

**By-Laws  
of  
Clifton Universalist Unitarian Church  
Louisville, Kentucky**

ARTICLE I

**Membership**

Section 1 - Any person of either sex, sixteen (16) years of age or over, who is in sympathy with the principles as set forth in the constitution and wishes to partake in the activities of our church, support the constitution and make financial contributions, according to his or her ability, for the work of the organization, shall be eligible for membership. Any member in good standing shall have the right of voice and vote, initiative, referendum and recall.

Section 2 - Membership shall become effective upon signing of the membership book provided for that purpose. The board will be notified of new members within seven (7) days, and such membership shall be subject to the veto of the Board of Trustees within thirty (30) days. There may be a reception of new members during public worship on behalf of the congregation.

Section 3 - Members shall be considered in good standing who have fulfilled the requirements of membership as set forth in Article 1, Section 1, of these by-laws.

ARTICLE II

**Board of Trustees**

Section 1 - The Board of Trustees shall attempt to consist of at least nine (9) members, all of whom must be in good standing and at least sixteen (16) years of age, and who shall be a member of the church in good standing at the time of election, and have been actively associated with the church for a period of not less than nine (9) months. When a vacancy exists in the voting membership of the Board by reason of death, resignation, unexcused absence from three consecutive regular Board meetings, or by dismissal, the remaining voting members of the Board may elect a qualified member of the Church to fill the vacancy. A voting member of the Board, who has been selected in this manner, shall serve until the next congregational meeting, when a person shall be elected by the established procedure to serve the remainder of the term.

Section 2 – The term of the Board of Trustees shall be two (2) years, with a limitation of two consecutive terms (4 years) in the same position for any individual. The second and subsequent terms are subject to reelection by the congregation. An individual may serve a maximum of eight (8) consecutive years on the Board of Trustees.

Section 3 - Anyone appointed minister may choose to become a member of the church with the right of voice and vote. The minister shall serve as an ex-officio member of the Board of Trustees.

Section 4 - The president of the Board of Trustees shall be the president of the

congregation with the rights of voice and vote, and one deciding vote only in the case of a tie.

Section 5 - The members of the congregation at the regular annual meeting of the church shall elect by ballot members to each office comprising the Board of Trustees, chosen from a slate of candidates submitted by the residing Board of Trustees and/or nominated by any member/s of the church in good standing. All nominations must be made no later than two (2) weeks prior to the regular annual meeting, and submitted to the congregation for its consideration not less than one week prior to the regular annual meeting.

Section 6 - Vacancies occurring in the Board of Trustees shall be filled by the Board until the next annual business meeting when the vacancy shall be filled by election in the usual way. If a newly elected Board Member has already served more than six (6) months in a vacancy at the time of their election, time served will count as one (1) year.

Section 7 - The members of the Board of Trustees shall meet for organization and business during the same month, or the month following their election, and shall meet at least ten (10) times annually.

Section 8 – The Board of Trustees shall set an annual meeting schedule at the first board meeting after their election.

Section 9 – All members of the Board of Trustees shall be notified of any special Board meetings.

Section 10 - Any member of the Board of Trustees who absents himself from three successive monthly meetings, without valid excuse, thereby vacates the office.

### ARTICLE III

#### **Officers and Members of the Board of Trustees**

Section 1 - The church shall strive to fill seats on the Board as follows, but will govern regardless of temporary vacancies. The immediate past president and immediate past treasurer shall be invited to serve as ex-officio members of the Board.

President  
Vice President  
Treasurer  
Secretary  
Up to five (5) Trustees at Large  
Youth Representative (Optional)

#### **Section 2 – Duties of Officers and Youth Representative**

A. President

The President shall:

- (1) preside at all meetings of the church and the Board of Trustees;
- (2) sign all contracts, notes, and other papers executed by this corporation;
- (3) serve as ex-officio member of all standing and special committees at will;

- (4) report on the actions of the Board of Trustees at the Annual Meeting; and
- (5) perform other such duties as are commonly associated with the office.

#### B. Vice President

The Vice President shall:

- (1) be vested with the powers and responsibilities of the President in the event of the latter's absence or inability to serve;
- (2) be responsible for insuring that the Board creates and implements an annual plan to establish and strengthen linkage with the Heartland District;
- (3) serve on the finance committee and monitor bank statements, expenditures, and other financial matters.

In the event of both the president and vice president are incapacitated, the Board shall elect a president Pro Tem.

#### C. Treasurer

The Treasurer shall:

- (1) be responsible for monitoring compliance with the Board's financial policy and insuring and protecting the financial integrity of the Church;
- (2) along with an officer or designated Board member, receive all money from the Sunday collection;
- (3) shall have charge of all monies, bills, notes, stocks and similar property belonging to the church, and shall manage the same as may be so ordered by the Board of Trustees.

#### D. Secretary

The Secretary shall:

- (1) keep a complete record of the proceedings of all meetings of the Board of Trustees;
- (2) give notice of all meetings of the Board of Trustees;
- (3) keep a calendar for advising the other officers and committees of times for which various reports as may be requested by the Board;
- (4) perform such other duties as the Board of Trustees shall from time to time prescribe including, but not limited to, conducting of correspondence and advising individuals of their election to office or appointment to any committee.

Officers may be required to fulfill other duties and responsibilities as may be outlined in a Church operations and/or procedures manual.

#### E. Youth Representative

The Youth Representative shall:

- (1) be elected or appointed by the Youth Group;
- (2) serve to represent matters concerning the Youth Group and the church as a whole;
- (3) serve in an ex-officio capacity if they do not meet the age requirement of sixteen (16), or if they are otherwise ineligible for full board membership.

## **Expenditures**

Section 1 - The Treasurer and/or board designated signatories are the only individuals permitted to sign checks for church expenditures which have been authorized by the Board of Trustees or the congregation. All checks require two (2) signatures. The Board of Trustees may authorize minor expenditures, the maximum amount of which has been established with approval by the congregation, for the daily operation of the church and its programs.

Section 2 – The incumbent Board shall recommend what shall be considered minor expenditures payable at the discretion of the Board, and major expenditures requiring a vote by the congregation, based upon the church's financial situation and the economy in general. The Board shall present these guidelines for expenditures to the congregation for approval at the annual business meeting. These may not vary afterward until voted on at the next annual business meeting, or at a special meeting of the congregation.

## ARTICLE V

### **Meetings of the Membership**

#### Section I - Types of Meetings

There shall be two types of meetings of the Membership: Annual Business Meetings and Special Meetings.

#### A: Annual Business Meetings

The annual business meeting of the congregation shall be held sometime during the last two (2) months of the fiscal year, as designated by the Board of Trustees. The fiscal year shall run from July 1st through June 30th unless otherwise determined by the Board of Trustees.

The meeting agenda shall be prepared by the President. Its content shall be determined by the president and/or by petition presented to the President and signed by at least five church members or by the Board of Trustees. Such petition must be presented in time that compliance with the Notice of Meetings requirement in Section D of this Article will be met.

#### B: Special Meetings

A special Meeting of the Membership can be called by

- (1) the president of the Board,
- (2) a majority of the voting members of the Board, or
- (3) on written request to the board by fifteen percent (15%) of the voting members of the church.

Only that business which is specified in the call for the meeting may be transacted.

## Section 2 - Notice of Meetings

Notice of and the agenda for every meeting of the Membership must be announced in at least one newsletter and from the pulpit on the two Sundays immediately preceding the date of the meeting, and on the day of the meeting, if it occurs on a Sunday.

## ARTICLE VI

### **Governance**

#### Section 1 - Parliamentary Procedure

All business meetings shall be governed by the latest edition of Robert's Rules of Order.

#### Section 2 - Quorum

The quorum for all business meetings shall be at least 25% of the members present.

Section 3 - The congregation shall be the highest authority and is the court of last appeal in all local matters.

Section 4 – Unless specified elsewhere in the bylaws, all business and election shall be carried by a majority vote. Absent members shall be considered to vote with the majority.

Section 5 - The initiative, referendum and recall shall always remain the right of the membership, to be exercised as occasion requires.

Section 6 - The initiative or referendum action may be called for by a signed petition of fifteen (15) percent of the members in good standing.

Section 7 - Action for recall of officers may be instituted on a signed petition of thirty (30) percent of the members in good standing.

## Article VII

### **Minister**

Section 1 - The calling of a Minister shall require a seventy-five (75) percent vote of the members, in good standing, of the congregation at a meeting called for such purpose, in accordance with the bylaws.

Section 2 - As an employee of the church the minister is subject to immediate dismissal by the Board of Trustees according to a majority vote of the congregation.

Section 3 - The Minister shall be the religious head of the church and shall have complete freedom of the pulpit as well as freedom to express personal opinions outside the pulpit. The Minister shall render ministerial service to individuals and families. In a special book belonging to the church the Minister shall keep a record of marriages,

christenings or child blessings, and funeral or memorial services involving church people and said ministry.

Section 4 - The Minister shall consult and advise with the Board of Trustees as to the management of the affairs of the church and shall strive to attend all meetings of the Board. As circumstances suggest and as time permits, the Minister shall keep in touch with any and all phases of church life; and shall have access to all facts. The Minister may be member ex-officio, without vote, of all committees except a Search committee. The Minister shall bring to the attention of the Board or other church organizations any matters, including recommendations, which seem pertinent to the welfare of the church. The Minister shall be available for consultation as to the designation of church personnel, and at the request of the Minister such consultation shall take place. At the discretion of the Minister there shall be either individual and/or collective conferences with the church staff. The Minister shall be available to meet with a ministerial relations committee, if such be established by the Board of Trustees.

Section 5 - A Minister may be asked and required to withdraw from any meeting at which the Minister's salary or allowance, or the Minister's conduct in office is properly under consideration; but the reason for such request shall always be explained to the Minister, and without delay the Minister shall be given the opportunity to speak.

Section 6 - A Minister shall negotiate a professional contract, from time to time, with the Board of Trustees of the church which contract shall be valid until terminated either by its own terms or by a two-thirds (2/3) vote of the church membership.

Section 7 - Upon resignation, death, disability or dismissal of a Minister, a special meeting of the Membership shall be called for the purpose of electing a search committee of seven members. In addition to nominees for this committee, nominations may be made from the floor. The President of the Board shall be a non-voting member of the search committee. Once established, the search committee shall select one candidate only for the vacant position of Minister and this candidate shall be submitted to the church membership for approval or disapproval. The candidate must be in Fellowship with the Unitarian Universalist Association, unless special provisions are agreed upon by concerned parties (the membership, minister, Ministerial Fellowship Committee (MFC), and the Unitarian Universalist Minister Association (UMMA)). The election by the membership shall be at a special meeting called for this purpose, and at which a quorum shall be 100 members eligible to vote or 25% of the membership eligible to vote, whichever number is smaller. Election shall be by written ballot and shall require a three-fourths (3/4) vote of the membership present at the meeting. If such candidate fails to receive the required three-fourths (3/4) approval, another candidate shall be nominated and submitted for election in like manner. Unitarian Universalist Association suggested procedure and guidelines shall be followed except when in conflict with any of the provisions of our Articles of Incorporation, Constitution or Bylaws.

## ARTICLE VIII

### **Amendment**

Section 1 - The Constitution and bylaws may be changed at any special or regular meeting of the congregation if such change has been submitted in writing for the congregation's careful consideration, and carries by a two-thirds vote of those present

at the meeting. Notice of and the agenda for every meeting of the membership must be announced in at least one newsletter and from the pulpit on the two Sundays immediately preceding the date of the meeting and on the day of the meeting, if it occurs on a Sunday.

Section 2 - These Constitution and bylaws have been written to give the Board of Trustees and the congregation the liberty to govern without being hampered by a certain constitutional committee's shortsightedness. With this in mind we ask that any alterations or amendments to this document be considered with deep reverence to the freedoms of this church and its future generations.

Accepted by the congregation  
during an annual business meeting  
and passed by special vote  
June 13, 2010