

**Bylaws of the
Chalice Unitarian Universalist Congregation**

ARTICLE I. NAME

The name of this religious society shall be Chalice Unitarian Universalist Congregation.

ARTICLE II. PURPOSE

This congregation unites to foster spiritual and personal growth and to promote principles of community, dignity, and the right of individual conviction and truth regardless of source. We work for social justice in our locale and in the larger world and in so doing create a better life in the here and now. We dedicate ourselves to the democratic process in human relationships and endeavor to respect the interdependent web of existence of which we are a part.

ARTICLE III. DENOMINATIONAL AFFILIATION

This Congregation shall be a member of the Unitarian Universalist Association (UUA) and shall make annual financial contributions equal to its full fair share as determined by the UUA.

ARTICLE IV. MEMBERSHIP

Section A. Members

Any person may become a Member of this Congregation:

- who is at least thirteen (13) years of age,
- who is in sympathy with its purpose as stated in these Bylaws,
- who is in covenant with the congregation,
- who is a participant in congregational life and makes a pledge commitment of at least a stewardship donation to the Congregation (or obtains a waiver),
- who completes a membership card, and
- who is acknowledged by majority vote of the Board of Trustees to have met these criteria.

The stewardship donation shall be specified annually by the Treasurer and approved by the Board of Trustees.

A financial hardship waiver is requested by meeting with the Senior Minister and may be granted by the Senior Minister for periods not exceeding one year. Financial hardship waivers may be renewed.

Membership is open to all persons regardless of race, color, gender, gender identity, affectional or sexual orientation, or national origin.

Section B. Privileges of Membership

Members are entitled to vote on congregation-level matters, may serve on any committee, shall be entitled to vote on any matter before the committee, may serve on any group representing Chalice, and may serve as a committee chair or Board of Trustees member subject to any other

considerations enumerated herein. Members are also eligible to serve as delegates to Regional Assembly or General Assembly.

Section C. Friends

Any person may become a Friend of this Congregation by making and meeting an annual pledge. Becoming a Friend is open to all persons regardless of race, color, gender, gender identify, affectional or sexual orientation, or national origin.

Friends may serve on any standing committee (but not as the Chair of a committee) and shall be entitled to vote on any matter before the Committee. The Board of Trustees may make exceptions regarding service on appointed committees at its discretion.

Section D. Member Emeritus

Emeritus Membership status may be granted to any Member who becomes incapacitated and permanently unable to contribute time or the stewardship donation, but who still wishes to maintain membership. On request of the member or their agent or upon recommendation of Senior Minister, a member may be designated Member Emeritus and removed from the voting roster.

Section E. Removal of Members and Friends

Members shall be removed from the voting roster and no longer receive the privileges of membership upon request of the Member, upon falling out of contact with the Congregation, or upon death of the Member.

Members who do not make at least the stewardship donation in the current fiscal year to the Congregation (or obtain a waiver) may be designated Non-Voting Members. They shall *not* be entitled to vote on congregational-level matters. Non-Voting Members may be removed from membership at the close of the second consecutive fiscal year after transitioning to Non-Voting status.

Friends of the Congregation shall no longer be designated as such upon his/her written request, upon failing to make and meet an annual pledge, upon falling out of contact with the Congregation, or upon his/her death.

Designation as a Member or Friend can be immediately terminated by a vote of three-fourths (3/4) of the votes cast by the Board of Trustees for conduct disruptive to the operation and values of the Congregation.

The Coordinating Team shall review membership on a regular basis and make a recommendation for changes in membership status to the Board of Trustees. When making a change in status, the Board of Trustees shall give the Member or Friend at least thirty days notice by letter. The Board of Trustees shall not initiate a change within thirty days before a Congregational Meeting.

ARTICLE V. CONGREGATIONAL MEETINGS

The Annual Meeting shall be held each year in May or June at a time and place set by the Board of Trustees. In addition, special Congregational Meetings ("Special Meetings") may be called by the Board of Trustees or by ten percent (10%) of the Voting Members by written request to the Board of Trustees. All Congregational Meetings shall be held in person, either face to face and/or live online. Minutes shall be taken at all Congregational Meetings.

Section A. Meeting Notification

The Agenda and supporting material (including but not limited to: Proposed Budget, Slate of Candidates, Proposed Bylaw Changes, and any known issue upon which a vote may be necessary) for any Congregational Meeting shall be set forth in the notice of the meeting, and shall be mailed, emailed, or otherwise distributed to all Voting Members at least thirteen days (13) prior to the meeting.

Section B. Quorum Requirements

Thirty-three percent (33%) of the number of Voting Members shall constitute a quorum. A quorum of fifty percent (50%) of the Voting Members is required when buying or selling real property, or for calling or dismissing a Minister. A quorum can be met with attendance of Voting Members in person, either face to face and/or live online. Absentee voters shall not be counted in determining a quorum.

Section C. Voting

All votes at Congregational Meetings shall be cast in person, either face to face and/or live online, or by absentee ballot, but not by proxy. A Member who is unable to attend a Congregational Meeting either face to face or live online may obtain an absentee ballot by applying in writing, by email, by phone, or in person to the Secretary. All absentee ballots must be turned in to the Secretary before the meeting begins.

Voting on elections, on Bylaw changes, on matters affecting Congregational property, and/or on proposals initiated by the Board of Trustees, shall be decided by written ballot or by a show of hands and/or by live online polling. Other decisions may be made by acclamation. If a vote is taken by written ballot, the Secretary, or her/his designee, shall retain those ballots for one year.

All voting decisions not explicitly mentioned elsewhere in these Bylaws shall be made by a simple majority of votes cast.

ARTICLE VI. OFFICERS AND BOARD OF TRUSTEES

There shall be a Board of Trustees consisting of seven (7) elected Voting Members (four (4) Officers and three (3) Trustees) plus the Minister(s) and immediate Past President, who are ex-officio, nonvoting members. The Officers are President, Vice President, Secretary, and Treasurer of the Congregation. From July 1, 2024 to June 30, 2026, the Board may include up to five Trustees.

Section A. Selection and Replacement of Officers and Trustees

Officers and Trustees shall be elected at the Annual Meeting from a slate presented by the Nominating Committee (see Article X, Section B). All elected members of the Board of Trustees must have been Members for at least one year before the date of the election and remain Members during their term as Board of Trustees members.

No one may serve as a voting member of the Board of Trustees while their spouse/partner is a member of the Coordinating Team or an Executive staff member (i.e., working greater than or equal to twenty (20) hours/week).

A Vice-President shall be elected each year and shall succeed to the office of President the following year.

The Treasurer and one (1) Trustee shall be elected in odd numbered years to serve a term of two (2) years.

The Secretary and two (2) Trustees shall be elected in even numbered years to serve a term of two (2) years.

The newly elected Officers and Trustees shall take office on July 1.

No person shall be a voting member of the Board of Trustees for more than four (4) consecutive years.

Any member may serve again on the Board of Trustees after a one-year interval. No person shall be paid for service as an Officer or as a member of the Board of Trustees.

An Officer or a Trustee who has been absent from three (3) of six (6) consecutive Board of Trustees meetings may be removed by a two-thirds (2/3) vote of the Board of Trustees.

The Board of Trustees shall fill any vacancy by a majority vote within ninety (90) days. The Board of Trustees appointee shall complete the term of the person whom he/she is replacing. If there is less than half the term remaining, the appointee is eligible to serve up to four (4) more consecutive years.

Section B. Functions of the Board

The Board of Trustees is responsible for the mission and vision of the congregation, the goals that will help achieve the vision, and the creation of policies to ensure that staff and other congregational leadership have appropriate guidelines available. The Board of Trustees assesses the work of the Minister and Coordinating Team. The Board of Trustees has ultimate oversight of the financial health of the congregation.

Section C. Functions of the Officers

The President shall preside at Annual and Special Meetings of the Congregation. The President shall act as Chair of the Board of Trustees. The President is responsible for setting the agenda for Congregational and Board of Trustee Meetings. The President or his/her designee may represent the Congregation at Regional Assemblies and on all appropriate occasions. The

President represents the Board of Trustees to the Coordinating Team, the Congregation, and to outside parties.

The Vice President shall perform all duties of the President in the absence or incapacity of the President.

The Secretary is responsible for keeping accurate records of all Board of Trustees meetings and Congregational Meetings and posting copies of them in an appropriate place or making them available at reasonable times. The Secretary is responsible for maintaining a roster of Members. The Secretary shall prepare ballots for all elections. All records of the Secretary shall remain the property of the Congregation and shall be available for inspection by the membership at reasonable times. While overall responsibility for duties of the Secretary shall remain with the Secretary, the Secretary may, with Coordinating Team approval, delegate specific tasks to congregation staff and/or to specific individual Members.

The Treasurer is the Chief Financial Officer of the congregation. The Treasurer's responsibilities include receiving and safely keeping all money and other financial assets of the congregation; making all disbursements of funds as directed by the Board of Trustees; providing monthly statements of these receipts and disbursements; providing an annual financial statement; keeping accounts of the congregation furnishing quarterly statements of pledge status to all those who pledge; and preparing and submitting all necessary tax reports. While overall responsibility for duties of the Treasurer shall remain with the Treasurer, the Treasurer may, with Coordinating Team approval, delegate specific tasks to congregation staff and/or to specific individual Members.

Section D. Board of Trustees Meetings

Regular meetings of the Board of Trustees shall be held in person, either face to face and/or live online, at least once a month.

Special meetings of the Board of Trustees shall be held at the call of the President or Vice President or any three Trustees, or of the Minister, or by written petition of ten percent (10%) of the Voting Members.

All Board of Trustees meetings, whether face to face and/or live online, shall be open to all Members who wish to observe, except that the Board of Trustees may hold executive sessions limited to discussion of personnel matters. Notice of the time and place of regular Board of Trustees meetings shall appear in printed or electronic publications.

A quorum of the Board of Trustees shall consist of a majority of the voting Board of Trustees members.

If the President and Vice President are absent from a Board of Trustees meeting, the Board of Trustees shall choose another of its members to preside.

If the Secretary is absent from a Board of Trustees meeting, the Board of Trustees shall appoint a temporary Secretary.

In an emergency or for a time-sensitive matter, the Board of Trustees may act without actually meeting if a majority of the voting Board of Trustees members consent in writing (including by email). Such action shall be subject to ratification at the next Board of Trustees meeting and then shall be recorded in the minutes.

ARTICLE VII. THE COORDINATING TEAM

Section A. Responsibilities and Duties

The Coordinating Team shall coordinate, integrate, and advocate the methods for accomplishing the Congregation's goals in accordance with the Board of Trustees' Policies. The Coordinating Team is responsible for the day-to-day operations of the congregation including having general charge of the property of the congregation, conduct of its business affairs, and control of its administration including the appointment of committees as necessary.

Section B. Composition

Coordinating Team membership shall include the Senior Minister, another staff member, and at least two volunteer lay Members. The Senior Minister is responsible for the Team's leadership. The Board of Trustees shall approve the hiring or selection of members of the Coordinating Team. No one may serve on the Coordinating Team while their partner/spouse is a voting member of the Board of Trustees or an Executive staff member (i.e., working greater than or equal to twenty (20) hours/week).

Section C. Accountability

The Coordinating Team is responsible to the Board of Trustees. The Senior Minister shall regularly report to the Board of Trustees concerning the status of the property, the business affairs, administration, the Team's progress toward the achievement of the Congregation's goals, and near-term plans and activities.

ARTICLE VIII. THE MINISTER(S)

Section A. Senior Minister

The Ministerial Search Committee shall be composed of five (5) to seven (7) members selected by the Board of Trustees.

The Minister shall be approved by Members at an Annual Meeting or at any Congregational Meeting as provided in Article V, upon recommendation of the Ministerial Search Committee. To be called, the Minister must be approved by four-fifths (4/5) of the votes cast.

In the event that the Minister's position is vacant, the Board of Trustees may hire an interim or consulting minister as a temporary replacement.

Section B. Associate and Assistant Ministers

Assistant ministers are generally hired, and work under a contract with a fixed duration, with the possibility of renewal and/or being called. Associate ministers are generally called by the congregation. The relationship between the assistant or associate minister, the senior minister, and the Board of Trustees ought to be clearly stated. Absent a provision to the contrary, in the

event of a vacancy in the senior minister position, an associate or assistant may apply for the senior position.

Section C. Duties

The Senior Minister shall be responsible for the worship services within the Congregation and the Congregation's spiritual interests and affairs. The Minister(s) shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The Senior Minister is responsible for hiring, supervising, performance evaluation, management, and termination of all other staff consistent with Personnel Policy Manual.

Section D. Expectations and Obligations

Consistent with the Congregation's commitment to a shared ministry, a Minister's Letter of Agreement shall describe the expectations and obligations of the Congregation and of the Minister. It shall address service, salary, and benefits.

Section E. Evaluation

The Senior Minister is responsible to and reports to the Board of Trustees. The Board of Trustees is responsible for the Senior Minister's evaluation which shall be conducted every three to five years, or more frequently if required, such as for a minister in preliminary fellowship. The Senior Minister shall be responsible for the evaluations of any other ministers according to an agreed-upon schedule.

Section F. Termination

A called Minister may be dismissed by a majority of Members voting at a Congregational Meeting as provided for in Article V. An interim or consulting Minister may be dismissed by the Board of Trustees.

Section G. Minister Emerita/us

Upon retirement, a Minister may be appointed Minister Emerita/us by vote of a two-thirds (2/3) majority of Voting Members at an Annual or Special Congregational Meeting. Generally, such a title is reserved for a Minister who has provided long and distinguished service to the Congregation.

ARTICLE IX. NON-MINISTERIAL STAFF

Non-ministerial staff may be engaged by the congregation. Compensation, if any, for such staff shall be budgeted by the congregation. A Board of Trustees -approved Personnel Policy Manual shall stipulate employment policies and practices, wage and hour administration, staff member benefits, performance evaluation procedures, and other employer policies. The Senior Minister shall determine terms of employment consistent with the Personnel Policy Manual in consultation with the relevant committee(s). The Senior Minister shall maintain the Personnel Policy Manual, a copy of which shall be given to staff members.

ARTICLE X. COMMITTEES

Section A. Committees – General

Committees designed to further the interest of the Congregation may be formed by the

Coordinating Team or the Board of Trustees. Each committee shall elect its chair, who shall be a Member of the congregation. The following standing committees report to the Board of Trustees.

Section B. Nominating Committee

The Nominating Committee, a standing committee, shall consist of three Voting Members, who shall serve three-year staggered terms with one new member elected at the Annual Meeting. The Committee shall elect one of its members to be chair. No member of the Nominating Committee may serve more than one term. A Nominating Committee member may serve again after a one-year interval.

The Board of Trustees shall fill any vacancy by a majority vote within ninety (90) days. The Board appointee shall complete the term of the person whom he/she is replacing. If there is less than half of the term remaining, the appointee is eligible to serve a complete three-year term. The Nominating Committee shall prepare a slate of candidates to be voted on at the Annual Meeting. This slate shall include candidates for the Officer and Trustee vacancies to be filled according to Article VI, Section A. The Nominating Committee shall nominate at least one candidate for each position to be filled and may not nominate any of its members to be Officers or Trustees. It shall also include a candidate for the open position on the next year's Nominating Committee.

In November of the fiscal year, the Nominating Committee shall announce, at regular services and via the newsletter, the opening of nominations. The slate of candidates to be voted on shall be disseminated as follows: In the April newsletter, the Committee shall report the candidates' names and their positions which will need to be voted upon. This report shall also state that nominations may be made by petition, which must be signed by at least ten (10) Voting Members and submitted to the Nominating Committee no later than thirty (30) days prior to the Annual Meeting. No nominations will be accepted after that date.

The Committee shall provide to the Secretary in time for mailing with the notice of the Annual Meeting, the slate of candidates for Officers and Trustees proposed by the Committee, the nominee for the Nominating Committee, and any person(s) nominated for any office(s) by petition.

Section C. Good Relations Committee

The Good Relations Committee, a standing committee, is responsible for receiving and responding to congregation-related complaints or conflicts between individuals, or within or between congregation groups. It helps to achieve equitable settlements according to the Congregation's Conflict Resolution Policy. It is responsible for updating and maintaining the Conflict Resolution Policy.

To the extent that Congregational or ministerial confidences are not breached, the Good Relations Committee shall report its findings to the Board of Trustees on a regular basis. Good Relations Committee meetings are closed, except to those individuals who are presenting concerns.

The Good Relations Committee shall consist of three members selected by the Board of Trustees. Members serve three-year staggered terms. Each member shall be a Voting Member of the congregation for a period of at least two years prior to their selection. The Board of Trustees shall not select one of its own members, paid staff, or Coordinating Team members to serve on the Committee.

No person shall serve on the Good Relations Committee for more than two (2) consecutive terms. Any Member may serve again on the Good Relations Committee after a one-year interval.

ARTICLE XI. FINANCES

Section A. Fiscal Year

The fiscal year is July 1 through June 30.

Section B. Budget

The Congregational budget shall consist of an estimate of the amount of funds from all sources and a plan for using these funds. The Coordinating Team is responsible for proposing a budget for approval by the Board of Trustees. The Board of Trustee-approved budget is then presented to the Congregation at the Annual Congregational Meeting for approval by the Congregation. The budget is a plan for the guidance of the Coordinating Team and the Board of Trustees, and both may modify expenditures within the limits given under their authority, described in Sections C and D below.

The budget for the fiscal year shall be adopted at the Annual Meeting. Any subsequent budget revision adopted at any Congregational Meeting shall cover the current fiscal year and shall be accompanied by a statement from the Treasurer of the proposal's financial impact.

All funds raised by groups within the Congregation shall be considered as general operating income. At the Coordinating Team's discretion, the income may be restricted to use by the group that raised the funds.

Section C. Coordinating Team's Authority

Subject to Article VII, Section C, the Coordinating Team may overspend the current approved budget. Such overspending is limited to three percent (3%) of the total budgeted operating expenses without limitation as to any particular line item, but does not include capital expenses, principal, and/or interest payments on loans.

Section D. Board of Trustees' Authority

Subject to Article VI, Section B, the Board of Trustees may authorize overspending the current approved budget. Such overspending is limited to ten percent (10%) of the total budgeted operating expenses without limitation as to any particular line item, but does not include capital expenses, principal, and/or interest payments on loans.

If the Board of Trustees anticipates that more than one hundred ten percent (110%) of the currently approved total budget will be spent (not on a line-by-line basis), the change must be

approved at a Congregational Meeting. This does not include capital expenses or principal and interest payments on loans.

If, because of emergency, the Board of Trustees finds it necessary to authorize spending more than one hundred ten percent (110%) of the currently approved total budget without such prior approval, the Board of Trustees shall, as soon as practical thereafter, request and obtain ratification of its action at a Congregational Meeting. The Board of Trustees shall also present a suitably revised budget for approval at this meeting.

Section E. Reports

At the Annual Meeting, the Treasurer shall present a statement comparing the budgeted amounts to actual expenditures. The Treasurer shall explain all significant variances.

Section F. Annual Review

Financial statements shall be inspected every other year by a qualified, independent individual appointed by the Board of Trustees. A report of the inspection shall be available to the Congregation within one hundred twenty (120) days of the end of the fiscal year.

Section G. Signature Authority

Only the President, Vice President, Treasurer, or Secretary shall be authorized to sign or endorse financial instruments pertaining to the Congregation.

Section H. Contracting Authority

Once authorized by the Board of Trustees, only the President or Vice President has the authority to bind the Congregation to a contract or engagement, to pledge its credit, or to render it liable.

Section I. Real Property

No land or buildings shall be purchased, or permanent buildings erected or torn down, nor shall the property of the Congregation be mortgaged, sold, or otherwise disposed of unless approved at a Congregational Meeting by a two-thirds (2/3) majority of votes cast.

Section J. Capital Assets Acquisition Fund

There shall be a Capital Assets Acquisition Fund to accumulate restricted funds that are to be used only to pay for the purchase of land, the purchase and/or construction of new buildings, improvements to the campus, and/or the construction of additions to existing buildings for use by the Congregation. The Fund includes contributions designated for this purpose plus other income (interest, dividends, capital gains, etc.) minus expenses (brokers' charges, costs of financial management, capital losses, etc.). The Capital Assets Acquisition Fund shall be in a separate account and the Treasurer shall keep the accounts of the Fund separate from any other accounts. At the end of each fiscal year the Treasurer shall submit a financial statement to the Board of Trustees and to the congregation for the Fund showing itemized income and expenses for the year and assets and liabilities at the end of the year.

The Board of Trustees shall have the discretion to expend up to \$2500 from the fund at any one time subject to the above conditions. In no event shall the total of Board of Trustees approved expenses exceed \$10,000 in any one fiscal year without Congregational approval.

Except for Board of Trustees approved expenditures, all other expenditures must be approved by at least two-thirds (2/3) of the votes cast at a Congregational Meeting at which there is a quorum of fifty percent (50%) of the number of Members.

Section K. Chalice Endowment Fund

The purpose of the Endowment Fund is to create an endowment for generating income for the benefit of the congregation. Only under the most pressing of circumstances and a determination by the Board of Trustees that no reasonable alternative is available, shall the principal of this permanent resource be expended, following an affirmative vote of at least two-thirds (2/3) of the votes cast at a Congregational Meeting at which there is a quorum of fifty percent (50%) of the number of Members.

Funds will be invested in a separate account. The primary consideration in selecting investments shall be preservation of capital. The revenue will be deposited into the Endowment Fund as it accrues. Each year the Board of Trustees is authorized to utilize annual earnings greater than \$2000. The first \$2000 in earnings, together with any income above \$2000 not used in that year, is to be added to the principal. The signatures of two Board of Trustees Members will be required to withdraw any funds. The Treasurer shall report total contributions, income, and disbursements yearly to the congregation at the Annual Congregational Meeting.

Section L. Undesignated Bequests

Upon the receipt of any testamentary gift, when no specific use of the gift has been designated, the Board of Trustees is responsible to determine the distribution of that gift.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised and current edition shall govern all Congregational Meetings, Board Meetings, and other legal proceedings of the Congregation in all cases not otherwise provided for in these Bylaws.

ARTICLE XIII. AMENDMENTS

Section A. Origination

Amendments to these Bylaws may be proposed by a majority vote of the Board of Trustees, by a majority vote of a Bylaws Review Committee, or by petition of not less than ten (10%) of the Voting Members of the Congregation.

Section B. Submission

All amendments proposed by petition shall be submitted to the Secretary of the Board of Trustees no later than thirty (30) days before the Congregational Meeting at which they are to be voted on. Notice of all proposed changes shall be contained in the notice of the meeting.

Section C. Adoption

Proposed Bylaw amendments may be adopted by the Congregation if a quorum is present and if two thirds (2/3) of those present and voting so order.

Approved on June 9, 2024

ARTICLE XIV. DISSOLUTION

Should this Congregation cease to function and the membership vote to disband, following all payments of debts and obligations, any assets of the Congregation will be transferred to the Unitarian Universalist Association (UUA) for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

Approved on June 9, 2024