

BYLAWS OF THE UNITARIAN CHURCH OF MONTPELIER

Adopted April 14, 2013

Amended May 22, 2016

Amended May 24, 2020

Amended May 16, 2021

Amended May 18, 2025

ARTICLE ONE. NAME AND AFFILIATION

1.1 The name of this Congregation is the "Unitarian Church of Montpelier."

1.2 The Congregation is a member of the Unitarian Universalist Association (UUA).

1.3 The Congregation has a written Mission statement, which the Congregation may amend from time to time. The Mission is the purpose of the Unitarian Church of Montpelier.

ARTICLE TWO. MEMBERSHIP

2.1 Membership in the Congregation is not, and cannot be, predicated upon race, color, gender, gender-identity, affectional or sexual orientation, class, national origin or differing abilities.

2.2 Any person who is at least 14 years of age and in sympathy with the purposes and methods of the Unitarian Church of Montpelier ("the Congregation") may become a member by agreeing to the Congregation's mission and to these bylaws, by completing an orientation for new members and by signing the membership book. Persons who have been active members of another Unitarian Universalist congregation need not complete the orientation for new members.

2.3 A person remains an active member as long as they have made an identifiable (i.e., not anonymous) financial contribution and have participated in an activity of the Congregation at any time during the preceding twelve months. Participation in a Congregation activity may include attending worship services or annual or special meetings or contributing time to the work of the Congregation, such as being a member of a committee, teaching a religious education class or helping with a Congregation event. Only active members may vote in Congregational meetings.

2.4 A member who is unable to fulfill the two criteria for continuing active membership in paragraph 2.3 may become an inactive member upon

request to the Minister or other person designated by the Executive Team. If/When an inactive member becomes able to meet the criteria in paragraph 2.3 again, they may be reinstated as an active member upon request to the Minister or other person designated by the Executive Team.

2.5 A member may resign by so advising the Minister or other person designated by the Executive Team. The Executive Team may consider a member to have resigned who has not met the criteria in paragraph 2.3 for a full fiscal year, provided the Executive Team or its designee has made reasonable attempts to contact the member in question. A person who has resigned their membership, or who has been deemed by the Executive Team to have resigned, and who later wishes to reinstate their membership, may do so by meeting with the Minister and a designee of the Executive Team.

2.6 The Secretary shall maintain a roster of active and inactive members.

ARTICLE THREE. AUTHORITY

3.1 Congregation The active members of the Congregation, acting together in accordance with the procedures laid out in these bylaws, are the ultimate authority of the organization with the power to:

3.1.1 Call or dismiss a Minister

3.1.2 Approve the annual Operating and Capital budgets and any expenditure not included in the annual Operating and Capital budgets that exceeds two (2) percent of the combined annual Operating and Capital budgets

3.1.3 Buy or sell any interest in real estate

3.1.4 Mortgage, encumber or commit any asset owned by the Congregation or borrow any amount secured by a lien on the Congregation's property

3.1.5 Elect Board members and Board officers

3.1.6 Amend these bylaws

3.1.7 Change the Mission

3.1.8 Take any other action that is consistent with these bylaws and the Mission.

3.2 Board Acting on behalf of the Congregation, the Board sets goals and policies and monitors the execution of these goals and policies. The Board ensures that the Congregation is acting in concert with and toward the

achievement of its Mission, and takes considered public action as guided by the Mission, which it reports to the Congregation. It functions as the Congregation's visionary leaders, creating policies, establishing priorities and monitoring and evaluating programs and policies in service to the Mission. The Board provides fiscal oversight to ensure that UCM resources are used efficiently, to prevent and detect fraud, to maintain financial stability, and to comply with legal and regulatory requirements. See also Article 6. Board.

3.3 Minister The Minister is the spiritual leader of the Congregation and its Executive Director. The Minister supervises the staff and provides for pastoral care. The Minister is responsible to the Board for implementing the Mission as well as the goals and policies adopted by the Board. The Minister is an ex officio member of the Board. The Minister selects, convenes and is a member of the Executive Team. See also Article 7. Minister.

3.4 Executive Team The Executive Team manages the operations and business of the Congregation and achieves the Mission of the Congregation and goals of the Board by recruiting, leading and coordinating staff and volunteers. The Executive Team convenes and authorizes groups or individual volunteers necessary to implement its responsibilities and carry out the Mission. See also Article 8. Executive Team.

ARTICLE FOUR. CONGREGATIONAL MEETINGS

4.1 The annual business meeting of the Congregation shall be held during May at a time and place designated by the Board, unless otherwise determined by the Board in the event of an emergency. The Board may adopt necessary procedures for conducting the annual meeting including allowing remote participation and voting by means of audio or video conferencing.

4.2 Special meetings of the Congregation may be called by the Board. Special meetings of the Congregation shall also be called by the Board upon request of at least ten active members of the Congregation. Notice of matters to be discussed shall be included in a warning which may be posted to electronic media._

4.3 A quorum for a meeting consists of twenty-five percent of the active members, except that for any meeting to call a Minister, to request a resignation from a Minister, to dismiss a Minister or to sell, purchase or mortgage real property a quorum is thirty percent of active members. Each

active member present may vote. Written proxies are not recognized. In the event of an emergency, the Board may adopt necessary procedures for conducting the annual or a special meeting, including allowing remote participation and voting by means of audio or video conferencing.

4.4 The Secretary shall give notice of all business meetings of the Congregation, whether annual or otherwise, in such public manner as the Board directs at least six days before the time of the meeting.

ARTICLE FIVE. BOARD MEMBERS AND OFFICERS

5.1 Board Members The Board shall consist of seven members elected to two-year terms by the Congregation at the annual meeting. Board Members are elected to staggered terms so as to ensure some overlapping of terms for the purpose of continuity.

5.2 Officers The elected officers of the Congregation are the President, Vice President, Secretary, Financial Officer.

5.2.1 President The President presides at annual or special meetings of the Congregation and chairs the Board. The President has the authority to execute legal documents and represent the Congregation on public occasions.

5.2.2 Vice President The Vice President assumes the duties of the President in the absence of the President.

5.2.3 Secretary The Secretary keeps a correct record of Board meetings and of annual and special meetings of the Congregation, gives notice of meetings thereof under the direction of the Board, carries on correspondence in the name of the Congregation, maintains a roster of active and inactive members and performs all other duties that are incident and usual to such office.

5.2.4 Financial Officer The Financial Officer provides financial expertise and advice to the Board and the Congregation and sees that Board members are properly trained to carry out their financial oversight responsibilities. The Financial Officer may also execute legal documents in the absence of the President and Vice President.

5.2.5 Board Members at Large There are three Board Members at Large.

5.3 Limitations Only active members of the Congregation may be Board Members. Paid staff or contractors of the Congregation may not be officers.

5.4 Election of Officers Board Members are elected as Officers for one-year terms by the Congregation at the annual meeting. A Board Member's term as officer begins on the first day of July following election and ends on the last day of June one year later.

5.5 Term Limits No Board Member may serve for more than three consecutive two-year terms.

5.6 Nominations By the February Board meeting of each year, the Board determines which Board member terms are expiring, and the Secretary notifies the Congregation. Any member who wishes to be a candidate for one of these offices notifies the Secretary by April 15. The Secretary posts the name and statement of interest of each candidate in a public location in the church building and includes the names of all candidates in the warning for the annual meeting. Additional candidates may be nominated from the floor at the annual meeting.

5.7 Vacancies The Board fills any elected vacancy until the next annual meeting. If, at that time, the originally elected Board member had one year remaining of a two-year term, Church members will elect a new Board member for one year in order to preserve staggered terms.

ARTICLE SIX. BOARD

6.1 Duties of the Board The duties of the Board are to:

6.1.1 Establish annual and long-term goals for the Congregation and monitor and evaluate progress toward the achievement of those goals. The Board reports the results of monitoring to the Congregation at least annually.

6.1.2 Adopt written policies providing for limitations on the Executive Team and monitor implementation of the policies.

6.1.3 Upon recommendation of the Executive Team, hire and dismiss employees, other than the Minister, and approve the initial compensation and benefits for new employees.

6.1.4 Adopt such policies and appoint and formally charge such groups and individuals as it may consider necessary to accomplish its goals and responsibilities.

6.1.5 Evaluate the performance of the Minister annually. The Board makes recommendations regarding the Minister's compensation and benefits and

includes these in the annual budget. Recommend dismissal of the Minister to the Congregation if conditions warrant such action.

6.1.6 Review the financial condition of the Congregation at least quarterly, and submit an annual Operating and Capital Budget to the Congregation at the annual meeting.

6.1.7 Ensure that there is an examination of the financial books and records of the Church at least every three years by a person or persons designated by the Board.

6.1.8 Perform any other responsibilities described in these bylaws.

6.2 Rules The Board shall adopt rules governing its operations and make the rules available to the Congregation. The rules shall provide that a quorum of the Board consists of five members and that no decision of the Board is final without the agreement of at least four Board members.

6.3 Meetings of the Board are open to any member of the Congregation except when the Board is considering a personnel matter or provides good cause to the Congregation for meeting in Executive Session. Minutes of the Board are made available to the Congregation.

ARTICLE SEVEN. MINISTER

7.1 The Minister is the religious and spiritual leader of the Congregation, as well as its Executive Director. The Minister has freedom of the pulpit and freedom to express his or her opinion outside the pulpit. The Minister convenes and selects the Executive Team and, as a member of the Executive Team, is responsible to the Board for implementing the Mission, the annual and long-term goals and the policies adopted by the Board.

7.2 The Minister supervises the staff of the Congregation.

7.3 The length of service of the Minister shall be indefinite, except for an Interim Minister. The Minister shall give at least three month's notice of resignation unless a shorter period is agreed upon with the Board.

7.4 At a meeting warned for that purpose, the Congregation may request the resignation of the Minister or dismiss the Minister. If the Minister fails to resign within two weeks of the time resignation was requested, the Minister may be dismissed by action taken at a meeting of the members warned for that purpose.

7.5 As soon as the Board learns that the position of Minister is or will become vacant, the Board defines and initiates the process of searching for a new Minister or an Interim Minister taking into account the recommendations of the Unitarian Universalist Association. In the absence of a called or Interim Minister, the Board may hire or appoint a member of the Congregation to temporarily exercise the executive responsibilities of the Minister.

ARTICLE EIGHT. EXECUTIVE TEAM

8.1 The Executive Team is responsible for managing the day-to-day activities of the Congregation to achieve the Mission and for implementing the policies and goals adopted by the Board. In doing so, the Executive Team is empowered to take whatever action it deems prudent, except for those actions specifically prohibited by these bylaws or by the Board's policies.

8.2 The Executive Team selects and appoints the Treasurer. In addition, the Executive Team convenes and groups or individual volunteers necessary to implement its responsibilities and carry out the Mission.

8.3 The Executive Team assures that adequate records are maintained of all income and disbursements and assures that any taxes and other financial obligations are paid on time.

8.4 The Executive Team approves and disburses expenditures from Congregation funds as authorized by the annual Operating and Capital Budgets. The Executive Team makes adjustments to the budget in the course of the year to reflect changing needs and income. Congregational approval is required for any expenditure exceeding two (2) percent of the combined annual Operating and Capital that has not been approved as part of the annual Operating or Capital Budget as described in Section 9.2.

8.5 Annually, the Executive Team makes recommendations to the Board for the annual Operating and Capital Budget.

ARTICLE NINE. FUNDS AND ANNUAL BUDGET

9.1 Funds The Executive Team shall maintain and separately account for the following funds:

9.1.1 The **General Fund** is used to support the ongoing operations of the Congregation including staff compensation, administrative costs, program

and committee expenses, routine maintenance of the building and grounds, organizational dues and other annual operating expenditures. The Executive Team makes expenditures from the General Fund as authorized by the annual budget.

9.1.2 The **Capital Fund** is used to maintain, repair and improve the building and grounds and for major pieces of equipment. Approved capital projects not completed and paid for in one budget year may be paid in a subsequent budget year without new Congregational approval.

9.1.3 The **Long-Term Invested Fund** is made up of invested funds managed by a professional investment manager. Investments will be consistent with and will further the Mission. Donors may designate gifts of cash or securities to go to the Long-Term Invested Fund. Any withdrawals from the Long-Term Invested Fund are subject to approval of the Congregation. No amount greater than five percent of the fund balance on the preceding January 1 may be withdrawn from the Long-Term Invested Fund unless approval is given by two-thirds of the active members present at a special or annual Congregational meeting.

9.1.4 Other funds. The Executive Team may create, merge or abolish any other fund so long as its action is consistent with the Mission.

9.2 Budget Format and Adoption Each year at the annual meeting the Congregation shall adopt budgets for the General Fund (referred to as the "Operating Budget") and for the Capital Fund (referred to as the "Capital Budget") including a projected opening and closing balance for each and the source of funds for each. At the time that the budgets are presented, the Congregation shall be advised of the balances of all other funds. The budgets shall show expected transfers among the funds.

ARTICLE TEN. FISCAL YEAR

The fiscal year shall be from July 1 to June 30.

ARTICLE ELEVEN. DISSOLUTION

11.1 This Congregation may be dissolved only by the consent of at least three-fourths of the active members present at a special meeting called especially for this purpose. The quorum for such a meeting shall be 50 percent of the active membership.

11.2 Upon dissolution, any net assets of the Congregation shall be transferred to the Unitarian Universalist Association or its successor organization.

ARTICLE TWELVE. AMENDMENT OF BYLAWS

12.1 Any active member may propose an amendment to these bylaws by submitting the text to the Secretary. A proposal received by the Secretary ten days or more before an annual or special meeting shall be included in the notice and warning for that meeting.

12.2 These bylaws may be amended at any business meeting of the Congregation by a two-thirds vote of those active members present and voting, provided that the notice of the meeting included a warning that bylaw amendments would be considered and that the text of the proposal became available at least six days before the meeting.