

TOWSON UNITARIAN UNIVERSALIST CHURCH
BYLAWS

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TABLE OF CONTENTS

PREAMBLE	2
ARTICLE ONE - Name and Denominational Affiliation	2
ARTICLE TWO - Purpose	2
ARTICLE THREE - Membership	2
Section One - Principles	
Section Two - Requirements for Membership	
Section Three - Rights of Membership	
Section Four - Termination of Membership	
ARTICLE FOUR - Congregation and Congregational Meetings	3
Section One - Powers of Members in the Congregation	
Section Two - Congregational Meetings	
Section Three - Moderator	
Section Four - Elections	
ARTICLE FIVE - Board of Trustees	5
Section One - Composition	
Section Two - Terms of Office	
Section Three - General Duties	
Section Four - Specific Duties	
Section Five - Board Meetings	
ARTICLE SIX - Committees	7
Section One - Nominating Committee	
Section Two - Board Committees	
ARTICLE SEVEN - Ministers	8
Section One - Called Ministers	
Section Two - Contract Ministers	
ARTICLE EIGHT - Fiscal Provisions	9
Section One - Fiscal Year	
Section Two - Annual Budget	
Section Three - Endowment Fund	
Section Four - Annual Fiscal Reports	
Section Five - Religious Corporation Property	
Section Six - Execution of Instruments	
ARTICLE NINE - Amendments to Bylaws	10
ARTICLE TEN - Dissolution	10
ARTICLE ELEVEN - Indemnification	10
ARTICLE TWELVE - Exempt Activities	11
ARTICLE THIRTEEN - Prohibition Against Sharing in Corporate Earnings	11

BYLAWS
OF
TOWSON UNITARIAN UNIVERSALIST CHURCH
A Maryland Non-Profit Religious Corporation

PREAMBLE

These Bylaws are adopted pursuant to the authority granted by Section 5-301, *et seq.*, of the Corporations and Associations Article of the Annotated Code of Maryland regarding religious corporations. These Bylaws are adopted by Towson Unitarian Universalist Church to regulate its conduct as a church and corporate entity, subject to the Public General Laws of the State of Maryland and the United States of America.

ARTICLE ONE - NAME AND DENOMINATIONAL AFFILIATION

The name of this religious corporation shall be the Towson Unitarian Universalist Church. It shall be governed by religious principles and organized under the laws of the State of Maryland. The Church shall be a member of the Unitarian Universalist Association (UUA) and of the Unitarian Universalist regional bodies in the area in which it is located.

ARTICLE TWO - PURPOSE

The purpose of this Church is promoting the spiritual growth of individuals and working toward a more just, equitable, and compassionate society. Bound by this common purpose, and committed to freedom of belief, we hold in unity of spirit a diversity of conviction.

ARTICLE THREE - MEMBERSHIP

SECTION ONE - Principles. Membership in the Church is a spiritual matter, and the Church welcomes into membership all persons who are in sympathy with the Principles of Unitarian Universalism and this Church's mission, regardless of race, ethnicity, religious background, national origin, sex, sexual and affectional orientation, gender identity and expression, political persuasion, marital status, age, income, or disability and without requiring adherence to any particular religious belief or creed.

SECTION TWO - Requirements for Membership. Any person who is in sympathy with the purposes and programs of this Church may become a member by:

- (a) Signing the Membership Book in the presence of the Membership Chair, an officer, Trustee, or the Minister;
- (b) Participating in a Coming of Age curriculum, new member orientation or the equivalent that includes discussion of this Church's mission, the Principles of Unitarian Universalism, and the responsibilities and privileges of membership;

(c) Making an annual financial contribution (unless it has been waived at the discretion of the Treasurer or the Treasurer's designee); and

(d) Participating, as they are able, in this Church's programs.

SECTION THREE - Rights of Membership.

PART A. Members who are eighteen years of age or older may vote on all matters at duly-called congregational meetings and serve as chairpersons of committees, Trustees-at-Large, or officers of this Church. Members are eligible to vote thirty (30) days after they sign the Membership Book and make a financial contribution of record.

PART B. Members who are at least sixteen years of age but less than eighteen years of age shall be considered Youth Members. Youth Members have all the rights and privileges of membership except they may not serve as officers or Trustees-at-Large.

SECTION FOUR - Termination of Membership. Any person having become a member shall continue to be a member until:

(a) They give written notice of resignation to the Minister, Membership Chair, or Board of Trustees (Board); or

(b) No financial contribution of record has been made on their behalf in the previous and current fiscal year up to 60 days before the date of the annual congregational meeting; or

(c) Their membership status is terminated by the Board for cause, as determined by a two-thirds vote of the Board, provided that the member has the right to appear before the Board and right of appeal.

ARTICLE FOUR - CONGREGATION AND CONGREGATIONAL MEETINGS

SECTION ONE - Powers of Members in the Congregation.

Members of the Church, meeting in congregation, through the voting rights and procedures set forth in these Bylaws, call and, when necessary, dismiss called Ministers; elect officers, members of the Board of Trustees, three (3) members of the Nominating Committee, and, whenever necessary, all members of a Ministerial Search Committee; and act on matters considered appropriate at special and annual congregational meetings, including but not limited to approving the budget for the ensuing year.

SECTION TWO - Congregational Meetings.

PART A. An annual congregational meeting of the Church shall be held during the last quarter of the Church fiscal year. The purpose of the annual meeting shall be (i) the election of officers, Trustees-at-Large, and of the Nominating Committee; (ii) review and approval of annual budget; (iii) and such other business as may come before the Members. All meetings of Members shall be held at the principal place of worship, unless

another place is designated by the Board of Trustees.

PART B. A special congregational meeting may be called if requested by: (1) the Board of Trustees; (2) the Minister; or (3) the lesser of 50 Members or twenty (20) percent of the total Membership, as last certified to the UUA, all of whom sign a written petition. Such written request shall state the purpose or purposes of the special meeting. Business conducted at special meetings shall be restricted solely to matters specified in the written notice.

PART C. Written notice of the annual meeting and any special meeting of the congregation shall be provided to the membership. Notice of said meetings shall be distributed to each Member of record via electronic mail to the email address as it appears upon the books of the Church, or by first class mail to those Members who have requested not to be notified by electronic mail, at the Member's post office address as it appears upon the books of the Church at least fourteen (14) days prior to any meeting. All Meetings of congregation shall also be announced in a regularly scheduled worship service of the Church.

PART D. The presence in person (or by proxy if specifically authorized within the Bylaws) of the lesser of 50 Members or twenty (20) percent of the total Membership last certified to the UUA, shall constitute a quorum, except as otherwise specifically provided in the Articles of Incorporation, Bylaws or as required by law. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority of the Members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

PART E. A simple majority vote shall constitute a favorable vote for all purposes except as otherwise provided by law, the Articles of Incorporation, or Bylaws.

PART F. A member may authorize in writing another member to vote by proxy at a specific congregational meeting. No member may act as a proxy for more than one other member at any one congregational meeting. The Board of Trustees shall have the authority to establish policies and procedures for proxy voting.

PART G. At the discretion of the Board of Trustees, meetings may be held in person, via telephone, or such other video conferencing system. Remote attendance at any meeting of Members may be permitted at the discretion of the Board of Trustees in accordance with governance policy.

SECTION THREE - Moderator.

The Board may appoint a Moderator to preside over congregational meetings.

SECTION FOUR - Elections.

Elections shall be held at the annual congregational meeting. At the annual

congregational meeting, the Nominating Committee shall present a slate of recommended candidates for all open elected positions and a list of all additional candidates who have expressed interest in running for an elected position. Members of the Congregation may submit their or another member's name with that person's prior consent for a particular elected position to the Nominating Committee no later than March 30 of each year. All elections shall be conducted with a ballot, except in cases where there is no contest.

ARTICLE FIVE - BOARD OF TRUSTEES

SECTION ONE - Composition.

PART A. Elected, Voting Members. The Board of Trustees shall consist of eight (8) members. The elected members of the Board shall include the four elected officers (President, President-Elect, Treasurer, and Secretary) and four Trustees-at-Large.

PART B. Ex-officio members. The Minister shall serve as an *ex officio*, non-voting, member of the Board.

PART C. Qualifications. Each member of the Board shall be a member of the Church for at least one year prior to the election.

SECTION TWO - Terms of Office.

PART A. The President shall be elected every year for a one-year term and may be re-elected for one additional one-year term. The President-Elect shall be elected every year, and may be re-elected for one additional one-year term in the event that the President is elected to serve a second one-year term. The President-Elect automatically becomes the nominee for President at the end of the President's term or, if the President seeks re-election, at the end of the President's second term. The newly elected officers shall assume office on July 1 of the year in which they were elected.

The Treasurer shall be elected in the odd years for a two-year term. They may serve no more than two elected, consecutive terms. The Secretary shall be elected in even years for a two-year term. They may serve no more than two elected, consecutive terms as Secretary.

The Trustees-at-Large shall be elected for two-year terms and shall be elected in the following manner: two in the even years and two in the odd years; they may serve no more than two consecutive terms as a Trustee-at-Large.

PART B. In the event of any vacancy in the Board of Trustees through death, resignation, disqualification, removal or other cause, the remaining Trustees by a two-thirds vote of the Board, and after consultation with the Nominating Committee, may elect a successor to hold office for the remaining term of the vacant position.

SECTION THREE - General Duties.

PART A. The property and business of the Religious Corporation shall be managed under the direction of the Board of Trustees of this Religious Corporation. The Board of Trustees shall be the governing body of the Religious Corporation and shall have general charge of its assets including real and personal property, oversee its business affairs and shall exercise all powers permitted under the Maryland Corporation law. The Board of Trustees, from time to time, may appoint or employ such persons in such capacities as the Board may consider necessary to assist in the proper conduct of the activities and management of the Religious Corporation. Each Trustee shall put the good of the Religious Corporation ahead of their own self-interest.

PART B. The Board of Trustees is responsible for developing and implementing policies.

PART C. The Board shall submit to the Congregation, along with the notice of the annual congregational meeting, a proposed budget that shall be acted upon at that meeting.

PART D. The Board shall make a report to the Congregation at the annual congregational meeting on the state of the Church and its affairs. Reports to the Congregation may be made at other times as deemed necessary by the Board or requested in writing by the lesser of 50 Members or twenty (20) percent of the total membership last certified to the UUA.

SECTION FOUR - Specific Duties of Officers and Trustees-at-Large.

PART A. The President is responsible for ensuring communication with the Members. The President shall set the agenda and preside at all meetings of the Board, seeing that the policies and decisions of the Board and the Congregation are implemented. The President shall have general charge and supervision of the affairs of the Church and shall perform such other duties as may be assigned by the Board of Trustees.

PART B. The President-Elect shall assume the office of President following their election at the annual meeting and shall succeed to the office of the President in the event of a vacancy in that office. The President-Elect shall fulfill the duties of the President in case of the President's temporary absence, including presiding over Board meetings. The President-Elect shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned by the Board of Trustees.

PART C. The Treasurer shall oversee the receipt and safekeeping of all funds and financial instruments received by the Church, shall oversee the expenditure of all funds on behalf of the Church in accordance with the direction of the Board, and shall make monthly reports on revenues and expenses in accordance with the Board's direction. The Treasurer shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Trustees, and shall do such other duties as may be assigned to by the Board of Trustees.

PART D. The Secretary shall record the minutes of all meetings of the Board and the Congregation, and shall issue all notices of meetings of the Board and the Congregation and submit, in a timely manner, approved and corrected minutes to the administrator for dissemination to the Congregation. The Secretary shall, in general, perform all the duties

incident to the office of secretary, subject to the control of the Board of Trustees, and shall do such other duties as may be assigned to by the Board of Trustees.

PART E. Each member of the Board shall abide by the responsibilities and duties for their respective office as set forth in governance policies.

SECTION FIVE - Board Meetings.

PART A. The Board of Trustees may hold their meetings at such place or places as they may from time to time determine by resolution or by written consent. The Board shall meet at least quarterly. In support of the principle of using the democratic process within our congregation, Board Meetings shall be open to all Members of the Congregation. When matters are of a personal nature or are sufficiently sensitive, the Board may meet in a closed executive session upon a two-thirds vote of the Board. Executive sessions include all members of the Board, voting and non-voting, unless an officer or Trustee chooses to recuse them self.

PART B. Special meetings of the Board may be called by the President, President-Elect, or any three members of the Board. Notice of the time, place, and purpose of a special meeting shall be given to all members of the Board at least 48 hours in advance. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting.

PART C. Where urgent matters requiring an immediate vote by the Board occur between meetings, the Board may vote on such matters by electronic mail, and the Secretary shall keep a record of such votes.

PART D. Five elected, voting members of the Board shall constitute a quorum.

PART E. Any member of the Board who is absent from two consecutive meetings unexcused, shall be deemed to have resigned.

SECTION SIX - Resignation and Removal of Board Members.

Any Board member may resign by giving notice in writing to either the President or the Secretary or may be removed for cause by action of two-thirds of the Board.

ARTICLE SIX - COMMITTEES

SECTION ONE - Nominating Committee.

PART A. The Nominating Committee shall consist of a total of four Members of the Church. Three of the members, who are not presently members of the Board of Trustees, will be elected by the Congregation at the annual meeting. The Chair shall be appointed by the Board. The term of the Chair shall be one year and they may serve two consecutive one-year terms. The terms of the elected members shall be two years and they may not serve consecutive elected terms. When possible, the elected Nominating Committee members' terms shall be staggered.

PART B. This Committee shall consult with the Board to ascertain current and future leadership needs and support leadership development opportunities as appropriate.

PART C. The Nominating Committee shall submit to the Congregation a slate of candidates for elected positions at least 30 days prior to the annual meeting, having obtained the consent of each nominee in advance of that nomination.

SECTION TWO - Board Committees.

The Board has the authority to create Standing Committees of the Board and Board Task Forces as necessary to support them in fulfilling their responsibilities.

ARTICLE SEVEN - MINISTERS

SECTION ONE - Called Ministers.

PART A. A called minister is a minister who is approved by the congregation in an affirmative vote. In general, a called minister shall provide overall religious leadership and guidance in accordance with the mission of the Church. A called minister shall be an *ex officio* and non-voting member of the Board of Trustees and an *ex officio* member of all committees, except the Nominating Committee and any Ministerial Search Committee that is appointed. The specific responsibilities and duties of a called Minister shall be set forth in a contract between the religious corporation and the Minister. The Board of Trustees shall have sole authority to negotiate the terms of the contract and the compensation package with a called Minister.

PART B. Called ministers shall have freedom of the pulpit and the freedom to express their views and speak the truth as they understand it.

PART C. Any called minister must be in fellowship with the UUA.

PART D. The length of called ministry shall be indefinite. In the event of a vacancy in the position of a called minister, the Board of Trustees shall hold a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. With the assistance of the Nominating Committee, the Board of Trustees shall present a slate of nominees for the Ministerial Search Committee. The Ministerial Search Committee shall consist of seven (7) members who represent a diversity of constituencies within the congregation. No more than three (3) of the members of this committee may be members of the Board of Trustees. The Ministerial Search Committee shall identify and recommend a candidate for the position of called minister to the congregation at a special meeting held for that purpose. A minister shall be called when ninety (90) percent of members at said meeting vote to approve a minister. The quorum for a special congregational meeting to call a minister must be fifty (50) percent of the members.

PART E. Unless there are extenuating circumstances, a called minister shall give written notice of their resignation or retirement to the Board of Trustees at least ninety (90) days prior to their final date of service. A called minister may be dismissed by a majority vote of members at a Congregational Meeting called for that sole purpose. Such a meeting

may be held only if two-thirds of the elected members of the Board of Trustees in writing ask the President to call such a meeting, or if a petition, signed by no fewer than 30 percent of the total number of members last certified to the UUA, is delivered to the President. In such case, the special meeting shall be held no later than four weeks from the date the President receives the petition. The Board of Trustees shall oversee the voting. Quorum and notice for such a meeting shall be the same as for that in calling a minister.

SECTION TWO - Contract Ministers.

PART A. Interim Ministers. Should there be a vacancy in the position of a called Minister, the Board shall appoint a five-member search committee to ascertain from the UUA the availability of persons interested in an interim ministry position. Working with the UUA, the search committee will exchange information, check references, interview applicants and make recommendations to the Board of Trustees who shall offer the position. No congregational vote shall be required to select an interim minister. An interim minister will serve until a new minister is called, but no more than two years.

PART B. Other Contract Ministers. Upon recommendation by the called minister, the Board of Trustees may hire associate, assistant, developmental, community, consulting, intern, or other such contract ministers to assist in providing spiritual support for the congregation. The terms of employment of contract ministers, including compensation and the length of their tenure, shall be determined by a letter of agreement negotiated with the Board of Trustees. The called minister shall have supervisory authority over contract ministers hired under this Part B.

PART C. Like the called ministers, contract ministers shall have freedom of the pulpit to express their views and truths as they see it. Contract ministers shall be in fellowship with the UUA or in the process of attaining such fellowship.

ARTICLE EIGHT - FISCAL PROVISIONS

SECTION ONE - Fiscal Year.

The fiscal year of the Church shall begin on July 1 and end on June 30 of the following year. Annual budgets submitted for consideration to the Members shall conform to the fiscal year.

SECTION TWO - Annual Budget.

PART A. At least three months in advance of the annual congregational meeting, the Board of Trustees shall oversee the preparation of a budget for the following fiscal year, based on anticipated availability of funds and relative priority of Church programs and financial needs. The Congregation shall approve the budget.

PART B. Once a budget is approved, the Board shall authorize and expend the funds as budgeted. The Board may allocate funds as it deems necessary in response to changing circumstances, provided that such decisions are recorded in Board meeting

minutes.

SECTION THREE - Endowment Fund.

PART A. The Endowment Fund includes funds of the Religious Corporation intended to provide a long-term stream of income for the functioning of the Church. The Board is the fiduciary of the Endowment Fund under the laws of the State of Maryland.

PART B. Up to five (5) percent of the value of the Endowment Fund may be transferred to the operating budget of the Church each year. If the Board proposes an allocation greater than five (5) percent of the value of the Endowment Fund in any given year, that must be explicitly stated as part of the budget approval process.

PART C. The Religious Corporation may borrow from the Endowment Fund as it is deemed necessary by the Board, provided it pays a short-term market rate of interest.

PART D. The Religious Corporation may draw from the Endowment Fund for capital expenditures, if approved by the Congregation.

SECTION FOUR - Annual Fiscal Reports.

Annual fiscal reports shall be prepared and made available to the Congregation no later than ninety days after the close of the fiscal year.

SECTION FIVE – Religious Corporation Property.

PART A. All funds, including the Endowment Fund, and property received by or coming into the custody of the Religious Corporation belong to and are the property of Towson Unitarian Universalist Church, to be held and expended only for the purposes authorized and only in accordance with the written agreements and policies prescribed or accepted by the Board.

PART B. No Member of the Church shall have a vested right or interest in any of the assets, functions, or franchises of the Religious Corporation that are transferable or inheritable or shall continue after their membership ceases with the exception of loans which members may make to the Religious Corporation for capital expenses.

SECTION SIX - Execution of Instruments.

Checks and other orders on the funds or credit of the Religious Corporation, and all contracts and instruments in writing by the Religious Corporation, shall be valid and binding upon the Religious Corporation only when executed by such officers as shall be designated and authorized by the Board.

ARTICLE NINE - AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed by a two-thirds vote of members present at a congregational meeting, provided written notice of the meeting and proposed changes

has been given at least 30 days in advance. Proposed amendments to the Bylaws may not be further amended, and must be voted up or down at the congregational meeting called for that purpose. However, the Board of Trustees shall provide opportunities for comment to the proposed amendments up to fourteen (14) days prior to the congregational meeting.

ARTICLE TEN - DISSOLUTION

In case of dissolution of the Church, all its property, both real and personal, after paying just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association of Congregations or its successors. Except in such instances of dissolution, the UUA shall have no present and/or future right or claim to the personal and/or real property of the Religious Corporation, whether by legal title or in trust.

ARTICLE ELEVEN - INDEMNIFICATION

PART A. Definitions. Any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in this Article Twelve.

PART B. Indemnification of Trustees and officers. The Religious Corporation shall indemnify and advance expenses to a Trustee or officer of the Religious Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Corporation and Association Article, Title Z.

PART C. Indemnification of Employees and Agents. With respect to an employee or agent, other than an officer of the Religious Corporation, the Religious Corporation may, as determined by the Board of Trustees, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification section.

ARTICLE TWELVE - EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of this Religious Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE THIRTEEN - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, trustee, officer, or employee of, or member of a committee, of or person connected with the Religious Corporation, or any other private individual shall receive at

Towson Unitarian Universalist Church Bylaws

any time any of the net earnings or pecuniary profit from the operations of the Religious Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Religious Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Religious Corporation. All members of the Religious Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Religious Corporation, whether voluntary or involuntary, the assets of the Religious Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed pursuant to the terms of Article Eleven herein.

Date: Nov. 14, 2020

Susan Riggs

Secretary