

**Unitarian Universalist Congregation of Danbury, Inc.**

Adopted May, 1973

(Amended 4/1980, 2/82, 5/83, 5/89, 3/92, 5/94, 10/95, 12/2004, 2/2010, 6/2014)

<b>Articles</b>		<b>Page</b>
<b>Article I</b>	<b>NAME</b>	<b>1</b>
<b>Article II</b>	<b>PURPOSES</b>	<b>1</b>
<b>Article III</b>	<b>MEMBERSHIP</b>	<b>1</b>
<b>Article IV</b>	<b>MEETINGS</b>	<b>2</b>
<b>Article V</b>	<b>BYLAWS AMENDMENTS</b>	<b>3</b>
<b>Article VI</b>	<b>FISCAL YEAR</b>	<b>3</b>
<b>Article VII</b>	<b>ELECTIONS</b>	<b>3</b>
<b>Article VIII</b>	<b>BOARD OF TRUSTEES</b>	<b>3</b>
<b>Article IX</b>	<b>DUTIES OF THE BOARD OF TRUSTEES</b>	<b>4</b>
<b>Article X</b>	<b>MINISTRIES/TEAMS</b>	<b>5</b>
<b>Article XI</b>	<b>MINISTER</b>	<b>7</b>
<b>Article XII</b>	<b>COMMON COUNCIL</b>	<b>8</b>
<b>Article XIII</b>	<b>DISSOLUTION</b>	<b>8</b>
	<b>INDEMNIFICATION</b>	<b>8</b>

**Article I NAME** (Amended 1966, 1980, 2004)

The name of this organization shall be the: Unitarian Universalist Congregation of Danbury, Incorporated, herein after referred to as UUCD. These are Bylaws to the constitution established by the Unitarian Universalist Association (UUA), and govern the operation of this organization.

**Article II PURPOSES AND AFFILIATION** (Adopted 1973; Amended 1995)

**Section 1. PURPOSES:** The purposes of this Congregation are to: Provide an open, caring community, welcoming people of diverse backgrounds who come seeking spiritual, personal and intellectual growth. Create a place where adults and children are taught, nurtured, loved, and given freedom to explore and define individual beliefs. Affirm and promote Unitarian Universalist (UU) values of peace, social justice and religious tolerance for all people.

**Section 2. AFFILIATION:** This Congregation shall be a member of the Unitarian Universalist Association.

**Article III MEMBERSHIP** (Amended 1980, 1989, 1995, 2004, 2010)

**Section 1. GENERAL:** Any person, at least 18 years of age, who is in sympathy with its purpose and program, signs the Membership Book, and makes an annual financial commitment, may become a voting member of this Congregation.

**Section 2. YOUTH MEMBERSHIP:** Any person aged fourteen through seventeen who has completed a formal Coming of Age program within this Congregation may become a Youth Member. Youth Members are not entitled to vote but may attend and participate in all Congregational functions, including the Annual Meeting.

**Section 3. MEMBERSHIP OBLIGATIONS:** Members of the Congregation accept the financial and personal stewardship which is inherent to membership:

- A. Financial stewardship recognizes that each member provides part of the financial base of this Congregation by determining a personally meaningful monetary pledge and fulfilling that pledge.
- B. Personal stewardship affirms and promotes UU values and recognizes that members' contributions of time and energy are vital to the activities and programs of this Congregation.

**Section 4. REMOVAL FROM MEMBER STATUS:** A person shall be removed from the membership rolls:

- A. Upon receipt by the Congregation of a written request by the member for removal from membership status, or
- B. Upon the death of a member, or
- C. In absence of identifiable contribution (financial or participatory) by the member during the current fiscal year up to one month before the date of the Annual Meeting.
- D. If he or she has membership terminated by the Board for actions that threaten the well being of the Congregation, as determined by a vote of two-thirds of the Board.
- E. In the event a person is removed from membership under 5C or 5D above, that person shall receive notice and the right to appeal pursuant to procedures established by the Board.

**Section 5. ANNUAL REVIEW OF MEMBERSHIP ROLLS:** Annually, by February 1st, the Minister, Membership Chairperson and Treasurer will review the membership rolls and determine, with Board of Trustees approval, the number of members. Persons who have been removed from membership status at the Congregation's initiative shall be notified at their last known address and shall be informed regarding membership reinstatement procedures.

**Section 6. FRIENDS:** Any person who contributes to the activities of the Congregation and/or pledges, but is not on the membership roll, is a Friend of the Congregation. Friends are entitled to all the privileges of membership except voting and elective office. They may serve on ministries/teams and hold appointed positions.

**Article IV MEETINGS** (Amended 1980, 1989, 1995, 2004, 2010, 2014)

**Section 1. ANNUAL MEETING:** The Annual Corporate (Congregational) Meeting (herein Annual Meeting) shall be held in May of each year or the first 10 days of June at such time and place as shall be determined by the Board of Trustees, in order to hear reports of officers, ministries/teams, and staff, to elect new officers and trustees, to adopt an annual budget, and to transact any other business that may properly come before the Congregation.

**Section 2. OTHER CONGREGATIONAL MEETINGS:** A special Congregational meeting of the UUCD may be called by the Board of Trustees. A special meeting shall also be called within thirty (30) days when a request, in writing, for that purpose is made to the President or Secretary of the Board by fifteen percent (15%) of the membership.

**Section 3. NOTICE OF CONGREGATIONAL MEETINGS:** The call for any Congregational meeting of the UUCD shall be posted by the Secretary in a conspicuous place within the Congregation's building for at least fourteen (14) days before the date of said meeting (except as stated in Article IV Section 4), and shall clearly state the business to be transacted. No business other than that stated in the posted call may be conducted at a special congregational meeting. The call shall either be published in the Congregation's newsletter or mailed to all Congregation members and read at a Sunday Service (if one is held) at least fourteen (14) days preceding such meeting.

**Section 4. RULES GOVERNING CONGREGATIONAL MEETINGS:** Robert's Rules of Order, Revised, shall generally prevail in the conduct of Congregational meetings except that:

A. The following items of business require a two-thirds vote, including those qualified members present and voting and absentee ballots, for passage and must be published to the congregation at least thirty (30) days preceding such meetings:

1. Amendments to Bylaws
2. Expenditure of money in excess of \$10,000 for a non-budgeted item
3. The relocation of the Congregation's facilities
4. Sale or acquisition of real estate
5. Withdrawal of capital from the Endowment Funds
6. Dissolution of the Congregation

B. Fifteen percent (15%) of the membership shall constitute a quorum for the transaction of business at any Congregational meeting of the UUCD. If at any time a member requests a quorum call and the meeting no longer has a quorum, the meeting will be declared adjourned.

C. **REMOVAL OR ELECTION OF MINISTER:** The removal or election of a minister shall be at a special Congregational meeting called for that purpose. Election or removal shall be by a three fourths vote of those voting members present and voting.

**Section 5. VOTING RIGHTS:**

A. The right to vote at meetings shall be restricted to those who have been members of this Congregation for no less than sixty (60) days prior to such meeting.

B. Absentee ballots shall be allowed at the discretion of the Board and, when allowed, must be submitted in writing to the President or Secretary of the Board at least one day before the meeting, stating the specific matters to be voted on. Absentee ballots do not count towards a quorum.

**Article V BYLAWS AMENDMENTS** (Amended 1980, 1995, 2004, 2010)

**Section 1. VOTING:** Amendments to these Bylaws shall be adopted by a two-thirds vote of the qualified members voting at any Congregational meeting, provided that the proposed amendment shall have been fully set forth as in Article IV Section 3, Article IV Section 4.

**Section 2. NOTICE:** Amendments shall be submitted in writing to the Board of Trustees and the Board shall cause copies of the proposed amendment to be recorded in the minutes and **to** be included in the notices of the Annual Meeting or Special Congregational Meeting.

**Section 3. CALL FOR MEETING:** If a proposed amendment shall be submitted to a meeting of the Board of Trustees more than sixty (60) days before the date of the next Annual Meeting and approved by the majority of the Board, it shall be the duty of the President to call a Special Congregational Meeting to take action thereon.

**Section 4. APPROVED AMENDMENTS:** The Bylaws will be revised to include all amendments approved by a vote of the Congregation. An up-to-date copy shall be provided to any member upon request.

**Article VI FISCAL YEAR** (Amended 1980, 1989, 2010)

The fiscal year shall begin July 1<sup>st</sup> and end June 30<sup>th</sup> of the following year.

**Article VII ELECTIONS** (Adopted 1973; Amended 1995, 2004, 2010, 2014)

**Section 1. ELECTED POSITIONS:** Required elected positions (Board of Trustees' vacancies and Nominating Team) shall be voted on at the Annual Meeting.

**Section 2. NOMINATION PROCESS:** When elections have become the order of business, the report of the Nominating Team (see Article X Section 2.I) shall be read. Additional nominations can then be made and voted on, together with the selections of the Nominating Team, provided that the consent of each nominee has been obtained and that written notice of such further nominations has been signed by ten or more members and logged with the Secretary at least five days before the day set for the meeting. If, by a majority of those members present and voting, the Congregation so wishes, nominations may be made from the floor at the Annual Meeting with the consent of the nominated.

**Section 3. USE OF UNANIMOUS CONSENT:** When there is but one candidate for any office, or but one list of candidates for all elective offices, balloting may be dispensed with by unanimous consent, and the Secretary shall declare the candidate(s) elected.

**Article VIII BOARD OF TRUSTEES** (Amended 1983, 1989, 1992, 1995, 2004, 2014)

**Section 1. BOARD COMPOSITION:** The Board of Trustees (herein Board) shall consist of nine persons who are members of the Congregation, one for each of the following positions and for the term specified:

- President (1 year)
- Vice-President (1 year)
- Secretary (1 year)
- Treasurer (2 years)
- Five Trustees-at-Large (3 years)
- Immediate past President to serve ex officio for 1 year

**Section 2. STAGGERED TERMS:** The terms of office shall commence on July 1 following election and end on June 30 of the appropriate year as determined by the term of office established in these by-laws for each office. Beginning with the 2010 annual meeting elections, a three year election cycle shall be initiated for trustees-at-large. One trustee-at-large shall be elected in the initial year and then two in each of the succeeding two years to assure staggered terms.

**Section 3. TERM LIMITATIONS:** A Trustee at Large elected at an Annual Meeting shall be eligible to serve a total of six (6) consecutive years, and after that is not eligible for reelection for one year. No member of the Board of Trustees may serve more than ten consecutive years.

**Section 4. VACANCIES:** Any vacancy shall be filled by the Board upon the recommendation of the Nominating Team. Trustees so appointed shall serve through the current fiscal year. At the Annual Meeting following the occurrence of the vacancy, a Trustee shall be elected for the remainder of the term of such vacancy.

**Section 5. MEETINGS:** The Board shall establish a regular schedule of meetings, normally once a month. Special meetings of the Board shall be called by the Secretary at the request of the President, or at the request of any four members of the Board, for such purposes only as shall be stated in the call.

**Section 6. VOTING:** A quorum of the Board shall consist of five members, and all questions shall be decided by a majority vote of those present and voting.

**Section 7. MEETING LEADERSHIP:** In the event of the President and Vice President being absent at any meeting of the Board, a President pro tempore shall be elected from the Board by its members.

**Section 8. REMOVAL OF A TRUSTEE:** If any member of the Board shall be absent for two successive meetings, the President shall inquire as to the Trustee's intention and urge attendance at the next regular meeting of the Board. Failure to present a reasonable excuse in person or by mail at or prior to such meeting shall be deemed sufficient cause for the Trustees to declare the office of the Trustee to be vacant.

## **Article IX DUTIES OF THE BOARD OF TRUSTEES**

(Amended 1983, 1989, 1994, 1995, 2004, 2010, 2014)

The Officers are the elected leaders of the Congregation. The four (4) Officers are President, Vice-President, Secretary, and Treasurer. Only a voting member who has been a member of the Congregation for at least two (2) years may serve as an Officer. These Officers may serve as an Executive Team of the Board of Trustees to facilitate the Board's work between meetings and to conduct the day to day affairs of the Congregation.

**Section 1. THE PRESIDENT:** or his/her designee shall preside at all Congregational meetings and at all meetings of the Board. The President is an ex-officio and non-voting member of all Congregational Ministries/Teams except the Nominating Team, the Council on Ministries, and the DRE Relations Team.

**Section 2. THE VICE PRESIDENT:** shall perform the duties of the President when the President is absent or otherwise prevented from properly discharging the office of President as determined by the Board. The Vice-President shall be elected at the Annual Meeting and may succeed to the Office of President at the end of his/her term.

**Section 3. THE SECRETARY** shall keep an accurate record of the meetings of the Congregation and of the Board of Trustees. The Secretary shall be responsible for the preparation and distribution of agendas, notices, and other duties required by his/her office or as required by the Board of Trustees.

**Section 4. THE TREASURER** shall:

- A. Receive and disburse funds, maintain securities entrusted to UUCD, and shall keep a complete and accurate account of the finances of the Congregation. The Treasurer shall be bonded.
- B. Submit financial statements to the Board of Trustees and prepare an annual statement at the close of the fiscal year.
- C. Maintain a current and confidential roster of the pledging units and their pledges.

## **Section 5. THE DUTIES AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES:**

The Board of Trustees shall be the governing body of the UUCD and is the principal policy forming body of the Congregation. It shall have the overall administration and management of the business of the Congregation. It shall:

- A. Establish and maintain short and long range goals, procedures, and polices to govern the operating practices of the UUCD.
- B. Have general charge of property, assets and investments of the UUCD.
- C. In consultation with the Minister and the appropriate ministries/teams, hire, and discharge support personnel.
- D. Appoint an Interim Minister in accordance with UUA guidelines.
- E. Develop and administer the Permanent Minister's letter of agreement.
- F. Properly facilitate communication with committees and council.

## **Article X MINISTRIES/TEAMS (Amended 1983, 1989, 1995, 2004, 2010, 2014)**

**Section 1. MINISTRIES/TEAMS AND APPOINTMENTS:** This article defines Standing and Special Ministries/Teams. Ministry Team appointments are by the ministry/team chair unless otherwise specified. Removal of appointments is specified in Article IX Section 5.D.

**Section 2. STANDING MINISTRIES/TEAMS** and their purposes tend to be operationally permanent and include, but are not limited to, the following:

- A. The **Finance Team**, consisting of a minimum of two members and the Treasurer, who may not be chair, shall manage, with the consent of the Board, all of the financial planning and control, asset and liability management, investment management, and fund-raising activities of the Congregation. It may appoint special ministries/teams to assist in this work. It will arrange for an audit, by a qualified person not on the Board, at least every two years or whenever the Treasurer is elected, whichever comes first.
- B. The **Religious Education Ministry** shall develop and implement a religious education program and curriculum for the Congregation. Working with the Minister, Director of Religious Education and youth advisor, the ministry shall set goals and priorities for implementing programs and curricula.
- C. The **Buildings and Grounds Team** shall manage and care for the Congregation's physical property.
- D. The **Sunday Services Ministry** shall plan and conduct effective and varied Sunday Services in cooperation with the Minister and other ministries/teams.
- E. The **Membership Team** shall provide for the welcome, orientation, reception, and stewardship of potential, new and current members and friends. It will maintain a current list of members and friends as specified in Article III Section 6
- F. The **Denominational Affairs Team** shall consist of delegates to UUA denominational bodies and other interested UUCD members. It shall be responsible for promoting our ties to the UUA and participation in the programs and activities of its associated organizations. The team shall submit to the Board of Trustees each year a list of recommended delegates to the General Assembly in a timely manner, the final choice of delegates to be made by the Board. All delegates representing the UUCD in an official capacity must be UUCD members.
- G. The **Social Action Council** shall provide opportunities to express concerns on ethical and social problems. It shall keep the Congregation informed about such issues and suggest action as it deems necessary and appropriate.

- H. The **Council on Ministries** exists to strengthen the Ministry of the Congregation and its Minister(s). It shall consist of at least three Congregation members, and shall be appointed by the Board for three-year staggered terms of office from a list of candidates submitted by the Minister(s). In the event of a new Ministry, a new Council shall be appointed within ninety days of the new Minister's arrival. The Council shall serve as a support group for the Minister(s) and as a communication channel among the Congregation, Board, and Minister(s). The Council is available to the Minister(s), Board, and Congregation; and meets regularly with the Minister(s) to discuss issues and concerns and to suggest appropriate actions for the Minister(s) and Congregation. The Council makes annual compensation recommendations for the Minister(s) to the board.
- I. The **DRE Relations Team**, consisting of a minimum of three Congregation members, shall be appointed by the Board in collaboration with the Director of Religious Education for three-year staggered terms of office. Its purpose is to provide guidance and support for the Director of Religious Education and to serve as a communication channel among the Congregation, Board, and DRE. The Team is available to the DRE, Board and Congregation; it will meet regularly with the DRE to discuss issues and concerns of the Congregation, to guide and suggest appropriate actions for the DRE, and to collaborate with the DRE in setting goals and objectives. The Team will provide to the Board a periodic evaluation of the DRE's performance in meeting those goals and objectives and make salary recommendations.
- J. The **Nominating Team**, consisting of at least three members, one from the current Board and two from the Congregation who have been members for at least two years and are not on the current Board, shall be elected by the Congregation at its Annual Meeting. A member so elected shall be eligible to serve a total of two consecutive years and after that is not eligible for a year. The purpose of this Team, in consultation with the President and the Minister, is to prepare a list of qualified candidates for all elective offices to be filled at the next Annual Meeting in sufficient time for the Board to include in its minutes and the notices for the call for the Annual Meeting (Article IV Section 3). In addition, they will, in consultation with the members of the respective ministries/teams, make recommendations on ministry/team chairs to the Board as needed. They also will recommend candidates, when asked by the Board, to:
- a. fill vacancies of appointed and elected positions arising during the fiscal year and
  - b. chair special ministries/teams as needed.

**Section 3. SPECIAL MINISTRIES/TEAMS** may be appointed by the Board of Trustees and shall perform such duties as defined at their creation and disband upon completion of their task.

**Section 4. TERM:** All Ministries/Teams not elected shall be appointed after the Annual Meeting and the new people, elected or appointed, shall meet with the existing Ministries/Teams until June 30<sup>th</sup>, at which time they assume their full responsibilities for the next fiscal year.

**Section 5. FINANCIAL RESPONSIBILITIES:** All Ministries/Teams shall submit a written budget to the Finance Team for its inclusion in the tentative budget and a full report of all financial activities to the Treasurer at the time of the Annual Meeting, or more frequently if so required by the Board of Trustees.

**Article XI MINISTER(S)** (Amended 1982, 1989, 1995, 2004, 2010, 2014)

**Section 1. QUALIFICATIONS:**

- A. Equal Opportunity Employer: The Congregation is an equal opportunity employer and will not discriminate in the calling of its Minister(s) on the basis of age, sex, race, color, nationality, gender, disability, marital status, sexual orientation or gender expression.
- B. Ministerial Fellowship: All ministers shall be and remain in Ministerial Fellowship with the Universalist Unitarian Association during their tenure with the Congregation.

**Section 2. MINISTERIAL SEARCH PROCESS:**

- A. When a vacancy occurs in the ministry, a Special Congregational meeting shall be called to elect a Ministerial Search Team of seven members. To that effect the Board shall submit a slate of nominees. Additional nominations may be made with the consent of those additionally nominated. The President shall have the authority to replace a member of the Search Team in the event of a resignation or a prolonged absence.
- B. The Search Team, in cooperation with the appropriate denominational officials and in accordance with the recommended denominational procedure, shall canvass available Ministers and recommend a candidate to the Congregation. The Team shall also propose the terms of the Minister's letter of agreement to the Board.
- C. A three-quarters vote of the Congregation is required to call a minister.
- D. If the recommended candidate is not called, the procedure shall recommence with Article XI Section 2.A.

**Section 3. MINISTER'S LETTER OF AGREEMENT:** The letter of agreement with the Minister(s) shall be agreed to by the Board of Trustees and signed by the Minister(s) and The President of the Congregation. The letter of agreement may be terminated by either Party with 90 days' written notice to the other.

**Section 4. FREEDOM OF THE PULPIT:** The Minister(s) shall have freedom of the pulpit. The Minister(s) shall also have the freedom to express personal opinions outside the pulpit, but shall not represent the Congregation's views without authorization from the Board or of the Membership Committee.

**Section 5. DUTIES OF THE MINISTER(S):** The Minister(s) and the membership shall share the responsibility for the Congregation and its spiritual interest and activities. The Congregation looks to its Minister(s) for spiritual leadership, for assistance in setting and articulating its vision, and for assistance in achieving its goals through inspired professional leadership. The Minister(s) has (have) ultimate responsibility for all services of worship conducted on Congregational premises, including such religious rituals as weddings, dedications, and memorial services. The Minister(s) is (are) ex- officio members, without vote, of the Board of Trustees and of all Ministries/Teams except Nominating, Ministerial Search, and DRE Relations. The Minister(s) shall bring to the attention of the Board of Trustees any matters that seem pertinent to the general welfare of the Congregation, and shall advise the Board with reference to Congregational policy, but final decisions remain with the Board as set forth in these bylaws and as directed by meetings of the Congregation.



**Article XII COMMON COUNCIL** (Amended 1980, 1989, 1995, 2004, 2010, 2014)

The Common Council shall consist of the Board of Trustees, the chairs or a designated representative of all active Ministries/Teams, Minister(s), and such persons as the President may designate. It may meet at least quarterly to coordinate Congregational programs, address common concerns and facilitate communication between all segments of the congregation. Any council recommendations are advisory and require a vote by the Board and/or the Congregation as appropriate.

**Article XIII DISSOLUTION** (Adopted 1983, Amended 2004)

Should this Congregation cease to function and the membership vote to disband, any net assets of the Congregation will be transferred to the Unitarian Universalist Association with the recommendation that it be used in this vicinity to further Unitarian Universalist activities. This transfer is to be made in full compliance with whatever laws are applicable.

**INDEMNIFICATION**

UUCD shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustee of UUCD against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the UUCD to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, unlawful, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.