

Bylaws of the First Universalist Church of Minneapolis

Approved June 3, 2018

Preamble

First Universalist of Minneapolis (the "Church") is a nonprofit corporation, organized under Minnesota Statutes Chapter 317A.

Article I - Members

1. Eligibility for Membership

Any person fourteen years of age or older who subscribes to the mission and values of First Universalist Church (the "Church") and who desires to become a member of the Church may do so by signing the book kept by the Church for such purpose. The name will be added to the Register of Members.

2. Voting Members

A member shall become a voting member of the Church upon making a pledge in any amount to the current or upcoming operating fund or upon receiving a waiver regarding such pledge, from a minister of the Church. Unless a waiver has been received, if no pledge contribution has been received from that person, or that person's household, at the time of a congregational meeting vote, then the member shall not be considered a voting member for the purposes of that meeting or that vote and until such time as a pledge contribution is received or a waiver is granted.

3. Register of Members

There shall be a register of the names of all members and voting members. Membership shall be reviewed at least annually by Executive Leadership. Members who do not respond to membership status inquiries mailed to their most recent postal or email address listed with the Church, shall be removed from membership after a period of one year from the date of such mailing.

4. Resignation of Membership

Any member may resign at any time by giving notice to a member of the Executive Leadership of the Church.

Members who have requested resignation shall be removed immediately.

Article II - Meetings of the Church

1. Annual Meeting

The annual meeting of the Church shall be held at the building where the usual religious services are held, or elsewhere at such place as may be designated by the Board of Trustees, at such time each year as the Board of Trustees shall determine. The purposes of the meeting shall be:

- To present various annual reports to the membership;
- To elect Board Trustees and Officers, the Chair and Directors of the First Universalist Foundation, Members of the Nominating Committee, and Delegates to the General Assembly of the Unitarian Universalist Association;
- To present and approve of the budget recommended by the Executive Leadership and the Board of Trustees for the next fiscal year;
- To discuss and vote on resolutions properly presented; and
- To transact other business which may be properly placed on the agenda.

Thirty (30) days prior to the Board's adoption of a budget to present at the Annual Meeting, the Executive Leadership shall notify the members of a meeting to discuss with members the proposed budget. Such meeting shall occur prior to the Board's adoption of the budget.

2. Meeting Quorums

Ten (10) percent of the voting members of the Church shall be required to form a quorum at all meetings, except that for the purpose of selecting or removing a minister the quorum shall be twenty-five (25) percent.

3. Special Meetings

Special meetings of the Church may be called by the Board of Trustees. If a written request to the Board of Trustees by 50 voting members or ten (10) percent of the members (whichever is fewer) for a special meeting is denied by the Board of Trustees, said meeting may be called by such 50 voting members or ten (10) percent of the members (whichever is fewer).

4. Meeting Notices

Written notice of each meeting of the Members, whether the Annual Meeting or a Special Meeting, shall be sent to each member and posted on the website at least seven (7) days before the meeting, addressed according to the most recent membership records. Notice may be provided by electronic means when possible.

Notice of the meeting shall include an agenda of the principal matters of business to be considered at the meeting.

5. Meeting Agendas

Any voting member desiring to have any matter considered at the meeting shall request the Board of Trustees to place it on the agenda, and if it is in the form of a resolution, shall furnish the Board with a copy of such resolution. Such request shall be presented to the Board of Trustees in writing at least fourteen (14) days prior to the meeting, or such later date as the Board of Trustees may designate. The Board may place such requested item on the agenda and must do so if the request is supported in writing by at least 15 voting members of the Church. If the request is approved for inclusion on the agenda and includes a resolution, such resolution shall be reproduced by the Board of Trustees and distributed to the voting members as a part of the notice of the meeting. Matters not placed on the agenda may nevertheless be considered at the meeting, but may not be put to final vote unless three-fourths (3/4ths) of the voting members present at such meeting shall first vote to so consider it. If the meeting is a special meeting, business transacted at the meeting which is not included in the purposes described in the notice of the meeting may be voidable as described in Minn. Stat. 317A.433.

6. Voting by Proxy.

There shall be no voting by proxy by members until the Board's establishment of a proxy voting policy in line with our values of inclusion and democracy.

Article III - Board of Trustees

1. Board Membership

- a. The Board of Trustees shall consist of nine (9) members, except as provided in the paragraph below. Each Trustee shall be a voting member of the Church and shall be elected for a term of three (3) years. The terms shall be staggered so that no more than three (3) Trustees shall be elected for three-year terms at the same annual meeting. At every annual meeting, voting members shall elect the requisite number of Trustees and vote on any vacancies that have been filled by the Board since the last annual meeting. A Trustee may be nominated to serve a second consecutive term. A Trustee who has served two consecutive terms may not be nominated to serve an additional term until the Trustee has been off the Board of Trustees for at least three years.
- b. A Trustee shall take office upon the election of that Trustee and shall continue until the term expires, the Trustee resigns or dies, or the Trustee is removed. In the event of a vacancy on the Board of Trustees for any reason, the Board may at its sole discretion elect a successor to fill the

vacancy for the remainder of the unexpired term. Such election shall be subject to approval by voting members of the Church at the next annual meeting.

- c. Any Trustee may resign by giving notice in writing to all other Trustees. A Trustee may be removed, with or without cause,
- by action of two-thirds (2/3rds) of the Trustees;
 - by vote of a majority of the voting members of the Church present at an annual meeting of the Church; or
 - at a special meeting called pursuant to Article II(3) of these Bylaws.

If three (3) or more vacancies exist at any one time, a congregational meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

- d. Trustees shall serve without compensation, but may be reimbursed for reasonable expenses incurred in fulfilling their duties.

2. Board Powers

- a. The business, property, and affairs of the Church, including the approval of the annual budget in the circumstance detailed in the paragraph below, shall be governed by the Board of Trustees, which shall promulgate policies for the conduct of the affairs of the Church consistent with the laws of the State of Minnesota, the Articles of Incorporation, and these Bylaws.
- b. At the annual meeting, the budget for the next Church year shall be presented to the congregation for its approval. If there is not a quorum present to approve the budget (per Article II(2)), the Board of Trustees is empowered to approve the budget.

3. Board Meetings

- a. Regular meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board of Trustees and published to the congregation.
- b. Special meetings of the Trustees may be called by the President, or by the Secretary on the written request of any two (2) Trustees. Written notice of special meetings shall be sent to each Trustee before the date of the meeting. Such notice may be provided in person, or by electronic communication at least four (4) calendar days before the meeting, or by notice mailed to the Trustee at least seven (7) calendar days before the meeting. Such notice may be waived with the consent of each Trustee in

situations where a more urgent need is present as determined by the President.

- c. A majority of the Trustees shall constitute a quorum. If a quorum is present when a duly called meeting is convened, the Trustees present may continue to transact business until adjournment, even though the withdrawal of one or more Trustees leaves less than the number otherwise required for a quorum.
- d. Any action by the Board of Trustees may be decided upon by a majority of the votes cast by those present at the meeting unless otherwise specifically increased in Board of Trustees policies or as required by applicable law.
- e. A Trustee may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Trustees.
- f. A Trustee may participate in a meeting of the Trustees by means of conference telephone or by such other means of remote communication, in each case through which that Trustee, other Trustees so participating, and all Trustees physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.
- g. Any action that could be taken at a meeting of the Trustees may be taken instead by written action signed, or consented to by authenticated electronic communication by all of the Trustees. A Trustee may consent to an action by affixing his or her signature on a document setting forth the action, or by electronic communication as defined in Minnesota Statutes § 317A.011, subd. 7a, as amended from time to time.
- h. All board meetings shall be open to the members, with the exception that the Trustees may vote to hold all or a portion of a board meeting in Executive Session to discuss confidential matters.

4. Other Committees

The Board of Trustees may appoint such other committees as it deems appropriate to assist the Board in doing its work. The Board will determine the scope of the work of any such committee in a manner that preserves Board wholeness and is consistent with these bylaw and such policies as are established by the Board from time to time.

Article IV - Officers of the Church and the Board of Trustees

1. Number, Term, and Duties

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

2. President of the Congregation

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

3. Vice-President

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

4. Secretary

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

5. Treasurer

The Treasurer shall lead the financial monitoring efforts of the Board of Trustees and shall present the budget to the Congregation at the Annual Meeting.

6. Authorization for Board or Member Action

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

Article V - Ministers and Staff

1. Executive Leadership of the Church

- a. The Board of Trustees shall establish an executive leadership structure for staff of the Church (“Executive Leadership”). Executive Leaders who report directly to the Board of Trustees shall include at least one Called Minister (defined as a minister who is called by and elected by the voting members of the Church as described in Article V(2) below), except during periods when no called minister serves the Church as described below, and may include one or more additional called or hired ministers or non-ministerial executives as determined by the Board of Trustees. The Executive Leadership structure established by the Board of Trustees may, but need not, include provision for an executive team that reports collectively to the Board of Trustees. The Board of Trustees is responsible for ensuring that Executive Leadership position(s) that report to the Board of Trustees are filled in a timely manner.
- b. In the event that no Called Minister currently serves the Church, whether because of resignation, disability, death, or other reason, the Board of Trustees may engage an interim minister who reports directly to the Board of Trustees. The Board of Trustees shall be responsible for taking the steps necessary for the congregation to select and call one or more ministers to serve as the Executive Leadership of the Church, as set forth in Article V(2) below.
- c. Executive Leaders shall have responsibility for working collaboratively to advance First Universalist’s mission, ends, values, and vision within limits and policies as established by the Board of Trustees.
- d. Nothing in this section shall be construed to allow the Board of Trustees to supercede the authority of the congregation to call ministers or to remove called ministers.

2. Selection or Removal of Called Minister(s)

- a. To fill a Called Minister position, the Board of Trustees shall direct the Nominating Committee to recommend to the members a Search Team comprised of voting members of the Church. The members shall approve the Search Team at a meeting called for that purpose pursuant to Article II. The Search Team will conduct the search and present a candidate to the congregation for approval. After the Search Team has selected a candidate but prior to the candidate’s presentation to the congregation, the Board of Trustees will be authorized to determine the compensation and other terms and conditions of employment offered to

the candidate and will conduct any negotiations regarding the same. The Board of Trustees shall establish such other processes as may be appropriate to facilitate the selection process, including a process for selection of the Search Team that includes substantial input from the voting members of the Church.

- b. The Board of Trustees shall determine job descriptions and other responsibilities of the Called Minister(s).
- c. The selection or removal of a Called Minister shall require consent of three-fourths (3/4ths) of the voting members of the Church in attendance at a meeting of the Church called for that purpose pursuant to Article II.

3. Staff other than Called Minister(s)

- a. For Executive Leaders other than Called Ministers, the Board of Trustees approves the hiring and removal of other Executive Leader(s) (if any) who report to the Board of Trustees, including any interim ministers. The Board of Trustees may, but need not, appoint a search team from among staff, trustees, and voting members of the Church to assist it in sourcing and recommending candidates for such positions.
- b. Executive Leaders administer and approve the hiring and removal of professional and other staff who do not report directly to the Board of Trustees, subject to policies and budgets established by the Board of Trustees.

4. Employment Agreements

- a. The Board of Trustees shall establish the compensation and other terms of employment of the Called Minister(s) and other Executive Leaders who report to the Board of Trustees and shall memorialize such terms in a written agreement which will be subject to review and potential modification over time.
- b. Any other written employment agreements must be approved in advance by an Executive Leader or other staff member authorized by the Board of Trustees to sign such agreements.

Article VI -The First Universalist Foundation

1. Purpose

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

outside of the Church to promote social justice. The Foundation shall keep accurate records of all Foundation proceedings and of all business transacted.

2. Directors

The First Universalist Foundation shall consist of nine (9) Directors, each of whom shall be a member of the Church. The Directors shall be elected by the Voting Members at the Annual Meeting. The term of office of each of the Directors shall be three (3) years. The terms shall be staggered so that no more than three (3) Directors shall be elected for three-year terms at the same Annual meeting. No Director may be a member of the Board of Trustees. A Director may be nominated to serve a second consecutive term. A Director who has served two consecutive terms may not be nominated to serve an additional term until the Director has been off the Foundation for at least three years.

3. Vacancies

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

4. Officers

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

5. Duration

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

6. Funds and Disbursements

- a. No part of the Foundation's funds shall be used as a substitute for or replacement of regular operating expenses of First Universalist Church.
- b. *Operating Expenses.* Proper expenses of the Foundation shall be a legitimate claim on the Foundation's funds and shall be paid from those funds upon certification by the Foundation.

- c. *Allocations.* The Foundation may allocate its funds in accordance with its Mission and shall report at least quarterly to the Board of Trustees regarding such allocations.
- d. *Disbursements.* Decisions regarding disbursements from the Foundation funds, grants, and operating expenses shall be made by majority vote of the Directors of the Foundation.

Article VII – Nominating Committee

1. Function

The Church shall have a Nominating Committee charged with recommending for approval by the members at the annual meeting, candidates for appointment to open seats on the Board of Trustees, the First Universalist Foundation, and for the Nominating Committee itself.

2. Composition

- a. The Nominating Committee shall be composed of:
 - 1) six at-large members elected by the Voting Members at the Annual Meeting, and
 - 2) one Trustee appointed by the President of the Congregation with approval of the Board of Trustees, in July of each year.
- b. The President, with the approval of the Board of Trustees, shall appoint the chair of the Nominating Committee from among the elected members of the Nominating Committee after July 1 each year.
- c. The term of office of the at-large members of the Nominating Committee shall be three years, and their terms shall be staggered so that the term of office of two at-large members will expire each year. A member of the nominating committee may be nominated to serve a second consecutive term. A member who has served two consecutive terms may not be nominated to serve an additional term until the member has been off the Nominating Committee for at least three years.
- d. In the event of any vacancies in the at-large positions on the Nominating Committee, the Board of Trustees, upon the recommendation of the Nominating Committee, shall appoint replacements for such persons, and such replacements shall serve until the next Annual meeting, at which time a replacement shall be elected to serve out the remaining term. Vacancies in any positions on the Nominating Committee which are appointed by the President of the Congregation shall be filled by the President of the Congregation with the approval of the Board of Trustees.

- e. The Nominating Committee shall submit its slate of candidates to the Board of Trustees for review 30 days before the annual meeting. The Board of Trustees shall submit the Nominating Committee's recommendations to the membership at the Annual Meeting of the Church. Additional nominations may be submitted from the floor of the annual meeting by voting members.
- f. The failure of the Board or the Nominating Committee to comply with any provision of this section shall not invalidate any election.

Article VIII - The First Universalist Church Legacy Fund

1. Establishment and Purpose

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

2. Distributions

The Board of Trustees shall direct the distribution of money from the Legacy Fund. Except where authorized otherwise in the terms of a gift or by the Membership at a regular or special meeting of the members pursuant to Article II, the Board of Trustees shall make distributions from the Legacy Fund annually in amounts not to exceed seven (7) percent of the fair market value of the Legacy Fund as determined by the Board of Trustees.

Article IX - Amendment of Bylaws

These Bylaws may be amended at any annual or special meeting of the Church by a vote of two-thirds (2/3) of the voting members present at the meeting. Notice of the meeting, stating the purpose including the proposed amendment, shall be given as provided in Article II hereof.

Article X - Other Provisions

1. Fiscal Year

The fiscal year of the Church shall begin on each July 1 and end on the following June 30.

2. Affiliation

This Church is a member of the Unitarian Universalist Association and the MidAmerica Region.

3. Real Estate

- a. No member shall have rights in or to any property of the Church at any time.
- b. The main meeting place of the Church and any real property intended to become the main meeting place of the church shall not be constructed, substantially reconstructed (as determined by the Board of Trustees), purchased, sold, conveyed, or encumbered, or made subject to any lien unless such activity or transaction shall be first authorized by a vote of two-thirds (2/3rds) of the Board of Trustees, and three-fourths (3/4ths) of the voting members in attendance at a meeting of the Church; each body acting separately, at an annual meeting of either, or at a special meeting of either duly called for that purpose, which purpose shall be plainly stated in the notice.
- c. Any other real estate purchased, sold, conveyed, encumbered, or made subject to any lien must be authorized by a majority vote of the Board of Trustees.

4. Indemnification

The Church shall indemnify Trustees and other persons acting in an “official capacity” as provided in and limited by Minnesota Statutes Chapter 317A up to the coverage limits of its then applicable insurance policies.

5. Parliamentary Procedure

Where these bylaws or no other rules adopted by the Board of the Trustees govern, Robert's Rules of Order, Newly Revised, shall be the parliamentary rules of procedure governing all meetings of this Church.