



First Universalist Church of Denver

Bylaws

Last Revision: May 19, 2013

Founded 1891 – Member Unitarian Universalist Association (UUA)

4101 E. Hampden Avenue, Denver, CO 80222-7262

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Last Revised February 13, 2011

PREAMBLE

As Unitarian Universalists, we, the members of First Universalist Church of Denver, unite in the tradition of a liberal religious community. By the path of reason and the light of spirit, we come together to develop individually through worship, the arts, fellowship and service. Believing that truth is found through the open and free exchange of ideas, for ourselves and our children, we offer an education founded on honesty and acceptance.

Affirming the interdependent web of all existence, we strive to live ethically and in harmony within the world and to pursue the vision of peace, liberty and Justice. We invite and celebrate diversity and offer a caring community. We reach out to share our faith in humanity and the goodness of life.

Article I. Definitions

As used in these Bylaws, the following definitions shall apply:

Section 1. Church

The First Universalist Church is presently located at 4101 East Hampden Avenue, Denver, Colorado.

Section 2. Member

Any person in sympathy with the purposes, goals, and programs of the Church who makes a financial pledge and contribution of record thereto, signs the membership book, and who makes a recorded pledge annually thereafter, and has remitted all or part of his/her pledge.

Section 3. Voting Member

Any member who has attained the age of 16 years and has been a Member of the Church for at least 90 days. The age requirement shall be waived for those youth 14 and over who have gone through the "Coming of Age" process. Only Voting Members shall have the power to vote in Congregational Meetings.

Section 4. Pledging Friend

Any person in sympathy with the purposes, goals, and programs of the Church who makes a financial pledge and contribution of record thereto, but who chooses not to sign the membership book.

Section 5. Congregation

Members, Voting Members and Pledging Friends of the Church.

Section 6. Congregational Meetings

- a. Meetings of the Congregation attended by at least 15 percent of the Voting Members of the Church are Congregational Meetings. Except as otherwise provided in Article IV, Section 9, and Article VI, Section 3, notice or call of a Congregational Meeting shall be published in the official Church newsletter at least 14 days before the date of the meeting and printed in the Church Bulletin on two consecutive Sundays immediately preceding the meeting, and shall state the business to be transacted. If 15 percent of the Voting Members is not present the meeting may be postponed.
- b. Except as otherwise provided in Article IV, Section 9, Special Congregational Meetings shall be called by the Board whenever deemed necessary by the Board or the Minister, or by written request stating the purpose of the Meeting signed by at least ten percent of the Voting Members and delivered to any member of the Board.

Section 7. Board of Trustees

The Church shall be governed by and controlled by a Board composed of nine Trustees, hereinafter referred to as the "Board", whose membership, duties, and powers are set forth in Articles II and III in these Bylaws.

Section 8. Officers

The Church Officers, whose duties, terms, and qualifications are prescribed in Article III of these Bylaws, shall be Moderator and Secretary.

Section 9. Annual Meetings

a. Winter Meeting

A Congregational Meeting shall be held each year on or between January 1 and February 15, and shall include as part of its agenda:

- (1) Consideration of a goal budget for the next Fiscal Year,
- (2) Any other business as may properly come before the Meeting.

b. Spring Meeting

A Congregational Meeting shall be held each year on or between April 15 and May 31, and shall include as part of its agenda:

- (1) Election of Trustees; To fill any partial-term vacancies; To elect three Trustees each year, for three-year terms;
- (2) Election of Congregational Committees;
- (3) Approval of the Annual Budget;
- (4) Any other business as may properly come before the meeting.

Section 10. Fiscal Year and Terms of Office

The Fiscal Year shall be from July 1 to June 30. Three-year terms of Trustees shall begin on July 1 of the first Fiscal Year and end on June 30 of the third Fiscal Year.

Section 11. Affiliated Organization

Any organization recognized by the Board which has independent existence and has as a function the achievement of one or more of the purposes stated in the Preamble hereof.

Section 12. Church Sponsored Organization

Any organization recognized by the Board which has as its membership more than 50 percent who are Members of the Church, which has as a function the achievement of one or more of the purposes set forth in the preamble hereof.

Section 13. Elections

The candidates for the Board of Trustees and Congregational Committees will be submitted by the Nominations Committee or nominated from the floor of the Congregational meeting held for elections.

Article II. Board of Trustees

Section 1. Board

a. Composition

There shall be a Board of Trustees composed of nine Trustees.

b. Quorum

A quorum shall be five Trustees.

Section 2. Term

a. Trustees

Trustees shall be elected to serve for a three-year term, or until their successors are elected and qualified.

b. Re-election

Members elected to the Board for a term of office shall be limited to two consecutive terms in that position. Serving more than one half of a term shall be considered a full term

Section 3. Qualifications

Voting Members may be nominated and elected to the Board, provided they have been Members of the Church for at least one year, at the time of taking office.

Section 4. Board Vacancies

Vacancies on the Board occurring between Spring Meetings of the Congregation shall be filled by a vote of the Congregation at a special meeting called for that purpose from candidates provided by the Nominations Committee or from the floor (Article I Section 6 Item b). Those persons who fill a vacancy shall serve the remainder of the unexpired term.

Section 5. Termination and Removal

a. Automatic Termination

Failure of a Trustee to attend three consecutive regular Board meetings or four of any six consecutive regular Board meetings shall be an automatic resignation from the Board without further action or notice.

b. Removal for Cause

Removal for cause of a Trustee shall be by majority vote of those Voting Members present and voting at a Congregational Meeting with removal of that individual in the call for the Meeting.

Section 6. Board Duties, Powers, and Procedures

The Board of Trustees shall be responsible for the administration, finances, property, and business affairs of the Church.

Included are the following specific duties and obligations:

- a. Hold monthly meetings at such time and place as the Board shall designate.
- b. Hold special Board meetings when requested to do so by the Moderator, the Minister, or four members of the Board. Due notice of special Board meetings, stating the date, time, place, and purpose of the meeting shall be given to each Board member. No business except that stated in the notice shall be acted upon, but other matters may be discussed.
- c. Give notice to the Congregation at least seven days in advance of special Board meetings, except when the Board or Minister determines the existence of an emergency which allows insufficient time for prior notice as prescribed herein.
- d. The Board may discuss and vote by email or telephone on matters that cannot reasonably be delayed until the next scheduled monthly meeting or until a special meeting could be called at the Church.
- e. The approved minutes of any Board meeting (including minutes of any vote by email or telephone) shall be posted on the Church bulletin board
- f. Review budgets for Congregational approval, monitor those budgets, and ensure that Church expenditures are within those budgets.
- g. Approve all Board Committee Chairs and official representatives to Affiliated Organizations.
- h. The Board may authorize expenditures exceeding its budget to the extent of not more than five percent of the total annual budget as periodically adjusted in light of actual income. Any expenditure in excess of this limitation shall be approved by a majority of those Voting Members present and voting at a Congregational Meeting with such expenditure in its call.
- i. Expenditures from the Endowment Fund shall be made by the Board of Trustees and approved by a majority vote of the Congregation in accordance with the following provisions. Expenditures shall be limited to special projects not normally included in the annual budget. Endowment spending beyond the levels authorized in the Endowment Spending Policy, as defined below, will not be permitted unless extraordinary circumstances, such that the existence of the Church is threatened, dictate such action. In such an event, the Board of Trustees, with the concurrence of a three-quarters vote of Church members present and voting at a duly-called meeting of the Congregation, may approve the use of the principal of the Fund beyond those levels authorized in the Endowment Spending Policy, provided that a plan for repayment of the withdrawn principal amount is adopted concurrently. The Board shall adopt policies regarding the management of the Endowment Fund consistent with these Bylaws.
 - i) The Endowment Spending Policy allows for spending from the endowment on an annual basis for activities and projects, consistent with the stated purpose of the endowment(s) as set forth elsewhere herein. The Permitted Distribution Amount under the Endowment Spending Policy is calculated by applying the Policy Spending Rate not to exceed four percent, as approved by the Board of Trustees, to an average of the historic endowment market values as of the end of each of the prior 12 quarters.
 - ii) At the end of each calendar year, the Permitted Distribution Amount shall be determined effective as of the last day of that calendar year. The Permitted Distribution Amount shall be available for activities and projects, consistent with the stated purposes of the endowment(s) as set forth elsewhere herein. The Permitted Distribution Amount not applied to such activities and projects shall be considered part of the principal of the endowment(s) for the following calendar year.
- j. Funds from reserve accounts may only be spent upon authorization of the Board.

Article III. Officers

Section 1. Election and Term

Each year at its regular monthly meeting preceding the Spring Congregational Meeting, the Board of Trustees shall elect a Moderator and a Secretary who shall be the Officers of the Board of Trustees. They shall be elected members of the Board of Trustees and shall serve for a term of one year.

a. Officer Nominating Committee

The Board of Trustees shall appoint an Officer Nominating Committee whose responsibility shall be to prepare a slate of candidates for office. The committee shall consist of three Trustees, selected from those whose term on the Board of Trustees is expiring and those whose term will be continuing but do not wish to be a candidate for office. The committee shall 1) solicit and accept all nominations for officers from all Trustees whose terms will be continuing; 2) confirm that nominees will serve if elected; and 3) prepare a slate of candidates to nominate for the Board of Trustees' offices. The committee shall strive for at least two candidates per office where possible. The election shall take place by secret ballot, and the elected officers shall begin their terms of office on July 1 of the new fiscal year.

b. Resignation and Removal

Either officer may resign or may be removed, with or without cause, by action of two-thirds of the Trustees. Officer vacancies shall be filled by election by the Trustees through the same process described above.

Section 2. Duties

a. Moderator

The Moderator shall serve as chair of the Board of Trustees, shall preside at all meetings of the Congregation, and shall represent the Church on all appropriate occasions. S/he may appoint such Board Committees or persons as may be expedient and necessary, and shall perform such other duties as usually appertain to the office. S/he shall be an ex officio member of all Board Committees with the right to vote.

b. Secretary

The Secretary shall be the official Secretary of the Board, shall see that proper records are maintained, and that proceedings of the Board are regularly reported to the Congregation, and shall perform such duties as may be prescribed by the Board. All records of the Secretary shall be the property of the Church. S/he shall be responsible for notifying the membership by mail of all Congregational meetings and of all matters to be acted upon at said meetings.

Article IV - Ministers

Section 1. Preamble

By the corporate act of call, the Members of the Congregation acknowledge their need for the service of those prepared by education and personal commitment, and they pledge to support the work of the Ministers, to strive to provide fair compensation, and to work with them to bring to fruition the promise of the free Church. The call signifies creation of distinctive partnerships in which Ministers and Congregation affirm their intentions to share in a religious pilgrimage of mutual care, forbearance, self-discipline, and a desire to serve the common good.

Section 2. Definitions

The following definitions of Professional Ministers are adopted for all necessary purposes throughout these Bylaws.

- a. Called – Minister whose service (hiring) must be approved by a vote of the congregation and who, likewise, can only be removed by a vote of the congregation.
 - i. Senior Minister – the minister with the primary responsibility for the management of the Church and its Ministry in consultation with the Board of Trustees and the Committee on Ministry. The Senior Minister must be called by the Congregation and be in Ministerial fellowship with the Unitarian Universalist Association
 - ii. Associate Minister – an experienced minister who reports to the Senior Minister, has independent program responsibility as a member of the Church staff team, and who must be called by the Congregation. This also includes a Minister of Religious Education.
- b. Hired – Minister hired by the Board of Trustees in consultation with the Senior Minister, and who can be dismissed with just cause by the Board. In either case (hire or dismissal), a vote of the congregation is not required.
 - i. Assistant Minister – hired by the Board of Trustees per the provisions in these Bylaws to work as a member of the congregational staff under the supervision of the Senior or Associate Minister
 - ii. Interim Minister – one who is hired by the Board of Trustees pursuant to these Bylaws for the specific purpose of providing ministry to the Church on a temporary basis during a pastoral vacancy

Section 3. Qualifications

Called Ministers of this Church shall be in Ministerial fellowship with the Unitarian Universalist Association. Race, color, disability, sex, affectional or sexual orientation, marital status, age, or national origin shall have no bearing on the choice or retention of any Minister.

Section 4. New Ministers

- a. Recommendation for election of a new Senior Minister shall be made by the Ministerial Search Committee, the creation and duties of which are set out more fully in Article V, Section 4 below. If there is a qualified and interested Associate Minister in place at the time of a vacancy in the Senior Minister position, then by vote of the Congregation as outlined in Section 5 below, the Associate Minister can be called to be the Senior Minister in lieu of a search. If the Associate is not interested or does not receive sufficient votes to be called, then the search process would be initiated. The Associate cannot be included in the candidates considered once the Search Committee is formed.
- b. A prospective Associate Minister should be initially hired by the Board as an Assistant Minister and then by mutual consent of the Board and Assistant Minister be brought before the congregation to be Called within twenty four (24) months of his or her date of employment.
- c. Assistant Ministers are selected through the Board's internal selection process and not by a Ministerial Search Committee
- d. The decision to seek an Interim Minister shall be made by the Board. The Board shall hire any Interim Minister and describe his or her compensation, conditions of employment, and duties in compliance with policies of the Unitarian Universalist Association.

Section 5. Election

Election of a Called Minister shall be at a Congregational Meeting called for that purpose by the Board. Election shall be by at least 85% of those Voting Members present and voting.

Section 6. Minister's Compensation and Conditions

- a. The initial compensation and conditions of employment of a new Senior Minister shall be proposed by the Ministerial Search Committee and the Board, after consultation with the Committee on Ministry and ratified by the Congregation at the same Congregational Meeting at which the new Senior Minister is elected. The length of the ministry shall be indefinite, subject to resignation or dismissal by vote of the Congregation as outlined in Section 10 below for all Called Ministers.
- b. The initial compensation and conditions of employment of a new Hired Minister shall be set by the Board. The Board will adjust the compensation of an Assistant Minister upon his or her being Called as an Associate Minister. As a Called Minister, the length of the ministry of an Associate Minister shall be indefinite, subject to resignation or dismissal under the same conditions as specified for a Senior Minister.

Section 7. Duties

- a. The Senior Minister is responsible for the Worship Services, with the assistance of the Worship Committee; assisting in the development and implementation of the Religious Education Program for youth and adults; Ministerial and Pastoral care; visitation and counseling; ordinances of child dedication, marriage, memorial services, and such other religious observances as s/he may deem suitable; and his or her active participation in the denomination and the community.
- b. The Senior Minister shall keep at the Church an official register, in a book provided by the Board for that purpose, in which s/he shall record all child dedications, marriages, and memorial services or funerals performed, and all other such matters as s/he may consider worthwhile. This record shall remain the property of the church.
- c. The Senior Minister shall be the Chief Executive Officer (CEO) of the Church, reporting to the Board.
- d. The Senior Minister shall be an ex officio, non-voting member of the Board, all Committees, and Church Sponsored Organizations. S/he may assist and advise Officers, Trustees, and Committees in the performance of their duties where s/he deems appropriate and shall, upon request of any Officer, Trustee, or Committee, so advise and assist to the greatest extent possible.
- e. The Senior Minister is responsible for hiring, evaluation, performance management, and firing of all staff other than other ministers.
- f. Ministers, other than the Senior Minister, shall assume duties specified at the time of hiring and shall be directed by the Senior Minister.

Section 8. Freedom of Expression

Ministers shall be free at all times to express their opinion on any subject both in and out of the pulpit.

Section 9. Resignation

A Minister shall give at least 90 days notice in writing to the Board of his/her resignation.

Section 10. Dismissal

A Called Minister may be dismissed only at a Special Congregational Meeting called for that purpose. This meeting shall be called by the Board only upon written request signed by at least 20 percent of the Voting Members. Notice of the meeting shall only be by letter sent to the Congregation. No notice shall be placed in the official Church newsletter or read from the pulpit. The Minister shall be invited to speak at this meeting. Dismissal shall be by a majority vote of Voting Members present and voting. The Minister's compensation shall continue for a minimum of 90 days after the date of dismissal in exchange for such service to the Church, consistent with Section 6 of Article IV of these Bylaws, as may be directed by the Board.

A Hired Minister may be dismissed by the Board pursuant to the policies for dismissal set forth in the Human Resources Manual of the Church.

Article V. Congregational Committees

Section 1. Structure and Procedure

- a. Congregational Committees, as prescribed in this section, are responsible solely to the Congregation. Candidates for service on these Committees shall have been Members for at least two years. Whenever there are two or more vacancies on any Congregational Committee, the Board shall call a special congregational meeting to fill the vacancies.
- b. Each Congregational Committee shall have its first meeting within two weeks of its election at the convenience of a majority of its members. At the first meeting the Committee shall elect its chair.

Section 2. Committee on Ministry

- a. The Committee on Ministry shall be composed of six Voting Members and the Professional Ministers as ex officio, non voting members. Voting Members shall be elected for three (3) year terms with elections of two (2) new members to the Committee each year. No more than two terms may be served consecutively. A Chairperson shall be selected by the Committee members each year after new members are elected.
- b. This Committee will work with the Ministerial Staff and Lay Leaders to evaluate and promote the overall effectiveness of the ministry for the Congregation.
- c. This Committee shall facilitate the relationship between the Ministers and Congregation, receive, investigate and respond to all matters affecting the Ministerial-Congregational relationship.
- d. This Committee shall perform evaluations of the professional ministers and recommend to the Board annual compensation of the professional ministers.
- e. This Committee shall be elected by the Congregation from candidates submitted by the Nominations Committee after consultation with the Committee on Ministry.

Section 3. Leadership Development Committee

- a. The Committee actively encourages the development of the lay leadership of the Congregation. The name of the Committee is the Leadership Development Committee (formerly known as the Nominations Committee).
- b. The Committee shall be composed of 9 Voting Members. All Members shall be elected for three (3) year terms with elections of three (3) new members to the Committee each year. No more than two terms may be served consecutively.
- c. The Committee shall publicize, solicit, and submit to the Spring Congregational Meeting the names of all qualified candidates for vacant positions on the Board of Trustees and the other Congregational Committees. It shall also support the development of the Council infrastructure to organize the volunteer participation of the Congregation. As needed, upon Board request, the Committee will create a slate of candidates for a special purpose such as delegate selection, subject either to Board approval or Congregational vote, as appropriate.
- d. The Committee will develop processes and procedures within its Rules to encourage, develop, and train potential and existing members of the Congregation to assume leadership roles. The training sessions, seminars, and curricula created by the Committee will strive to adapt generally-accepted leadership and management principles for non-profit organizations to the Ends established by the Board of Trustees for the Congregation as well as guidelines developed by the Senior Minister, the MDD, and the UUA.
- e. Members of the Congregation who desire to serve in positions described in (c) of this Section 3 shall apply to the Committee, pursuant to Standing Rules adopted by the Committee.

Section 4. Ministerial Search Committee

- a. In the event of a vacancy in the position of Senior Minister, the Nominations Committee shall, within 60 days, present a slate of candidates for consideration to the Congregation at a meeting called for that purpose. The Ministerial Search Committee shall be composed of seven members.

- b. Concurrently with the Nominations Committee's preparation of the slate of candidates, the Board shall promulgate rules and procedures concerning the Ministerial Search Committee's operation to present to the Congregation for approval at the same meeting at which the Committee members are elected.
- c. Employees of the Church shall not serve on the Ministerial Search Committee.

Article VI. Miscellaneous

Section 1. Amendments

Amendments to the Articles of Incorporation, or to these Bylaws, may be made at duly called Congregational Meetings, and must be affirmed by two-thirds of those present and voting. The content of such amendments shall be stated in the notice or call for the Congregational Meeting as prescribed in Article I, Section 6.

Section 2. Procedures

- a. Unless otherwise specified herein or modified by duly adopted Standing Rules, Robert's Rules of Order shall apply and govern Board, Congregational, and all Committee meetings.
- b. The Board of Trustees may appoint such persons as may be necessary to serve and assist at each Congregational Meeting.

Section 3. Real Property

For any meeting of the Board or any Congregational Meeting, where the sale, encumbrance or acquisition by the Church of real property or improvements thereon is to be discussed, notice of the same shall be published in the official Church newsletter at least 30 days prior to said meeting. Any action requiring the sale, encumbrance, or acquisition by the Church of real property shall require a two-thirds vote of those Voting Members present and voting at a Congregational Meeting with such action in its call.

Section 4. Open Records

All records of the Church other than those of a personal nature shall be made available for inspection to any Member during reasonable office hours.

Section 5. Dissolution

In case of the dissolution of this Church, all its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees and Officers of the Church shall perform all actions necessary to effectuate such conveyance.

Section 6. Interpretation

These Bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of the Church in order to accomplish the purposes stated in the preamble hereof.

Section 7. Majority Vote

Except as otherwise called for in these bylaws, voting and elections shall be determined by a majority of the Voting Members present and voting; except when more than one Board or Committee position is being filled, a plurality of those present and voting shall determine the election.

Section 8. Effective Date

These revised Bylaws shall become effective on May 19th, in the year 2013.