



FIRST UNITARIAN CHURCH OF PHILADELPHIA

A UNITARIAN UNIVERSALIST CONGREGATION

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Bylaws of the First Unitarian Church of Philadelphia

Revised May 23, 2021

Preamble

We, the members of the First Unitarian Church of Philadelphia, a Unitarian Universalist Congregation, reaffirm our commitment to our historic faith. In furtherance of this objective, we endeavor:

- to foster opportunities for personal and spiritual growth and fulfillment;
- to encourage sustained participation of members and friends in the life of the Church;
- to create an institution with an organizational structure that is efficient and flexible in recognizing and responding to the needs of members, friends, and the larger community.

Therefore, we adopt and amend our Bylaws to read as follows:

Article I: Name

The name of this religious organization shall be the First Unitarian Church of Philadelphia, a Unitarian Universalist Congregation.

Whenever the word “Church” is used in these Bylaws, it shall signify the legal organization as herein established. The phrase “a vote of the Church” or any similar phrase shall mean a vote of the members of the Congregation comprising the Church at any special or Annual Meeting at which a quorum is present.

Article II: Purpose

The purpose of this Church shall be to affirm and to practice the principles of the Unitarian Universalist faith.

Article III: Denominational Affairs

The Church shall be a member of the Unitarian Universalist Association (“UUA”) and of its designated regional organizations.

Article IV: Summary of Authority and Comprehensive Church Powers

§1. *Congregational Authority*: The ultimate authority and responsibility for the conduct of the affairs of the Church rests with the Congregation which shall consist of the active members of the Church and shall function as a legally constituted body at its Annual Meeting and special meetings. The Congregation elects the Board and calls the Lead Minister. It assigns to the Board and the Lead Minister responsibility for achievement of the purposes of the Church, and it delegates power to the Board to perform the duties listed in Article VIII, and it delegates power to the Lead Minister to perform the duties listed in Article X. The Congregation specifically reserves the right to approve the annual budget presented by the Board.

§2. *Board of Trustees’ Authority*: The Board shall act on behalf of the Congregation, set and monitor ends and policies, and monitor the performance of the Lead Minister.

§3. *Lead Minister's Authority*: The Lead Minister shall be responsible for the overall ministry of the Church, and shall be responsible to the Congregation and to the Board for implementing the ends and policies determined by the Board and shall operate collaboratively with the Board.

Article V: Membership

§1. *Becoming a Member*: Any person, 16 years of age or over, in sympathy with the purposes of this Church, may become a member by signing the membership book after having consulted with a Minister in accordance with membership procedures.

§2. *Affirmation of Membership*: Every year, each member shall affirm their membership by making an identified financial contribution to the Church.

§3. *Voting Rights*: The right to vote at business meetings shall be reserved for members who have made an identified financial contribution within the prior 12 months of the date of such vote, unless the Lead Minister has waived a member's obligation to make an identified financial contribution due to pastoral concerns.

§4. *Friends*: Persons wishing to participate regularly in the Church, which includes making an identifiable financial contribution, but who specifically wish not to be members of the Church, shall be included in a list of Friends and receive the newsletter. Friends shall not be included in the count of members for the annual pledge to the UUA or its designated regional organizations.

§5. *Membership Roll Review*: The Church's membership rolls shall be reviewed annually.

§6. *Termination*: Membership may be terminated by written resignation delivered to the Church office, by failure to affirm, or by death. Termination by resignation is effective upon receipt. Termination by failure to affirm is effective 30 days after notice of failure to affirm has been sent to the last known address of the member involved.

§7. *Termination for Cause*: A member may also be terminated for cause when a person's actions are contrary to the Congregation's purposes and program by a vote of two-thirds of the members of the Board, with an appeal available to the Congregation, which may overturn a decision by the Board to terminate by a majority vote at a special or Annual Meeting.

Article VI: Meetings

§1. *Sunshine Clause/Open Meetings/Virtual Meetings*: All meetings of the Board shall be open to all members and friends, except in the limited cases when the Board goes into executive session. Any member may be recognized to speak on any matter at an Annual Meeting or special meeting, and to make or second any motion, provided that such matter or motion is a proper matter for that meeting and is raised through established procedures. When circumstances warrant, in lieu of in-person, meetings may be held virtually using technology that permits full participation by all attendees (such that, at a minimum, all attendees must be able to hear all of the participants). As well, all in-person meetings shall have a virtual component that permits full participation by all remote attendees (such that, at a minimum, all remote attendees must be able to hear all of the participants).

§2. *Annual Meeting*: The Annual Meeting of the Church shall be a business meeting held in May, at a time and place determined by the Board, unless otherwise ordered by a vote of the Church.

§3. *Special Meetings*: There may be additional special meetings of the Church. They may be called by the Board or by written petition to the Secretary of the Board signed by at least ten percent of the voting members. The matters to be considered at any such special meeting shall be stated in the notice of the meeting. No official business other than that stated in the notice shall be transacted.

§4. *Notice*: Notice of the Annual Meeting or any special meeting shall be emailed or mailed to all members at their address of record at least seven days prior to such a meeting, and such notice shall

state the meeting's time, date, place, purpose, and agenda. In the event of an emergency requiring an urgent special meeting to be called by the Board, all members will be given 24 hours notice by telephone or email.

§5. *Quorum*: Unless otherwise specified in these Bylaws, a quorum at any Annual Meeting or special meeting shall consist of 35 members or 10 percent of the membership, as verified by the Secretary, whichever is higher.

§6. *Proxy*: No member may vote by proxy at any Annual Meeting or special meeting.

§7. *Act of the Church*: The majority vote at any Annual Meeting or special meeting at which a quorum is

present shall be the act of the Church, unless otherwise specified in these Bylaws.

§8. *Voting*: Unless otherwise specified in these Bylaws, votes at the Annual Meeting or any special meeting may be conducted by means appropriate to the issue on which the vote is addressed and/or whether the meeting is in-person or being held virtually, at the Moderator's discretion.

§9. *Real Property Votes*: The encumbrance, sale or transfer of any real property of the Church shall require a two-thirds vote of the total membership of the Congregation at a special or Annual Meeting. Notwithstanding the foregoing, real property not utilized for ongoing Church operations, such as that received from a bequest or other gift, may be sold or otherwise transferred subject to the same Congregational approval process with respect to the Church's annual budget. The Church shall acquire real property by purchase only by a two-thirds vote of the members present at a legally convened special or Annual Meeting of the Church. Fifty-one percent of the total membership, as verified by the Secretary, shall constitute a quorum.

§10. *Personal Property Votes*: The sale or transfer of tangible personal property owned by the Church whose total value is in excess of \$500 shall require authorization by the Board. In addition, the sale or transfer of any of the Church's personal property of historical value, including, without limitation, antique furniture, paintings, or sculptures, shall require approval by a majority vote of the Congregation at a special or Annual Meeting.

Article VII: Elections

§1. *Election*: The Officers and Trustees shall be elected at the Annual Meeting. Election shall be by ballot, except that if there is only one candidate for an office, or if the number of candidates for an office is equal to the number of identical offices to be filled, then the election for that office may, at the Moderator's discretion, be done as described in Article VI, Section 8.

§2. *Term of Office*: The President shall be elected for a term of one year. Other Trustees, as well as the Moderator, shall be elected for a term of two years, so that the Board will consist of Trustees serving staggered terms of office. All Officers and Trustees, excluding the Moderator, are limited to serving two consecutive terms of the appropriate duration, plus the balance of the year of any unexpired term if elected to fill a vacancy. With the exception of the Moderator, Officers and Trustees may not be elected to the same office for a third full term until a period of one year has passed. An immediate former President may be duly elected to the Board for one two-year term if the former President did not serve on the Board immediately before becoming President. A President may therefore serve a maximum of four consecutive years on the Board (two one-year terms as President and one two-year term as a Trustee). Officers shall serve for the specified terms or until their successors are elected. Their terms shall begin on the first day of the month of July following the Annual Meeting at which they are elected.

§3. *Qualifications*: Only members of the Church who are qualified to vote and have been for at least one year preceding the election, shall be eligible for election as President, Vice President, or Treasurer. Other Trustees must be members of the Church who are qualified to vote.

§4. *Nominating Methods*: Members may become candidates for office by one of the following three methods: (1) by petition to the Board or the Nominating Committee; (2) by solicitation by the Nominating Committee; or (3) by nomination from the floor at the Annual Meeting. Under any of these methods, no one shall be nominated without their prior consent.

§5. *Nomination by Petition*: A member shall become a candidate by submitting to the Board or the Nominating Committee a petition signed by him/herself and five other members. With the nominee's consent, another member may circulate and submit the petition. The Board or the Nominating Committee shall verify that all petition signers are voting members and then place the petitioner's name on the list of candidates. For regular elections, petitions must be submitted at least one month before the Annual Meeting.

§6. *Nominating Committee*: The Nominating Committee shall consist of five members elected at the Annual Meeting for a term of two years, terms to be staggered, and there shall be no ex officio member(s) of the Nominating Committee. Candidates for the Nominating Committee may be nominated by petition or by the Nominating Committee. In the event of a vacancy, the Nominating Committee may appoint a member(s) to serve the remainder of such vacated term. The appointment of such member(s) must receive a majority vote of the Nominating Committee. Any vacancy so filled shall be open for election at the next Annual Meeting. No member of the Nominating Committee who has served a full two-year term shall be re-elected until a period of one year has passed.

§7. *Nominating Committee Duties*: The Committee shall solicit input regarding candidates for open elected office from the Board of Trustees, the Minister(s) and the Congregation. The Nominating Committee shall prepare ballot(s) of qualified members as candidates for Officers and for the next Nominating Committee itself. The ballot(s) shall be presented for vote of the Congregation at the Annual Meeting and shall be included as part of the official notice of the meeting.

§8. *Election Timetable*: As soon as possible, but at least one month before the Annual Meeting, the Committee shall publicize a list of current candidates. The final list of candidates who will appear on the ballot shall be publicized at least two weeks before the election. At no point in this process should the Committee or any notice indicate the candidate's method of nomination (i.e., by petition or by recruitment of the Nominating Committee).

§9. *Vacancies*: Vacancies of elected Officers, other than the President, shall be filled by the following process. By announcing the vacancy, encouraging petitions, and soliciting possible candidates, the Nominating Committee shall develop a list of candidates for the vacant office. This list shall be presented to the Board. In order to be elected, a candidate must receive a majority vote of the Board..

Article VIII: Board of Trustees

§1. **Board Members**: The Church's fiduciary, property and administrative affairs shall be overseen by the Board, which consists of seven Trustees. The Board of Trustees comprise of the following: the President of the Congregation (who chairs the Board), the Vice-president (who serves as President Pro Tem in the absence of the President), the Secretary, the Treasurer, and three members elected at-large.

§2. *Duties*: The Board, on behalf of the Congregation, shall have responsibility for the administration (drafting, revising, and monitoring) of Church policies, and general oversight of the property of the Church and the conduct of all its business affairs, except as specifically reserved for the Congregation by these Bylaws. The Board of Trustees will act on behalf of the Congregation to: (1) promote the accomplishment of the Congregation's Ends and Mission Statement with responsible

use of resources; (2) avoid unacceptable actions and situations as defined in the Policy Manual; and (3) uphold Unitarian Universalist principles.

The specific duties of the Board shall include but not be limited to the following:

- A. Appointing and fixing the compensation of the Lead Minister in conjunction with the search committee.
- B. Overseeing the expenditure of all monies belonging to the Church. The Board, if they desire, may limit expenditures that may be made without the affirmative vote of a meeting of the Congregation.
- C. Reviewing and recommending the proposed budget to the Church annually.
- D. Overseeing the management of Church real estate, endowment funds, and other assets.
- E. Convening special business meetings of the Church as needed.
- F. Creating new working groups and committees addressing fiduciary, property and administrative affairs within the church upon application or determination of need.
- G. Establishing guidelines for lending or renting of Church property, facilities, or any item of historical or material value.
- H. Monitoring and reviewing the performance of the Lead Minister.

§3. *Meetings*: Unless otherwise decided by the Board, regular Board meetings shall be held monthly, from September to June, inclusive. Special meetings of the Board may be called by the President and shall be called upon written request of three members of the Board. All Trustees shall be notified of special meetings.

§4. *Reports*: The actions taken at Board and Congregational meetings shall be reported to the Congregation in the next available Church newsletter, by posting on a public bulletin board in the Church, or by an insert in the Order of Service.

§5. *Quorum*: At Board meetings, a majority of the Trustees shall constitute a quorum.

§6. *Conflict of Interest*: A Trustee shall inform the Board of any conflict of interest and shall not vote on any matter before the Board in which the Trustee has a direct personal interest.

§7. *Proxy*: No Trustee may vote by proxy at any meeting of the Board.

§8. *Removal*: If a Trustee is absent from Board meetings for two consecutive months, without notice and without reasonable cause, or is absent from Church services for six months or more, the Board may declare that office vacant by a majority vote.

§9. *Congregation's Views*: The Board shall solicit opinions on important issues from the Congregation.

Article IX: Officers and Trustees

§1. *Duties*: The duties of each Officer and Trustee shall include, but not be limited to, those described in the following sections.

§2. *President*: The President is Chairperson of the Board and presides at all its business meetings. The President shall represent the Church on all appropriate occasions.

§3. *Vice President*: The Vice President shall assist the President, chair board meetings in the absence of the President, and assume the responsibility of President in case of the President's resignation, death, incapacity, or removal.

§4. *Secretary*: The Secretary shall keep an accurate record of all Board meetings and actions taken by the Congregation. The Secretary coordinates with the office staff to ensure that all members are notified by email or mail of all meetings and affairs requiring membership action. All records of the Secretary shall be turned over to the church office staff or otherwise archived at the end of each year.

§5. *Treasurer*: The Treasurer is responsible for oversight of all matters that relate to the financial operation of the Church. The Treasurer is responsible for advising the Board of Trustees about any emerging financial needs, concerns or policy issues meriting the Board's attention or action. The Treasurer will work closely with the Finance Working Group and the Investment and Endowment Working Group to secure their expertise and input.

§6. *Trustees*: Trustees shall attend and actively participate in the meetings of the Board.

§7. *Moderator*: The Moderator shall preside over all Congregational meetings and shall perform such other duties as may be assigned by the Board.

§8. *Mid-term Resignation, Death, Incapacity, or Removal of President*: In the event of a vacancy in the Office of President, by resignation or otherwise, the Vice President shall assume the Office for the remainder of the Church year. A new President, candidacy for which may include the preceding Vice President, shall be elected at the Annual Meeting. The Nominating Committee shall seek candidates in the normal manner and present them to the Congregation for a vote.

§9. *Recall of President, Other Officers, or Trustees*: Upon petition of 35 members or 10 percent of the membership, as verified by the Secretary, whichever is higher, a special meeting of the Church shall be called within 30 days for the purpose of recalling the President, Other Officer, or Trustee, which may be accomplished by majority vote of the members at which a quorum is present.

Article X: Minister(s)

The Called Lead Minister ("Lead Minister") is the elected spiritual leader of the Church and, as such, is responsible for directing the Church's ministry in accordance with established policies and goals. The Church may hire additional, non-called Ministers, but only the Congregation may call a Lead Minister. The Congregation may call additional Ministers, and those provisions of these bylaws concerning Lead Ministers may either be applicable to such additional called Ministers or amended to take into account such additional called Ministers.

§1. *Search Committee*: The Lead Minister shall be recommended for candidacy by a Search Committee consisting of at least six members. To the extent possible in a small group, the Search Committee should be representative of the Church membership. A slate of nominees for the Search Committee will be presented to the Congregation, which will vote on the candidates at the Annual Meeting or a special meeting. Whenever possible, the procedures concerning the composition and operation of the Search Committee will be guided by UUA recommendations.

§2. *Calling a Minister*: A Lead Minister shall be elected by a four-fifths vote of the members present and voting at a specially convened meeting of the Church. No other business shall be considered at this specially convened meeting.

§3. *Contract*: The terms of a Lead Minister's employment shall be clearly set forth under the terms of a formal contract.

§4. *Responsibilities*:

A. The Lead Minister oversees the religious and spiritual life of the Church and has overall responsibility for the pulpit and worship services. The Lead Minister and any other Minister hired by the Church shall have complete freedom of the pulpit.

B. The Lead Minister is accountable to the Board for any aspects of the ministry that involve the use and control of Church resources.

§5. *Board Membership*: The Lead Minister shall be an ex-officio, non-voting member of the Board of Trustees; and will be absent from meetings or parts thereof at the Board's request.

§6. *Compensation*: A Lead Minister's compensation package shall be approved by majority vote of the members present and voting at the Annual Meeting. Exception: the settlement of a new Lead Minister, when the Search Committee will set the salary after consultation with the Board.

§7. *Tenure and Resignation*: The tenure of a Lead Minister shall be indefinite. A Lead Minister may dissolve the relationship with the Church upon at least 90 days notice in writing to the Board; however, such period may be altered by mutual written consent.

§8. *Dismissal of Lead Minister*: The Church will follow Unitarian Universalist Ministers' Association guidelines in an attempt to resolve any dispute. Failing resolution of the dispute, a Lead Minister may be terminated from his or her duties only by the action of the Congregation at a specially convened meeting, whose sole order of business shall be the proposed dismissal. Such a meeting shall not be called while the Lead Minister is on vacation, sabbatical, or other leave. There shall be at least one month's notice for this meeting. Fifty-one percent of the current membership, as verified by the Secretary, shall constitute a quorum. A two-thirds vote of those present shall be required to dismiss a Lead Minister. A Lead Minister shall be given written notice of the outcome of the meeting within 48 hours of the conclusion of the meeting. Except by mutual written consent, no dismissal shall be effective in less than 90 days, unless the Board by two-thirds supermajority vote determines that exceptional or emergency conditions require a shorter period.

Article XI: *Reserved*

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Article XI: Indemnification

§1. The Church shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, committee or working group volunteer of the Church against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentionally, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety or welfare of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

Article XIII: *Reserved*

Article XIV: Equal Employment Opportunity

§1. *Non-Discrimination*: Race, sex, personal credo, theology, disability, age, national origin, marital status, or sexual orientation shall not be considered in calling or retaining a Called Minister or in hiring or retaining any employee of the Church.

Article XV: *Reserved*

Article XVI: *Reserved*

Article XVII: Fiscal Year

§1. The fiscal year of the Church will begin on July 1 and end June 30.

Article XVIII: Disbanding

§1. *Termination*: Should this Church cease to function and the membership vote to disband, any assets of the Church will be transferred to the UUA for its general purposes. This transfer is to be made in full compliance with all applicable laws.

Article XIX: Amendments

§1. *Amendment Procedure*: Amendments to these Bylaws may be proposed by the Board. Any proposed changes shall be described in full in the notice of the Annual Meeting or special meeting at which the changes are to be acted upon. These Bylaws, so far as allowed by law, may be invoked, amended, or repealed by a two-thirds vote of those present and voting at an Annual Meeting of the Church or at any special meeting called for such purpose.