

First Unitarian Universalist Church of New Orleans
By-Laws

As Approved at Congregational Meeting February 19, 2017

Article I: Name & Purpose

The name of this church shall be the First Unitarian Universalist Church of New Orleans. We commit to provide a liberal religious and ethical social model that supports diversity and fosters spiritual, intellectual, and moral growth. We commit to provide a safe community of love, support and celebration for people of all ages, races, national origins, sexes, sexual orientations, gender identities, classes, and abilities. We commit to promote the healthy interdependence of all that exists, and actively advance social justice. As a member of the Unitarian Universalist Association, we commit to support goals, activities and finances of the Association.

Article II: Membership

- A. Membership in this church is open to any person age 18 or above, who is in sympathy with the Principles and Purposes of the Unitarian Universalist Association (UUA) and the Mission Statement of the church. Membership cannot be denied for race, national origin, sex, age, sexual orientation, gender identity, disability, or economic status. To become a member, a person shall sign the membership book.
- B. Categories of Membership
 - 1. Individuals become eligible for active membership ninety calendar days after signing the membership book. To become an active member, an individual must make an annual financial contribution of record and is expected to attend services and other church-sponsored events. In cases of extreme financial hardship a member may meet with the First Church minister to negotiate a work exchange in lieu of a financial contribution, or arrange for another member to fulfill his or her financial commitment. Active members are entitled to one (1) vote at congregational meetings
 - 2. Members who have not fulfilled the requirements for active membership are considered inactive and are not eligible to vote at congregational meetings, but may participate in any church activities. Members are encouraged to learn the history of the First Unitarian Universalist Church and be aware of its policies, procedures and church structure, and to be familiar with the history of the Unitarian Universalist Association and its current concerns and issues.
- C. A list of current members is to be maintained by the Secretary. This list is to be used to identify those eligible to vote and to determine if a quorum is present at

congregational meetings.

- D. A member may resign at any time by written notification to the Secretary, who in turn shall notify the Minister, the Membership Team and the Board of Trustees.
- E. The Membership Team shall review the list of current active members at least annually immediately after the annual budget drive, and may recommend that the name of any individual no longer participating as an active member be moved to inactive membership status or be removed from the membership list. (See Article II B 1 for active membership requirements.) Unless the Board of Trustees or the Minister disagrees with the Membership Team's recommendation, the Secretary shall notify the member, in writing, of the impending action. The member's status may be changed, or name may be removed from the membership list if uncontested within thirty (30) days after the notice is mailed. If contested, the Board of Trustees shall resolve the issue. Inactive members may be restored to active status by fulfilling the requirements of Article II B 1 and requesting a change of status by notification in writing to the Secretary.

Article III: Board of Trustees

- A. The Board of Trustees consists of seven to nine (7-9) positions:
 - 1. President or Co-President
 - 2. Co-President (optional), or Member At Large
 - 3. Vice-President
 - 4. Secretary
 - 5. Treasurer
 - 6. Member At Large
 - 7. Member At Large
 - 8. Member At Large
 - 9. Member At Large
- B. Restrictions on Board Members
 - 1. All members of the Board must be active members of the church.
 - 2. All members of the Board must be eighteen (18) years of age or older.
 - 3. No employee of the church or their significant other may serve as a voting member of the Board.
 - 4. No member of the Board may serve on the Nominating Team.
- C. All Board terms shall be two (2) years in length. Board terms shall run for the church year, June 1 to May 31, except for the Treasurer. The Treasurer's term shall run from January 1st to December 31st and shall run two (2) years. Board members may serve two (2) consecutive terms.
- D. The officers of the church shall consist of a President or two (2) Co-Presidents, Vice-President, Treasurer and Secretary, all of whom serve on the Board of Trustees.
- E. Duties of Officers
 - 1. The President or Co-President 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.
2. The Vice President shall act in the absence of or at the request of the President, at which time she/he shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such functions and duties as may be assigned by the Board. The vice president shall assume the position with the intent of becoming president or co-president the following year.
 3. The Secretary shall keep minutes of meetings of the Board and congregation meetings; keeps the official record of church membership; maintains all papers, correspondence, documents, and written instruments belonging to the church or that pertain to the business of the church; and performs such other functions as assigned by the Board.
 4. The Treasurer shall receive, safely keep, and account for all money and other property of the church entrusted to his/her care, and shall disburse the same under the direction and to the satisfaction of the Board. The Treasurer shall maintain a current roster of the pledging units and their pledges and a complete accounting of the financial records of the church and performs such other functions as assigned by the Board.
- F. Board Members shall serve two (2) year staggered terms. After a maximum of two (2) consecutive board terms, a one (1) year hiatus will be required before returning to a Board position. The Treasurer's term shall be two years, with an option to extend the term for one-year increments at the discretion of the Board.
- G. The Board shall have authority sanctioned by the congregation to set policies and procedures related to church governance including general charge of church property, business and administration, and to monitor team functioning, budgeting, income, and expenditures.
- H. The Board shall be responsible for continuous monitoring and implementation of the by-laws. At least once every five (5) years, the Board shall authorize a complete review to adapt to changing conditions and practices.
- I. In the event of a vacancy on the Board, other elected position, or Nominating Team, the President, with Board approval, may appoint a member to fill the position until the next congregational meeting. At that meeting the congregation shall approve the appointment or elect another qualified individual.
- J. Board members shall attend all board meetings and board functions. Any member who is unable to attend should notify the President before a meeting. Failure to attend three (3) consecutive meetings shall be considered resignation, except in the case of illness or leave of absence granted by the Board.
- K. The congregation may dismiss a member of the Board who is not satisfactorily performing assigned duties. This action may be initiated by a vote of the Board, or by a petition signed by twenty (20) members of the church, which is then filed with the Secretary. A vote shall be taken at the next scheduled congregational meeting following the Secretary's receipt of the request for dismissal.

- L. Ex-officio members of the Board of Trustees shall include the Minister, the immediate Past-President, and the Director of Religious Education. These are non-voting positions.
- M. By the June board meeting, the Board shall appoint members of the Board as liaisons to such standing teams as have been established by them.

Article IV: Church Teams, Church Affiliated and Church Sponsored Groups

- A. The activities and affairs of the congregation shall be conducted through teams and individuals appointed by the Board, accountable to the Board, and having responsibility and authority for functions designated by the by-laws or by the Board from time to time.
- B. Each team chairperson shall be an **active** member of the congregation.
- C. All teams have the responsibility to submit yearly budgets to the Finance Team, which will submit a combined budget to the Board, then to the congregation for approval.
- D. Religious, spiritual, educational, or social groups that support the Principles and Purposes of the Unitarian Universalist Association and are comprised of mostly church members may be considered an affiliated group so long as they:
 - 1. Are recognized by the Board of Trustees.
 - 2. Direct their own programs and functions, and accept responsibility for their own finances in accordance with the policies of the church.
 - 3. Report to the Board as needed via their Board Member liaison.
- E. The Church may sponsor groups made up largely of individuals who are not members of the Church but which benefit both the Church and the community at large. Sponsored groups shall meet the same criteria as affiliated groups.

Article V: Meetings

- A. Congregational Meetings:
 - 1. Meetings of the congregation shall be held at least quarterly. The agenda shall include Board actions and concerns, financial reports, and any old or new business to be considered. The agenda for the last meeting of the calendar year shall include ratification of the budget for the next calendar year. The agenda of the second quarterly meeting shall include elections for the next church year.
 - 2. Special meetings of the congregation may be called by the Board of Trustees; by a vote at a previous congregational meeting; or by the President within thirty-five (35) days of receipt of a petition signed by twenty (20) members of the church.
 - 3. Notice of all congregational meetings shall be published to the membership at least two (2) weeks before the meeting and announced at regular church services. Notice shall include meeting date, place, time and

agenda.

4. A quorum shall consist of thirty (30) voting members or twenty percent (20%) of the current voting membership, whichever is greater.
5. Members must be present to vote. There shall be no proxy voting or absentee voting in advance of a meeting.
6. Special meetings on non-voting issues may be called at the discretion of the President or Board of Trustees.

B. Board of Trustees

1. The Board of Trustees shall meet in regular session once monthly.
2. A quorum for Board meetings shall be five (5) members.
3. Special meetings may be called at any time by the President or upon the receipt of a written request signed by at least three (3) members of the Board.

C. Openness of Meetings

1. Meetings of the Board of Trustees and other church teams shall be open to all members of the congregation. Non-members may participate when appropriate.
2. Agendas for upcoming Board of Trustees or other team meetings should be posted whenever possible. Summaries of congregational and Board meetings shall be posted and published in a timely fashion; other teams shall make summaries readily available to members.
3. The Board of Trustees or other church teams under unusual circumstances may meet in executive session, i.e., with only voting Board or team members being present when discussing matters of a sensitive nature. These sessions should be limited to that matter and reopened as soon as the discussion is concluded. During such a session, no official decisions may be made. Executive sessions shall be considered confidential and no minutes shall be taken.

Article VI: Elections

A. The Nominating Team, consisting of three (3) members, will present a slate of Board candidates to replace outgoing President or Co-Presidents if current Vice President is not able to serve as President or requires a Co-President, Vice President (who agrees to serve as President when the President's term expires), Treasurer, Secretary, Members-at-large, a slate of three (3) Nominating Committee candidates, an Annual Budget Drive Chair, and an Assistant Annual Budget Drive Chair who agrees to serve as Annual Budget Drive Chair the following year.

B. The Nomination Process

1. The Board of Trustees shall issue a charge to the Nominating Team by the 10th of February. This charge shall include a list of vacancies to be filled and may include specific requests, such as selecting candidates to reflect

the diversity of the church. Throughout the year, the Nominating Team shall be responsible for identifying candidates for all leadership positions. The congregation shall be reminded of the nomination and election procedures in a February newsletter.

2. The Nominating Team shall prepare a slate which should include at least one (1) nominee for each vacant position and report progress to the Board in a timely manner. In the year in which the current Treasurer's term is set to expire, the Nominating Team will include a nomination for Treasurer concurrent with the other nominations even though the new Treasurer will not join the Board until January 1st of the following year. The list of nominees shall be published to the membership at least two (2) weeks prior to the second quarterly congregational meeting.
3. A nomination may be made by a petition signed by at least five (5) voting members that is submitted to the Secretary not less than five (5) days before the election. The Secretary shall post the name and place it on the ballot.
4. At election, any member may nominate any other qualified member from the floor. The nomination must be seconded before the name is added to the ballot.

C. Unless otherwise stated, election shall be by simple majority.

Article VII: Minister

- A. The Minister shall be responsible for the conduct of worship and the spiritual growth of members. Consistent with Unitarian Universalist liberal religious tradition, the Minister shall have freedom of the pulpit, as well as freedom to express opinions outside the pulpit. The Minister shall have supervisory authority over all employees and final responsibility for the content of all publications of the church. In the absence of a minister, the board will designate a member to perform these supervisory functions.
- B. The Minister shall be an ex-officio member of the Board of Trustees and all church teams, except for the Ministerial Search Team, and any other team that would represent a conflict of interest. The Minister shall make a report at each Board meeting.
- C. Professional Ministry
 1. Calling a Minister
 - a. When a new Minister is to be called, a Ministerial Search Team shall be formed to evaluate candidates and to present a recommended candidate to the congregation for a decision. The committee shall consist of seven (7) members and two (2) alternates nominated by the Board. A special election shall be held at a congregational meeting. The President shall serve as an ex-officio member. Alternates shall fill vacancies that occur until the auditioning of candidates begins.

- b. The team shall conduct the search following consultation with the Unitarian Universalist Association and Unitarian Universalist Ministers' Association(UUMA).
 - c. The Minister shall be called upon recommendation of the Ministerial Search Team and a four-fifths (4/5) majority of the voting members present at a congregational meeting called for the purpose; a quorum shall consist of forty percent (40%) of the voting members. The minister shall have indefinite tenure.
 - d. The Ministerial Search Team shall propose a contract containing the detailed terms of agreement that incorporates the compensation package previously approved at a congregational meeting. The Board shall review and approve the contract to be signed by the President acting for the congregation and the Minister.
2. Hiring a Contract Minister
- a. An Interim Minister, Developmental Minister or Consulting Minister may be contracted by the Board.
- D. Dismissal and Termination
- 1. The Minister shall give at least ninety (90) days' notice in writing to the Board of his/her resignation or retirement, except that the Board may allow an interval of less time.
 - 2. The voting members of the congregation may dismiss the minister by a majority vote at a special meeting called for this purpose under the provisions for special congregation meetings enumerated in Article V. A. The congregation shall give the minister at least ninety (90) days' notice in writing of his/her termination, except in the case of ethical or criminal misconduct.

Article VIII: Parliamentary Authority

Robert's Rules of Order shall govern this organization in all cases where they are needed, and in which they are not inconsistent with the Charter, by-laws, and Policies and Procedures Manual.

Article IX: Amendments

- A. The by-laws may be amended by two-thirds (2/3) of the voting members present at any congregational meeting. The Secretary shall furnish a copy of any proposed amendment to each member at least two (2) weeks before the congregational meeting.
- B. Amendments to the by-laws may be proposed by the Board of Trustees or a petition signed by at least 10 (10) voting members of the congregation and submitted to the Secretary

Article X: Indemnification

The church shall indemnify any person who is or was an employee, agent, representative, or member of the Board of Trustees, 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 intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety 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 XI: Protection of Nonprofit Status

Neither the church, the Board, nor any officer or employee of the church shall take any action or allow any activity or use of church property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the church or its property. Nothing in these by-laws shall be construed to allow a violation of this section.

Article XII: Dissolution

Should the church cease to function and the membership vote to disband, any assets of the church shall be transferred to the Unitarian Universalist Association for its general purposes. Such transfer will be made in full compliance with applicable laws of the State of Louisiana.

Article XIII: Interpretation

These by-laws 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 enumerated in the church's mission statement.