

Bylaws

Bylaws of the First Unitarian Society of Milwaukee

Preamble

The congregation of The First Unitarian Society of Milwaukee affirms and promotes the full participation of persons in our activities without regard to race, color, gender, physical or mental challenge, sexual identity or orientation, age, class, national origin, or ancestry. Indeed, we are interested in actively promoting more diversity within our congregation.

Article I The Ministers

Section 1 – Election/Employment of Ministers. Except as provided in the final sentence of this paragraph with respect to Interim Ministers, the Ministers of the Society shall be elected by at least eighty-five percent (85%) of the eligible members who have cast ballots. This election may take place at an Annual Meeting, at a special meeting called for the purpose of electing a minister, or by ballot with the poll opened for a specified time to be determined by the Board of Trustees. The total number of ballots cast must equal at least ten percent (10%) of the eligible voting membership[1]. The church may call an Associate Minister or such other Ministers (with the exception of Interim Ministers) as the congregation may desire upon the approval and under the supervision of the Senior Minister. An Interim Minister under a contract providing for not more than two years of employment shall be employed solely upon approval of the Board of Trustees.

Section 2 – Tenure. The Senior Minister or Associate Minister shall serve for an indefinite period subject to termination by:

A. Resignation of the Senior Minister or Associate Minister upon him or her giving three (3) months advance notice to the Board of Trustees; or

B. By removal pursuant to Section 5 of Article I upon payment to the Senior Minister or Associate Minister of severance pay equivalent to not less than three (3) months compensation.

Section 3 - Head of Staff. The Senior Minister shall serve as leader of the staff team.

Responsibilities shall include:

1. Bringing to the attention of the Board any staff and operations matters pertinent to the general interests of the Society and making appropriate recommendations.
2. Developing operational procedures for the staff.
3. Hiring and supervising select staff members to implement mission-oriented programs for the church. In cases of particularly sensitive staff positions (e.g. Director of Religious Education, a Music Director), the Minister shall form a Search Committee with representatives of appropriate constituencies (e.g. the Religious Education Committee, the Music Committee, the Board, the Personnel Committee).

Section 4 – Other Terms of Employment. Other terms of the employment of a Senior Minister or Associate Minister shall be those mutually agreeable to the Board of Trustees and the Senior Minister or Associate Minister. In all events, however, the Senior and Associate Minister shall enjoy freedom of the pulpit and a minister, as determined by the Senior Minister, shall be an ex-officio member of all committees.

Section 5 – Removal. A Senior Minister or Associate Minister shall be removed by a two-thirds majority vote of the eligible voting members present and voting at a special meeting for that purpose.¹

Article II Committees, Teams and Groups

There are four types of committees, teams and groups in the congregation: (A) standing committees of the Board (B) special committees (C) staff-led teams and (D) member-led groups, also known as “member ministries.” The selection of members for each entity and the responsibility for operations varies based on the type of committee or group.

A. Standing Committees of the Board. These are established by the Board for specific purposes and report to the Board to serve the church’s mission and the Board’s ends. The Board has established the following Standing Committees of the Board:

(1) Finance Committee. The Board of Trustees shall appoint members to this committee. The Finance Committee is responsible for overseeing the financial condition of the church, through its focus on financial planning, accounting procedures, financial reporting, deferred giving, investment management and communication.

(2) Nominating Committee. The Nominating Committee shall be composed of the Society President and six members of the Society each serving a three-year term. Two new members of the Nominating Committee will be elected by the membership at the Annual Meeting in order to stagger the three-year tenures. If requested by the Nominating Committee, the Board of Trustees shall fill, for the balance of the unexpired term, any vacancy occurring in the Nominating Committee.

a. The Nominating Committee shall recruit and make recommendations at the time of the Annual Meeting, and in connection with special elections, for the election of the following: (i) new members of the Board of Trustees; and (ii) new members of the Nominating Committee.

b. The Nominating Committee shall recruit and recommend to the Board of Trustees the following: (i) Treasurer; (ii) Chair and Members of the Finance Committee; (iii) Members of the Personnel Committee; and (iv) Chair and Members of the Income Oversight Committee.

(3) The Personnel Committee. The Personnel Committee shall be composed of four people, serving a three-year term each. The Board of Trustees shall appoint members to this committee in such a fashion as to stagger the three-year tenures so that a new member (and occasionally two) is appointed each year. As terms expire or vacancies occur, two candidates for each open position on the Personnel Committee shall be suggested by the Nominating Committee. The church staff (those working twenty hours per week or more) may provide input about the candidates, whose name(s) shall then be forwarded on to the Board for its final approval. The responsibility for this process shall be the Nominating Committee’s,

The Personnel Committee shall facilitate, on behalf of the Board of Trustees and in cooperation with the appropriate committees and staff members, the policies, job descriptions, job satisfaction, compensation issues, grievances, and performance reviews of the church staff.

(4) Income Oversight Committee. The Board of Trustees shall appoint members to this committee.

The Income Oversight Committee will partner with the Senior Minister and the Board to work on income strategy so that the Church attains and maintains a balanced budget and has sufficient funds to carry out programs and ministries desired by the congregation.

B. Special Committees. These may be created by the Board to accomplish specific tasks. The following special committees shall be formed in the manner specified for each. Each special committee shall serve for the time, and be retained or replaced, as set forth below

1. Senior Minister's Committee on Ministry. The Senior Minister's Committee on Ministry shall be responsible for maintaining close and confidential communication with the Senior Minister. Important functions of the Senior Minister's Committee on Ministry shall be:

(a.) To aid the Senior Minister in carrying on an effective ministry by being available for counsel and for feedback;

(b.) To act as a think tank for the broad view/ big picture of the Society's ministry, and consider ministry ideas in the context of the Society's mission and vision with the goal of improving the overall ministry of the Society;

(c.) To keep the Senior Minister advised concerning conditions within the congregation as they affect, or might affect, relations between the Senior Minister and the members of the congregation;

(d.) To educate the congregation concerning the purpose of the Senior Minister's Committee on Ministry and be available to receive input from the congregation concerning the Senior Minister and Society ministry;

The Committee shall meet privately with the Senior Minister at least three (3) times during the regular church year or more often, as needed, as the Senior Minister and the Committee shall agree. The Senior Minister's Committee on Ministry shall be composed of four (4) members of the Society selected by the Senior Minister in consultation with the Board of Trustees. As vacancies occur or terms expire, new members shall be selected from a list of two (2) candidates suggested by the Senior Minister for each position to be filled. The terms of each member shall be two (2) years, the terms being staggered so that there will be two vacancies each year to be filled. However, at the inception of the Committee, two (2) members' terms will be three (3) years, to allow the member expirations to be staggered.

(2.). Associate Minister's Committee on Ministry. The Associate Minister's Committee on Ministry (COM) shall be responsible for maintaining close and confidential communication with the Associate Minister.

Important functions of the Associate Minister's Committee on Ministry shall be:

- (a.) To aid the Associate Minister in carrying on an effective ministry by being available for counsel and for feedback;
- (b) To keep the Associate Minister advised concerning conditions within the congregation as they affect, or might affect, relations between the Associate Minister and the members of the congregation;
- (c.) To interpret to the congregation the nature and scope of the work of the Associate Minister.
- (d.) To assist the Associate Minister with the annual Staff Planning and Review process, helping to assess past performance, set future goals, and plan professional development.
- (e.) Additionally, if the Associate Minister is in Preliminary Fellowship with the Unitarian Universalist Association, then the CoM shall assist the Associate Minister to comply with the Preliminary Fellowship requirements e.g. complete an annual evaluation of the Associate Minister.

The Committee on Ministry shall meet privately with the Associate Minister at least three (3) times during the regular church year or more often, as needed (especially at the beginning of his/her tenure), as the Associate Minister and the CoM shall agree.

The Associate Minister's Committee on Ministry shall be composed of four (4) members of the Society selected by the Board of Trustees in consultation with the ministerial team. Members of the CoM should have regular involvement or contact with at least one of the areas of focus for the Associate Minister. At the inception of the Committee, the four (4) members shall be selected from a list of eight (8) candidates suggested by the Associate Minister in consultation with the Senior Minister. In order to facilitate the formation of a supportive, visible and highly regarded CoM in a timely fashion, every effort should be made to choose two (2) persons from among the Associate Minister's Ministerial Search Committee, if such members are willing to serve, and two (2) persons from outside of the Ministerial Search Committee. As vacancies occur or terms expire, new members shall be selected from a list of two (2) candidates suggested by the Associate Minister in consultation with the Senior Minister for each position to be filled. The terms of each member shall be two (2) years, the terms being staggered so that there will be two vacancies each year to be filled.

C. Staff-led teams. These are developed by program staff to support programming and complete tasks delegated by staff. They are operations-driven and may include members and non-members. Any team chairs must be members of the congregation.

D. Member-led groups, also known as "member ministries." These groups serve the passions of the members. They are defined by the members, structured by the members, and regulated by program policy. They are required to state their mission and are governed by the policies of the church. They must, however, be staff-approved and adhere to the mission and policies of the church and the Board goals and ends.

Article III Members' Meetings

Section 1 – Annual Meetings. An Annual Meeting of voting members (hereafter “members”) shall be held in the month of May at a time and place to be determined by the Board of Trustees.

Section 2 – Special Meetings. Special meetings of members may be called at any time by the Trustees and shall be called by the Secretary upon the written request of twenty-five (25) or more members. In the event a meeting is called on request by members, the Secretary shall designate as the time of such meeting a date not more than forty-five (45) days following receipt of such request.

Section 3 – Notice of Meetings. Written notice of each annual and special meeting of the members setting forth the time, place and purposes of the meeting shall be mailed by the Secretary to each member entitled to vote at such meeting at least fifteen (15) days before the meeting. A member may waive notice of any annual or special meeting of members and shall be deemed to have waived notice of any meeting at which he or she is present and votes.

Section 4 – Quorum and Manner Acting. Ten percent (10%) of the members entitled to vote at such meeting shall constitute a quorum for the transaction of any business which may come before the meeting. A majority of the votes cast at a meeting with a quorum present shall be decisive on any action, except as otherwise provided.

Each member entitled to vote shall be entitled to one (1) vote in person or specifically when authorized by the Board of Trustees by absentee ballot. An absentee ballot must be in writing and in a form approved by the Board of Trustees and shall be included with the notice of the meeting or vote to which it relates. Only absentee ballots submitted prior to commencement of the meeting or vote to which they relate shall be counted at such meeting or vote.

Section 5 – Record Dates and Membership Lists. At least fifteen (15) days in advance of each annual and special meeting of members, the Secretary shall prepare a list of members entitled to vote at such meeting. The list shall be posted in a conspicuous place at the meeting, and it shall be conclusive as to the persons entitled to notice of, and to vote at, such meeting, except to the extent that the list is challenged and demonstrated to be erroneous at the meeting.

Section 6 – Adjournment. A majority of the members present at any meeting of members which has been duly called may adjourn the meeting to another time without notice other than by announcement at the meeting. At any such adjourned meeting at which a quorum shall be present, only such business may be transacted which might have been transacted at the meeting as originally called.

Section 7 – Election Procedures.

A. Nominations. Nominations of members for election to the Board of Trustees and as members of the Nominating Committee shall be made by the Nominating Committee or by nomination from the floor. Only members so nominated shall be eligible for election to these positions.

B. Vote Necessary To Elect. When, after nominations have been closed, there shall be only the number of candidates equal to the positions to be filled, the President shall declare candidates so nominated to be elected without balloting. In the event of a contested election where there are more candidates than twice the number of positions to be filled, vote shall be by written ballot in a form prescribed by the Board of Trustees and the following procedures shall be followed:

(1) There shall be an initial vote and those candidates equal to twice the number of positions to be filled who receive the greater number of legal votes among all the candidates shall be the candidates for the final election.

(2) At the final election, those candidates equal in number to the positions to be filled and who receive the greater number of votes among all the candidates shall be declared elected.

(3) A tie vote involving candidates, some of whom but not all of whom may be elected, shall be decided by another ballot on which only the candidates for whom the tie votes shall have been cast shall be eligible for election.

Article IV Trustees

Section 1 – Number, Election and Tenure. The Board of Trustees shall consist of nine (9) Trustees, three (3) of whom shall be elected from among the voting members each year at the Annual Meeting and who shall hold office for three (3) years or until their successors are elected. A Trustee elected by the voting members shall not be eligible to serve again as a Trustee until one (1) year after the expiration of his or her term of office.

Section 2 – Vacancies. The Board of Trustees shall fill, for the balance of the unexpired term, any vacancy occurring in the Board of Trustees.

Section 3 – Powers and Duties. The Trustees shall take custody and possession of the property of the Society and shall manage its affairs. The Board of Trustees shall appoint one of their number as a liaison to each Committee of the Society.

Article V Trustees' Meetings

Section 1 – Regular Meetings. Regular meetings of the Trustees shall be held, in the Church, on a day and at a time the Trustees shall, from time to time, prescribe by a resolution adopted at a proper meeting, and regular meetings may be held without further notice than that provided by such resolution.

Section 2 – Special Meetings. Special meetings of the Trustees may be held at any reasonable time and place as may be specified in the notice of such meeting on the call of the President or upon written request from at least three (3) Trustees.

Section 3 – Notice of Special Meetings. Notice of the time, place and purposes of each special meeting shall be given by the Secretary to each Trustee in any one or a combination of the following methods: by delivering such notice (orally or in writing or by telephone) to a Trustee

personally at least twenty-four (24) hours before the time set for such meeting or by mailing a notice or emailing such notice to each Trustee at least two (2) days before the time set for the meeting. However, special meetings may be held at any time if all Trustees are present, and any Trustee may waive notice to him or her of a special meeting and shall be deemed to have waived notice of any meeting at which he or she is present.

Section 4 – Quorum and Manner of Acting. A majority of the Trustees shall constitute a quorum for the transaction of business and unless otherwise provided by these Bylaws, a majority of the votes cast at a meeting at which a quorum is present shall be decisive of any action.

Section 5 – Minutes. Minutes of all meetings of the Board of Trustees will be maintained by the Secretary of the Board and will be available to the congregation. The Secretary of the Board will periodically forward a set of minutes to the History and Archives Committee for safe keeping.

Section 6 – Open Meetings. Except in situations where the Chair declares an Executive Session for personnel matters or other sensitive issues, meetings of the Board of Trustees will be open to attendance by members of the congregation.

Section 7 – Super-Majority Vote Required. An affirmative vote of 85% of all Trustees present at a duly constituted meeting is required before the Society takes a public position on an issue.

Article VI Officers

Section 1 – Principal Officers, Election and Tenure. The principal officers of the Society and of the Board of Trustees shall be a President, Vice-President, Secretary and Treasurer who shall all be elected or, in the case of the Treasurer, appointed by the Board of Trustees at a meeting of the Trustees held as soon as practicable after the Annual Meeting of members. Each such officer shall hold office until the close of the following Annual Meeting of members or until a successor is appointed and assumes office. The President, Vice-President and Secretary shall be elected from among the Trustees, but the Treasurer may be appointed by the Board of Trustees from among the membership. If the Treasurer is not also a Trustee, he/she shall be a member ex-officio and be entitled to be present (without vote) at all meetings of the Board of Trustees during his/her term of office.

Section 2 – Vacancies. The Board of Trustees shall fill, for the balance of the unexpired term, any vacancy occurring in any office.

Section 3 – Duties of Officers. The principal officers shall be a President, Vice-President, Secretary and Treasurer and such officers shall have all the powers and duties that usually pertain to their respective offices.

Section 4 – Other Officers. The Board of Trustees may appoint such additional officers as they deem necessary, with powers, duties and terms of office as prescribed by the Board of Trustees.

Article VII Amendments to By-Laws

The By-Laws may be amended by a majority of the Trustees at any regular or a special meeting thereof.

Article VIII

Reverter

If this Society shall at any time cease to be a member of the Unitarian Universalist Association, all of the real property of the Society shall be transferred to the Unitarian Universalist Association on the understanding that said property will be used by the Association for its general purposes and this Article shall apply to all property donated to the Society, whether by will or in some other manner, unless the donor expressly provides otherwise.

The Society shall be deemed to have ceased to be a member if it:

- A. has been legally dissolved;
- B. has at a duly called meeting formally voted to discontinue religious services;
- C. has ceased to be a member of the Unitarian Universalist Association;
- D. has, in the opinion of the Association, ceased to use its property for Unitarian Universalist purposes; or E. has, in the opinion of the Association, failed to hold religious services with reasonable frequency.

If the Society ceases to be a member of the Unitarian Universalist Association, it shall be the duty of the officers of the Society and of the Board of Trustees to take all necessary action to carry out the purposes of this Article.

A declaration approved by the Board of Trustees of the Unitarian Universalist Association, or approved by the Executive Committee of said Board by lot less than two-thirds of those present and voting, and duly recorded in the minutes of said Board of said committee that this Society has ceased to be a member as defined above shall be conclusive evidence of such facts, and such declaration shall be binding upon this Society and any party or parties claiming under to through this Society when a copy of such a declaration, attested by the Secretary or Recording Secretary of said Association is recorded in the appropriate Registry of Deeds or other like office in the jurisdiction in which this Society's property is located.

Revised: November, 1987 (Article II, 2)

Revised: October, 1989 (Article IX)

Revised: March, 1990 (Article II, 2, 3-A; Article III, 1)

Revised: February 23, 1992 (Article II, 3-D)

Revised: September 22, 1993 (Article II, 3-C, 4)

Revised: November 24, 1993 (Article II, 3-C, 4)

Revised: January 27, 1997 (Article I, 1; Article II, 1, 2, 3-A, B and C, 4; Article III deleted; Article V, 3; Article VI; Article VII, 1, 3.) Revised: February 24, 1997 (Article III, 4)

Revised: May 21, 2001 (Article I, 3; Article II, 2, C paragraph 3)

Revised: March 24 2003 (Article II, 2, A, C)

Revised: December 16, 2003 (Article I, 1; Article I, 2, B; Article I, 5)

Revised: September 27, 2005 (Preamble added)

Revised: December 18, 2007 (Article I, 1)

Revised: February 19, 2008 (Senior/Associate Minister et. al., esp. in Article I; Article I, 5, change in quorum and supermajority) Revised: March 3, 2009 (Article I, 1; Article II, 2 B. (4.); C [added; subsequent letters updated])

Revised: April 3, 2009 (Article III, 4, paragraph 2)

Revised: September 28, 2010 (Article II, Section 2, A. [last paragraph added])

Revised: March 26, 2013 (Article V, Section 7 [added section])

Revised: May 9, 2014 (Article I, Section 1) [Interim Minister]

Revised: April 2016: Article I, Sec. 3; Article II

Revised: January 24, 2017: Article II, B, 1 revised.