

BYLAWS

FIRST UNITARIAN CHURCH OF SAN JOSE, CALIFORNIA

Draft Changes for 2024 updated 2024-02-2 after Board Meeting

To be decided by congregational vote March 24, 2024

PREAMBLE: AN AFFIRMATION

Love is the doctrine of this church, the quest of truth is its sacrament, and service is its prayer. To dwell together in peace, to seek truth in freedom, to serve humankind in fellowship, to the end that all souls may grow into harmony with the divine: This do we covenant with one another.

ARTICLE I: CHURCH

Sec. 1: Name – The name of this religious corporation shall be: “First Unitarian Church of San Jose (Unitarian Universalist)” (hereinafter called the “Church”).

Sec. 2: Affiliation – The Church is a member of the Unitarian Universalist Association (“UUA”) and subsidiary bodies of the UUA that the Church, by action of the Board of Directors (“Board”), chooses to join.

Sec. 3: Dissolution – The Church may be dissolved, split into two or more separate churches, or merged with one or more other churches on the vote of three-fourths of the members present at a congregational meeting called for that explicit purpose by the vote of three-fourths of the members of the Board of Directors. At least two months notice shall be given for any such meeting, with a full rationale for the proposed action.

Sec. 4: Property – In the event of the dissolution of the Church, all properties of the Church shall revert to the Unitarian Universalist Association, or, if it no longer exists, to such successor entities that are specified in the Articles of Incorporation of the Church, or as otherwise specified by state law.

ARTICLE II: MEMBERSHIP

Sec. 1: Congregation – The membership of the Church is called the “Congregation”.

Sec. 2: Requirements – Any person fourteen (14) years of age or more demonstrating a willingness to participate in the activities of the Congregation may become a member of the Church after consultation with a Minister, or if no Minister is available, the President of the Board of Directors, and after completion of these requirements, signing the membership book. (Signing the book is usually part of the membership ceremony.)

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Sec. 3: Effective Date – Membership is effective two weeks after the date the membership book is signed.

Sec. 4: Duties – Duties of membership shall consist of voluntary participation in and financial support of Church activities.

Sec. 5: Voting – Each member shall be entitled to one vote at all congregational meetings.

Sec. 6: Termination – A member may request termination of membership at any time by addressing a request to the Church. A member may be involuntarily terminated from membership according to the guidelines set forth in the Termination of Membership section of the Board Policy.

Sec. 7: Qualifications – To maintain membership status a person must meet one of the following criteria:

- a: has made a financial pledge and a contribution of record for the current year.
- b: has requested to continue as a member. The request must be made annually, in writing.
- c: has been designated a "life member" by the Congregation for outstanding service to the Church.

A member who no longer meets one of the stated criteria shall be considered an inactive member and shall not be entitled to vote or to hold office. Such a member shall be notified of the change of status.

Sec. 8: Membership List – The Operations Management Council (“OMC”) shall ensure that the membership list is updated at least annually. The Treasurer or Finance Officer shall certify the membership count and financial data with the UUA annually, in consultation with the Minister and appropriate committees.

Sec. 9: Inclusion – The First Unitarian Church of San Jose affirms and promotes the participation of every person in all aspects of Church life without regard to race, color, creed, age, sex, gender identity or expression, affectional or sexual orientation, physical or mental challenge, cultural or national origin, political affiliation, or economic status. No one should be excluded from membership, leadership, programming, hiring practices, religious education, or the calling of religious professionals or volunteers on the basis of these characteristics.

ARTICLE III: MEETINGS OF THE CONGREGATION

Sec. 1: Budget Meeting – An annual meeting of the Congregation shall be held in May at a time and place fixed by the Board of Directors. At this meeting the annual budget shall be presented and voted upon, and reports of the Board of Directors shall be considered. Other business relating to Church affairs may be proposed by the Board in

the call for the meeting, or new business may be introduced from the floor at the meeting.

Sec. 2: Elections Meeting – An annual meeting of the Congregation shall be held in March at a time and place fixed by the Board of Directors. At this meeting elections shall be conducted to fill new terms or vacant unfinished terms of Elected Officials. Nominations for Elected Officials shall be received from the Nominating Committee at least two weeks before the meeting, and the Congregation shall be given notice of the nominations in a manner consistent with notice required for meetings. Additional nominations shall be accepted from the floor at the congregational meeting. Elections shall be by ballot, and write-in votes shall be permitted. Other business relating to Church affairs may be proposed by the Board in the call for the meeting, or new business may be introduced from the floor at the meeting.

Sec. 3: Special Congregational Meeting – A special congregational meeting may be called by the President at his/her discretion, and a special meeting shall be called at the request of the Board of Directors or upon the written request of ten (10) members of the Church. All business to be transacted at such meetings shall be specified in the notice of the meeting. No business unrelated to the purpose(s) announced in the call for the meeting may be introduced from the floor.

Sec. 4: Notice of Meetings – Notice of all congregational meetings shall be communicated to the members and shall be announced in the Church at least two (2) Sundays before the day of the meeting. Means of communication shall be specified in Board Policy.

Sec. 5: Quorum – Fifteen percent of the total active membership shall constitute a quorum at a congregational meeting. The number of active members shall be determined from the membership list prepared annually for the Unitarian Universalist Association. At a meeting where there is a quorum, the members present may continue to do business until adjournment, even though a withdrawal of members leaves less than a quorum.

Sec. 6: Rules – The current edition of *Robert's Rules of Order Newly Revised* shall govern proceedings at congregational meetings, except as otherwise specified herein.

Sec. 6a: Town Halls for complex issues – In preparation for a congregation meeting to consider a detailed or complex issue, such as the budget or a bylaws revision, the Board may conduct a Town Hall meeting at least one week in advance of the congregational meeting. Such a Town Hall meeting shall allow sufficient time to present the proposed actions in detail, allow for questions from members of the congregation, and discuss proposed amendments from the audience. In cases where a Town Hall meeting has been conducted, amendments from the floor will not be permitted at the congregational meeting unless they have been proposed, discussed, and supported by a least two members at the Town Hall meeting. The Board may also submit amendments in response to a Town Hall meeting. This procedure is consistent with the

procedure adopted at UUA General Assembly meetings to avoid last-minute proposals that have not been adequately developed.

Sec. 7: Voting – Voting at congregational meetings may be by voice, show of hands, rising, or ballot, except that the election of Elected Officials or a motion to call or dismiss a minister must be by ballot. No proxy voting shall be allowed. Absentee ballots shall be allowed only for elections of Elected Officials. Procedures for absentee balloting shall be set forth in the Board Policy, which shall include a provision for write-in candidates. The Board may, at its option, permit remote voting by members not physically present at the meeting, provided adequate technology is in place to allow remote members to follow and participate in the deliberations of the assembly and to cast their votes in an appropriate manner.

Sec. 8: Parliamentarian – The President may select a member or friend of the Church to serve as Parliamentarian for a congregational meeting to interpret the rules. The President is ultimately responsible for making all rulings and can ignore or overrule the recommendations of the Parliamentarian if the President so decides. The Parliamentarian should be familiar with the Church bylaws and with *Robert's Rules*, and should advise the meeting and the President of the correct procedures to follow if the need arises. If a member, the Parliamentarian may speak on any issue and may vote on any issue.

Sec. 9: Open Meetings – All meetings of Church committees, including meetings of the Board and its committees, and the Operations Management Council and its committees, are open unless otherwise specified in these bylaws or in the Board Policy. However, meetings of the Nominations Committee or the Search Committee are not open unless permitted by those committees. The Board, the OMC, or a committee may declare executive sessions to conduct sensitive business that should not be public; such a meeting may include only the actual members of the body and any persons they explicitly invite.

Sec. 10: Abrogation of Decisions – Decisions made by a vote of the Congregation may not be abrogated by the Board of Directors unless the authority to do so is contained in the wording of the motion. The Congregation may review and vote again on any such issue.

ARTICLE IV: ELECTED OFFICIALS

Sec. 1: Elected Officials shall include the following: Officers of the Board of Directors (“Board Officers”), Directors, Officers of the Operations Management Council (“OMC Officers”), and Nominating Committee members.

Sec. 2: All Elected Officials must be members of the Church.

Sec. 3 : Terms of Office – Elected Officials shall take office on June 1 and shall hold office until May 31 of the year their terms are completed. Between election and

assuming office, newly elected officials may serve along current officials to learn their jobs, but they have no votes. Elected Officials shall serve terms as follows:

- a: Each Elected Official shall serve for a two-year term.
- b: The terms shall be staggered as follows: the terms of the President, Personnel Officer, and the Treasurer shall expire in even-numbered years, and the terms of the Chief Executive Officer (CEO), Financial Officer, and Secretary shall expire in odd-numbered years.
- c. The terms of the Directors shall be staggered so that two Directors are elected in even years and two in odd years.
- d. The terms of Nominating Committee members shall be staggered so that three members are elected in odd years and two other members are elected in even years.

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Sec. 4: Limit of Term – No Board Officer or OMC Officer may be elected to the same office for more than three consecutive terms. No Director may be elected as a Director for more than three consecutive terms. ~~No Nominating Committee member may serve for more than three consecutive terms.~~

Deleted: No member of the Board of Directors may serve on the Board for more than eight consecutive years. ...

Sec 5: Co-officers – Two persons may be elected or appointed to jointly serve in the position of an officer of the Board or an officer of the OMC. They shall each have the powers of the office. They shall decide among themselves how to divide the responsibilities of the office. If one of the joint officers resigns, the other person will remain an officer. The Board and the OMC may each establish policies on whether joint officers of their body shall share one vote or shall each have separate votes within the body. (Joint officers do not apply to Directors, the Nominating Committee, or the Search Committee, since each of these already includes multiple individuals.)

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ARTICLE V: CHURCH BOARD OF DIRECTORS (BOARD)

Sec. 1: Board – The name "Board of Directors" is synonymous with the name "Board of Trustees" or the name "Church Council" as used in the November 8, 1889 Article of Incorporation and as amended February 29, 1952. Hereinafter the name "Board" is synonymous with "Board of Directors".

Sec. 2: Duties, Authority and Limitations – The Board of Directors shall be the policy-making body of the Church and shall, without prejudice to the general powers of governance, have the following express powers:

- a: to fix the time and place for meetings and to call special congregational meetings.
- b: to have general charge of the property of the Church. The Board shall not sell the Church building or land and shall not make major alterations to the building without approval of three-fourths of the members attending a congregational

meeting called for that purpose. No item or items of property having a total value in excess of five percent of the current year's budget may be disposed of in any way without the approval of two-thirds of the members present at a congregational meeting. The OMC may dispose of property of a lesser amount without the approval of the Board or Congregation.

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c: to make rules not inconsistent with these bylaws for the OMC and other Church bodies as deemed in the best interest of the Church in the fulfillment of its Mission, Vision, and Ends. Such rules shall be called Board Policy. They shall be continuously reviewed by the Board and shall be available to Church members on request. The Operations Management Council must operate in compliance with Board Policy.

d: to monitor the compliance of the OMC with Board Policies, including the review of annual reports from the OMC to the Board.

e: to evaluate the performance of the ministers, including the review of an annual report from each minister to the Board and a proposal for the forthcoming year.

f: to review the proposed annual budget as specified in Article "Budget".

g: to ensure that the Operations Management Council observes the budget limits specified in Article "Budget".

h: to monitor the actions of the Operations Management Council and the ministers to ensure that the resources of the Church are used prudently to maintain the property and fulfill the Mission, Vision, and Ends of the Church, subject to Board Policy.

i: to conduct an audit or financial review periodically in line with UUA guidelines. A summary of the report should be made available to members of the congregation.

Deleted: to appoint an Auditor or an Audit Committee to review the books of account, financial statements, and tax returns of the Church at the close of the fiscal year. A summary of the audit report should be published and copies of the complete report should be made available to interested parties...

j: on the recommendation of the Operations Management Council, to borrow money and incur indebtedness not to exceed ten percent of the annual budget for the purposes of the Church, and to cause to be executed and delivered therefor, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities therefor. Upon approval of three-fourths of the members present at a congregational meeting, this amount may be exceeded.

k. to manage the Endowment Fund. Such policies and procedures, or amendments to them, must be ratified by two-thirds of the members present at a Congregational Meeting before they take effect.

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l: to fill any vacancy among Elected Officials from a list of candidates submitted by the Nominating Committee. Such appointments shall expire at the next annual election.

Deleted: Until such time as the Congregation approves such procedures, the policies and procedures set forth in Article XV of the Bylaws of March 8, 2009, shall govern the Endowment Fund.

m: to be responsible for creation and maintenance of standing committees, ad hoc committees, and auxiliary groups of the Board as the Board of Directors may deem necessary.

n: to delegate the authority of the Board of Directors to the Officers of the Board for specific purposes when deemed prudent by the members of the Board.

o: in the name of the Church, to sponsor a candidate for ministry.

p: to propose amendments to these bylaws. The Board shall review these bylaws regularly.

q: to manage long-term resources of the church, including calling capital campaigns, approving construction projects, managing and reallocating reserved funds, allocating budget surpluses to reserved funds, and investing cash.

Sec. 3: Additional Duties and Guidelines – The Officers and Directors shall be familiar with and follow the Board Policy as it affects or adds to the duties specified in these bylaws.

Sec. 4: Quorum – A majority of the members of the Board shall constitute a quorum. In determining the majority both the Directors and the Officers of the Board shall be counted.

Sec. 5: Meetings – The Board of Directors shall meet at regular intervals, as it shall itself determine, holding a minimum of ten meetings during the fiscal year. Minutes shall be posted and a summary published within three weeks after a meeting.

Sec. 6: Recall – Any member or members of the Board of Directors may be recalled by the Congregation. Such action shall be at a congregational meeting called for that purpose. A two-thirds vote of no confidence by written ballot shall be required for recall. A Parliamentarian acceptable to the majority of members present shall preside at the meeting.

Sec. 7: Removal of Officials – The Board of Directors may remove from office any Elected Official for cause by a vote of two-thirds of the Board members present, provided that said Elected Official shall have received written notice of the proposed action, and further provided that members of the Board convene as an official body for that purpose in accordance with these bylaws.

Sec. 8: Dismissal of Ministers – The Board of Directors by a two-thirds vote of all Board members (present or not) may call a Congregational Meeting for the purpose of dismissing a Minister.

ARTICLE VI: BOARD OFFICERS AND DIRECTORS

Sec. 1: Officers – The Officers of the Board of Directors (“Board Officers”) shall include the President, the Secretary, and the Treasurer.

Deleted: Sec. 9: Executive Session – The Board may need to deal with personnel, performance, membership and payroll issues of a sensitive nature. Such issues must be handled confidentially and with discretion. It shall be the President’s responsibility to list Executive Session on the agenda, and set aside time, preferably after all public matters are concluded, to deal with these issues. Participation shall include only Board members (Board Officers and Directors). No formal minutes of these deliberations shall be kept. If the President is unavailable, his or her successor shall be responsible for leading that part of the Board meeting.¶

Sec. 2 : Directors – There shall be four (4) directors to serve on the Board of Directors.

Sec. 3: President – The President shall:

- a: preside at all congregational and Board of Directors' meetings.
- b: be an ex-officio member of all Board committees.
- c: be generally responsible for the oversight of all other members of the Board of Directors.
- d: consult with prospective new members in the absence of a settled minister or if none of the Ministers are available.
- e: call special congregational meetings as specified in the bylaws.
- f: designate a more recent edition of *Robert's Rules of Order*, if appropriate.
- g: have the option to select a Parliamentarian for congregational meetings except meetings to recall an Elected Official.
- h: notify the Nominating Committee when vacancies occur in the Board of Directors.
- i: inform the candidate Minister of the outcome of the congregational vote.
- j. work with the CEO and the Ministers to coordinate Church affairs.

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Sec. 4: Secretary – The Secretary shall:

- a: assume the duties of the President in the absence of the President.
- b: assist the President and Treasurer when called upon.
- c: give proper notice of and record the minutes of all congregational meetings and Board of Directors meetings, post the minutes and publish a summary within three weeks of a meeting.
- d: assume responsibility for Church history which includes but is not limited to the collection and maintenance of records and artifacts significant to the history of this religious organization. The Board may at its option appoint a Historian to fulfill this responsibility instead of the Secretary.

Sec. 5: Treasurer – the Treasurer shall:

- a: assume the duties of the President in the absence of the President and the Secretary.
- b: assist the President and Secretary when called upon.

c: work in coordination with the Financial Officer to assure that all aspects of Church finances are handled properly.

d: be responsible for supporting the Board's review of the budget, and for long-range financial planning, the obtaining of loans and outside funding.

e: be an ex-officio member of the Finance Committee.

f: file financial reports or documents as required by the State, financial institutions, or the UUA

Sec. 6: Directors – Directors shall:

a: assist the President when called upon.

b: assume responsibility for selected tasks.

ARTICLE VII: BOARD POLICY

Sec. 1: Policy-Based Governance – The affairs of the Church shall be conducted using the Policy-Based Governance approach. In this governance style, subject to the ultimate authority of the Congregation, responsibility is divided between the Board of Directors and the Operations Management Council. The Board of Directors is responsible for the direction of the Church and for establishing general policies to guide the fulfillment of the Mission, Vision, and Ends. The Board governs primarily through Board Policies that give direction and limit what the Operations Management Council can do. The Operations Management Council is responsible for the day-to-day operations of the Church subject to restrictions in the policies established by the Board. The Board is responsible for reviewing the actions of the Operations Management Council to ensure that they support the Mission, Vision, and Ends and are consistent with the Board Policy.

Sec. 2: Board Policy – The Board Policy contains the policies of the Board, established on behalf of the Congregation for the governance of the Congregation and all of its organizations. Board Policy is continuously reviewed by the Board as specified in the bylaws. Copies of the current complete Board Policy shall be available to members on request. The Board Policy is addressed to the Operations Management Council, which is responsible for carrying out its duties in compliance with the Board Policy. The Board Policy includes:

a. Mission: A brief, very high-level statement of the purpose of the Church. The Mission is expected to change rarely. The Mission of the Church may be amended on the recommendation of the Board and a vote of the Congregation.

b. Vision: The priorities for the desired state of the Church in several years, consistent with the Mission. The Board may update the Vision as needed.

c. Ends: The desired actionable achievements of the Church and the Operations Management Council over the next few years, consistent with the Mission and Vision. Each Church activity, program, or resource expenditure should advance one or more Ends. The OMC should prioritize those activities, programs, and resource expenditures that help accomplish the Vision. The Board should examine the Ends annually and modify them as needed.

d. Means Limitations: The actions that must not be allowed in the achievement of the Ends.

e. Board-to-OMC Linkage: The way in which the Board and the Operations Management Council will work with one another.

f. Board Job: Commitments of the Board of Directors regarding its work.

Sec. 3: Amendments – The Board Policy may be amended by a majority vote of a Board of Directors meeting, except as inconsistent with the bylaws or resolutions of congregational meetings. Changes and additions shall be posted, and summaries published as soon as possible. In addition, they should be discussed at the next congregational meeting. A two-thirds vote of the members present at a congregational meeting shall be required for repeal of a policy enacted by the Board.

ARTICLE VIII: BUDGET

Sec. 1: The Church fiscal year shall begin June 1 and end May 31 of the following calendar year.

Sec. 2: Each year before the Congregational Budget Meeting, the Operations Management Council (“OMC”) shall prepare a budget for the forthcoming fiscal year. The budget shall include anticipated income, to the best knowledge available, and authorized expenditures. The OMC shall submit the budget to the Board of Directors for approval. The submission shall include a description of how the expenditures advance the Ends, Vision, and Mission of the Church. The Board shall either approve the budget or return it to the OMC for revision, in which case the OMC shall revise the budget and resubmit it to the Board. The Board may not modify the submitted budget directly. Once the Board has approved a budget submitted by the OMC, the approved budget shall be presented to the Congregation for ratification at the Congregational Budget Meeting. The Congregation may amend the budget, but Board Policy may set limits on any deficits to be incurred to preserve the financial integrity of the Church.

Sec. 3: The OMC is responsible for executing Church affairs in accordance with the budget. The OMC shall not exceed the approved annual budget during any fiscal year by more than two percent of the total budget for any expense item or purpose without congregational approval. (There shall be no limitation on the amount of revisions of the budget for income items.) The total amount of increased expenditures shall not exceed ten percent of the total budget. A two-thirds vote of the members present at a congregational meeting shall be necessary to exceed the above amounts

Sec. 4: The Board shall commission an annual audit after the end of the fiscal year as specified in Article "Church Board of Directors".

ARTICLE IX: OPERATIONS MANAGEMENT COUNCIL (OMC)

Sec. 1: Duties – The Operations Management Council ("OMC") shall be the executive and administrative body of the Church. The actions of the Operations Management Council shall be consistent with the written policies contained in the Board Policy. Without prejudice to its general administrative powers as established in the Board Policy, the Operations Management Council shall be empowered to do the following:

- a: Organize the programs of the Church to further the Mission, Vision, and Ends of the Church in compliance with the Board Policy. Such programs shall include worship services, social events, fundraising events, education, social action, and other programs as determined by the OMC.
- b. Prepare an annual budget for approval by the Board and ratification by the Congregation as described in Article "Budget".
- c. Spend funds in furtherance of Church business in accordance with the annual budget approved by the Congregation.
- d: Investigate, report on, and/or conduct such business and affairs of the Church as the Board of Directors or Congregation may direct or authorize.
- e. With the Senior Minister's approval, employ and discharge staff personnel and establish their terms of employment and compensation.
- f. Maintain the building, grounds, and property of the Church, including both short-term and long-term needs. Major building projects or capital campaign expenditures require the approval of the Board and shall be performed according to the instructions of the Board.
- g. Pay bills and contract for services necessary to maintain the premises, carry out programs, or otherwise further the mission of the Church.
- h. Rent the building or parts of it for such purposes and for such times as the OMC shall agree.
- i. Maintain bank accounts to hold funds of the Church and to pay bills.
- j. File tax returns, nonprofit certifications, requests for grants, or other documents as may be necessary for financial or legal purposes.
- k: Maintain an accurate list of Church members with addresses and telephone numbers.

l. Establish relationships with other groups outside the Church to further the Mission of the Church by working in community, except that all representations of positions of the Church shall be bound by Article "Church Representation".

m. At least once a year, or as otherwise specified by Board Policy, the OMC shall provide written reports to the Board describing the OMC's actions during the preceding year, with explanation of the role of the actions in advancing the Mission, Vision, and Ends of the Church, and demonstrating that the actions comply with the Bylaws and Board Policy.

Sec. 2: Membership and Meetings – The CEO, Personnel Officer, Financial Officer, and the Ministers shall serve as members of the Operations Management Council. The Board of Directors may appoint additional members of the Operations Management Council for two-year terms. The CEO may also submit names of Church members to the Board, and with the approval of the Board they shall serve as members of the Operations Management Council for two years. The Council shall meet at least nine times per year, and more often as necessary. The CEO shall chair such meetings.

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Sec. 3: Quorum – A majority of the membership of the Operations Management Council shall constitute a quorum.

Sec. 4: Term Limits – No person may serve as a member of the Operations Management Council for more than eight (8) years, with the exception that the Ministers will serve for the duration of their call to the ministry of this Congregation.

Sec. 5: Committees – The Operations Management Council may establish such committees, subcommittees, and auxiliary groups as it deems desirable and establish rules for their operation. The Chair of each committee must be a member of the Church. Other committee and subcommittee members, including subcommittee chairs, may be Church members or friends as the Operations Management Council shall decide.

Sec. 6: Personnel Policy – The OMC shall establish and publish policies for hiring, firing, compensating, and setting work conditions for Church staff, consistent with Federal, State, and local laws and regulations, and in accordance with Unitarian Universalist principles.

Sec. 7: Signatories – All official documents executed in the name of the Church shall be signed by the President, the CEO, the Personnel Officer, the Treasurer, or the Financial Officer, or by an Officer designated by the President. This includes but is not limited to reports, contracts, insurance policies, and tax returns. In addition to such officers, at the request of the CEO, the Board may authorize other persons to conclude agreements and sign contracts on behalf of the Church. Each such grant of authority shall specify the person to be authorized, the purpose and period of time for which that person is authorized, and a limit on the obligation that the Church may incur. The Board may revoke such authorizations at any time.

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ARTICLE X: OMC OFFICERS

Sec. 1 – The Officers of the Operations Management Council (“OMC Officers”) shall include the CEO, the Personnel Officer, and the Financial Officer. All OMC Officers must be members of the Church.

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Sec. 2: Chief Executive Officer (CEO) – The CEO shall:

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- a: have overall responsibility for the execution of all Church programs.
- b: work with the Board President and the Ministers to coordinate Church affairs.
- c: appoint chairs of committees the OMC may choose to establish.
- d: be an ex officio member of all OMC committees.
- e: serve as a member of and chair the meetings of the Operations Management Council.

Sec. 3: Personnel Officer – The Personnel Officer shall:

- a: assume overall responsibility for personnel matters, including periodic personnel reviews, performance counseling, and recommendations to the OMC for personnel actions.
- b: serve as the chair of and a member of the Personnel Committee.
- c: serve as a member of the Operations Management Council.
- d: assume the duties of the CEO in the absence of the CEO.
- e: assist the CEO and Financial Officer as called upon.

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Sec 4: Financial Officer – The Financial Officer shall:

- a: be responsible for the recording and auditing of all books of account of the Church under Board Policy established by the Board of Directors and for the retention and preservation of all vital documents affecting financial affairs, and preparing and filing all necessary tax returns.
- b. be responsible for the preparation of a draft budget for review by the Board of Directors after approval by the OMC.
- c: prepare monthly finance reports for the Board of Directors to review.
- d: be a member of the Finance Committee and serve as its chair.
- e: work in coordination with the Treasurer to assure that all aspects of Church finances are handled properly.

f. serve as a member of the Operations Management Council.

g: assume the duties of the CEO in the absence of the CEO and the Personnel Officer.

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h: assist the CEO and the Personnel Officer when called upon.

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ARTICLE XI: MINISTERS

Sec. 1: Duties – The duties and functions of the Ministers shall be those generally associated with the traditions of the Unitarian Universalist ministry. The Church recognizes the tradition of a free pulpit.

Sec. 2: Membership – All Ministers shall be ex officio members of the Operations Management Council and its committees. The Ministers are encouraged to attend Board meetings, present reports, and participate in discussions, but they are not voting members of the Board. The Ministers shall not be members of the Nominating Committee or the Search Committee. The Ministers shall work with the President and CEO to coordinate Church affairs.

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Sec. 3: Annual Report – At the end of each Church year (as specified by the Board), each Minister shall submit to the Board a report of his/her activities during the past year and a proposal for his/her priorities for activities in the forthcoming year, with reference to the role of these activities in advancing the Mission, Vision, and Ends of the Church. The Board shall evaluate the proposal and, in consultation with the Minister and the Operations Management Council, shall agree on a plan that will constitute the work agreement between the Church and the Minister for the forthcoming year.

Sec. 4: Sabbatical – A sabbatical leave policy shall be included in the contract of each Minister per the UUMA Guidelines.

Sec. 5: Compensation Review – The Board of Directors shall annually review and recommend the compensation each Minister shall receive. The Board of Directors' recommendation shall be made at the annual budget meeting.

Sec. 6: Dismissal – A Minister may be dismissed by the vote of two-thirds of the Church members present at a special congregational meeting called for that purpose only.

Sec. 7: Severance – Three months' notice in writing is necessary to sever the relationship by either a Minister or the Congregation, unless otherwise agreed to in writing by both parties.

ARTICLE XII: STAFF

Sec.1: Definitions – Any persons employed by the Church other than Ministers are staff personnel.

Sec. 2: Reporting Structure – Staff members are hired or discharged by the Minister in close consultation with the OMC. The Personnel Officer will support the Ministers in selecting, evaluating, and supervising staff members; and will ensure that relevant Federal, State, local, UUA, and Church policies and procedures regarding staff are followed. Relations with staff members shall be governed by the Personnel Policy established by the OMC.

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Sec. 3: Job description – The OMC shall write a job description for each staff position and shall communicate this job description to any job applicant or incumbent. The OMC shall establish policies for regular review of staff member performance, including communication of the results of such reviews to each staff member.

Sec. 4: Hiring and Discharge – Policies for the hiring and discharge of staff members, including conditions of probation and grounds for discharge, shall be included in the Personnel Policy established by the OMC.

ARTICLE XIII: NOMINATING COMMITTEE

Sec. 1: Selection – There shall be five members of the Nominating Committee, each elected for a term of two years. All Nominating Committee members must be members of the Church. Following the selection of the Nominating Committee, the Committee shall elect the chair of the Committee who shall serve for a one-year term.

Sec. 2: Duties – The Nominating Committee shall be responsible for submitting nominations for Elected Officials in advance of the annual Congregational Election Meeting. The Nominating Committee shall also be responsible for providing a list of candidates to the Board for vacancies among Elected Officials that may occur between elections. The Committee shall endeavor to work year round to obtain the best qualified candidates for any positions that will be open at the next election or for any vacancies that may occur before then. The Nominating Committee shall endeavor to reflect the inclusive values of our Congregation in making its nominations.

ARTICLE XIV: SEARCH COMMITTEE

Sec. 1: Election – When needed, the Congregation shall elect seven Church members to the Search Committee, from a slate of nominees nominated by the Board of Directors or by petitions each signed by at least four Church members. The Committee shall choose its chair, and the Committee shall serve until its duty is fulfilled. In case of the resignation or inability to serve of a Search Committee member before the completion of the search, the Board shall appoint a replacement.

Sec. 2: Duty – The Search Committee shall screen candidates for ministerial positions of the Church in order to make specific recommendations to the Congregation for a vote.

Sec. 3: Procedure – The Search Committee shall follow the procedure suggested by the Unitarian Universalist Association and the Board Policy.

Sec. 4: Congregational Vote and Contract – An affirmative vote of three-fourths of the members attending a congregational meeting shall be required to call any Minister and establish compensation and other terms. The President shall inform the candidate of the result of the vote in full particulars and state the compensation and terms offered. The written acceptance of the compensation and terms shall constitute the contract between the candidate and the Church.

ARTICLE XV: CHURCH REPRESENTATION

Sec. 1: Adoption of Moral Position – The Congregation may adopt a Moral Position by an affirmative vote of two-thirds of the members present at a congregational meeting. A Moral Position states a moral issue and a general course of action based on UU principles. The resolution to adopt a Moral Position may include supporting evidence to explain the moral issue and justify the proposed course of action.

Sec. 2: Statement in Support of a Moral Position – The OMC may recommend, and by a vote of two-thirds the Board may approve, a Statement in the name of the Church in support of a previously adopted Moral Position. Such Statements would include statements to the press in regard to a current issue, petitions to various authorities, endorsements of demonstrations or proposed laws, or similar public expressions of public policy or concern. Such Statements must be consistent with the previously adopted Moral Position and may not exceed it.

Sec. 3: Authorized Spokesperson – By a vote of two-thirds, the Board may authorize a person to represent the Church on one or more specific Statements in Support of a Moral Position that have been approved by the Board. Additionally, the Board may authorize a person (such as a Minister) to represent the Church on all Statements in Support of a Moral Position that have been approved by the Board.

Sec. 4: Representation – No Church member, Minister, Church Staff, guest speaker, or other person is authorized to represent the Congregation on matters of public policy or concern unless the Board shall have approved a Statement in Support of a Moral Position specifically authorizing such representation and shall have authorized that person as to represent the Church on the matter.

ARTICLE XVI: AMENDMENT AND REPEAL

Sec. 1: Bylaws – These bylaws, as far as allowed by law, may be amended or repealed by a two-thirds vote of the members attending a congregational meeting. Notice of any proposed changes shall be announced and published at least one month prior to such meeting.

Sec. 2: Repeal – All bylaws and amendments heretofore adopted by the Church are hereby repealed.