

# **By Laws of the Unitarian Universalist Church of Ventura**

Approved by Congregation - June 11, 2017

## **BY LAWS OF THE UNITARIAN UNIVERSALIST CHURCH OF VENTURA**

### **VENTURA, CALIFORNIA**

Amended by the Congregation on June 8<sup>th</sup>, 2014

#### **ARTICLE I. NAME**

The name of this church shall be the Unitarian Universalist Church of Ventura County, herein referred to as the "church."

#### **ARTICLE II. PURPOSE**

Section 1. It is the purpose of this church to provide a place where freedom of worship, speech, thought, and the dissemination of ideas shall be welcomed, protected and fostered; to maintain a pulpit and programs where these freedoms shall be exercised and made manifest to the members of the church and the community, and to all interested persons; to develop the intellectual, social, moral and spiritual faculties of all persons without discrimination. The church affirms and promotes the full participation of persons in all our activities; including membership, programming, hiring practices, and the calling of religious professionals; without regard to race, color, gender identity, physical or mental challenge, affectual or sexual orientation, age, class or national origin. The church exists to provide worship services and related experiences to its congregants and the community; to promote, sponsor, and facilitate education, social, and spiritual activities and opportunities which support our values and religious principles; and to embody and demonstrate solutions to social justice issues within our congregation and the wider community as a religious practice.

Section 2. The church shall conduct programs and create materials supporting the "Purposes and Principles of the Unitarian Universalist Association" for its own members and community as well as for Unitarian Universalists from churches and fellowships throughout the United States, Canada and other countries, and for others. Such programs shall include but not be limited to local worship and educational programs and promoting the Unitarian Universalist Association Purposes of encouraging "world community with peace, liberty and justice for all and respect for the interdependent web of all existence of which we are a part" and providing opportunities for "direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life." The Mission Statement of the church shall also be used to guide us in the creation of the program of the church.

#### **ARTICLE III. AFFILIATION**

This church shall be affiliated with the Unitarian Universalist Association of Congregations and with the Pacific Southwest District of the Unitarian Universalist

Association of Congregations.

#### **ARTICLE IV. MEMBERSHIP**

Section 1. Any person 16 or more years of age may become a member of the church by signing the Membership Book to indicate accord with the purposes of the church. No test of creed or character shall be imposed as a condition of membership.

Section 2. Since the church cannot achieve its purposes without support in money and services, each member is expected to provide such support. An annual financial pledge shall be made and fulfilled by each member to maintain membership status. The Board shall approve policy to determine whether pledges have been fulfilled and shall approve a process to adjust or waive them as individual circumstances warrant.

Section 3. Withdrawal from membership may be made by written or oral notice to the Board of Trustees or the Professional Ministry.

#### **ARTICLE V. VOTING POWERS**

Section 1. The right to vote at congregational meetings shall be restricted to those persons who have been members for at least 45 days. Forty-Five (45) days prior to the Annual Meeting the Board of Trustees shall review membership rolls and shall certify those members who have met the requirements of membership for the purposes of voting.

Section 2. Absentee ballots for all items on the agenda requiring votes shall be made available to every congregant ten (10) days prior to the congregational meeting. All absentee ballots shall be received, held, confirmed and counted by the Secretary prior to the congregational meeting. The Secretary shall ensure that all absentee ballots are signed by a member with the right to vote.

#### **ARTICLE VI. THE PROFESSIONAL MINISTRY**

Section 1. This church shall maintain the tradition of a free pulpit and shall place no restrictions upon the message of its professional ministry save the restriction of an honest, faithful, and scholarly search for truth.

Section 2. Called ministers shall be chosen and their salary determined by the members of the church. A 2/3 vote of the members present at any congregational meeting shall be necessary to call a person to the pastoral charge of this church. Dismissal of a called minister shall be accomplished by a majority of the members at a congregational meeting. A 90-day dismissal notice shall be given by the congregation to the minister; a called minister must also give a 90-day notice of his or her intention to resign. Financial remuneration to a called minister shall cease the day following the expiration of the 90-day notice period unless other arrangements are agreed upon by the congregation and the called minister.

Section 3. Called ministers of this church shall be charged with the conduct of worship and preaching of services; with pastoral care, visitation and counseling for the congregation; with cooperation with the Unitarian Universalist Association of Congregations; and with cooperation in such interdenominational and civic causes as

are compatible with the philosophy of the liberal church.

Section 4. Called ministers shall be ex-officio non-voting members of the Board of Trustees and church committees as determined by Board policy and the ministers' letter of call. The ministers shall assist and advise all officers and committees, promoting harmonious functioning of the total church program and organization.

Section 5. No person shall be called to the pastoral charge of this church who has not obtained either preliminary or final fellowship with the Unitarian Universalist Association of Congregations.

Section 6. The Board may contract for ministerial services at its discretion, providing that the contract is funded within an approved congregational budget, or within the funding discretion of the Board as provided by these bylaws.

#### **ARTICLE VII. THE BOARD OF TRUSTEES**

Section 1. The Board of Trustees of this church (herein referred to as "the Board") shall consist of the President, the Vice- President, the Treasurer, the Secretary and three Trustees-at-Large. A recording secretary may be appointed by the President and Secretary for the purposes of keeping minutes and shall not be a voting member of the Board.

Section 2. The President, the Treasurer, and one Trustee-at-Large shall be elected for two-year terms in even numbered years. The Secretary and two Trustees-at-Large shall be elected for two-year terms in odd-numbered years. The Vice-President shall be elected annually. Board members shall be elected by the members of the church at the Annual Meeting.

Section 3. Any Board member may be removed from office by a majority of the membership at a congregational meeting.

Section 4. A vacancy on the Board may be filled by appointment by the remaining members of the Board and such appointee shall hold office until the next Annual Meeting of the church.

Section 5. All Board members and other named persons elected by the congregation shall take office as of July 1, and those appointed by the Board, immediately upon appointment.

Section 6. All Board members elected by the church or appointed by the Board shall be chosen from the voting members of the church.

#### **ARTICLE VIII. DUTIES OF THE BOARD OF TRUSTEES**

Section 1. The Board shall develop written policies necessary to effectively govern the church. The Board shall conduct strategic planning and congregational assessment. It shall develop the mission and vision of the congregation. It shall hold the fiduciary responsibility for the church and shall annually recommend a budget to the congregation at the Annual Meeting.

Section 2. The Board shall be charged with approving policy to govern the conduct of the business of the church during the intervals between Annual or special meetings. The Board may authorize the expenditure of up to a cumulative fiscal year total of two percent above the total annual operating budget approved by the membership at a congregational meeting of the church. Expenditure of more than a cumulative fiscal year total of two percent of the total annual operating budget requires a vote of the congregation at a special congregational meeting.

**The Board shall hold as a goal the maintenance and growth of a Major and Deferred Maintenance Fund, built through annual budget allocations but held in accumulation as separate from the annual budget. This Fund shall be established for Major and Deferred Maintenance projects according to the following definitions, is not part of the annual operating budget, and shall not be subject to the 2% annual expenditure limit requiring congregational approval.”**

### Definitions

A “Major Maintenance” repair is one which is either infrequent in nature or which is scheduled on a non-routine basis and may require setting aside funds over a period of time or issuing additional debt to fund it. Examples of “major” repairs include re-roofing an entire building, replacing the carpeting throughout a building or replacing a ventilation system.

Major Maintenance usually falls into one of these three categories: Major Deferred Maintenance, Major Scheduled Repairs, and Major Non-Scheduled Repairs.

Major Deferred Maintenance is maintenance that was not performed when it should have been or when it was scheduled and which was put off or delayed for a future period. These types of deferred maintenance can include corrective, recurring, component renewal, demolition, rehabilitation, and replacement.

Major Scheduled Repairs are anticipated and money is set aside for them. For example, resurfacing the parking lot or replacing carpeting can be anticipated and money set aside over time for the work.

Major Non-Scheduled Repairs are not anticipated. An example would be the need to remove dead or severely damaged pine trees due to an insect infestation.

Any of the above projects may prove best achieved in conjunction with a Capital Improvement Project. When such projects are both combined Major Maintenance (as defined above) and Capital Improvement (as defined below), a congregational vote shall be required to expend Capital Improvement funds beyond the Major Maintenance contribution in excess of 2% of the annual operating budget.

Major Maintenance is not to be confused with Capital Improvement (or expenditures). Capital Improvement is the construction, installation or assembly of a

new asset, or the alteration, expansion, or extension of an existing asset to accommodate a change of function or unmet programmatic needs.

Section 3. The President, Vice President, Treasurer and Secretary shall perform the usual duties of such positions. The three Trustees-at-Large and the officers shall represent the congregation as a whole.

Section 4. The Board shall meet at least ten (10) times during the church fiscal year. Special meetings of the Board may be called by the President or by any four Board members.

Section 5. Four voting Board members shall constitute a quorum at any meeting of the Board. All meetings of the Board shall be open to attendance by any member of the church. However, the Board may convene in executive sessions for personnel matters, confidential negotiations, or discussions of issues which may constitute a threat to the welfare of the church. The Board shall take no vote except in open session.

#### **ARTICLE IX. COMMITTEES**

Section 1. The Board shall have the power to appoint by policy such committees as may be necessary for the effective operation of the church. Except for committees with elected positions, the Board may alter the policy creating each committee at any time. The Board may revoke the policy creating each committee except the Finance Committee and the Leadership Development Committee. Committee chairpersons shall be members of the church and are appointed by the Board.

Section 2. The Finance Committee shall be a standing committee of the church. The Treasurer shall serve as a member of the Finance Committee.

Section 3. The Leadership Development Committee shall be a standing committee of the church. The committee shall be composed of five (5) voting members of the Church who shall be elected for a staggered two (2) year terms. Members of the Leadership Development Committee may not serve concurrently on the Board of Trustees. At least 60 days before the Annual Meeting, the Leadership Development Committee shall prepare and present to the congregation a list of nominees for Board members and the Leadership Development Committee of the church. They shall also make nominations to fill vacancies or expiring terms in office of Trustees of the Ventura Unitarian Universalist Memorial Foundation whose members shall also serve in a separate capacity as the Governing Board of the Permanent Endowment Fund. The list of nominees for all positions shall be included in the notice of the Annual Meeting. In the event that a vacancy occurs on the Leadership Development Committee between Annual meetings, the Board of Trustees of the church shall appoint a person from among the eligible voting members to fill the unexpired term of the position until the next Annual Meeting, at which time a permanent replacement for that term shall be elected by the Congregation.

## **ARTICLE X: PERMANENT ENDOWMENT FUND:**

Section 1. The Congregation shall establish and maintain in perpetuity an Endowment Fund for the purpose of ensuring the long term financial stability of the Church, to support its mission as expressed in the congregation's Mission Statement, and to facilitate achieving the congregation's vision.

Section 2. The Governing Board of the Endowment Fund shall be the duly elected trustees of the Ventura Unitarian Universalist Memorial Foundation, acting in a dual but separate capacity under the church bylaws and the policies and procedures subsequently adopted for this purpose by the Congregation.

## **ARTICLE XI. CONGREGATIONAL MEETINGS**

Section 1. The church shall hold an Annual Meeting. The agenda for the Annual Meeting shall include reports from the President and the Professional Ministry, adoption of an Operating Budget for the fiscal year beginning July 1, election of the new Board members and elected leadership, other items placed on the published agenda by the Board, and discussion of other matters of concern to the membership as raised from the floor. No matter may be voted on unless announced as provided for in this Article.

Section 2. In addition to the nominations presented to the congregation sixty (60) days prior to the Annual Meeting by the Leadership Development Committee, any additional nominations shall be submitted to the Leadership Development Committee thirty (30) days prior to the Annual meeting by petition of at least ten (10) percent of the voting members of the congregation. The Leadership Development Committee shall submit the complete slate of nominees to the Board in time for inclusion in the published agenda. The election to contested offices shall be by secret ballot.

Section 3. Special congregational meetings may be called by the Board or by petition of not less than 25% of the members of the church. The purpose of any special meeting shall be announced in the notice of the meeting and matter may be voted on unless announced as provided for in this Article.

Section 4. All congregational meetings shall be announced at church services the Sunday before the date of the meeting and a notice of the meeting shall be mailed to each member at least 10 days before the date of the meetings. Congregational meeting notices shall include at a minimum a meeting agenda.

Section 4-5. Thirty-three percent (33%) of the members of the church, including absentee ballots, shall constitute a quorum at any congregational meeting. A quorum, once established, shall be presumed to be present for the entire meeting.

## **ARTICLE XII. DISSOLUTION**

In the event that this corporation shall be dissolved or become dormant all of its real and personal property shall revert to the Unitarian Universalist Association of Congregations. All property of the church is irrevocably dedicated to religious purposes.

### **ARTICLE XIII. AMENDMENTS**

Amendments to, or repeal of, these bylaws may be proposed by the Board or by petition of not less than 25% of the members of the church. The bylaws, so far as is allowed by law, may be amended or repealed by a 2/3 vote of the members voting at a congregational meeting of the church, provided that the proposed change is contained in full in the notice of the meeting.

### **ARTICLE XIV. RULES**

All congregational meetings and meetings of the Board of Trustees shall be conducted in accordance with Robert's Rules of Order, Revised, unless otherwise provide by these bylaws.