

BYLAWS OF
FIRST UNITARIAN CHURCH OF BALTIMORE
(Universalist and Unitarian)

ARTICLE I: CHURCH MEMBERSHIP

Section 1. Becoming a Member. The membership of the Church shall be composed of persons who, being in sympathy with the Church purpose and program, sign the Church membership book and are acknowledged as members by the Board of Trustees. No member is required to subscribe to a creed, participate in any ceremony, or adhere to any particular interpretation of religion or any particular religious belief.

Section 2. Non-Discrimination Clause. In concurrence with the bylaws of the Unitarian Universalist Association, we declare and affirm our special responsibility and that of our members to promote the full acceptance into membership and participation of persons in all of our activities and in the full range of human endeavor without regard to race, color, gender, gender identity or expression, physical or mental challenge, affectional or sexual orientation, age or national origin.

Section 3. List of Members. The Board shall keep the official list of members of the Church.

Section 4. Withdrawal. A member may withdraw from membership by giving written notice.

Section 5. Inactive Members; Removal. At the close of each fiscal year, the Board of Trustees shall cause to be compiled a list of inactive members who have not been active and have not made a recorded financial contribution to the Church during the previous fiscal year. Members whose addresses cannot be accurately determined, or who have demonstrated a lack of interest or whose geographic relocation makes their future participation unlikely or impossible, shall be notified at their last address of record, that if no protest is received within thirty days of such notice, the Board may remove their names from the list of active members or may place their names on a list of emeritus members.

ARTICLE II: CONGREGATIONAL MEETINGS

Section 1. Annual Meetings. The annual meeting of the Congregation shall be held during the thirty days before the first day of the fiscal year of the Church.

Section 2. Special Meetings. Special meetings of the Congregation may be called by a majority of the members of the Board of Trustees at a duly called Board meeting. A special meeting of the Congregation shall also be called if a resolution to that effect is signed by twenty-

five Church members. The business transacted at a special meeting shall be confined to the specific purposes stated in the notice.

Section 3. Notice of Meetings. Notice of an annual or special meeting of the Congregation shall be mailed to all members at least fourteen days before the meeting by the Secretary, and shall be announced at the two Sunday worship services immediately preceding the meeting. Notice of an annual meeting shall state the place, date, and time of the meeting and shall include the names of nominees of officers, trustees, and nominating committee members. Notice of a special meeting shall state the place, date, and time of the meeting, who called the meeting, and each of the purposes of the special meeting.

Section 4. Eligibility to Vote. Members of the Church who are eighteen years or older, have been members for the preceding three months, and who, in addition, have either participated in the activities of the Church or have made a recorded financial contribution to the Church, are eligible to vote at meetings of the Congregation.

Section 5. Place of Meetings. Annual and special meetings of the Congregation shall be held at the Church, unless otherwise determined by the Board of Trustees in the event of an emergency. The date and time of the meeting shall also be set by the Board of Trustees.

Section 6. Quorum; Voting. Forty members or twenty-five percent of the Church membership, whichever is smaller, entitled to vote and present at an annual or special meeting, shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. A plurality of all the votes cast at such a meeting is sufficient to elect an individual as an officer, trustee, or nominating committee member.

Section 7. Adjournments. Whether or not a quorum is present, a meeting of members convened on the date for which it was called may be adjourned from time to time by the members present by a majority vote. Any business which might have been transacted at the original meeting may be transacted at any adjourned meeting at which a quorum is present. A notice for the new meeting time shall be made in accordance with Section 3 of this Article.

Section 8. List of Members. The Secretary, or person designated by the Secretary, shall attend each Congregational meeting and make available the list of members for inspection at such meeting.

Section 9. Meeting Rules. Prior to each meeting, the Board of Trustees shall appoint a parliamentarian to serve at the meeting. Meetings shall be conducted in accordance with the latest edition of the Newly Revised Roberts' Rules of Order, unless other rules are adopted by a majority of the members present at the meeting. If both the President and Vice President are absent, the chair for that meeting shall be elected by a majority vote of the members present and entitled to vote.

ARTICLE III: BOARD OF TRUSTEES

Section 1. General. The Board of Trustees shall have charge of all of the business of the Church. This responsibility or authority shall include, but is not limited to, the following:

- a. to have custody, through its officers or other named persons, of all funds of the Church, title of the Church, insurance papers, and other evidence of property;
- b. to protect and preserve the property of the Church, and to keep the physical property insured in a reasonable sum;
- c. to propose a budget for adoption by the Congregation each year at the Annual Meeting, and adjust the budget as necessary throughout the year.
- d. to borrow money in accordance with Article VII, Section 4 of these Bylaws, and to review and order paid the bills of the Church;
- e. to oversee the employees of the Church, including hiring and termination, and approval of terms of employment and duties and responsibilities;
- f. to establish such committees, in addition to the standing committees, as may be required from time to time to fulfill the mission of the Church, in accordance with Article V, Section 7 of these Bylaws;
- g. to approve all committee chairpersons, unless otherwise specified in the charter or bylaws, and to establish and maintain regular and on-going communication between the Board of Trustees and each committee;
- h. to regulate and govern the use of all church facilities and property; and
- i. to cause to be conducted in accordance with UUA recommendations an outside audit of all church financial records; and
- j. to perform such other duties as usually pertain to a Board of Trustees.

Section 2. Number; Election; and Term of Office. The Board of Trustees shall consist of the four Officers (President, Vice President, Treasurer, Secretary) and seven Trustees. The Officers shall each serve terms of one year and are eligible for re-election. Officers shall serve no more than three consecutive terms. The Trustees shall serve staggered terms of three years and are not eligible for re-election until after an interval of one year. All Officers and Trustees shall hold office until their successors are elected and take office. The three classes of Trustees shall consist of two, two, and three Trustees, respectively. The terms of all elected positions shall begin immediately following the annual meeting.

Section 3. Nomination of Officers and Trustees.

a. Nomination by Nominating Committee. The Nominating Committee shall publish a call for nominations for Officers, Trustees, and Nominating Committee members at least sixty days before the annual meeting. The Committee shall then submit a list of one or more persons nominated by the Committee for each position to be filled to the Secretary no later than three weeks before the annual meeting.

b. Nomination by Petition. Nominations may also be proposed by any Church member, by delivery of the nomination together with the signatures of at least ten other members supporting that nomination to the Secretary for publication.

c. Nominations from the Floor at the Annual Meeting. Any member may make a nomination from the floor of the Annual Meeting for any position.

d. Consent to be Nominated. No person may be nominated without that individual's consent.

e. Notice of Nominations. The Secretary shall cause to be published and distributed to members of the Congregation, along with the notice of the meeting, a list of persons nominated by the Nominating Committee or by petition for the positions of President, Vice President, Secretary, and Treasurer, the open positions on the Board of Trustees and the Nominating Committee. The names of the nominees shall be published in the Order of Worship at least twice prior to the date of the meeting.

Section 4. Election of Officers and Trustees. The Officers and Trustees shall be elected at the Annual Meeting each year by the members of the Congregation. Each member of the Congregation shall be entitled to vote for one person for each office, to vote for as many Trustees as are to be elected, and to vote for as many Nominating Committee members as are to be elected. Nominees receiving the highest numbers of votes shall be declared elected. A tie vote shall be resolved by another ballot.

Section 5. Vacancies. When a vacancy occurs on the Board of Trustees, the Board may appoint a member of the Congregation to serve in that capacity until the next Annual Meeting, at which time the Congregation shall elect a member to serve for the remainder of the term.

Section 6. Qualification for Office. Any member who for the previous year has been entitled to vote in accordance with Article II, Section 4, is eligible to serve as a Trustee or Officer.

Section 7. Meetings.

a. Regular Meetings. The Board of Trustees shall provide for its regular meetings.

b. Special Meetings. Special meetings of the Board may be called (i) by the President, or (ii) in the President's absence by the Vice President, or (iii) by any three members of the Board of Trustees. The business conducted at a special meeting is limited to the purposes stated in the notice required by Subsection c of this Section 7.

c. Open Meetings. All regular and special meetings of the Board of Trustees shall be open to any member of the congregation, unless the Board is meeting in executive session.

d. Notice of Board Meetings. The time, place, and date of regular Board meetings shall be published at a reasonable time in advance of the meeting by means including mail, e-mail, the web site, the Beacon, or the Order of Worship. Notice of a special meeting, including a brief description of the purpose of the meeting, shall be sent to all members of the Board of Trustees at least forty-eight hours before the meeting, and whenever possible, shall be published as well.

Section 8. Quorum; and Voting. A simple majority of the members of the Board of Trustees shall constitute a quorum for the conduct of any meeting of the Board.

Section 9. Executive Committee. The Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer, and/or such Trustees as the Board shall deem appropriate. The members of the Executive Committee shall serve at the pleasure of the Board of Trustees. The Executive Committee shall have the power to act between Board meetings, and shall report to the board any action so taken at the next Board meeting.

Section 10. Removal. Any Officer or Trustee may be removed from office at any time for cause by the affirmative vote of at least two-thirds of the members of the Church entitled to vote and present at a special meeting of the Congregation called for that purpose.

ARTICLE IV: OFFICERS

Section 1. General. The Officers of the Church shall be the President, Vice-President, Secretary, and Treasurer, who shall be members of the Board of Trustees by virtue of their office. The Church may also have such other assistant officers as may be established by the Board of Trustees.

Section 2. President. The President shall be the chief executive officer of the Church, having general supervision of the business and affairs of the Church. The President shall preside at meetings of the Board of Trustees and at meetings of the Congregation. The President may sign and execute, in the name of the Church, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution shall have been expressly delegated to some other Officer or agent of the Church; and, in general, shall perform all duties usually performed by a president of a church or corporation and such other duties as are from time to time assigned to the President by the Board of Trustees.

Section 3. Vice President. The Vice-President shall have such powers and perform such duties as are from time to time assigned by the Board of Trustees or by the President. At the request of the President, or in the absence or inability of the President to act, the Vice-President shall perform the duties, have the powers, and exercise the functions of the President.

Section 4. Secretary. The Secretary shall:

- a. keep the minutes of all meetings of the Board of Trustees and the Congregation in books provided for that purpose, and regularly post those minutes;
- b. be custodian of the books, minutes, member and related lists, bylaws, legal documents and contracts of the Church;
- c. cause all notices to be duly given in accordance with the provisions of the charter and these bylaws or as required by law;
- d. give such notices of the meetings of the Board of Trustees as it shall direct;
- e. witness any document on behalf of the Church;
- f. perform such other duties as are assigned to the Secretary from time to time by the Board of Trustees or the President; and
- g. perform such other duties as are usual to such office.

Section 5. Treasurer. The Treasurer shall:

- a. have charge of all funds, receipts, and disbursements of the Church;
- b. cause the Church funds to be deposited, in the name of the Church, in depositories approved by the Board of Trustees;
- c. keep and maintain the financial books and records of the Church, except as kept by the Investment Committee and the Endowment Committee;
- d. provide monthly to the Board and annually to the Congregation financial reports showing current income and expenses, and the financial condition of the Church;
- e. be a voting member of the Investment and Endowment Committees;
- f. perform such other duties as are assigned to the Treasurer from time to time by the Board of Trustees or the President; and
- g. perform such other duties as are usual to such office.

Section 6. Assistant Officers. The assistant officers of the Church, if any, shall have such duties as are from time to time assigned to them by the Board of Trustees, or the President. The Board of Trustees or the President may from time to time authorize the appointment of assistant officers, to serve at the pleasure of the Board of Trustees. The Board of Trustees, or any officer authorized by the Board, may remove an assistant officer at any time. The Board of Trustees, or any officer authorized by the Board, may fill a vacancy which occurs in any assistant office for the unexpired portion of the term.

ARTICLE V: CONGREGATIONAL COMMITTEES

Section 1. Standing Committees. The permanent, standing committees of the Congregation shall be the Architectural and Historical Review Committee, the Investment and Endowment Trust Committee, the Committee on Ministry, and the Nominating Committee.

Section 2. Architectural and Historical Review Committee.

a. Membership. The Architectural and Historical Review Committee shall consist of up to five members, who are appointed by the Board of Trustees.

b. Purpose and Duties. The duties of the committee shall be:

1. To review, evaluate, and approve, disapprove or modify any and all proposed repairs, renovations, and improvements to the physical plant that relate to the architectural integrity of the buildings, and to make recommendations to the Board of Trustees with respect to such changes;
2. To review the progress of such changes to insure that they are carried out in accordance with the proposals adopted; and
3. To recommend needed restoration or improvement projects.

Section 3. Investment and Endowment Trust Committee.

a. Membership. The Investment and Endowment Trust Committee shall consist of up to nine members, up to six of whom shall be appointed by the President, subject to confirmation by the Board of Trustees, to serve terms of three years each. The President, the Vice President, and the Treasurer shall be members of the Committee. The Assistant Treasurer or a designated representative of the Treasurer may act as a member of the Committee in the absence of the Treasurer.

b. Purpose. The Committee shall have supervision and control, subject to the authority of the Board of Trustees, of the financial assets of the Church. Its investment objective is to safeguard the principal value of such assets, to obtain appropriate capital appreciation, and to secure such growth of future income as is consistent with safety. The Committee shall also accept, manage and distribute funds granted with the stipulation that the principal be kept intact or that the use of the funds be restricted in accordance with specific instructions of a donor.

c. Authority and Duties. The Committee shall have authority to make such purchases, pledges, sales, exchanges and changes of investments as shall, from time to time, seem prudent, without prior authorization by the Board of Trustees. The Committee shall have authority, with the approval of the Board of Trustees, to select and employ an investment counselor and to entrust the safekeeping of the securities comprising the funds to a bank, trust company or brokerage under an agency agreement. The Committee shall not commingle funds granted to the Church with the stipulation that the principal be kept intact with funds granted without such stipulation. The Committee shall present a report to the Board of Trustees monthly, and to the Congregation annually.

d. Named Funds. There shall be four major named funds under the jurisdiction of the Committee in addition to such special purpose funds as changing circumstances from time to time shall require. These funds are as follows:

i) The Investment Fund. Both the principal and the yield of this fund are available for unrestricted use by the Congregation.

ii) The Historic Preservation Fund. Both the principal and the yield of this fund are available but their use is restricted to repairs, restoration and improvement of the Church property.

iii) The Endowment Trust. The principal of this fund shall be kept intact. The use of disbursements from the trust is unrestricted.

iv) The Major Maintenance and Repair Fund. The principal of this fund shall be kept intact. The use of disbursements from the fund is restricted to major maintenance, repairs and improvements to the Church property.

e. Disbursements. Each year the Committee shall determine, pursuant to the directives of the grantors, what amounts will be made available for disbursement from funds whose principal is to be kept intact. The Committee shall make every effort to maintain the stability of the purchasing power of such disbursements by allowing the current value of such funds to appreciate along with the Consumer Price Index.

No disbursements shall be made from a fund whose principal is to be kept intact except from the amount by which the current market value of the fund exceeds the “inflation-adjusted principal” of the fund. In the event that the Board of Trustees believes that the best interests of the church can only be met by invading the principal of a restricted fund, this can only be done after approval by the congregation at a special meeting called for this purpose. Such approval requires a vote of two-thirds of the members present and entitled to vote at the meeting.

Section 4. Nominating Committee.

a. Purpose. The Nominating Committee proposes and submits a list of nominees, along with any other candidates, in accordance with these bylaws prior to each annual meeting, for each open seat on the Board of Trustees, for each officer position, and for each open seat on the Nominating Committee. The Committee forms the list of nominees and other candidates through a process of published notices and interviews consistent with these bylaws.

b. Number; Eligibility; Chairperson. The Nominating Committee shall be composed of five members. Any person who has been a member of the Church for at least one year is eligible to be nominated or appointed to the Committee. One nominee shall, if possible, be a Trustee finishing a term on the Board. No member of the Nominating Committee shall also be a currently serving Trustee or Officer. No person may serve two consecutive terms on the

Nominating Committee. The members of the Committee shall elect its chairperson at the initial meeting of each year.

c. Election; Term; Vacancies. The candidates nominated for the Committee in accordance with Article III , Section 3 of these bylaws shall stand for election at the annual meeting of the Church. The candidate(s) with the largest numbers of votes shall fill the open seat(s) with full terms. The candidate with the next largest number of votes shall fill the seat vacated by any nominee who may be elected to an office for the remainder of that seat's term. Each member shall serve a two-year term, except that at the 2003 Annual Meeting, three persons shall be elected for a term of two years, and two persons shall be elected for a term of one year. Any vacancy on the Committee shall be filled through appointment by the Board for the remainder of the regular term of that seat.

Section 5. Committee on Ministry.

a. Purposes. This Committee shall promote and facilitate the relationship between the Minister(s) and the Congregation. It shall have oversight responsibility for the ministry of the Congregation. The Committee shall receive, investigate, and respond to matters affecting the relationship between the Minister(s) and the Congregation, and where appropriate, between the Minister(s) and the Board of Trustees. When called upon, the Committee shall provide support to the Minister(s) consistent with the duties of the Committee set forth in subsection c. of this Section 5.

b. Membership. The Committee on Ministry shall be composed of six voting members, each of whom has been a member of the Church for at least one year. Members' terms shall be three years, with two members being appointed each year. One of those persons shall be appointed by the Minister(s) and one shall be appointed by the Board of Trustees. The Minister(s) shall be (a) non-voting member(s) of the Committee. The Board shall appoint the chairperson.

c. Duties. The Committee on Ministry shall:

1. evaluate the communication and interaction between the Minister(s) and the Congregation, conduct surveys, when appropriate to gather information about the views, feelings, and needs of the Congregation relative to the Ministers and the ministry of the Ministers and the Church;
2. review and evaluate the performance of the Minister(s) every third year, or more often as it deems appropriate;
3. submit a compensation recommendation to the Board annually in January;
4. review periodically the Minister(s)' job description and terms of employment with the Minister(s), and renegotiate the terms of the contract, in consultation with the Board of Trustees, if appropriate; and

5. perform other duties determined by the Committee and/or the Board of Trustees.

Section 6. Other Committees. The Board of Trustees shall establish, in addition to the standing committees, such other committees as may be required from time to time to fulfill the mission of the Church. For each committee that it establishes, the Board will define the duties of the committee, establish the term of the committee, designate a chairperson(s) of the committee and appoint its members.

ARTICLE VI: MINISTERS

Section 1. Duties. The Minister(s) shall be generally responsible for the religious and ceremonial services at the Church, and for the spiritual affairs and needs of the Church and the Congregation. The specific duties and responsibilities of the Minister(s) shall be set forth in the employment contract between the Church and the Minister. The Minister(s) shall have freedom of the pulpit and freedom to express their views in Church and in the community.

Section 2. Membership on Committees. The Minister(s) shall be non-voting participants on the Board of Trustees. A Minister(s) may be on any such other committee as the Board shall appoint them to, again with no vote.

Section 3. Appointment of New Ministers. A Ministerial Search Committee, consisting of seven members, shall be elected at a Special Meeting of the Congregation. The Nominating Committee shall present a slate of names for nomination as member of the Ministerial Search Committee. Nominations shall be accepted from the floor. The purpose of the Ministerial Search Committee shall be to identify, research, interview and recommend to the Congregation, candidates for any open ministerial position. The Minister(s) shall be called by a two-thirds vote of the Church members present and entitled to vote at a Special Congregational Meeting called for that purpose.

Section 4. Termination. An affirmative vote of two-thirds of the Church members present and entitled to vote at a duly called meeting is required to terminate a minister's contract or services, unless the contract specifies a lesser vote requirement.

ARTICLE VII: GENERAL PROVISIONS

Section 1. The Congregation. The congregation may override any decision of the Board of Trustees by a two-thirds majority of the members present and entitled to vote at a duly called meeting of the congregation.

Section 2. Fiscal Year. The Board of Trustees shall determine the fiscal year of the Church.

Section 3. Signature Authority. The Treasurer or the Assistant Treasurer and one of the other three Officers shall be authorized signatories on all monetary accounts of the Church as approved by the Board of Trustees, subject to the provisions of Article V, Section 3(e) of these Bylaws. These Officers shall be authorized agents to sign evidences of indebtedness as approved to be issued. Additional signatories may be authorized by the Board. Such signatories shall be reviewed annually.

Section 4. Indebtedness. The Board of Trustees is authorized to borrow money and enter into debt agreements provided that the sum borrowed, together with all previous sums borrowed and still owing, shall not exceed twenty percent of the Church budget as approved by the Church members at the previous annual meeting.

Unless specifically authorized otherwise herein, no committee shall have power to obligate the Church in any way, without first obtaining authorization from the Board of Trustees for any such action or commitment.

Section 5. Non-Discrimination Policy. The Board of Trustees shall determine which persons or organizations, in and out of the Church, may use the Church facilities, for what purpose, and under what conditions. Use of the Church facilities shall not be denied on the basis of race, color, gender, gender identity or expression, physical or mental challenge, affectional or sexual orientation, age or national origin.

Section 6. Non-Profit Status. Neither the Church, the Board of Trustees, nor any Officer or employee of the Church shall take any action or allow any activity or use of the Church property which may endanger the nonprofit corporate status or charitable, tax-exempt status of the Church or its property. Nothing in these bylaws shall be construed to allow a violation of this Section.

Section 7. Amendments to Bylaws.

a. Proposal. Amendments to these bylaws shall be proposed at a Special Meeting or Annual Meeting of the Congregation either by the Board of Trustees, or by a majority vote of the members present and entitled to vote at the meeting.

b. Notice. The proposed amendment(s) shall be mailed to members of the Congregation at least two weeks in advance of the Congregational meeting at which the proposed amendments shall be considered.

c. Adoption. At a meeting of the Congregation subsequent to the meeting at which the amendment was proposed by either the Board of Trustees or the Congregation, the proposed amendment(s) shall be considered and acted upon. If adopted by a two-thirds majority vote of those members present and entitled to vote, the proposed amendment(s) shall become part of the bylaws of the Church.