

# **BYLAWS OF THE FIRST UNITARIAN CHURCH OF DES MOINES**

The following Bylaws of the First Unitarian Church were duly approved at a properly called special meeting of the Membership on May 6, 1979, and subsequently adopted by the Board of Trustees, as provided by the Articles of Incorporation, and as amended May 17, 1992, May 15, 1994, May 21, 1995, May 18, 1997, May 16, 1999, and May 21, 2001. These bylaws were edited to remove accumulated strike-through modifications and underscoring on additional language on March 16, 2005. Additionally, changes made in June 2005, and approved on June, 4 2006 are incorporated in this version.

## ***ARTICLE I: Name***

The name of this corporation shall be:

THE FIRST UNITARIAN CHURCH OF DES MOINES, IOWA

## ***ARTICLE II: Purpose***

The purpose of this corporation is to implement the commitment of the members as proclaimed in the Bond of Union:

"WE ASSOCIATE OURSELVES TOGETHER FOR THE STUDY AND PRACTICE OF MORALITY AND RELIGION, AS INTERPRETED BY THE GROWING THOUGHT AND NOBLEST LIVES OF HUMANITY, HOPING THEREBY TO PROVE HELPFUL ONE TO ANOTHER AND TO PROMOTE TRUTH, RIGHTEOUSNESS AND LOVE IN THE WORLD."

## ***ARTICLE III: Membership***

### ***Section 1: Becoming a member***

Individuals who are 16 years of age or older may obtain membership status by ascribing to the purpose set forth by Article II (The Bond of Union) and completing the following steps:

- a. Submit a written request for membership to the Membership Committee;
- b. File a pledge with the Finance committee and pay the first installment of the pledge;
- c. Sign the Membership Book in the presence of an active member.

There shall be no creedal test, explicit or implied, for membership.

The membership committee or their designee will report the names of new members to the Board of Trustees on a periodic basis.

## ***Section 2: Continuing membership***

- a. Membership continues as long as an annual financial payment in excess of the minimum cost of annual membership is made. The cost of membership is equal to the cost of UUA and PSD annual assessments plus the reasonable cost of supporting a member by the First Unitarian Church of Des Moines. The Board prior to the each annual pledge campaign will define this cost.
- b. The Board of Trustees may, at the request of the membership committee temporarily waive the requirement listed above for individual members of the congregation.

## ***Section 3: Membership Reports***

The Membership and Finance Committees shall verify the active member list annually and report findings to the Board of Trustees.

## ***Section 4: Resigning Membership***

A member may resign at any time by submitting a written resignation to the church office.

# ***ARTICLE IV: Meetings***

## ***Section 1: Annual Meeting***

An annual meeting of the active membership of the Church shall be held prior to July 1 at the time and place that the Board of Trustees shall designate. The purposes of the meeting shall include, but not be limited to:

- a. Presentation of annual reports;
- b. Election of Trustees, members of the Endowment Development and Nominating Committees;
- c. Adoption of a budget for the next fiscal year;
- d. Discussion and vote on resolutions presented; and
- e. Transaction of other business, which may come before the meeting.

## ***Section 2: Special Meetings***

A special meeting of the Members may be called for any purpose any time by:

- a. A majority vote of the Board of Trustees; or
- b. Shall be called by a petition, so requesting, signed by at least fifteen (15) percent of active members and presented to a Trustee.

Action taken at a special meeting shall be limited to the issue or issues that are set forth in the notice.

### **Section 3: Notice**

Notice of each annual and special meeting shall be given by mailing notices to active members at least two weeks before a meeting. The notice shall include:

- a. The time, place and purpose of the meeting;
- b. The proposed agenda, and
- c. The text of any resolution duly presented to the secretary, and
- d. Candidates presented by the Nominating Committee (annual meeting only).

### **Section 4: Quorum**

Fifteen percent of the active membership shall constitute a quorum of any annual or special meeting except as provided elsewhere in these bylaws, but a smaller number may meet and record an adjournment.

### **Section 5: Responsibilities of the Membership**

The membership shall elect the Trustees of the Board, members of the Endowment, Development and Nominating Committees, appoint or discharge the minister, buy, sell, or encumber real property of the Church, approve the Church budget and any other matters as may be brought to its attention by the Board of Trustees or the membership at a meeting duly called.

### **Section 6: Voting**

Action on any matter to come before the membership at an annual or special meeting shall be by a majority of those members present and voting except as expressly provided otherwise in these Bylaws. The Board may elect to authorize by resolution the use of absentee ballots for voting on agenda issues at any congregational meetings.

## **ARTICLE V: Board of Trustees**

### **Section 1: Membership**

The Board of Trustees of this church shall consist of nine (9) active members, elected for terms of three years; three (3) of whom shall be elected at each annual meeting. Terms shall begin on July 1 and end on June 30. No person who has served as a Trustee for a term of three years shall be eligible for re- election until one year after the expiration of that Trustee's term.

### **Section 2: General Powers**

The Board of Trustees shall be the legal representative of the Church, and shall have general charge of its business and administrative affairs subject to the will of the active membership. The Board of Trustees may adopt such rules and policies for the transaction of its business and of the Church as it may determine. In addition to other authority granted in these bylaws, the Board has authority to appoint individuals to act

on behalf of the congregation in various capacities, including voting delegates at assemblies and meetings of the Unitarian Universalist Association and affiliated organizations.

### ***Section 3: Removal and Vacancies***

Trustees may be removed by a majority vote at an annual or special meeting, at which time a replacement shall be elected to serve out the remaining term. Notice stating the proposed removal, which complies with Article IV, shall be given before the meeting.

In the event of a vacancy on the Board, other than removal of a trustee by a vote of the active members, the remaining Trustees shall appoint a successor to fill the vacancy until the next annual meeting at which time a replacement shall be elected in accordance with Article IV, to serve out the remaining term.

### ***Section 4: Regular Meetings***

The Board of Trustees shall hold an open meeting once each month at a time and place it determines. Notice of the regular time and place of such meetings shall be published to the membership at the start of each fiscal year and whenever the regular time or place is changed. At such meetings, five (5) Trustees shall constitute a quorum. The membership shall be informed through the monthly church newsletter of significant actions taken by the Board at their meetings.

### ***Section 5: Special Meetings***

Special meetings or virtual meetings of the Board of Trustees may be called by any member of the Executive Committee or any two (2) members of the Board for the transaction of business

### ***Section 6: Minutes***

The minutes of the Board meetings shall show the results of each vote taken and information sufficient to indicate the vote of each member present. These minutes of any meetings of the board that are held shall be posted in the church for inspection by any interested member.

## ***ARTICLE VI: Officers***

### ***Section 1: Officers and Officer Selection***

The Board of Trustees selects its own officers, who shall also serve as congregational officers according to the following procedures.

- a. The Board shall meet each year, after the annual congregational meeting and before July 1 to select officers for the coming year. The term of those selected shall begin July 1, and end June 30 of the following year.
- b. The officers of the congregation to be chosen shall include: President, Vice President, Secretary, and Treasurer.

- c. The offices of congregational President, Vice President, and Secretary shall be filled by members previously elected to the Board.

### ***Section 2: Executive Committee***

An Executive Committee, made up of the President, Vice President, Treasurer, and two additional Board members selected by the President, may act in the event of emergencies or to expedite matters between regular meetings of the Board.

### ***Section 3: Duties of the President***

The President shall be the principal executive officer of the corporation and shall preside as the chairperson at all meetings of the Board of Trustees and of the membership.

The President, along with the other officers, shall perform such duties as may be prescribed by the Board of trustees either formally or informally.

### ***Section 4: Duties of the Vice President***

The Vice President shall preside in the absence of the President and shall be responsible for such other duties as may be required by the Board of Trustees.

### ***Section 5: Duties of the Secretary***

The Secretary shall be responsible for:

- a. The preservation of the minutes of all meetings of the members and of the Board of Trustees;
- b. the giving of all notices as required by law and these Bylaws; and
- c. such other duties as may be required by the Board of Trustees.

### ***Section 6: Treasurer***

The Treasurer shall provide monthly reports of Church assets and liabilities, revenues, and expenditures to the Board of Trustees. The monthly report shall also provide updated comparisons of actual revenues and expenditures to budget projections. The Treasurer shall provide an annual report to the membership, and shall perform such other duties as the Board of Trustees shall require.

### ***Section 7: Removal***

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, it is in the best interest of the Church.

## ***ARTICLE VII: Property***

### ***Section 1: Real Estate***

Buying, selling or encumbering of real estate shall be approved at the annual meeting or a special meeting of the active membership called for such purpose.

### ***Section 2: Checks and Drafts***

All checks, drafts, or other orders for the payment of money issued in the name of the Church, shall be signed in the manner determined by a resolution of the Board of Trustees.

### ***Section 3: Deposits***

All funds of the corporation shall be regularly and promptly deposited to the credit of the Church in financial institutions as selected by the Board of Trustees.

No funds shall be expended for purposes of the Church without first being deposited to its order and drawn upon as provided herein.

## ***ARTICLE VIII: Employees of the Church***

### ***Section 1: Designation***

The Board of Trustees upon recommendation of the Personnel Committee shall designate employees of this corporation with the exception of the minister.

### ***Section 2: Salaries***

The salaries of all employees shall be fixed in the annual budget upon recommendation of the Personnel Committee and vote of the Board of Trustees, but may be established or adjusted between annual meetings by a majority vote of the Board of Trustees.

### ***Section 3: Other personnel policies***

The Board shall insure the personnel committee maintains a periodically updated manual of personnel policies and procedures, to insure clarity, fairness, and legal compliance with best practices and legal requirements relative to employees. This manual shall address the range of issues of compensation, benefits, rights and obligations, practices and policies of First Unitarian Church and its employees.

## **ARTICLE IX: Minister**

### **Section 1: Selection**

The process for calling a minister shall begin with the selection of the Ministerial Search Committee by the active members. The Ministerial Search Committee shall recommend a ministerial candidate to the congregation. That recommendation shall be considered at a congregational meeting duly called for that specific purpose.

A congregational meeting to approve a ministerial candidate recommendation requires an extraordinary quorum of twenty-five (25) percent of the membership present, or represented by absentee votes, if such an absentee process is authorized by the Board.

Approval of a ministerial candidate shall require an extraordinary affirmative two-thirds (2/3) majority of all votes cast.

### **Section 2: Dismissal**

A majority vote of the active membership shall be necessary for the dismissal of the minister of this Church. The Board may authorize absentee voting for this process, consistent with other notice and meeting provisions of these bylaws.

### **Section 3: Settlement**

The terms of settlement with such minister shall be negotiated by the Ministerial Negotiating Committee, members of which are approved by vote of the Board of Trustees.

### **Section 4: Duties**

The minister, subject to the approval of the Board of Trustees, and with the assistance of such committees as may be provided by the Board, shall

- a. be responsible for the religious services, ceremonies and observances led by the minister,
- b. be a non-voting member of the Board of Trustees and the Personnel Committee. The minister may serve as a non-voting member of any affiliated committee or group.
- c. coordinate the day to day activities of the professional staff of the church. Such personnel issues as the minister determines may be referred for consideration and resolution to the Personnel Committee to perform such additional duties and render such reports as the Board may require;
- d. the minister shall have the freedom of the pulpit and elsewhere to express his/her opinion.

## ***Section 5: Evaluation***

The annual evaluation of the minister will be conducted in a manner prescribed by the Board of Trustees.

## **ARTICLE X: Committees**

### ***Section 1: General procedures for committees***

The Board of Trustees retains authority, within the terms of provisions stated in these bylaws, to review activities and policies, and committee membership of all committees of the church. The Board of Trustees may relieve the Chairperson and membership of standing and special committees as it is deemed necessary for carrying out the Church Purpose. Committees and their respective areas of responsibility and duties, beyond that addressed in the bylaws may be designated by resolution of the Board of Trustees.

### ***Section 2: Standing Committees Selected by the Congregation***

- a. **Nominating Committee.** This committee shall consist of five members of the church. Three members are to be elected on a staggered basis (one each year) to three-year terms by the congregation at the annual meeting. The Board president shall designate two additional members of the committee—who shall be members of the current Board—to serve on the committee for one year. The committee is charged with the responsibility of nominating members to serve in positions to be elected by the congregation, including the Board of Trustees, the Endowment Development Committee, and the Nominating Committee.
- b. **Endowment Development committee.** This committee shall consist of five members of the church, to be elected on a staggered basis to terms of up to three years by the congregation at the annual meeting. The committee is charged with the responsibility of planning and executing strategies, events, and activities designed to build the principal balance in the fund to its designated goal. The committee must seek Board approval for its plans, which shall be coordinated with those of the canvass committee.
- c. **Ministerial Search Committee.** The Ministerial Search Committee shall be activated in the event of a ministerial vacancy. The Committee shall consist of seven members elected by the active membership. The committee chairperson shall be elected by the committee members.

### ***Section 3: Standing Committees Selected by the Board of Trustees and reporting directly to the Board or its designated Council liaison***

**a. Personnel Committee.** The Personnel Committee shall consist of four active members and the minister, as an ex officio member. Three committee members shall be appointed by the Board for staggered three year terms so that one new member is appointed each year. The fourth position on the committee shall be a member of the Board of Trustees, appointed by the President of the Board to serve as committee chairperson for one year. The committee shall oversee personnel matters and shall

recommend, with the input of the appropriate committees, staff positions, hours per week, salaries, employee selections, job descriptions and reviews.

**b. Finance and Audit Committee** The Finance and Audit Committee shall consist of the Treasurer, and at least four additional active members, and will be responsible for developing the annual budget and auditing the Church financial records annually.

**c. Canvass Committee.** The annual canvass committee will consist of at least three active members of the church and will be responsible for preparations and execution of the annual operating pledge drive for the church.

**d. Membership Committee.** The membership committee will consist of at least three active members of the church, and will be responsible, in conjunction with staff, for coordinating new member activities, keeping accurate records of membership, providing reports to the Board as required, and preparing credentials and materials for congregational meetings.

**e. Religious Education Committee.** The Religious Education Committee will consist of at least three active members of the church. Working with the DLRE, they are responsible to plan and execute a range of child, youth, and adult lifespan religious education programs for the congregation.

**f. Religious Services Committee.** This committee will consist of at least three active members of the church, who, working with the minister and other staff, for planning and execution of a dynamic program of religious services throughout the year.

**g. Endowment Investment Management Committee.** This committee will consist of three members appointed by the Board to serve indefinite terms at the pleasure of the Board. The purpose of the committee is to oversee investment of funds in the endowment relative to issues such as return, social responsibility, and donor and congregational priorities.

#### ***Section 4: Other standing committees of the congregation***

The Board shall establish, by resolution, other standing or ongoing committees necessary to achieve congregational goals and missions. These committees shall continue on an ongoing basis unless terminated by Board action, and may determine their own membership. These committees shall report their activities to the designated Board and Council liaisons, and shall conform to Board policies and procedures on major program or budgetary initiatives.

#### ***Section 5: Ad-hoc or specialized temporary committees***

Additional ad-hoc or specialized committees may be created from time to time to assist the congregation in carrying out its mission and achieving its vision. Creation of such committees shall be approved by the Board of Trustees for either a specified period of time, or for completion of a specified purpose, and will end when that time or purpose is completed.

## **ARTICLE XI: Fiscal Year**

The fiscal year of the corporation shall commence the first day of July and end the thirtieth day of June each year.

## **ARTICLE XII: Amendments**

Amendment to these Bylaws may be made at an annual or special meeting by a majority of those active members present and voting, providing the proposed amendment shall have been fully set forth in the notice for the meeting in which it is to be considered. All members shall have been mailed or given written notice of the intention for the adoption of such amendment two weeks prior to such meeting.

## **ARTICLE XIII: Affiliation**

This church shall be an affiliate of the Unitarian Universalist Association and the Prairie Star District of the UUA.

## **ARTICLE XIV: Inclusion**

### ***Section 1: Nondiscrimination***

We affirm and promote the full participation of persons in all of our activities including membership, programming, hiring practices, and the calling of religious professionals without regard to race, gender, physical challenge, class, ethnicity, age, national origin, affectional or sexual orientation, or family choice.

### ***Section 2: Equal Opportunity***

Cognizant of the results of historical discrimination, this Church affirms that it is an Equal Opportunity Employer.

## **ARTICLE XV: Parliamentary Procedure**

Robert's Rules of Order, Newly Revised, shall be the parliamentary rules of procedure governing all meetings of the church when not in conflict with the Articles of Incorporation.