

Storm Lake Area Unitarian Universalist Association Bylaws May 2009

Congregational Membership in the UUA

This congregation shall be a member of the Unitarian Universalist Association and of the Prairie Star District.

Nondiscrimination Clause

This congregation affirms and promotes the full participation of persons in all our activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, physical or mental challenges, affectional or sexual orientation, class, or national origin.

Membership

Any person may become a member of this Association by:

- demonstrating sympathy with its purposes and programs,
- demonstrating an understanding of its bylaws,
- supporting it through financial and/or personal participation, and
- signing the membership book.

A Voting Member is any member who has attained the age of eighteen (18) years and has been a member of the Association for at least ninety (90) days. Only Voting Members may vote at congregational meetings.

A Pledging Friend is any person who is in general sympathy with the purposes, goals, and programs of the Association, and who makes a pledge or contribution of record thereto, but who chooses not to sign the membership book.

Removal of Membership

A member's name shall be removed from the membership roll in case of 1) the member's death, 2) written or oral request by the member to the Board of Trustees, 3) a period of inactivity over one year, pending review by the Board, or 4) removal by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the congregation.

Annual Congregational Meeting

An annual meeting of the congregation shall be held on the first Sunday in May each year, with the time and location to be set by the Board. The President of the Board shall conduct the meeting. The Secretary of the Board shall notify the membership of the meeting at least 10 days prior to the date set. The President shall set the agenda. Regular congregational members may submit agenda items up until 5 days prior to the meeting date.

The purpose of the annual meeting shall be to elect officers, elect members of the nominating committee, adopt the budget for the following fiscal year, and to hear officers', ministers', and committees' reports.

Special Congregational Meetings

Special business meetings may be called by the Board or at the written request to the Board by any five (5) members.

The business to be transacted at all meetings shall be set forth in the notice of the meeting, which shall be sent to all members fifteen (15) days prior to the meeting.

Quorum and Voting

A quorum must be present to conduct business. A quorum is defined as 20% of the membership. To approve decisions, a majority vote (one over half) is required. If a quorum is not present, the meeting may be postponed and re-scheduled.

Absentee and Proxy Voting

Proxy votes shall be available to members who cannot attend a given meeting for reasons of incapacitation or travel. All proxies shall be in writing and specifically state the issue and how the proxy is to be voted. Proxies must be delivered to the secretary.

Services

Congregational services shall be held regularly at such time and place as shall be determined by the Board of Trustees.

Roberts Rules of Order

In the conduct of meetings, the congregation shall follow Roberts Rules of Order. One member shall be appointed by the President to ensure that the meetings are conducted under these rules.

Governing Structure

A Board of Trustees shall administer and manage the business of the Association. The Board shall consist of the officers: president, vice-president, secretary, and two members-at-large, and the immediate past president who serves as ex-officio. A treasurer shall be appointed who may or may not be a member of the board.

Election

Board members shall be elected at the annual business meeting of the membership by a simple majority. The immediate past-president of the board shall serve as an ex-officio non-voting member.

Board Eligibility

To serve on the Board, a person must be a voting member of the Association.

Length and Term Limits

The term for each board member and officer is two (2) years. The terms shall be staggered, with half of the board positions being up for election each year.

No person except the Treasurer shall hold the office longer than two (2) consecutive terms.

Beginning in 2006-2007, two current members will retire, and three (3) new members will be voted in at the end of the fiscal year. **The President will become ex-officio, and the current vice-president will become President. One current member of the board will then become Vice-President.**

A nominating committee, appointed by the Board, will determine whose names shall be presented to the congregation for election to the Board.

Responsibilities of the Board

The board, subject to the prime authority of the congregation, is the principal policy forming and administrative body of the Association. The Board has full authority and responsibility, except as limited by these bylaws, to act on the business and programs of the Association.

Board Meetings

Regular meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board. Special meetings of the trustees may be called 1) by the President or 2) by the Secretary at the written request to the Secretary by any two (2) trustees.

Quorum

A quorum at a meeting of the Board shall consist of a simple majority.

Open Meetings

Meetings shall be open to the members of the congregation. Provision shall be made at meetings for non-Board members to address the Board, but the non-Board members may not make motions or vote at Board meetings.

Minutes

Complete and accurate typed minutes shall be kept of any and all regular and special meetings of the Board excluding Executive Sessions and will be made available to members upon request. All recorded minutes shall be formally approved by a majority vote of at least a quorum of the board.

Board Vacancies

Vacancies on the Board occurring between annual congregational meetings shall be filled by majority vote of the Board. Those persons who fill a vacancy shall serve only until the end of the current fiscal year.

Removal of Board Members or Officers

Any board member may resign by giving notice in writing to all trustees and may be removed, with or without cause, by action of two-thirds (2/3) of the trustees or by vote of a majority of the voting members present.

Officer Composition

The officers of the Association are President, Vice President, Secretary, and two Members-at-Large.

Responsibilities of the Board

President: The President presides at meetings of the congregation and meetings of the Board of Trustees. By virtue of the office, the President is a member of all departments and committees, except the Nominating Committee. The President votes at board and business meetings only in the case of a tie.

Vice President: The Vice President presides at meetings of the congregation and Board in the absence of the President, coordinates the working committees designated by the Board, serves as parliamentarian, and performs such other functions as assigned by the Board.

Secretary: The Secretary shall have general charge of and responsibility for all non-financial records and shall keep accurate minutes of all meetings of the congregation and the Board. The Secretary shall maintain records of membership in the Association and the voting eligibility of the members. The Secretary shall keep the congregation informed of the actions of the Board.

Treasurer: The Treasurer has custody of all money belonging to the Association; keeps careful and accurate records of all income, receipts, and expenditures of the Association; pays the bills and charges that are in the approved budget or are approved by the Board; prepares reports for the monthly Board meetings and for the membership at the annual meeting; and performs such other functions as assigned by the Board.

Committees

The Board may appoint standing and temporary committees as it deems necessary. All committees shall report to the Board at the time and in the form determined by the Board.

Nominating Committee

The Nominating Committee shall be composed of three voting members. Terms of office for Committee members shall begin on the first day of the first fiscal year after election and end on the last day of the second fiscal year.

The Nominating Committee shall publicize, solicit, and submit the names of all qualified candidates for vacant positions on the Board and Congregational Committees. Members who desire to serve in positions on the Board shall apply to the Nominating Committee, pursuant to standing rules adopted by the Committee.

Fiscal Year

The fiscal year of this Association is from May 1 to April 30.

Other Financial Provisions

Budget Process: At each annual congregational meeting, the Board shall submit an

operating budget for the coming fiscal year. The budgeting expenses may not exceed the anticipated income. A budget is adopted by a simple majority vote of the voting members present at the meeting. Once a budget is approved, the Board may authorize and expend the funds as budgeted. The Board may reallocate funds, as long as the reallocation does not exceed ten percent (10%) of the approved obligation or indebtedness that exceeds \$5,000.

Association Funds: All funds and property received by or coming into the custody of the Association belong to and are trust funds and the property of the Storm Lake Area Unitarian Universalist Association congregation, to be held and expended only for the purposes authorized and only in accordance with the regulations and/or written agreements prescribed or accepted by the Board of Trustees of the Association.

Audit: At the end of each fiscal year, the Treasurer, with the Board's concurrence, shall arrange for an audit of the books of account and shall report thereon to the Board and to the congregation in a newsletter or other communication.

Execution of Instruments: Checks and other orders on the funds or credit of the Association, and all contracts and instruments in writing by the Association, shall be valid and binding upon the Association only when executed by such officers as shall be designated and authorized by the Board.

Dissolution

Should this congregation cease to function and the membership vote to disband, any accrued assets of the Association will be assigned to the Unitarian Universalist Association if any remain after payment of debts.

Rules of Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the congregation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

Real Property

A duly elected or appointed officer, trustee, employee, or agent of the Association shall not be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty, except for liability resulting from: 1) any breach of duty or loyalty to the Association or its members, or 2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The Association shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, trustee, employee or agent of the Association.

Other Legal and Public Relations Provisions

Protection of Non-Profit Status: Neither the congregation, the Board, nor any officer or employee of the Association shall take any action or allow any activity or use of Association property which shall endanger the non-profit corporate status or charitable,

tax-exempt status of the Association or its property. Nothing in these bylaws shall be construed to allow a violation of this section.

Representation: The President, or any other member of the congregation, who is specifically authorized by the Board of Trustees, may represent the entire Association in any public or private meeting.

Public Statements: Public statements in the name of the Storm Lake Area Unitarian Universalist Association on social or other public issues will be made only after a vote of the Board. This does not limit the right of individuals or groups within the congregation to make statements in their own name.

Initial Adoption of Bylaws

The initial adoption of these bylaws shall be by majority vote of those persons attending a meeting called and held for such purpose, without regard to any voting qualifications or requirements provided for in these bylaws.

Amendments to Bylaws

Amendments to the Articles of Incorporation, or to these bylaws, may be made at duly called congregational meetings, and voted upon, affirmatively, by at least two-thirds (2/3) 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 these bylaws.

Amended June 24, 2009