

BYLAWS OF THE UNITARIAN UNIVERSALIST CONGREGATION OF YORK

May 22, 2016

ARTICLE I – Name

The name of this religious community shall be the Unitarian Universalist Congregation of York.

ARTICLE II – Denominational Affiliation

The Congregation shall be a member of the Unitarian Universalist Association and its corresponding Regional and District structures. It is the intention of the Congregation to make annual financial contributions to the Association equal to its fair share.

ARTICLE III – Purpose and Policies

Section 1 - Mission Statement. The Unitarian Universalist Congregation of York is a religious community that inspires the mind and spirit, honors religious freedom, and embraces diversity; its members minister to each other with love, and work for a just society.

Section 2 - Governing Documents. The Board shall oversee the creation and updating of the Mission and Vision Statements, Policy and Procedures manual for operations, Congregational Covenant, Board Policy Manual, and any and all other documents required for running UUCY.

ARTICLE IV – Membership

Section 1 - Membership Policy. All aspects of membership including admission to membership, active member standing, moving to inactive status, reactivating membership and removal from membership not mentioned below shall be done in accordance with the Policies and Procedures of Membership.

Section 2 - Admission to Membership. Any person who is sixteen (16) years or older, (OR who has completed the Coming of Age Religious Education Program) AND who is in sympathy with the Mission Statement of the Congregation and who has made a recorded financial contribution, may sign the Membership Book in the presence of a member of the Membership Committee and either the Minister of the Congregation or a member of the Board of Directors. Membership in the Congregation shall be open to anyone meeting these requirements, regardless of race, color, gender identity, disability, affectional or sexual orientation, or national origin.

Section 3 - Active Members. Persons who have been members of the Congregation for at least thirty (30) days and have made a recorded financial contribution during the past twelve (12) months shall be considered active members. As such they may vote at business meetings of the Congregation, hold elective office, and chair committees.

The total number of active members, as determined by the Membership Committee, shall constitute the official membership of the Congregation at business meetings and for denominational reports.

Section 4 - Inactive Members. Members who for a period of one (1) year have made no recorded financial contribution to the Congregation may, by decision of the Membership Committee in consultation with the ministers, be moved to inactive status, and shall not be permitted to vote on any business that may come before the Congregation. They shall be notified of this action by a letter sent to their last known address.

Section 5 - Removal from Membership. Members shall be removed from membership because of death, or written notice given by them to the Membership Committee. The Board of Directors of UUCY retains the right to remove from participation and/or membership any individual whose behavior is deemed to be detrimental to the health or safety of the Congregation.

ARTICLE V – The Congregation

Section 1 - Congregational Autonomy and Authority. The Congregation operates under the historic understanding of Congregational polity. The Congregation governs itself. Final authority in all matters resides in the Congregation and its members gathered in meeting.

Section 2 - Annual Business Meeting. The Annual Meeting of the Congregation shall be held in the month of May, at a time and place set by the Board. Included in the agenda will be: election of Officers, Directors and Nominating Committee members; presentation of the Annual Report; adoption of a budget for the ensuing fiscal year; any items placed by vote of the Board; and any items requested in writing by 10% of the active membership of the Congregation.

Section 3 - Fiscal Year. The fiscal year of the Congregation shall be from July 1 through June 30

Section 4 - Fall Program Meeting. The Fall Program Meeting will be held in September. The main purpose of the meeting will be to discuss current activities, plans, and programs of the Congregation for the coming year. Business may be conducted at this meeting.

Section 5 - Special Meetings. Special meetings may be called by the Board or the Chairperson, or by written request to the Board by at least 10% of the active membership of the Congregation.

Section 6 - Notice of Meetings. The Board Secretary or other Board representative designated by the Board Chair shall send notice of all meetings by mail or electronic means to all members of the Congregation at least 10 days before the meeting date. Such notice shall state the date, hour, place and agenda of the meeting, and for the Annual Meeting, nominations from the Nominating Committee or by petition.

Section 7 - Quorums . The usual quorum at Business Meetings shall be 20% of the active membership until that membership reaches 400 persons. For every ten (10) active members over 400, the required number of members for quorum shall increase by one (1) member.

At Business Meetings considering calling a minister, acquiring or disposing of real property, encumbering the Congregation with new indebtedness exceeding 10% of the

current operating budget or spending of Reserve Funds Principal, the quorum shall be 40% of the active membership.

Section 8 – Decisions. Motions made at a legal meeting of the Congregation will be carried by majority vote of the members present unless specifically required to be greater in these Bylaws, and shall be binding upon the Board and all its agencies and organizations. Only those members 18 years of age or older may vote on questions of acquisition or disposition of real property.

ARTICLE VI – The Board

Section 1 - General Powers and Responsibilities. Subject to the direction of the Congregation, the Board shall have charge of the Congregation’s property, business affairs and administration, and have power to receive and administer gifts and trusts. The Board shall exercise those powers of a Board of Directors enumerated in the Non-Profit Corporation Law of the Commonwealth of Pennsylvania.

Section 2 - Membership. The Board shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and five (5) Directors. All Board members must be active members of the Congregation. The Senior Parish Minister shall be non-voting ex-officio members of the board. No Board member may be the Chairperson of a standing committee. Note that ex-officio members are, by definition, full members of the body by virtue of the office they hold, as opposed to being elected members.

Section 3 – Elections.

3.1 At the Annual Meeting of the Congregation, the Chairperson, Vice Chairperson, Treasurer, and Secretary shall be elected for a two year term with the option to be nominated and re-elected for one subsequent term. All other Board members shall be elected for a three-year term. No Board member or Officer shall serve on the Board for a period of more than ten (10) consecutive years. Board Members shall be eligible to serve again after being off the board for a period of at least two (2) years.

3.2. Nominations for any vacancies on the Board shall be made by the Nominating Committee in accordance with the procedures set out in Article 8, Section 3.1.

3.3. Additional nominations for the Board may be made by written petition, signed by at least 10% of the active membership of the Congregation and filed with the Board Secretary at least three weeks before the Annual Meeting.

Section 4 - Vacancies. A vacancy on the Board or of a committee chair shall be filled by a person nominated by the Nominating Committee and elected by a majority vote of the remaining Board members. Term of such election shall be until the next Annual Meeting, when the remainder of any term shall be filled by vote of the Congregation.

Section 5 - Removal. Any Board Member absent for three consecutive meetings of the Board, without notice given to the Chairperson or Secretary, shall be considered to have

resigned. Any Board Member may be removed by vote of two-thirds of the members present at any meeting of the Congregation called for that purpose.

Section 6 - Succession. The new Board shall take office on July 1 following the Annual Meeting and shall be convened by the Chairperson during the month of July.

Section 7 - Regular Meetings of the Board. The Board shall meet at least once every month on a regular basis. Date, time and place shall be publicized to the Congregation, meetings are open to all members of the Congregation, and minutes shall be posted in accordance with the Policies and Procedures Manual.

Section 8 - Special Meetings of the Board. Special meetings of the Board can be called by the Chairperson or any two Board members. Date, time and place of any such meeting must be specified in the notice, which shall be given at least three days prior to the meeting. Advance notice may be waived by unanimous consent of the Board. Minutes shall be posted in accordance with the Policies and Procedures Manual.

Section 9 - Executive Sessions. The Board may go into executive session at any regular or special meeting, provided that any action taken is reaffirmed at an open meeting of the Board. Executive Session shall be limited to all Board members (including ex-officio members). Other persons may attend at the invitation of the Board.

Section 10 - Quorum. A majority of the Board members shall constitute a quorum for transaction of business at any Board meeting.

Section 11 - Informal Action. Action taken by a majority of the Board without a meeting, when an attempt has been made to contact all members, is valid Board action. The action will be subject to review at their next regular or special meeting. A resolution of the action and the recorded vote shall be entered into the minutes.

Section 12 - Program Council

12.1 **General Powers and Responsibilities.** The Program Council is empowered by the Board of Directors to enable and encourage the day to day operations and ministerial mission of the Congregation and the various groups and committees operating on behalf of the Congregation and the Board of Directors. The Program Council Charge and Groups are enumerated in the Policies and Procedures Manual, and shall be maintained by the Board of Directors.

12.2 **Membership.** The Program Council membership consists of the Vice Chairperson of the Board, Treasurer, Staff Representative, and one (1) elected representative for each of the Program Council Groups as defined in the Policies and Procedures Manual. All elected Program Council members must be active members of the Congregation, and will be nominated and elected in the same manner as the members of the Board of Directors, as outlined in this Article. The Vice-Chairperson of the Board shall serve as the ex-officio Chair of the Program Council. The Staff Representative shall either be the Senior Minister, or a member of the Professional or Ministerial Staff appointed by the Senior Minister to serve on behalf of the Program and Ministerial Staff.

12.3 **Meetings.** The Program Council will meet regularly to ensure the continued support of the Ministry and the Mission of the Congregation, and to affirm actions taken on behalf of

the Program Council. These meetings will follow the same standards as established for Board Meetings as defined in this Article.

ARTICLE VII – Responsibilities of Board Members

Section 1 - Chairperson. The Chairperson, as the principal officer of the Congregation and the Board, shall oversee the business and program of the Congregation, as decided upon by the Board and subject to these Bylaws. The Chair shall also preside at meetings of the Board and the Congregation.

Section 2 - Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in his/her absence, and such other duties as the Board may direct. The Vice-Chairperson shall act as the ex-officio Chairperson of the Program Council and as the liason between the Board and the Nominating Committee.

Section 3 - Secretary. The Secretary shall keep minutes of meetings of the Board and the Congregation, post minutes, give meeting notices as required, maintain the Policy Manual, prepare denominational reports, handle formal Board correspondence, and perform other duties as the Board may direct.

Section 4 - Treasurer. The Treasurer, as the chief financial officer of the Congregation, shall keep or cause to be kept a full and accurate account of the finances of the Congregation, make monthly financial reports to the Board and an annual report to the Congregation, serve on the Finance Committee, and perform other duties as the Board shall direct. The Treasurer shall be bonded, at the Congregation's expense. The Treasurer shall be an ex-officio member of the Program Council.

ARTICLE VIII – Committees

Section 1 - Chairpersons. Committee chairpersons must be members of the Congregation and may not be Board members. Committee members need not be Congregation members, except as required elsewhere.

Section 2 - Standing Committees. The Standing Committees of the Congregation shall be defined and described in the Policies and Procedures Manual. The chairperson(s) of each Standing Committee shall be elected for a two-year term. No chairperson of a Standing Committee shall serve for more than three consecutive terms.

Section 3 - Nominating Committee. This committee shall consist of five members of the Congregation. Two shall be elected by the Congregation, two by the Board, each for a term of two years. Terms shall be staggered, with the Congregation electing one person each year at the Annual Meeting and the Board electing one prior to the Annual Meeting. The fifth member shall be appointed by the Board for a two-year term, and shall serve as Chairperson of the Committee. Members of this Committee are limited to serving two years, but may be re-elected after having been off the Committee for at least one year.

3.1 - Duties of the Nominating Committee. The Nominating Committee shall, on an annual basis, prepare and submit a slate of candidates for:

1. The open Board positions.
2. The Chairs of all standing committees with the exception of Nominating and Ministry.

At least five weeks before the Annual Meeting of the Congregation, the Nominating Committee shall present its nominations to the Board Secretary, who shall publish these nominations at least four weeks before the Annual Meeting.

3.2. On the resignation or dismissal of a Minister, the Nominating Committee shall prepare and submit to the Congregation a slate of not less than seven candidates for a Search Committee.

Nominations for the position(s) of committee chairperson(s) may also be made from the floor at the Annual Meeting.

Section 4 - Other Committees

4.1 Committees other than standing committees shall be established by the Board in one of two ways:

1. Members of the Congregation who perceive a need for a new committee shall write a mission statement and submit it to the Board for approval.
2. The Board may see the need for a new committee, write a mission statement and solicit members of the Congregation to join.

4.2 A committee other than a standing committee may be disbanded at the discretion of the Board of Directors.

Section 5 - Task Groups

5.1. The Board may from time to time, as it deems necessary, create Task Groups. Task Groups shall be composed of persons solicited by the Board, and are also open to any interested members of the Congregation.

5.2. The Board shall determine the mission statement, scope and responsibilities of the Task Group. Task Groups shall not exist for more than one year.

5.3. The facilitator for a Task Group shall be selected by members of that Task Group from within its members.

ARTICLE IX – Minister

Section 1 - Nature of the Ministry. The Minister shall act as a spiritual leader of the Congregation, as worship leader, counselor, advisor, educator, friend. The Minister shall be responsible for the nature of his/her ministry, and shall have freedom of expression in the Congregation and in the community.

Section 2 - Call of a Minister. The Minister may be called by recommendation of a Ministerial Search Committee, and an eighty-five percent (85%) vote of members of the Congregation at a meeting called for that purpose. A Search Committee of seven members shall be elected by the Congregation from a slate presented by the Nominating Committee,

and the Vice Chairperson or a past Chairperson will be appointed by the Board as a liaison member.

Section 3 - Letter of Covenant. The call to the Minister shall be a vote upon a Letter of Covenant previously worked out between the Ministerial Candidate and the Board. This may include, but shall not be limited to, the Minister's compensation, employment benefits, vacation, sabbaticals, continuing education, and the nature of the ministry. This agreement shall be reviewed yearly by the Minister and Board, but may be changed only by agreement of Board and Minister.

Section 4 - Interim and Other Contract Ministry. Upon authorization by a vote of the congregation at a meeting called for such purpose, the Board may seek out and contract with a minister for the purpose authorized.

Section 5 - Administrative Involvement. Recognizing that the Congregation is responsible for its own governance, the Minister may serve as an advisor to all committees of the Congregation, with the exception of the Search Committee for a Senior Minister.

Section 6 - Records and Reports. The Minister shall be responsible for maintaining an ongoing record of Weddings, Funerals or Memorial Services, and Dedication of Children held in connection with the Congregation or his/her ministry. The Minister shall report regularly to the Board on his/her work, and shall prepare a yearly report for the Annual Meeting.

Section 7 - Annual Evaluation. An annual evaluation of Congregational Ministry may be undertaken by the Committee on Ministry and the Board for the purpose of improving Congregational Ministry.

Section 8 - Tenure of Called Ministry. The tenure of a Called Minister shall be ongoing, but may be ended by resignation, or by a two-thirds vote of the Congregation for dismissal at a meeting called for that purpose.

A Called Minister who resigns shall give the Unitarian Universalist Congregation of York at least three months notice, unless the Board shall waive this requirement. A Minister who is dismissed shall be given at least three months notice. Details of termination may be negotiated between the Minister and the Board.

ARTICLE X – Professional and Other Staff

Section 1 – Duties and Definitions. All Staff Duties and Definitions shall be enumerated and Maintained in the Policies and Procedures Manual.

ARTICLE XI – Review and Amendment

Section 1 - The Bylaws shall be reviewed each fiscal year, at least sixty (60) days before the Annual Meeting, by the Board or through a designated committee, which may make recommendations for changes.

Section 2 - The Bylaws may be amended by a two-thirds vote of those active members present and voting at any meeting of the Congregation called for that purpose. Proposed changes may come from the Board or its designated committee or by petition of 10% of the active membership of the Congregation. The Board Secretary or other Board representative designated by the Board Chair shall send notice of the proposed Bylaws changes by mail or electronic means to all members of the Congregation at least thirty (30) days before the meeting date.

ARTICLE XII – Dissolution

If the Congregation ceases to function as a religious community and the membership votes to disband, all property of the Congregation, whether real or personal, shall be transferred to the Unitarian Universalist Association to be held in trust for a possible future Unitarian Universalist Congregation in York County, Pennsylvania. This provision shall apply to all property donated to the Congregation whether by Will or other manner unless the donor expressly provides otherwise.

ARTICLE XIII – Rules of Procedure

The rules contained in Roberts' Rules of Order, as revised, shall guide this Congregation in the conduct of its meetings to the extent that they are not inconsistent with the Bylaws. Any dispute involving interpretation of the provisions of these Bylaws shall be decided by majority vote of the full Board. Such decision shall be final unless appealed by any member of the Congregation to a legal meeting of the Congregation and overruled by majority vote.