

FIRST UNIVERSALIST UNITARIAN CHURCH

Wausau, Wisconsin

BYLAWS

As amended: December 2018

This copy is for convenient review at 2018 annual meeting and includes yellow highlighting showing changes from previous edition (December 2015).

BYLAW I. NAME

The name of this corporation is the First Universalist Unitarian Church of Wausau.

BYLAW II. PRINCIPLES AND PURPOSES

Section 1. We, as a member congregation of the Unitarian Universalist Association, covenant to affirm and promote:

- The inherent worth and dignity of every person
- Justice, equity and compassion in human relations
- Acceptance of one another and encouragement of spiritual growth in our congregations
- A free and responsible search for truth and meaning
- The right of conscience and the use of the democratic process within our congregations and in society at large
- Respect for the interdependent web of all existence of which we are a part
- The living tradition we share which draws from many sources:
 - Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life
 - Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion and the transforming power of love
 - Wisdom from the world's religions which inspires us in our ethical and spiritual life
 - Jewish and Christian teachings which call us to respond to God's love by loving our neighbors as ourselves
 - Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit
 - Spiritual teachings of Earth-centered traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature
 - Grateful for the religious pluralism which enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision.

Section 2. As a free congregation we enter into this covenant, promising to one another our mutual trust and support. First Universalist Unitarian Church of Wausau does not discriminate on the basis of age, race, occupation, gender, past religious affiliation, ethnicity, or sexual orientation.

Section 3. With respect to roles of the Board of Trustees and the Minister set forth in Bylaws VI and VIII, the congregation authorizes the Minister to direct the spiritual, pastoral, programmatic, and day-to-day administrative work of the Church as head of staff, while not subjecting the Church to undue risk of legal liability. Authority for the administration of the business and property of the Church is held by the congregation through its Board of Trustees.

BYLAW III. MEMBERSHIP

Section 1. In general, membership is available to any person at least eighteen years of age who subscribes to the purposes of the Church and is willing to give of their gifts, service, and presence to the church. Membership is established by signing the Church Membership Book in the presence of the minister or a Church officer and maintained by timely submitting an annual written financial pledge and contributing yearly.

Section 2. Membership entitles a person to vote on matters that come before the congregation either in person or by submitting an absentee ballot preceding the meeting.

Section 3. A member's name may be removed from the Membership Roll in case of: (1) member's death; (2) written request by the member; (3) lack of annual financial contribution of record, pending review of the Board; (4) a two-thirds (2/3) vote of the Board of Trustees for actions that threaten the well-being of the Congregation.

BYLAW IV. AFFILIATION

Section 1. This Church shall be a member of the Unitarian Universalist Association and the MidAmerica Region or its successor. The Board of Trustees shall approve voting delegates to the UUA General Assembly and other official meetings.

Section 2. The Church shall make annual contributions to the UUA and the MidAmerica Region or its successor according to its ability.

Section 3. This Church reserves the right to withdraw any or all of its affiliations by the vote of four-fifths of all members present at or submitting absentee ballots to two successive annual meetings.

BYLAW V. MEETINGS

Section 1. Ultimate authority for all Church matters resides in its members assembled at regular and special congregational meetings.

Section 2. A regular congregational meeting shall be held annually at a time and place to be designated by the Board of Trustees.

- (1) Scheduled business shall include: reports of officers and staff; the election of members to the Board of Trustees, the Endowment Committee, and the Nominating Committee; and the adoption of an annual budget.
- (2) The proposed annual budget shall be made available to the members of the congregation at least ten days before the annual meeting.
- (3) The regular annual congregational meeting may consider any other topic it wishes, but it cannot decide questions of the sale or purchase of real estate, the call or dismissal of a minister, or a change in affiliation unless the procedures for a special meeting have been followed. (See Bylaw V, Section 3.)

Section 3. Special congregational meetings may be called by the Board of Trustees on its authority or on written petition of twenty voting members of the congregation. The Secretary of the Board shall call such a meeting in a timely manner. A call for a Special Congregational Meeting by the Board, and/or by petition, shall state the purpose (s) of the meeting. No other business may be transacted at such a meeting.

Section 4. Notice of all congregational meetings must be made available to members at least 30 days prior to such meeting; notice shall also be given at the two church services next preceding such meeting if such services are being held.

Section 5. A proxy vote is not permitted in any legally called meeting of this corporation. Absentee votes are permitted on request must be received before the meeting takes place.

BYLAW VI. THE BOARD OF TRUSTEES AND OFFICERS

Section 1. The business and property of the Church shall be administered by the Board of nine Trustees, three of whom shall be chosen annually by the members of the Church for one three-year term.

- (1) Trustees shall assume office on the first of January following their election.
- (2) Except for the fulfillment of an unexpired term, no trustee may serve more than two full consecutive 3-year terms on the Board.
- (3) Two non-voting, advisory youth trustees may be elected annually for a one-year term. They may be re-elected for a second one-year term.
- (4) Vacancies on the Board which occur during the year may be filled from the time of the vacancy until the next annual meeting upon the recommendation of the Nominating Committee and the majority approval of the Board at any regular monthly meeting.

Section 2. The Board of Trustees shall meet approximately monthly at the time and place of its choosing with a 10-day notice to the congregation.

- (1) Board meetings shall be open to all members of the congregation.
- (2) A quorum shall consist of a majority of the members of the Board.
- (3) Any member of the Board may call a special meeting of the Board.

(4) Closed sessions may be held when prudent, but no final action can be taken except in open session.

Section 3. Only, the Board of Trustees may create positions, hire and dismiss church employees, including interim ministers and student ministers (with the exception of the settled minister), and independent contractors. With the exception of fiduciary matters, the Board may delegate the authority to interview, supervise and set the conditions of church employees and to hire independent contractors. Church employees need not be members of the congregation. The Board of Trustees may not delegate fiduciary matters. The Board shall consider in good faith advice and recommendations from the Minister to establish or revise Church policy.

Section 4. A President, a Vice President, and a Secretary of the Board shall be chosen annually by the Board of Trustees at the first meeting of the new Board.

Section 5. The President shall be the Chief Executive of the Church and may act for the congregation or the Board between meetings, subject to review by the Board and/or the congregation. The President shall preside at all meetings of the congregation or Board at which he or she is present.

Section 6. In the absence of the President, the Vice President shall act in his or her stead.

Section 7. 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 in a timely manner to the Congregation, and shall perform such other duties as may be specified by the Board. All records of the Secretary shall be the property of the church. The secretary shall be responsible for notifying the membership of all Congregational Meetings in accordance with the By-laws and of all matters to be acted upon at said meetings.

Section 8. The Board appointed Treasurer(s) shall oversee the funds of the Church and shall ensure the payment of the obligations of the Church. The term of Treasurer(s) shall not be limited, but as a Board appointee(s), service is subject to Board approval. The Treasurer shall present a report on the financial condition of the Church to the regular meetings of the Board and to the annual meeting of the congregation.

(1) The Treasurer(s) need not be Trustee(s).

(2) The Board at its discretion shall provide for the bonding of the Treasurer(s).

(3) The Board shall provide for auditing of the Church financial records as needed.

Section 9. Duly elected or appointed officers, trustees, employees, committee members, and agents of the Church shall not be personally liable to the Church or its members for monetary damages from negligent financial acts or omissions except to the extent harm is caused by: (1) intentional breach of fiduciary duty to the Church or its members, or (2) intentional acts or omissions made in bad faith. The Church shall hold harmless, defend, and indemnify duly elected or appointed officers, trustees, employees, committee members, and agents of the Church, including their estates and personal representatives, against all liability and expense to the extent of merely negligent financial acts or omissions and by virtue of simply having been so elected or appointed.

BYLAW VII. COMMITTEES

Section 1. A Nominating Committee of three members, one of whom shall be a member of the Board of Trustees, shall be elected at the annual meeting to hold office until the next annual meeting.

- (1) The work of the committee shall be to present an annual slate of one member of the Endowment Committee, at least three individuals to fill duly expired or vacated seats on the Board of Trustees and at least three individuals to serve on the Nominating Committee.
- (2) It shall assist the Board in filling vacancies on the Board that may occur during the year by making the necessary recommendation.
- (3) The Nominating Committee may fill its own vacancies.

Section 2. A Ministerial Search Committee of seven voting members shall be elected by the congregation and continue until it resigns, until it is dismissed by the congregation or until a new minister is hired. This committee shall elect its own chairman.

Section 3. An Endowment Committee, comprised of the President of the Board, a Treasurer of the church, and three members of the congregation, one member elected each year at the annual meeting for a three year term, shall administer the Endowment Fund.

- (1) The purpose of the Endowment fund shall be to encourage and receive gifts and bequests and to manage the resulting assets to ensure the mission and ministry of the First Universalist Unitarian Church in accordance to its Statement of Declaration.
- (2) The Endowment Committee may fill any vacancies that occur during the year.
- (3) From time to time, the Board of Trustees may submit written requests to the Endowment Committee for distribution of Endowment funds for purposes in accordance with the Endowment Fund Declaration. The Endowment Committee shall act upon any such Board request per the Endowment Fund Declaration.

Section 4 Other Groups/Committees:

The Board of Trustees:

- (1) May create, charge, oversee and dissolve additional committees/ groups and/or individuals as necessary to fulfill the mission of the Church.
- (2) Such entities may include, but are not limited to, membership, fellowship, stewardship, religious services, religious education, property, social actions, ministries, personnel, conflict management, and audit.

BYLAW VIII. THE MINISTER

Section 1. The minister must have fellowship in the Unitarian Universalist Association.

Section 2. The minister shall be called by the congregation upon the recommendation of the Ministerial Search Committee. The call of the minister requires a four-fifths vote of the members present at or submitting absentee ballots to a duly constituted special congregational meeting for which proper notice has been given of this agenda topic.

Section 3. The Board of Trustees shall execute a contract with the minister incorporating employment conditions, dismissal and resignation procedures consistent with the terms of these Bylaws. The minister shall continue to serve for such time as may be mutually satisfactory to the minister and to the congregation, and in keeping with the terms of such contract.

Section 4. The minister shall be a non-voting, ex-officio member of the Board of Trustees and all committees except the Ministerial Search Committee.

Section 5. Any minister may be dismissed involuntarily only upon a four-fifths (4/5ths) vote of the members of the congregation present at or submitting absentee ballots to a duly constituted special congregational meeting for which proper notice has been given of this agenda topic, or at the annual meeting. The matter of dismissal may be placed upon the agenda by action of the Board of Trustees or by a petition of members filed pursuant to Bylaw V (concerning meetings of the congregation).

Section 6. The Minister shall lead and direct the spiritual, pastoral, programmatic, and day-to-day administrative work of the Church. Church employees report to the Minister. In collaboration with the Board of Trustees and considering advice of the Personnel Committee, the Minister may create positions, recruit, hire, and dismiss Church employees, including but not limited to assistant ministers, student ministers, and independent contractors. (Church employees or independent contractors need not be members of the congregation.)

BYLAW IX. QUORUM

Section 1. At any meeting of the Board of Trustees, a majority of its members shall constitute a quorum.

Section 2. At regular and special meetings of the congregation, twenty percent of the membership present at or submitting absentee ballots shall constitute a quorum. However, the purchase or sale of a substantial portion of the corporation's property, the dissolution of the corporation, the calling or dismissal of a settled minister, or change of denominational affiliation shall require a quorum of forty percent of the members.

BYLAW X. FISCAL YEAR

The fiscal year shall end December 31.

BYLAW XI. AMENDMENTS

The Bylaws, so far as allowed by law, may be amended or replaced at any duly constituted meeting of the Church by a four-fifth (4/5) vote of the members present and voting or submitting an absentee ballot prior to the meeting. Notice of any proposed change shall be contained in the notice of the meeting.

BYLAW XII. DISSOLUTION

In case of dissolution of this corporation for any cause, all its property, real and personal, subject to all just and legal claims upon it, shall vest in the MidAmerica Region of the Unitarian Universalist Association or its successor, to be held in trust, subject to the trust laws of the State of Wisconsin for the benefit of a future Unitarian Universalist Church or Fellowship in the Wausau area.

BYLAW XIII. PARLIAMENTARY PROCEDURE

All meetings shall be conducted under Robert's Rules of Order.