecutive, full terms. Trustees appointed or elected to fill out an unexpired term on the Board shall be eligible to serve two (2) full terms in addition to the partial term served. Trustees shall take office on July 1 following their appointment or election, unless they are appointed or elected to fill a vacancy of the Board, in which case they shall take office upon appointment or election. Four (4) Trustees shall be officers, elected by the Members at the Annual Meeting as provided in Article IV.

Section 2. Removal and Vacancies

Trustees may be removed by a majority vote at an Annual or Special Meeting, at which time a replacement shall be elected to serve out the remaining term. Notice stating the proposed removal, which complies with Article II, Section 3, shall be given before the meeting. In the event of a vacancy on the Board, other than removal of a Trustee by a vote of the Members, Members will be notified of vacancies to be filled prior to the next Annual Meeting. The Chair of the Nominating Committee shall publish notice of vacancies in the same manner as notice of Special Meetings. Two or more weeks after the vacancy is announced, the remaining Trustees, upon the recommendation of the Nominating Committee, may appoint a successor to fill the vacancy until the next Annual

Meeting, at which time a replacement shall be elected in accordance with Article II, Section 5, to serve out the remaining term.

Section 3. Meetings

The Board of Trustees shall meet regularly at such times and places as it may designate, and may hold special meetings on such notice as it may specify. All meetings of the Board of Trustees shall be open to the Members of the Church, except that, by majority vote of Trustees at a meeting at which a quorum is present, the Board may move into executive session to discuss confidential matters pertaining to personnel, membership, or legal issues. In addition to the Trustees, a called Minister may be present in executive session unless the matter to be discussed concerns the appointment or performance of that Minister. The Board may also choose to have present in executive session any other person necessary for discussion of the matter under consideration.

A Board meeting not regularly scheduled shall be considered a Special Board Meeting. Board members and the Members of the congregation shall be notified at least 24 hours prior to any special Board meeting. Notification of Members shall be by posting notice in the Church building and by such other means as are reasonable.

Section 4. Quorum

A majority of Trustees shall constitute a quorum. A vote of the majority of Trustees voting on the question shall be considered an act of the Board, except where a greater vote is required either by the laws of the State of Minnesota or by these Bylaws.

Section 5. General Authority

After consultation with the congregation, the Board shall establish policies that effectuate the mission, vision, and values of the Church. Except as otherwise provided in these Bylaws, the Board of Trustees shall oversee the affairs of the Church. The Board shall establish and publish Governing Policies, which shall include policies to delegate the administration of the Church, set the limits of that authority, and assure appropriate progress toward the established Ends (goals). The Board shall have full and unrestricted authority to oversee and direct the activities of the Church except for the following matters, which are specifically reserved to the exclusive jurisdiction of the membership:

- a) The election of Trustees, Officers, Foundation Chair and Directors, members of the Nominating Committee, and General Assembly Delegates subject to the provisions of these Bylaws permitting the Board of Trustees to fill vacancies in such positions.
 - b) The call and dismissal of called Ministers;
 - c) The adoption and amendment of the Articles of Incorporation and Bylaws;
 - d) The amendment of the structure or purpose of the First Universalist Foundation;
- In carrying out its responsibilities hereunder, the Board, by law, retains fiduciary responsibility for the Church;
- e) The approval of financial transactions as described in Article II, Section 2; and
 - f) The approval of the annual budget as an expression of the intent of the membership.

The Board of Trustees, in consultation with any called Ministers, shall have the authority to hire contract ministers for periods of no longer than two (2) years, as well as to dismiss them.

ARTICLE IV. Officers

Section 1. Number, Term, and Duties

There shall be four Officers, a President of the Congregation, a Vice-President a Secretary, and a Treasurer, to be elected by the Members at the Annual Meeting to one-year terms from among the Trustees. Officers shall take office on July 1 following their election unless they are elected to fill a vacancy, in which case they shall take office upon election. No Officer may hold more than one office at a time. The Board of Trustees shall establish such additional officers as it may find necessary. In the event of a vacancy in the offices of Vice-President, Secretary, or Treasurer, the Board may appoint a Member of the Congregation to fill the unexpired portion of that Officer's term.

Section 2. President of the Congregation

The President of the Congregation shall prepare agendas for all Board meetings and all official meetings of the membership and shall preside over these meetings. If the President becomes unable to serve out his/her term, the Board will elect another Trustee to serve as President.

Section 3. Vice-President

The Vice-President shall perform the duties of the President of the Congregation in her/his absence.

Section 4. Secretary

The Secretary shall be responsible for the recording of the minutes of all official meetings of the membership and of the Board of Trustees and forwarding them to Church staff in a timely manner for archiving with other official records of the Church. The Secretary shall oversee the publishing of all notices as required by these Bylaws. The Secretary shall also be responsible for ascertaining the eligibility of all who wish to vote on Church business.

Section 5. Treasurer

The Treasurer shall lead the financial monitoring efforts of the Board of Trustees.

Section 6. Authorization for Board or Member Action

The President of the Congregation, acting together with either the Vice-President, the Secretary, or the Treasurer is hereby authorized and directed to execute and acknowledge any instruments, certificates, and other documents on behalf of the Church and to perform any additional acts on behalf of the Church which they may deem necessary and proper to complete a course of action approved by a majority decision of the Board of Trustees or the Members of the Church at a lawful meeting.

ARTICLE V. Nominating Committee

The Nominating Committee shall continuously seek persons whom it determines are willing and able to serve the Church. The Nominating Committee shall nominate one or more Members to each office to be filled at each Annual Meeting and report such nominations in accordance with Article 2, section 5. The failure of the Board or the Nominating Committee to comply with any provision of this section shall not invalidate any election.

The Nominating Committee shall be composed of the following: 1) one Trustee appointed by the President of the Congregation with approval of the Board of Trustees, in July of each year, and 2) six at-large members elected by the Members at the Annual Meeting. The six (6) at-large members shall be Members of the Church who are not Trustees or Foundation Directors. The chair of the Nominating Committee will be appointed from among the elected members of the Nominating Committee by the President of the Congregation, with the approval of the Board of Trustees. The term of office of the at-large members of the Nominating Committee shall be three years, and their terms shall be staggered so that the term of office of at least one but not more than two at-large members will expire each year. No person shall serve on the Nominating Committee for more than six (6) consecutive years.

Vacancies in any positions on the Nominating Committee which are appointed by the President of the Congregation shall be filled by the President of the Congregation with the approval of the Board of Trustees. In the event of any vacancies in the at-large positions on the Nominating Committee, Members will be notified as specified in Article III, Section 3, and the Board of Trustees, upon the recommendation of the Nominating Committee, shall appoint replacements for such persons, and such replacements shall serve until the next Annual meeting, at which time a replacement shall be elected in accordance with Article II, Section 5, to serve out the remaining term.

ARTICLE VI. The First Universalist Foundation

Section 1. Purpose

The First Universalist Foundation of the First Universalist Church of Minneapolis shall be responsible to the Trustees of the Church for allocating funds from the First Universalist Foundation for social justice. In carrying out this responsibility the Foundation may initiate, receive, solicit, and evaluate proposals from groups within or outside of the Church to promote social justice. The Foundation shall keep accurate records of all Foundation proceedings and of all business transacted.

Section 2. Directors

The First Universalist Foundation shall consist of nine (9) Directors, each of whom shall be a Member of the Church. The Directors shall be elected by the Members at the Annual Meeting. The term of office of each of the Directors shall be three (3) years. The terms shall be staggered so that no more than three (3) Directors shall be elected for three-year terms at the same Annual meeting. No Director may be a member of the Board of Trustees. . No Director shall serve more than two (2) consecutive, full terms. Directors elected to fill out an unexpired term on the Foundation shall be eligible to serve two (2) full terms in addition to the partial term served.

Section 3. Vacancies

Directors unable to carry out their responsibilities as determined by the Foundation shall be replaced by appointment by the Trustees from among nominees presented by the Nominating Committee to the Trustees, following notification of the Members as specified in Article III, Section 3. Persons so appointed shall serve until the next Annual Meeting, at which time they or replacements shall be elected in accordance with Article II, Section 5, to serve out the remaining terms.

Section 4. Officers

The Foundation shall have a Chair, who shall preside at all meetings of the Foundation. The Foundation Chair shall be nominated by the Nominating Committee and elected by the Members at the Annual Meeting from among the Directors of the Foundation. The term of office of the Chair of the Foundation shall be one year.

Section 5. Duration

The Foundation's structure or purpose may not be dissolved or modified except upon the affirmative vote of the majority of Members of the Church voting at an Annual Meeting or Special Meeting of Members called for that purpose.

Section 6. Funds and Disbursements

a) No part of the Foundation's funds shall be used as a substitute for or replacement of regular operating expenses of First Universalist Church. b) Operating Expenses. Proper expenses of the Foundation shall be a legitimate claim on the Foundation's funds and shall be paid from those funds upon certification by the Foundation. c) Allocations. The Foundation may allocate its funds in accordance with its Mission and shall report at least quarterly to the Board of Trustees regarding such allocations. d) Disbursements. Decisions regarding disbursements from the Foundation funds, grants, and operating expenses shall be made by majority vote of the Directors of the Foundation.

ARTICLE VII. The First Universalist Church Legacy Fund

Section 1. Establishment and Purpose:

The Church shall maintain a fund to be known as the First Universalist Church Legacy Fund (the Legacy Fund). The purpose of the Legacy Fund is to support and enhance the mission of the Church. The Legacy Fund will be made up of gifts to the Legacy Fund from Members and friends of the Church and other money placed into the Legacy Fund from time to time by the Board of Trustees.

Section 2. Distributions:

The Board of Trustees shall direct the distribution of money from the Legacy Fund. Except where authorized otherwise in the terms of a gift or by the Membership in accordance with subsection c, the Board of Trustees shall make distributions from the Legacy Fund annually in amounts not to exceed seven (7) percent of the fair market value of the Legacy Fund as determined by the Board of Trustees.

Section 3. Membership Authorization of Additional Distributions:

At an Annual or Special Meeting of the Members, the Membership may adopt a resolution to authorize the Board of Trustees to distribute more than seven (7) percent of the value of the Legacy Fund in any year or otherwise to use the Legacy Fund in accordance with the terms of the resolution. Adoption of such a resolution requires the vote of two-thirds of the Members voting on the resolution. Notice of such meeting shall be given in accordance with Article II, Section 3, and shall include a copy of the proposed resolution.

Section 4. Custodians:

The Board of Trustees shall be the custodians of the Legacy Fund, and shall maintain a plan of operation setting forth the administration of the Legacy Fund in accordance with Board policies.

ARTICLE VIII. Ministers

Section 1. Selection

This Church shall have one or more called Ministers who are called by the Congregation, as described in this section. Ministers shall be called upon a) the recommendation of (1) a Ministerial Search Committee selected by a process established by the Board of Trustees, or (2) in the case in which a contract Minister is being considered for a position as a called Minister by a Review Committee established by the Board of Trustees; and b) the approval of the Membership.

Approval by the Membership shall be by 4/5 (four-fifths) majority of the qualified Members of the Church present at any meeting duly called for such a purpose. The quorum for this meeting is 25 percent of the Members.

The membership shall not approve as a called Minister anyone who is not in the fellowship of the Unitarian Universalist Association.

Section 2. Dismissal

A called Minister may be dismissed by a majority vote of the Members of the Church present at any meeting duly called. The quorum shall be the same as for selection of a called Minister.

Section 3. Ministerial Agreements.

The Board of Trustees shall fix the amount of compensation for each minister. The distribution of the compensation shall be set by the Board of Trustees in a manner agreeable to each Minister and in keeping with the

tax laws. Other terms of the ministerial agreement shall be set by the Board of Trustees after consultation with each minister.

Section 4. Accountability

Ministers shall be responsible for the conduct of all religious services, ceremonies, and observances and shall minister to the spiritual needs of the Members and community. Additionally, ministers are held accountable by the Board of Trustees for all responsibilities stated in the ministerial agreements and delegated through the Governing Policies.

Section 5. Freedom of the Pulpit

In accordance with the liberal religious tradition, all Ministers shall have freedom both in the pulpit and outside to express their opinions. No opinion or position expressed by the Ministers shall be the sole basis for dismissal or any other sanction.

ARTICLE IX. Fiscal Year

The fiscal year shall commence on the first day of July and end on the thirtieth day of June of the following year.

ARTICLE X. Dissolution

In the event of dissolution of this Church, and subject to (1) payment of costs and expenses of the dissolution proceeding including attorney fees and disbursements; and (2) payment of debt, obligations, and liabilities of the Church, all of the Church property and assets and any accumulated earnings shall be distributed to the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, to be held in trust for the benefit of any Unitarian Universalist Church which may subsequently be formed in Hennepin County, Minnesota, within twenty (20) years after such distribution. If no such church be formed within said county, within such a period of twenty (20) years, then said assets and earnings shall be held in trust for the benefit of any other Unitarian Universalist Church or Churches then in existence in the State of Minnesota, but if there then be no other Unitarian Universalist Association, church, or fellowship in Minnesota, then for the furtherance of Unitarian Universalism in such places and manner as the Trustees of the Unitarian Universalist Association may determine.

ARTICLE XI. Amendments

These Bylaws may be amended by a vote of two-thirds (2/3) of those voting at a special or Annual Meeting of the Members of the Church. Notice of the meeting, including a copy of the proposed amendment, must be given to each Member in accordance with the requirements of notice for a special or Annual Meeting as stated in Article I, Section 3. Amendments may be proposed either a) by recommendation of the Board of Trustees, or b) by ten (10) percent of the Members in a signed petition to the Secretary of the Church. Unless otherwise specified in the amendment, the amendment becomes effective on adoption.

ARTICLE XII. Parliamentary Procedure

Robert's Rules of Order, Newly Revised shall be the parliamentary rules of procedure governing all meetings of this Church.

ARTICLE XIII. Affiliation

This Church is a member of the Unitarian Universalist Association and the Prairie Star District.