

Bylaws of All Souls Unitarian Church

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Preamble

We, the Members of All Souls Unitarian Church of Indianapolis, Indiana recognize our fellowship in the Unitarian Universalist tradition and our common purposes; further, we set forth in these Bylaws the traditional polity by which final authority rests with the membership or congregation. The Church shall be a member of such organizations as shall be determined by the Voting Members.

Article I, Purpose

The purpose of this Church shall be to maintain regular religious services in the community, and to build up in the hearts of its people the high ideals of a rational, progressive, and exalted religion according to the covenant of this Church, which is "Love is the Spirit of this Church and Service is its Law, to Dwell together in Peace, to Seek the Truth in Love, and to Help One Another, This is our Covenant."

Article II, Membership

Section 1 Any person sixteen years of age or over, who feels in sympathy with the purposes of the Church as expressed in its Covenant and in its general activities, who has completed a prescribed orientation program, and who signs the membership book shall be considered a Member of the Church. All Souls Unitarian Church does not discriminate on the basis of age, race, occupation, gender, past religious affiliation, or sexual orientation.

Section 2 Classes of Membership

- Active Members. A person who meets all requirements of Section 1 of this Article, whose membership has not been terminated, and who makes an annual financial contribution of record as defined by the Board of Trustees shall be considered an Active Member.
- Voting Members. Active Members who have been Members for three (3) months prior to any annual or special meeting of the Church membership shall have the right to vote and shall be considered a Voting Member.
- Inactive Members. Those who have not met annual financial contribution requirements in the current or previous calendar year may be classified as Inactive Members. Inactive Members do not have the right to vote or to receive any Notice to Members and shall not be considered a Member for purposes of quorum. An Inactive Member may be restored to Active Member status upon his/her request and upon meeting the requirements of Active Member status.

Section 3 Termination of membership. Membership in this Church shall be terminated in either of the following ways:

- By resignation, notice of which shall be given in writing to the Church.
- By action of the Board of Trustees, in consideration of conduct that endangers the congregation or its people.

Section 4 It shall be the concern and responsibility of the Minister to maintain the file of membership, to review it regularly, and to make recommendations to the Board of Trustees concerning the classification and disposition of the membership of individuals.

Article III, Congregational Meetings and Quorum

Section 1 Meetings. At least two (2) meetings of the Church membership shall be held in each year. The Spring Congregational Meeting shall be held between May 1 and May 31, and the Fall Congregational Meeting shall be held between November 1 and December 15. The specific day and the time of each meeting shall be set by the Board of Trustees which shall give Notice to Members of such meeting, as provided in Article XVII.

Section 2 Spring Congregational Meeting.

- Officers and Trustees shall be elected as provided in Article VII.
- Reports of the activities of the past year shall be made, and plans for the ensuing year may be presented.
- The budget for the ensuing fiscal year, and plans for meeting the budget, shall be presented to the congregation for approval.

Section 3 Fall Congregational Meeting.

- The Treasurer and Auditing Committee shall make their reports.
- Members of the Leadership and Nominations Committee shall be elected as provided in Article VIII, Section 1.

Section 4 Special Meetings. Special meetings of the Church membership may be called by the Board of Trustees, by written request of at least ten percent (10%) of the Voting Members of the Church, or by the Minister. Whoever shall call such special meeting shall give Special Notice to Members of such meeting, as provided in Article XVII. Business conducted during a special meeting shall be limited to that stated in the notice.

Section 5 Quorum. Twenty percent (20%) of the membership eligible to vote shall constitute a quorum, except that thirty-three percent (33%) of the membership eligible to vote shall constitute a quorum for any decision involving the purchase, mortgaging, or sale of real estate or the calling or dismissal of a Minister.

Section 6 Voting. A simple majority of those votes cast shall be sufficient to approve or disapprove matters submitted for determination by vote, except that three-fourths (3/4) of the votes cast shall be required to approve or disapprove matters regarding the purchase, mortgaging, or sale of real estate or the calling of a Minister. Proxy votes shall not be allowed at Congregational Meetings. Absentee votes shall be allowed only for specific agenda items approved by the Board of Trustees. If absentee voting is approved for an agenda item, the wording of the question to be determined by vote and the acceptable methods of delivering absentee ballots shall be identified in the meeting notice and may not be changed subsequently.

Section 7 Resolutions. No resolution purporting to express a policy position of All Souls Unitarian Church of Indianapolis, Indiana, shall be considered at a congregational meeting unless it has been included with the meeting notice for such meeting. This Section shall not be construed to prohibit resolutions relating to business matters arising at the meeting or arising from reports of committees.

Article IV, Ministers

Section 1 Selection and Dismissal. The Minister, or Ministers, shall be chosen or dismissed by the Voting Members of the Church at a special meeting called for such purpose. Quorum and voting margin

requirements shall be as described in Article III.

Section 2 Duties. The Minister is responsible for the spiritual welfare of congregation, worship services, church administration, and implementation of goals, policies, and procedures established by the Board of Trustees. The Minister and Board of Trustees will practice shared ministry. The Minister shall make regular reports to the Board of Trustees, may make recommendations to the Board of Trustees, and shall bring to their attention any matters which seem pertinent to the general welfare of the Church. The Minister is the Head-of-Staff and, in consultation with the board or its designees, has the authority to supervise, hire, discharge and change the compensation of staff.

Section 3 Membership on Board, Church Council, Committees. The Minister(s) shall be a member of the Board of Trustees and all standing committees, without vote. The Minister shall also be head of the Program Council.

Section 4 Vacancy. In the event of a vacancy in the office of Minister, All Souls Unitarian Church will follow the best practices outlined by the Transitions Office of the Unitarian Universalist Association.

Section 5 Conduct. The Minister's professional and personal conduct shall conform to the Unitarian Universalist Ministers Association Guidelines for the Conduct of Ministry. The Minister and program staff will maintain professional memberships in UU collegial groups and will abide by their standards of ethical practice and conduct.

Article V, Officers

Section 1 Enumeration. The Officers of this Church shall be a President, Vice President, Secretary and Treasurer.

Section 2 Tenure. The Treasurer will assume the duties of the office on July 1, the start of the new fiscal year. The other Officers will assume their duties immediately upon their election. All Officers will hold office for a period of one year or until their successors have been duly elected and qualified. No Officer other than Treasurer shall serve more than three consecutive full one-year terms in the same position. The Treasurer shall serve no more than five consecutive full one-year terms in the same position.

Section 3 Membership on Board of Trustees. The Officers above named shall be ex-officio members of the Board of Trustees, with the right to vote.

Section 4 Duties. The duties of the Officers shall be those customarily performed by such Officers, including those herein specified below and such other duties as assigned by the Board of Trustees.

- The President shall preside at all meetings of the membership and the Board of Trustees.
- 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 specified by the Board of Trustees.
- The Secretary shall keep an accurate record of the meetings of the Congregation and Board of Trustees, and shall be responsible for the preparation and distribution of agendas and notices. The Secretary shall keep the Congregation informed of the actions of the Board of Trustees.
- The Treasurer shall review and maintain accurate records of income, receipts, and expenditures of the church. The Treasurer shall authorize payment of the bills and charges that are in the approved budget or are approved by the Board of Trustees. The Treasurer shall report to the Board of Trustees at its monthly meetings and to the membership at Congregational meetings.

Section 5 Vacancies. In the event of a vacancy in any of the offices, the Board of Trustees shall fill such vacancy, as necessary.

Section 6 Temporary Replacement. In the event of the absence or inability of the Secretary or Treasurer to serve, the Board of Trustees may appoint a Secretary or Treasurer pro tem who shall have such duties and powers as prescribed by the Board of Trustees.

Section 7 An Officer may be removed, with or without cause, by majority vote of both the Board of Trustees and the Leadership and Nominations Committee. The Officer whose removal is the object of a motion may participate in the Board of Trustees vote on such motion. Despite any other provision of these Bylaws, if an Officer is removed pursuant to this Section, the vacancy resulting from such removal shall be filled by the Leadership and Nominations Committee, which shall appoint a Church Member to serve until the next Spring Congregational Meeting, at which time the membership shall elect an Officer to serve the balance of the removed Officer's term.

Article VI, Trustees

Section 1 Number, Election and Tenure. The business affairs of this Church shall be vested in the Board of Trustees consisting of the four (4) Officers of the Church plus not less than five (5) and not more than seven (7) Trustees. Approximately one-third (1/3) of the Trustees of the Board of Trustees shall be elected by the Voting Members of the church each year at the Spring Congregational Meeting, to serve for a term of three (3) years beginning immediately following the election, or until a successor is elected and qualified.

The Board of Trustees may include more than seven (7) Trustees if those Trustees were duly elected under the governing bylaws at the time of their election or appointed to replace such Trustees per Section 4 of this Article. However, no more than two (2) new Trustees may be elected each year until such election will not result in a Board of Trustees that exceeds seven (7) Trustees.

Section 2 Eligibility for Re-Election. No elected Trustee who has been duly elected to a full three year term, or to fill the balance of a vacated term, shall be eligible for re-election until one year has elapsed after the close of the term. However, a Trustee who has been appointed to serve the remainder of a current year of a vacated term (Article VI, Section 4) shall be eligible for election at the Spring Congregational Meeting to either the balance of that vacated term, or to a full three year term.

Section 3 Duties and Limitation of Power.

- The Board of Trustees shall have general supervision over the property of the Church, both real and personal; and shall have control of its administration, except as herein limited.
- The Board of Trustees shall not execute or authorize the execution of any deed, contract or mortgage or any other instrument affecting title to the real property of the Church without first being authorized to do so by a vote of the membership. No expenditure of money, outside the budget, exceeding three percent (3%) of the budgeted expenditure for the current year shall be made without a vote of the membership.
- The Board of Trustees shall authorize the investment and reinvestment of general and special funds of the Church in reasonable and prudent investments and the sale of securities from time to time, as it shall deem advisable.

Section 4 Removal and Replacement. Failure of any elected Trustee to attend three (3) consecutive meetings of the Board, unless such action is considered by the Board to be unavoidable, shall automatically terminate membership on the Board and create a vacancy on the Board. A Trustee may also be removed, with or without cause, by majority vote of both the Board of Trustees and the Leadership and Nominations Committee. The Trustee whose removal is the object of a motion may participate in the

Board of Trustees vote on such motion. Vacancies shall be filled by the Leadership and Nominations Committee, which shall appoint a Church Member to serve until the next Spring Congregational Meeting, at which time the membership shall elect a Trustee to serve the balance of the vacated term.

Section 5 Meetings. The Board of Trustees shall hold regular meetings each month, except July, at such time and place as designated by the Board. Special meetings of the Board may be called by the President, by the request of three (3) members of the Board, or upon request of the Minister. Due notice of special meetings, stating the object of the meeting shall be given to each Board member, and no business other than that specified may be transacted at a special meeting. Meetings of the Board of Trustees may be held in person or by telephone conference call, internet conferencing, videoconferencing, or any other means of communication by which all members participating may simultaneously hear each other during the meeting.

Section 6 Quorum and Voting. A majority of all the Trustees eligible to vote shall constitute a quorum for a meeting of the Board of Trustees. A majority of all Trustees eligible to vote, whether present or not, shall be required to approve a motion.

Section 7 Emergency Action. To the extent practicable, the Board of Trustees shall conduct business pursuant to Section 5 of this Article. In the event of an emergency, however, the Board may act to address such emergency without a meeting if written consent to such action (by email or otherwise) shall be approved by at least seventy-five percent (75%) of the Trustees eligible to vote on such matter and filed with the next regular minutes of meeting of the Board following the action. Such consent shall have the same force and effect as an affirmative vote of the Board. Action pursuant to this Section shall only be used when a scheduled meeting of the Board would be impractical.

Article VII, Election of Officers and Trustees

Section 1 Officers and Trustees shall be elected at the Spring Congregational Meeting. A slate of nominees for Trustees and Officers shall be submitted by the Leadership and Nominations Committee. (See Article VIII, Section 1.) Such slate of nominations shall be included in the meeting notice for the Spring Congregational Meeting.

Section 2 Any other Member may be nominated for Officer or Trustee or elected committees, provided such recommendation for nomination is made in writing signed by at least ten (10) Voting Members and signed by such Member (to express his/her consent) and such recommendation for nomination is filed in the Church office at least ten (10) days prior to such meeting and a copy posted on the bulletin board of the Church not less than ten (10) days prior to the meeting.

Section 3 A majority vote of the Voting Members present at the Spring Congregational Meeting shall suffice for election, provided a quorum is present. (See Article III, Section 5.)

Article VIII, Leadership and Nominations Committee

Section 1 Membership. The Leadership and Nominations Committee shall be composed of the Minister, one (1) representative selected by the Board of Trustees, and up to six (6), but no fewer than three (3), at-large members elected by the Congregation. The Minister and the representative selected by the Board of Trustees shall have no vote. At-large members of the Leadership and Nominations must be Church Members and may not be Officers or Trustees.

Section 2 Election and Terms. Two (2) at-large members shall be elected by the Voting Members of the church each year at the Fall Congregational Meeting, to serve for a term of three (3) years beginning immediately following their election, or until a successor is elected and qualified. The Board of Trustees and Membership Committee representatives shall be selected annually. Any voting member of the Leadership and Nominations Committee who has served for three (3) years must remain off of the committee for one (1) year before being eligible to serve again.

Section 3 Duties. Their obligations shall be:

- To nominate one or more qualified Voting Members for each Officer and Trustee position that is open to election at the next Spring Congregational Meeting. These nominations shall be included in the meeting notice for the Spring Congregational Meeting.
- To nominate one or more qualified Voting Members for each Leadership and Nominations Committee member position that is open to election at the next Fall Congregational Meeting. These nominations shall be included in the meeting notice for the Fall Congregational Meeting.
- To appoint the members of the Program Council in mutual agreement with the Minister(s).
- To facilitate the development of leadership skills among Members for service to the congregation and to facilitate orderly succession of church leadership.

Section 4 Vacancies. Vacancies shall be filled by the Leadership and Nominations Committee, which shall appoint a Church Member to serve until the next Fall Congregational Meeting, at which time the membership shall elect a qualified candidate to serve the balance of the vacated term.

Article IX, Standing Committees

Section 1 There shall be such Standing Committees and special committees as are deemed necessary. Their need, the scope of their individual responsibility and their policies shall be reviewed annually by the Officers, the Board of Trustees, and the Program Council.

Section 2 An Auditing Committee of not less than three (3) Members of the Church shall conduct or supervise an audit of the financial records of the Church at the close of each fiscal year and at such other times as requested by the Board of Trustees.

Article X, Program Council

Section 1 The Program Council shall be composed of the Minister(s), no fewer than three (3) Church Members, and such other Church Members or staff as deemed necessary.

Section 2 The Council shall serve in an advisory and coordinating capacity concerning the overall program activities of the Church.

Section 3 Members of the Program Council shall be appointed and retained by mutual agreement of the Minister(s) and the Leadership and Nominations Committee. Members of the Program Council may not be Officers or Trustees of the Church.

Article XI, Lifespan Faith Formation Program

Section 1 The Church shall carry out and maintain a planned faith formation program of the Church, on all age levels, through the medium of regular classes held on Sunday, and through supplementary programs, such as workshops, leadership training institutes, lecture series, and other similar media.

Article XII, Autonomous Groups

Section 1 Organizations whose activities and practices are consistent with those of the Church may be recognized by the Board of Trustees as Autonomous Groups. Such Autonomous Groups may be given special consideration and support by the Church. These groups will establish their own rules and select their own officers.

Section 2 Autonomous groups of the Church shall endeavor to plan and execute programs that are in accord with, and support the general policies of the Church.

Section 3 Each recognized autonomous group shall place on file in the Church office a statement of its policies and procedures, and shall record any changes or additions.

Article XIII, Church Policies and Procedures

Policies and procedures not inconsistent with the Articles of Incorporation and these Bylaws may be adopted by the Board of Trustees. Such policies and procedures and any amendments thereto shall be stated in writing and filed in the Church office.

Article XIV, Fiscal Year

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

Article XV, Amendments

Section 1 Except as provided below, these Bylaws may be amended at any regular or special meeting of the membership of the Church with sufficient quorum by two-thirds (2/3) of the votes cast, provided Notice to Members has been given setting out the proposed amendment.

Section 2 The quorum and voting majority requirements of these Bylaws pertaining to the purchase, mortgaging or sale of real estate and the calling or dismissal of a minister and the requirements of this section may be amended only with a quorum of thirty-three percent (33%) of Voting Members and an affirmative vote by three-fourths (3/4) of the votes cast, provided Notice to Members has been given setting out the proposed amendment.

Section 3 Despite any provision of these Bylaws to the contrary, Standard Notice to Members (and the timeframes required thereby) shall apply to any part of a meeting of the Members concerning an amendment to the Bylaws, even if a special meeting is called for such purpose."

Article XVI, Parliamentary Authority

Except as otherwise provided in the Articles or these Bylaws, the rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the proceedings of meetings of the Members of this Church. Such rules shall also govern the proceedings of the Board of Trustees, the Church Council and all committees of the Church except to the extent otherwise provided in the Articles, these Bylaws or in policies and procedures approved by the Board of Trustees.

Article XVII, Notice

Section 1 "Notice to Members" shall mean either "Standard Notice to Members" or "Special Notice to Members" as described below. Unless otherwise designated, the term "Notice to Members" shall be Standard Notice to Members.

Section 2 Standard Notice to Members. Whenever Standard Notice to Members is required to be given, the Board, Church Council, committee, group or person initiating the action requiring the notice required by these bylaws shall:

- Transmit, or cause to be transmitted, such notice by US mail, email, text message or telephone call to each Member at the postal address, email address, text message number or telephone number on record with the Church at least thirty (30) days prior to the meeting to which notice relates.
- Announce, or cause to be announced, the pending occurrence of the meeting to which the notice relates from the pulpit at least two (2) Sundays during the thirty (30) days prior to the meeting to which the notice relates and that the notice is available for further inspection to Members.
- Make available all pending notices to inspection in the Church office, and make diligent efforts to make such notice available at such other locations and means by which information is typically shared with Members (such as in the church newsletters, bulletin boards and

website). However, when proper notice has been otherwise provided to the Members, failure to provide notice in the Church office or at such other locations shall not be deemed to be a failure to give proper notice.

Section 3

Special Notice to Members. Whenever Special Notice to Members is required to be given, the Board, Church Council, committee, group or person initiating the action requiring the notice required by these bylaws shall:

- Transmit, or cause to be transmitted, such notice by US mail, email, text message or telephone call to each Member at the postal address, email address, text message number or telephone number on record with the Church at least ten (10) days prior to the meeting to which notice relates.
- Announce, or cause to be announced, the pending occurrence of the meeting to which the notice relates from the pulpit at least two (2) Sundays (which may include the Sunday on which the meeting occurs) prior to the meeting to which the notice relates and that the notice is available for further inspection to Members.
- Make available all pending notices to inspection in the Church office, and make diligent efforts to make such notice available at such other locations and means by which information is typically shared with Members (such as in the church newsletters, bulletin boards and website). However, when proper notice has been otherwise provided to the Members, failure to provide notice in the Church office or at such other locations shall not be deemed to be a failure to give proper notice.

Section 4

General Notice Provisions. Notice is deemed transmitted by US mail on the date of postmark. Notice is deemed transmitted by email or text message on the date sent. Telephone communication is deemed transmitted when information is delivered orally to the Member, to a person at the Member's office or home whom the person giving the notice has reason to believe will promptly communicate the notice to the Member or by leaving a spoken message on an answering machine, voice mail or other similar service the person giving the notice reasonably believes is connected to the Member's telephone number of record. Notice may be included in other materials transmitted to a Member, such as a church newsletter. It shall be the duty of the Members to take reasonable diligence in maintaining a current mailing address and email address with the Church, and failure to do so shall be deemed to be a waiver of any notice requirement. Attendance by a Member at a meeting to which Notice relates shall constitute waiver of any objection to the method of notice.