

BYLAWS OF THE FIRST UNITARIAN CHURCH OF DES MOINES

The following Bylaws of the First Unitarian Church were duly approved at a properly called special meeting of the Membership on May 6, 1979, and subsequently adopted by the Board of Trustees, as provided by the Articles of Incorporation, and as amended May 17, 1992, May 15, 1994, May 21, 1995, May 18, 1997, May 16, 1999, and May 21, 2001. These bylaws were edited to remove accumulated strike-through modifications and underscoring on additional language on March 16, 2005. Additionally, changes made in June 2005, and approved on June, 4 2006 are incorporated in this version. These Bylaws were amended and approved June 6, 2010. They were again amended and approved at the Annual Meeting on June 5, 2011.

ARTICLE I: Name

The name of this corporation shall be:

THE FIRST UNITARIAN CHURCH OF DES MOINES, IOWA

ARTICLE II: Purpose

The purpose of this corporation is to implement the commitment of the members as proclaimed in the Bond of Union:

"WE ASSOCIATE OURSELVES TOGETHER FOR THE STUDY AND PRACTICE OF MORALITY AND RELIGION, AS INTERPRETED BY THE GROWING THOUGHT AND NOBLEST LIVES OF HUMANITY, HOPING THEREBY TO PROVE HELPFUL ONE TO ANOTHER AND TO PROMOTE TRUTH, RIGHTEOUSNESS AND LOVE IN THE WORLD."

ARTICLE III: Membership

Section 1: Becoming a member

Individuals who are 16 years of age or older may obtain membership status by ascribing to the purpose set forth by Article II (The Bond of Union) and completing the following steps:

- a. Submit a written request for membership to the Director of Congregational Life;
- b. File a pledge and pay the first installment of the pledge;
- c. Sign the Membership Book in the presence of an active member.

There shall be no creedal test, explicit or implied, for membership.

The Senior Minister will report the names of new members to the Board of Trustees on a periodic basis.

Section 2: Continuing membership

- a. Membership continues as long as an annual financial payment in excess of the minimum cost of annual membership is made. The cost of membership is equal to the cost of UUA and PSD annual assessments plus the reasonable cost of supporting a member by the First Unitarian Church of Des Moines. The Board prior to the each annual pledge campaign will define this cost.

- b. The Board of Trustees may, temporarily waive the requirement listed above for individual members of the congregation.

Section 3: Membership Reports

The Senior Minister shall verify the active member list annually and report findings to the Board of Trustees.

Section 4: Resigning Membership

A member may resign at any time by submitting a written resignation to the church office.

ARTICLE IV: Meetings

Section 1: Annual Meeting

An annual meeting of the active membership of the Church shall be held prior to July 1 at the time and place that the Board of Trustees shall designate. The purposes of the meeting shall include, but not be limited to:

- a. Presentation of annual reports;
- b. Election of Trustees and Endowment Development-Committee;
- c. Adoption of a budget for the next fiscal year;
- d. Discussion and vote on resolutions presented; and
- e. Transaction of other business, which may come before the meeting.

Section 2: Special Meetings

A special meeting of the Members may be called for any purpose any time by:

- a. A majority vote of the Board of Trustees; or
- b. Shall be called by a petition, so requesting, signed by at least fifteen (15) percent of active members and presented to a Trustee.

Action taken at a special meeting shall be limited to the issue or issues that are set forth in the notice.

Section 3: Resolutions

Resolutions can be proposed by members and placed on the agenda of an Annual Meeting or Special Meeting if the resolution:

- a. Identifies where the proposed action fits with the church's Ends Statements.
- b. Is accompanied by a petition containing the signatures of at least ten percent of the active members.
- c. Specifies any church committees and/or employees affected by the proposed action as determined in consultation with the Senior Minister.
- d. Includes a discussion of any costs involved.
- e. Includes any staff and/or volunteer requirements.
- f. Includes a summary of at least two meetings led by an impartial facilitator.
- g. Is submitted to the Board Secretary at least 21 days in advance of the deadline for annual and special meeting notices.

Section 4: Notice

Notice of each annual and special meeting shall be given by mailing notices to active members at least two weeks before a meeting. The notice shall include:

- a. The time, place and purpose of the meeting;
- b. The proposed agenda, and
- c. The text of any resolution duly presented to the secretary, and
- d. Candidates presented by the Nominating Committee (annual meeting only).

Section 5: Quorum

Fifteen percent of the active membership shall constitute a quorum of any annual or special meeting except as provided elsewhere in these bylaws, but a smaller number may meet and record an adjournment.

Section 6: Responsibilities of the Membership

The membership shall elect the Trustees of the Board and members of the Endowment Development Committee, appoint or discharge the minister, buy, sell, or encumber real property of the Church, approve the Church budget and any other matters as may be brought to its attention by the Board of Trustees or the membership at a meeting duly called.

Section 7: Voting

Action on any matter to come before the membership at an annual or special meeting shall be by a majority of those members present and voting except as expressly provided otherwise in these Bylaws. The Board may elect to authorize by resolution the use of absentee ballots for voting on agenda issues at any congregational meetings.

ARTICLE V: Board of Trustees

Section 1: Membership

The Board of Trustees of this church shall consist of nine (9) active members, elected for terms of three years; three (3) of whom shall be elected at each annual meeting. The membership shall also vote on any vacancies that have been filled by the board since the last annual meeting. Terms shall begin on July 1 and end on June 30. No person who has served as a Trustee for a term of three years shall be eligible for re- election until one year after the expiration of that Trustee's term.

Section 2: General Powers

The Board of Trustees shall be the legal representative of the Church, and shall have general charge of its business subject to the will of the active membership. The Board of Trustees may adopt such rules and policies for the transaction of its business and of the Church as it may determine. In addition to other authority granted in these bylaws, the Board has authority to appoint individuals to act on behalf of the congregation in various capacities, including voting delegates at assemblies and meetings of the Unitarian Universalist Association and affiliated organizations.

Section 3: Removal and Vacancies

Trustees may be removed by a majority vote at an annual or special meeting, at which time a replacement shall be elected to serve out the remaining term. Notice stating the proposed removal, which complies with Article IV, shall be given before the meeting.

In the event of a vacancy on the Board, other than removal of a trustee by a vote of the active members, the remaining Trustees shall appoint a successor to fill the vacancy until the next annual meeting at which time a replacement shall be elected in accordance with Article IV, to serve out the remaining term.

Section 4: Regular Meetings

The Board of Trustees shall hold an open meeting once each month at a time and place it determines. Notice of the regular time and place of such meetings shall be published to the membership at the start of each fiscal year and whenever the regular time or place is changed. At such meetings, five (5) Trustees shall constitute a quorum. The

membership shall be informed through the monthly church newsletter of significant actions taken by the Board at their meetings.

Section 5: Special Meetings

Special meetings or virtual meetings of the Board of Trustees may be called by any two (2) members of the Board for the transaction of business

Section 6: Minutes

The minutes of the Board meetings shall show the results of each vote taken and information sufficient to indicate the vote of each member present. The membership shall be informed, through publicly available church communications, of significant actions taken by the board at their meetings.

ARTICLE VI: Officers

Section 1: Officers and Officer Selection

The Board of Trustees selects its own officers, who shall also serve as congregational officers according to the following procedures.

- a. The Board shall meet each year, after the annual congregational meeting and before July 1 to select officers for the coming year. The term of those selected shall begin July 1, and end June 30 of the following year.
- b. The officers of the congregation to be chosen shall include: President, Vice President and Secretary. The offices of congregational President, Vice President, and Secretary shall be filled by members previously elected to the Board.

Section 2: Duties of the President

The President shall be the principal executive officer of the corporation and shall preside as the chairperson at all meetings of the Board of Trustees and of the membership. The job of the president is to assure the integrity of the board's process. The president is the official spokes person for the board.

The President, along with the other officers, shall perform such duties as may be prescribed by the Board of Trustees either formally or informally.

Section 3: Duties of the Vice President

The Vice President shall preside in the absence of the President and shall be responsible for such other duties as may be required by the Board of Trustees.

Section 4: Duties of the Secretary

The Secretary shall be responsible for:

- a. The preservation of the minutes of all meetings of the members and of the Board of Trustees;
- b. the giving of all notices as required by law and these Bylaws; and
- c. such other duties as may be required by the Board of Trustees.

Section 5: Removal

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, it is in the best interest of the Church.

ARTICLE VII: Property

Section 1: Real Estate

Buying, selling or encumbering of real estate shall be approved at the annual meeting or a special meeting of the active membership called for such purpose.

Section 2: Checks and Drafts

All checks, drafts, or other orders for the payment of money issued in the name of the Church, shall be signed in the manner determined by a resolution of the Board of Trustees.

Section 3: Deposits

All funds of the corporation shall be regularly and promptly deposited to the credit of the Church in financial institutions as approved by the Board of Trustees.

No funds shall be expended for purposes of the Church without first being deposited to its order and drawn upon as provided herein.

ARTICLE VIII: Senior Minister

Section 1: Selection

The process for calling a senior minister shall begin with the selection of the Ministerial Search Committee by the active members. The Ministerial Search Committee shall recommend a ministerial candidate to the congregation. That recommendation shall be considered at a congregational meeting duly called for that specific purpose.

A congregational meeting to approve a senior ministerial candidate recommendation requires an extraordinary quorum of twenty-five (25) percent of the membership present, or represented by absentee votes, if such an absentee process is authorized by the board.

Approval of a senior ministerial candidate shall require an extraordinary affirmative two-thirds (2/3) majority of all votes cast.

Section 2: Dismissal

A majority vote of the active membership shall be necessary for the dismissal of the senior minister of this Church. The Board may authorize absentee voting for this process, consistent with other notice and meeting provisions of these bylaws.

Section 3: Settlement

The terms of settlement with such senior minister shall be negotiated by the Ministerial Negotiating Committee, members of which are approved by vote of the Board of Trustees.

Section 4: Duties

- a. The Senior Minister reports to the Board of Trustees regarding progress toward the overall achievement of Ends and shall:
- b. Be a non-voting member of the Board of Trustees. The Senior Minister may serve as a non-voting member of any affiliated committee or group.
- c. Have the freedom of the pulpit and elsewhere to express opinions.

Section 5: Evaluation

The annual evaluation of the minister will be conducted in a manner prescribed by the Board of Trustees.

ARTICLE IX: Committees

Section 1: General procedures for committees

The Board of Trustees retains authority, within the terms of provisions stated in these bylaws, to review activities and policies, and committee membership of all committees of the church. The Board of Trustees may relieve the Chairperson and membership of standing and special committees appointed by the Board as it is deemed necessary for carrying out the Church Purpose. Committees and their respective areas of responsibility and duties, beyond that addressed in the bylaws, may be designated by resolution of the Board of Trustees.

Section 2: Standing Committees

- a. **Nominating Committee** Two (2) members of the Board of Trustees shall constitute the Nominating Committee for new members of the Board of Trustees and shall appoint three (3) members from the active membership to complete the nominating committee.
- b. **Endowment Committees:**
 - i. **Investment Management.** The Fund shall be managed by a three person committee, who shall be appointed by the Board of Trustees of the Church. The Investment managers shall serve at the pleasure of the Board of Trustees and may serve for an indefinite period of time. The duties of the committee are defined in-depth in the Endowment Fund Agreement.
 - ii. **Disbursement Committee.** The disbursement of income of the Fund shall be administered by five members of the church, to be elected by the Membership of the Church, on a staggered basis to terms of up to five (5) years at a special meeting or at the annual meeting. One person shall be elected for a five-year term each year. Any vacancy on the committee shall be filled by an appointment of such vacancy by the Board of Trustees of the Church for the balance of the unexpired term. The duties of the committee are defined in-depth in the Endowment Fund Agreement.
- c. **Ministerial Search Committee.** The Ministerial Search Committee shall be activated in the event of a senior ministerial vacancy. The Committee shall consist of seven members elected by the active membership. The committee chairperson shall be elected by the committee members.

Section 3: Other standing committees of the congregation

The Board shall establish, by resolution, other standing or ongoing committees necessary to achieve congregational goals and missions. These committees shall continue on an ongoing basis unless terminated by Board action, and may determine their own

membership. These committees shall conform to Board policies and procedures on major program or budgetary initiatives.

Section 4: Ad-hoc or specialized temporary committees

Additional ad-hoc or specialized committees may be created from time to time to assist the congregation in carrying out its mission and achieving its vision. Creation of such committees shall be approved by the Board of Trustees for either a specified period of time, or for completion of a specified purpose, and will end when that time or purpose is completed.

ARTICLE X: Fiscal Year

The fiscal year of the church corporation shall commence the first day of July and end the thirtieth day of June each year.

ARTICLE XI: Amendments

Amendment to these Bylaws may be made at an annual or special meeting by a majority of those active members present and voting, providing the proposed amendment shall have been fully set forth in the notice for the meeting in which it is to be considered. All members shall have been mailed or given written notice of the intention for the adoption of such amendment two weeks prior to such meeting.

ARTICLE XII: Affiliation

This church shall be an affiliate of the Unitarian Universalist Association and the Prairie Star District of the UUA.

ARTICLE XIII: Inclusion

Section 1: Nondiscrimination

We affirm and promote the full participation of persons in all of our activities including membership, programming, hiring practices, and the calling of religious professionals without regard to race, gender, physical challenge, class, ethnicity, age, national origin, affectional or sexual orientation, or family choice.

Section 2: Equal Opportunity

Cognizant of the results of historical discrimination, this Church affirms that it is an Equal Opportunity Employer.

ARTICLE XIV: Parliamentary Procedure

Robert's Rules of Order, Newly Revised, shall be the parliamentary rules of procedure governing all meetings of the church when not in conflict with the Articles of Incorporation.