

**First Unitarian Universalist Church of Indiana
BY-LAWS EFFECTIVE MAY 21, 2012**

Article I: NAME AND ASSOCIATION

Sec 1: Name. The name of this Congregation is: First Unitarian Universalist Church of Indiana.

Sec 2: Association. This Congregation was chartered in 1958 as the Unitarian Universalist Fellowship of Indiana County, Pennsylvania and is a member of the Unitarian Universalist Association.

Article II: PURPOSE

The purpose of this Congregation is to affirm and promote:

- * The inherent worth and dignity of every person;
- * Justice, equity, and compassion in human relations;
- * Acceptance of one another and encouragement to spiritual growth in our congregations;
- * A free and responsible search for truth and meaning;
- * The rights of conscience and the use of the democratic process within our congregations and in society at large;
- * The goal of world community with peace, liberty, and justice for all;
- * Respect for the interdependent web of all existence of which we are a part.

Article III: MEMBERSHIP

Sec 1. Affiliation. Any person, at least 13 years old, may become a voting member of the Congregation who is in sympathy with its purpose, who has signed the Congregation membership book, and who supports the Congregation financially during each fiscal year. Voting rights as a new member shall become effective thirty days after an individual has been added to the membership list of the Congregation. Membership shall not be denied to any person on the basis of race, ethnicity, sexual orientation, age, physical disability, income, or gender identification.

Sec 2. Removal From Membership. A member's name shall be removed from the Membership Roster in case of: (1) the member's death; (2) written request by the member to the Minister or the Board of Trustees; (3) a period of inactivity over one year, pending review by the Board; or (4) removal by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the Congregation.

Sec 3. Withdrawal From Membership. A member may withdraw from membership by making a written request to be given to the Board.

Sec 4. Elected Offices. Membership in the Congregation is a requirement to serve in all elected offices.

ARTICLE IV. CONGREGATIONAL MEETINGS

Sec 1. Annual Meeting. The Annual Meeting shall be held within three months prior to the start of the upcoming Church year (January 1) at a time and place determined by the Board.

Sec 2. Purpose of the Annual Meeting. The purpose of the Annual Meeting is:

- A: To elect Board members, the Clerk of the Congregation, and members of the Leadership Development Committee and the Committee on Ministries for the succeeding year. The nominees shall be submitted by the Leadership Development Committee. Additional nominations for any elected office may be made from the floor with the consent of the person so nominated.
- B: To accept the Treasurer's report and adopt a budget for the coming year.
- C: To vote on Bylaw changes recommended by the Board.

Sec 3. Special Meetings. A special meeting may be called by the Board or by a written request of 20% (twenty percent) of the members submitted to the Board.

Sec 4. Purpose of the Special Meetings. At special meetings of the Congregation only business specified in the written notice of the meeting shall be acted upon.

Sec 5. Notice of Meetings. Notice of the time, place and purpose of all Congregational meetings shall be announced at the two regular Sunday Services directly preceding the meeting and shall be recorded in the newsletter and through e-mail, on or before the 14th day preceding the date of the meeting.

Sec 6. Quorum. A quorum shall consist of onethird of the total of all current members in attendance or represented by absentee ballots or proxies as determined by the Clerk of the Congregation at the time of the mailing of the notice. If the Board decides that absentee ballots are to be allowed for a given meeting, such decision must be noted in the notice of the meeting as described in Section 5. Absentee ballots shall be on such forms as may be stipulated by the Board and shall be processed for consideration in such manner as may be prescribed by the Board.

ARTICLE V. THE BOARD OF TRUSTEES

Sec 1. Membership. The Board shall consist of seven elected members: a president, vice-president, treasurer, and four at-large members. All Board members must be active members of the Congregation in good standing. Except for president/vice-president, as indicated in Section 2 of this article, all members shall serve two-year terms. The two-year terms shall be staggered to ensure governance continuity. The Minister shall be an ex-officio, non-voting member.

Sec. 2 Election of Officers. All Board members shall be elected by the Congregation at the annual meeting. There is a presumption that the offices of Vice-president and President are a combined four-year term: that is, a candidate elected to Vice-president serves the first two years in that office and is automatically considered for nomination as President for the next two years. The vice-president and the treasurer shall be elected in alternating years. Two of the at-large members shall be elected each year for two-year terms. All Board members will serve a maximum of four consecutive years and may be eligible for election to the Board after having been off the Board for at least one year.

Sec 3. Authority. The Board shall:

- A: Be the legal representative of the Congregation, and shall have general charge of its business and administrative affairs, subject to the will of the current membership. Consistent therewith the Board may adopt rules for the transaction of its business and that of the Congregation, and shall hire or contract with appropriate personnel as needed to carry out the work of the Church. The Board may delegate responsibility for supervision of these personnel.
- B: Have the power to fill Board and Committee vacancies.
- C: Recommend proposed revisions of the By-Laws to the Membership.
- D: Have the authority to expend up to two thousand dollars within any fiscal year without the approval of the Congregation.
- E: Annually update the membership roster.
- F: Form Ad hoc Committees as the need arises.

Sec 4. Regular Board Meetings. The Board shall meet at least every other month at a time and place of its choosing. The meetings shall be open to Congregation members, who shall be informed as to time and place.

Sec 5. Special Board Meetings.

- A: The president or any three members of the Board shall call a special meeting by written notice to all Board members seven days prior to the meeting. The business acted upon shall be restricted to items on the written notice.
- B: Notice of meetings shall be announced to the Congregation no later than the Sunday preceding the meeting. The special meetings are open to the Congregation members.

Sec 6. Quorum. Four voting members of the Board constitute a quorum.

Sec 7. Attending meetings of the Board. Board members are expected to attend all meetings of the Board. Failure to attend without cause may result in a member being removed from the Board by a majority vote of Board members.

Sec 8. Removal of Officers and Board members. Any officer or Board member may be removed from the Board for cause by unanimous vote of the rest of the Board or by a majority vote of the members of the Congregation at a special meeting called for that purpose. Elements of due process shall be followed including the right to know the specific reasons for such action and the right to respond to the charges.

Article VI: OFFICES

Sec 1. President. The President shall:

- A: Supervise the affairs of the Congregation.
- B: Preside over meetings of the Board and Congregation.
- C: Carry out such other duties as prescribed by the Congregation or the Board.

Sec 2. Vice President. The Vice President shall:

- A: Be nominated as a candidate for president after serving for two years as vice-president.
- B: Perform the duties of the President in the President's absence and with the President's consent.
- C: Carry out such other duties as prescribed by the Congregation or the Board.

Sec 3. Treasurer. The Treasurer shall:

- A. | Oversee all work of the Bookkeeper and Accounting Service, as described in the Policies and Procedures Manual.
- B. | Present to the Board monthly, or as requested, a report of the Church's financial condition.
- C. Convene Finance Committee meetings quarterly or as needed.
- D. Work with the Finance Committee to prepare a budget to present to the Congregation at its Annual Meeting.
- E. Ensure that an audit of the Church's books is performed annually. This audit shall be performed by two Church members who have had no part in entry making or reconciliation of any accounts of the Church.

Sec 4. Clerk of the Congregation. The Clerk of the Congregation, who is not a member of the Board of Trustees, shall:

- A: Be elected for a three-year term and be eligible for a second consecutive three-year term.
- B: Record the minutes of all congregational and Board meetings.
- C: Certify the quorum for the Annual Meeting. (See Art. 4, Sec. 6.)

Article VII: ~~NOMINATIONS COMMITTEES~~

Sec 1. Standing Committees: The Standing Committees are permanent committees that meet regularly in order to fulfill ongoing organizational responsibilities. They include the Leadership Development Committee, the Endowment Committee, the Committee on Ministries, and the Finance Committee. Each Committee shall have a charter as defined by the Board.

A: The Leadership Development Committee shall:

1. Consist of three members, with two elected by the Congregation and one appointed by the Board from among its members. Elected members shall serve alternating two-year terms and shall be elected at the Annual Meeting.
2. Nominate, with the nominee's consent, at least one member of the Congregation for each elective position to be completed for the notice of the Annual Meeting.
3. Members shall not serve successive terms.

B: The Endowment Committee shall:

1. Consist of three members elected for three-year terms by the Congregation at the Annual Meeting.
2. Operate in accordance with Article IX of this document.

C: The Committee on Ministries shall:

- 1.——Consist of three members, elected for staggered three-year terms, by the Congregation at the Annual Meeting.
- 2.——Evaluate all ministries of the Congregation for health and on-going appropriateness to the mission of the Congregation.
- 3.——Educate the Congregation about healthy relationship practices.
- 4.——Work with the Minister to resolve conflicts within the congregation.
- 5.——Support the Minister and other professional staff in their work.
- 6.——Evaluate the Minister and other professional staff and recommend salary increases and contract changes to the Board.

D: The Finance Committee shall:

1. Consist of the Treasurer and two additional members approved by the Board.
2. Act as an advisory committee to the Board.
3. Review relevant financial documents.
4. Convene as necessary to consult with Standing and Board Committees to prepare a proposed budget to the Board in time for an annual canvass.
5. Develop long-term financial planning strategies as requested by the Board.

Sec 2. Board Committees: Board Committees meet as needed in order to address particular tasks. They shall:

- A: Be established by the Board.
- B: Have a Charter as defined by the Board.
- C: Report to the Board as requested.

Article VIII: PROFESSIONAL STAFF

Sec 1. Minister.

- A: Shall have freedom of the pulpit as well as freedom to express his or her opinions outside the pulpit.
- B: Shall be a non-voting, ex-officio member of the Board and of such Committees as the Board shall designate.
- C: In the case of a Settled Minister, the Settled Minister shall be called under the following special conditions:
 1. Candidate is recommended by an ad hoc Ministerial Search Committee. The Ministerial Search Committee shall consist of five members elected at a special congregational meeting called for that purpose, plus two members appointed by the Board.
 2. The Candidate is approved by an 80% (4/5) majority of voting members of the Church at a meeting legally called for the purpose.
- D: In the case of a person not called as a Settled Minister, but contracted to perform ministerial services, the candidate shall be approved at a Congregational Meeting legally called for that purpose.
- E: The Minister may be dismissed by a majority vote of voting members of the Church present at any meeting legally called for the purpose. The quorum for such a vote shall be 40% of the voting members.

F: The call of a minister to the Congregation shall not be denied due to race, ethnicity, sexual orientation, gender identification, age, or physical disability (unless such disability prohibits the ability to carry out the duties of the position).

Sec 2. Other Positions. Other positions may be appointed or removed by the Congregation as the need arises. Employment shall not be denied due to race, ethnicity, sexual orientation, gender identification, age, or physical disability (unless such disability prohibits the ability to carry out the duties of the position).

Article IX: ENDOWMENT

RESOLUTION TO IMPLEMENT THE ENDOWMENT FUND

WHEREAS, stewardship involves the faithful management of all the gifts we have been given--time, talents, the created world, and money, including accumulated, inherited, and appreciated resources; and

WHEREAS, we can support the religious mission and work of this Congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in Wills, charitable remainder, and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans; and

WHEREAS, it is the desire of the Congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED, that this congregation, in a meeting assembled on [date], approve and establish on the records of the Congregation a new and separate fund to be known as THE FIRST UNITARIAN UNVERSALIST CHURCH OF INDIANA, PENNSYLVANIA ENDOWMENT FUND (hereafter called the "FUND");

BE IT FURTHER RESOLVED, that the purpose of this FUND is to enhance the mission of the First Unitarian Universalist Church of Indiana, Pennsylvania apart from the general operation of the congregation; that no portion of distributions from the FUND shall be used for the annual operating budget of the congregation; that only in particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, may this congregation, by action in meeting assembled, use FUND distributions for its own operating or support services; and that, except where specifically authorized otherwise in the terms of a gift, distributions from the FUND will be made annually, in amounts not to exceed 5% of the average fair market value of the FUND over the fund's life for the first thirteen quarters and over the previous thirteen quarters thereafter. [Initially, distributions will be based on 5% of the average fair market value of the fund over all previous quarters up to thirteen quarters.]

BE IT FURTHER RESOLVED that the amount designated to establish the FUND shall be the entire amount of the Grauer Gift, less the following: (1) \$65,000 for immediate use to subsidize ministry and previously approved building improvements, and (2) thirty-percent (30%) of the Grauer Gift or \$115,000 (whichever is less) to be invested for potential use as "seed money" for a capital campaign or building fund.

BE IT FURTHER RESOLVED, that the Endowment Committee (hereinafter called the "COMMITTEE") shall be the custodian of the FUND;

BE IT FURTHER RESOLVED, that the following Plan of Operation sets forth the administration and management of the FUND.

PLAN OF OPERATION

1. The Endowment Committee

The Endowment Committee (hereafter, the "COMMITTEE") shall become a standing Committee of the Congregation and shall consist of three (3) members, all of whom shall be voting members of the First Unitarian Universalist Church of Indiana, Pennsylvania. Except as herein limited, the term of each member shall be three (3) years. The minister and the president of the Church Board shall be advisory members of the COMMITTEE.

Upon adoption of this resolution by the congregation, it shall elect three (3) members of the COMMITTEE: one (1) for a term of three and a half (3 ½) years; one (1) for a term of two and a half (2 ½) years; and one (1) for a term of one and a half (1 ½) year. Thereafter, at each annual meeting, the Congregation shall elect a member for a term of three (3) years. No member shall serve more than two consecutive three-year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected.

The Nominating Committee of the Congregation shall nominate new members for the COMMITTEE and report at the annual congregational meeting in the same manner as for other offices and Committees. In the event of a vacancy on the COMMITTEE, the Board shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the Congregation shall elect a member to fulfill the term of the vacancy.

The COMMITTEE shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. A quorum shall consist of two (2) members. A majority present and voting shall carry any motion or resolution. The Committee shall elect from its membership a chairperson and a secretary. The chairperson, or member designated by the chairperson, shall preside at all Committee meetings. The secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to each member of the COMMITTEE. Each member shall keep a complete copy of minutes to be delivered to her or his successor. The secretary shall also supply a copy of the minutes to the Church Board. The secretary shall maintain complete and accurate books of accounts for the FUND.

The dispersal of money from the FUND shall always be into the operating account of the Congregation. Signatures of two COMMITTEE members are required for all checks. The books shall be audited annually by a certified public accountant or other appropriate person who is not a member of the COMMITTEE. The COMMITTEE shall develop an investment strategy and submit that plan to the Congregation Board for its approval. The COMMITTEE shall report on a quarterly basis to the Board and, at each annual or special meeting of the congregation, shall render a full and complete audited account of the administration of the FUND during the preceding year.

The COMMITTEE may request other members of the Congregation to serve as advisory members or may seek such professional counseling on investments or legal matters as it deems to be in the best interest of the fund.

Members of the COMMITTEE shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND, except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence.

Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the FUND in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of the First Unitarian Universalist Church of Indiana, Pennsylvania. Decisions to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the COMMITTEE.

2. Distributions

The COMMITTEE shall abide by and keep a record of the terms and restrictions of all gifts to the FUND and shall determine what is principal and income according to accepted accounting procedures.

Distributions from the FUND shall be made annually and at such other times as deemed necessary and/or feasible to accomplish the following purposes:

Up to one-third (1/3) for the physical plant of First Unitarian Universalist Church of Indiana, Pennsylvania, such as but not limited to maintenance of buildings, capital improvements or renovations, or debt reduction; at least one-third (1/3) for outreach into the community, including, but not limited to, grants to UU camps and conferences, theological schools, local social service agencies or institutions to which this Congregation relates, and to special programs designed for those persons in our community who are in spiritual and/or economic need; and at least one-third (1/3) for the wider mission of Unitarian Universalism, including, but not limited to, grants to the UUA for new Church development; leadership training; community and educational ministries; world mission; capital financing; scholarships or grants to members of the First Unitarian Universalist Church of Indiana, Pennsylvania for the purpose of attending college, theological, nursing, or medical school; for UU-related camping or leadership conferences; or such other training which enables members of this Congregation to grow in faith and service to Unitarian Universalism.

Programs for support shall be recommended by the COMMITTEE and approved by the Board for funding. Suggestions or requests for funding are to be submitted to the COMMITTEE by March 1 of each year.

3. Amending the Resolution

BE IT FURTHER RESOLVED, that any amendment to this resolution, which will change, alter or amend the purpose for which the FUND is established shall be adopted by a two-thirds vote of the members present at a congregational meeting.

4. Disposition or Transfer of FUND

BE IT FURTHER RESOLVED, that in the event that the First Unitarian Universalist Church of Indiana, Pennsylvania ceases to exist either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Church Board in conformity with the approved congregational constitution and in consultation with the Unitarian Universalist Association. Consultation with the Association may also be desirable for continuation of THE FIRST UNITARIAN UNVERSALIST CHURCH OF INDIANA, PENNSYLVANIA ENDOWMENT FUND obligations to grantors of gifts.

ADOPTION OF RESOLUTION

This resolution, recommended by the Church Board and accepted by the Congregation at a legally called congregational meeting, is hereby adopted.

FIRST UNITARIAN UNIVERSALIST CHURCH OF INDIANA PENNSYLVANIA By

President

And

Secretary

Dated this _____ day of _____ 2010

Article XI: FISCAL YEAR

The fiscal year shall begin on January 1 and end on December 31 of each calendar year.

Article XII: AMENDMENTS

These Bylaws may be amended or replaced at any Congregational meeting by a 2/3 vote of those members present, providing a quorum exists. All proposed bylaw changes shall be submitted in writing to the Church members seven days prior to the meeting during which the vote on the changes will be taken.

Article XIII: DISSOLUTION

Should this Congregation cease to function and the membership vote to disband, all assets of the Congregation shall be transferred to the Unitarian Universalist Association for its general purposes. This transfer shall be made in full compliance with whatever laws are applicable.

(Originally adopted on May 15, 1988; amended on October 2, 1988, April 25, 1993, April 17, 1994, October 6, 1996, April 20, 1997, October 5, 1997, May 6, 2001, May 11, 2002, October 2003, May, 2004, November 6, 2005, May 2010, May 2011, and May 2012.)