

**BYLAWS**  
**SHAWNEE MISSION UNITARIAN UNIVERSALIST CHURCH**  
Amended May 2010

**ARTICLE I. NAME**

The name of this religious community shall be the Shawnee Mission Unitarian Universalist Church (hereinafter "Church"). The Church is a Section 501(c)(3) nonprofit corporation incorporated under the laws of the State of Kansas.

**ARTICLE II. PURPOSE**

The purpose of the Church is to provide a fellowship in which the members, individually and as a community, are free to seek religious and ethical values: in which the dignity of the individual shall be valued; and in which the members may give expression to their convictions through religious, educational, social and charitable activities.

**ARTICLE III. DENOMINATIONAL AFFAIRS**

The Church shall be a member of the Unitarian Universalist Association, its successors and assigns, according to the bylaws of that Association, and the Prairie Star District. It is the intention of the Church to make annual financial contributions to the Association and the District equal to its full Fair Share as determined by the Association and District.

**ARTICLE IV. INCLUSION**

This congregation affirms and promotes the full participation of persons in all its activities and endeavors, including membership, elected office, programming, hiring practices and the calling of religious professionals, without regard to race, color, gender, disability, marital status, sexual orientation, age, class or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

**ARTICLE V. MEMBERSHIP**

**Sec. 1. Qualifications**

**a. Adult Membership**

Any person may become a voting member of this congregation who:

- (1) is 18 years of age;
- (2) is in sympathy with the purpose and mission of the church;

(3) has completed an Exploring Membership class or received equivalent educational experience, or in the case of transferring membership from another UU church show membership in good standing of the previous church;

(4) signs the membership book in the presence of the Minister or a member of the Board of Trustees, or designee thereof; and

(5) makes a financial pledge. The financial pledge may be waived at the discretion of the Minister.

No subscription to creed or participation in any ceremony shall be required in order to become a member.

#### **b. Youth Membership**

Any person may become a voting member of this congregation who is under the age of eighteen (18) if this person completed the Coming of Age Program or the Exploring Membership class and is in sympathy with the purpose and mission of the Church. No subscription to creed or participation in any ceremony shall be required in order to become a Youth member.

### **Sec. 2. Reaffirmation of Membership**

Each year each member shall reaffirm membership by responding to the annual canvass and making a financial pledge.

### **Sec. 3. Rights of Adult Membership**

a. Adult members shall be eligible to serve on the Board of Trustees, as chairperson or member of committees of the Church and vote in any meeting of the membership.

b. Youth members will have the same rights as adult members except in those cases when exercising those rights is prohibited by law. The Board of Trustees will stay informed of all applicable laws pertaining to youth participation in a 501(c)3 organization.

### **Sec. 4. Interest in Property**

Members, as such, shall not have any right, title, or interest in the real or personal property of the Church.

### **Sec. 5. Withdrawal of Membership**

Any member may withdraw from membership by giving written notice to the Church. Such withdrawal will be effective when entered in the records of the Church.

### **Sec. 6. Removal from Membership**

Any person who ceases to meet the eligibility requirements for Membership as set out in Section 1 of this Article shall be removed from the membership roll and his or her Membership terminated after written notice.

**Sec. 7. Lifetime Membership**

The Board of Trustees may, upon recommendation from the Minister and in recognition of past contributions to the Church, appoint a Member to the status of Lifetime Member. Lifetime Members shall not be required to make a financial contribution to the Church in order to continue membership.

**ARTICLE VI. MEMBERSHIP MEETINGS**

**Sec. 1. Notice of Meetings**

Notice of meetings of the membership shall be given by mailing notice in writing to all members at least fourteen (14) days prior to the date of the meeting. Publication in the monthly newsletter constitutes due notice. When practicable, oral or printed announcements of a membership meeting shall also be made at appropriate Sunday services preceding the meeting. The notice shall announce the time, place, and purpose of the meeting.

**Sec. 2. Quorum**

Twenty-five percent (25%) of the members shall constitute a quorum for the conduct of business at any membership meeting, except as otherwise provided in these bylaws.

**Sec. 3. Membership List at Meetings**

The secretary, in consultation with the Membership Committee, shall furnish a current list of all members at meetings of the membership.

**Sec. 4. Majority Vote**

Except as otherwise stated in these bylaws, a vote of a majority of the members present in person at any meeting shall constitute the decision of the membership.

**Sec. 5. Proxy Voting**

A member of the Church who cannot be present for a congregational meeting may identify another member of the church to cast his or her vote by proxy. No member may serve as proxy to more than one (1) member of the church. Each present member wishing to cast a vote by proxy must be able to present a completed proxy voting form bearing the signature of the person on whose behalf they are voting. Proxy votes do not count towards the establishment of a quorum. There shall be no proxy voting for the calling or dismissal of a minister or for the dissolution of the Church.

**Sample Proxy Voting Form**

I, \_\_\_\_\_, a member of the Shawnee Mission Unitarian Universalist Church do hereby appoint \_\_\_\_\_ to cast votes for me by proxy at the Congregational meeting on \_\_\_\_\_.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

### **Sec. 6. Annual Meeting**

The annual meeting of the membership shall be held each year during the month of May at a time and place determined by the Board.

- a. The principal business of the meeting shall be to elect officers, members of the Board, and members of the Nominating Committee.
- b. The Board shall present a draft of the operating budget for the next fiscal year to the membership for comment.

### **Sec. 7. Budget Revision Meeting**

An informational meeting to receive comment from the membership shall be called to present any revision in the operating budget adopted by the Board which would cause the expenditure or borrowing limitations set forth in Article VIII Sections 3(b) and (c) to be exceeded.

### **Sec. 8. Special Congregational Meetings**

Special meetings of the membership (a) may be called by the action of the Board or (b) shall be called by the President within 30 days after receipt of a written petition signed by at least 25% of the members of the Church. Special meetings shall be held at a time and place convenient to the membership. Only such business as may be announced in the notice of the meeting shall be conducted at such meeting. If a meeting is called by petition, the names of those signing the petition shall be published with the call and shall be provided to any member who requests them before publication.

## **ARTICLE VII. OFFICERS AND THEIR DUTIES**

### **Sec. 1. Officers**

The Officers of the Church shall be adult members of the Church. The Officers of the Church shall be a President, a Vice President/President-Elect, a Secretary, and a Treasurer. The President and Vice President/President-Elect shall be elected by the congregation at the annual meeting of the membership, and shall be voting members of the Board of Trustees. The Secretary and the treasurer shall be appointed by the Board. The Secretary and Treasurer shall be non-voting members of the Board. Each Officer of the Board shall serve a one-year term. No Officer, except the Treasurer and the Secretary, shall serve more than two consecutive terms.

### **Sec. 2. Duties of Officers**

#### **a. President**

The President shall preside at all meetings of the membership and the Board. The President shall call special meetings of the Board as provided in these bylaws. The President shall perform such other administrative duties as may be delegated by the Board or as the President deems necessary with the advice and consent of the Board and in conformity with these bylaws. The President shall serve as the chairperson of the Executive Committee.

**b. Vice President/President-Elect**

The Vice President/President-Elect shall become the President of the Board after serving one year on the Board as Vice President. The Vice President/President-Elect shall assume and perform the duties of the President in the absence or disability of the President, and shall perform such other duties as may be delegated by the Board in conformity with these bylaws. The Vice President/President-Elect shall serve as a member of the Executive Committee.

**c. Secretary**

The Secretary shall record the minutes of all meetings of the membership and the Board. The Secretary shall have charge of the corporate seal of the Church, and shall be responsible for the care and custody of the documents and records of the Church. The Secretary shall perform such other duties as may be required by law or be delegated by the Board in conformity with these laws.

**d. Treasurer**

The Treasurer shall be responsible for the receipt and safekeeping of all monies, contributions, and property of the Church entrusted to his or her care, and shall account for and disburse the same as the Board may direct. The Treasurer may delegate duties to financial secretaries appointed by the Board. The Treasurer and financial secretaries shall perform such other duties as may be delegated by the Board in conformity with these bylaws.

**e. Past President**

The immediate Past President of the Church shall advise and consult with the Officers of the Church, the Nominating Committee and the Board of Trustees for one year following the expiration of his or her term. The immediate Past President shall serve as a member of the Executive Committee. The immediate Past President shall be given notice of all meetings of the Board, shall be encouraged to be attentive to the need for continuity in the administration of the affairs of the Church, and shall perform such other duties delegated by the Board as are acceptable to her or him. The Past President is a non-voting member of the Board of Trustees.

**f. Vacancies**

The Vice President/President-Elect shall assume and perform the duties of the President in the absence or disability of the President. If the Vice President/President-Elect office is vacated, the President, with Board approval, shall select a Trustee of the Board to hold that office until the next election. In this event, the membership shall elect the President from a current member of the Board at the next annual meeting.

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

### **Sec. 1. Composition and Eligibility for Office**

The Board of Trustees shall consist of seven members, including the President and Vice President/President-Elect. The members of the Board shall be elected by the congregation at the annual meeting of the membership, and shall assume the duties of office the first day of June following their election. Any adult member of the Church is eligible to serve as a member of the Board. The Trustees shall be voting members of the Board. Selections will be made from the nominees proposed by the Nominating Committee or nominated from the floor at the annual meeting. The minister shall be a non-voting member of the Board.

### **Sec. 2. Term of Office and Re-election**

The regular term of office of a member of the Board shall be two years, and the terms staggered so that three members are elected in odd-numbered years and four members are elected in even-numbered years. A Trustee may not be re-elected to serve more than two consecutive two-year terms of office.

### **Sec. 3. Powers and Responsibilities**

The Board shall, through its officers have the power to act for and bind the Church in legal and financial matters, and shall have general charge of its property and the conduct of the activities and business of the Church in accordance with its Articles of Incorporation and these Bylaws. No interest in real estate of the Church may be sold or encumbered without approval of the membership. The Church shall indemnify its Board members and officers from any and all loss, damage, and liability resulting from the performance of their duties.

#### **a. Financial Responsibilities**

Prior to the beginning of the fiscal year, the Board shall develop an operating budget for the next fiscal year. The Board shall present its draft operating budget to the congregation for comment at the annual meeting. Thereafter, but prior to the beginning of each fiscal year, the Board shall adopt and publish the Church's operating budget.

#### **b. Expenditure Limitation**

The Board may not obligate the Church for expenditures which would cause the total budget adopted by the Board to be exceeded by more than ten percent without conducting an informational budget revision meeting of the membership to receive their comments as provided in Article VI Section 7.

#### **c. Borrowing Limitation**

The Board may not incur on behalf of the Church any obligation or indebtedness, the payment or repayment of which shall extend beyond one year and exceed ten percent of the operating budget for the year in which said obligation or indebtedness is incurred without conducting an informational budget revision meeting of the membership to receive their comment as provided in Article VI Section 7.

**d. Audit**

At the close of each fiscal year the Board shall provide for an audit of the books of the Church for that year.

**e. Employees**

Each employee of the Church shall be hired by or with approval of the Board according to a written contract or hiring letter specifying the employee's duties, compensation, tenure and other necessary provisions.

**f. Relationship with Minister**

The Board and the Minister shall work together to develop, implement, coordinate and review plans and objectives for their respective areas of responsibility.

**g. Annual Report**

Each Board shall be responsible for preparing and publishing an annual report of its conduct of the activities and business of the Church at the end of the Church year. The report shall include a description of the committee activities.

**h. Operating Handbook**

The Board shall create and maintain policies and procedures for the operation of the Church in the Operating Handbook.

**Sec. 4. Committees**

The Board shall create and abolish committees as deemed appropriate with the exception of the Committees established by Article IX of these bylaws. The Board shall appoint committee chairpersons, except the Nominating Committee Chairperson.

**Sec. 5. Meetings of the Board**

**a. Regular Board Meetings**

The Board shall hold regular monthly meetings at a time and place agreed upon by the members of the Board. No notice shall be required for any regular meetings.

**b. Special Board Meetings**

Special meetings of the Board may be called by the President alone or shall be called by the President upon the written request of three Trustees.

**c. Special Congregational Meetings**

Special Meetings of the membership may be called by the action of the Board. Special meetings shall be held as specified in Article VI. Sec. 8.

**d. Executive Session of the Board**

The Board may meet by executive session with attendance of Board members only to discuss personnel matters, matters that may involve the financial jeopardy or benefit of the membership and any other matters deemed confidential by the Board.

**e. Attendance of Membership**

Any member of the Church may attend any meeting of the Board of Trustees, with the exception of an executive session, and be heard on all affairs of the Church.

**f. Report of Meetings**

The Secretary shall cause a short resume of proceedings of Board meetings to be published in the Church newsletter and/or to be posted on the Church bulletin boards within thirty days after any meeting.

**g. Quorum**

A majority of the Board shall constitute a quorum for the transaction of business.

**h. Majority Vote**

Except as otherwise provided in these bylaws, a majority vote of those present shall control in all decisions of the Board.

**i. Removal**

Any Board member who is absent from more than two Board meetings in any year of her or his term of office without prior notice to the President and reasonable cause shall be subject to removal from office by action of the Board, and the position shall be considered vacant.

**Sec. 6. Vacancies**

If a position held by a Trustee of the Board is vacated, election to which is vested in the membership, the position may be temporarily filled by appointment of an adult member of the Church by the Board to complete the unexpired term of office until the next annual meeting.

**ARTICLE IX. COMMITTEES**

**Sec. 1. Creation of Committees**

The general operations, programs, and activities of the Church shall be performed by committees. The Board shall create and abolish committees as deemed appropriate with the exception of the Nominating Committee, Executive Committee, and Finance Committee. The Board shall appoint committee chairpersons, except the Nominating Committee Chairperson,

**Sec. 2. Committees**

The following committees are required by these by laws:

**a. Nominating Committee**

**i. Composition and Term of Office**

The Nominating Committee shall consist of four adult members, two of whom shall be elected each year by the members of the Church. The term of office shall be two years. The immediate Past President, if available, shall serve as an advisor to the Committee. Members of the Committee may not succeed themselves. The Committee shall select a chairperson from its members.



**ii. Purpose and Duties**

- A. The Committee shall make nominations at the annual meeting for all elected positions, including officers, trustees, and members of the Nominating Committee.
- B. In nominating officers, the Nominating Committee shall first consider those trustees who are currently members of the Board.
- C. The Nominating Committee shall solicit recommendations from the membership, the officers, and the Board before proposing candidates for election.
- D. Any member of the Church has the right to offer additional nominations from the floor at the annual meeting. Any person nominated must agree to stand for election before the nominations can be accepted, and the written consent of a person nominated from the floor who is not present at the meeting must be submitted at the meeting before such nomination can be accepted.

**b. Executive Committee**

The Executive Committee consisting of the President, Vice President/President-Elect, Past President and minister shall have the power to make emergency decisions, carry out routine administrative duties, and such other duties as the Board may delegate to the Committee. All actions of the Executive Committee shall be reported to the Board at its next regular meeting.

**c. Finance Committee**

A Finance Committee shall be established to advise the Board with budgeting, accounting, fiscal planning and related matters. The Treasurer shall serve as a member of the Finance Committee.

**ARTICLE X. MINISTER**

**Sec. 1. Ministerial Transition**

In the event of ministerial vacancy, the Board may provide for temporary ministerial services as it sees fit. Any committee selected to find a new minister shall consist of seven members, four of whom shall be elected by the membership, and three of whom shall be selected by the Board. A two-thirds vote by written ballot of those members present in person at a duly called membership meeting shall be required in order to call a minister. A two-thirds vote by written ballot of those members present in person at a duly called membership meeting shall be required in order to dismiss a Minister. In case of calling or dismissing a Minister, a quorum shall be defined as forty percent of the membership.

## **Sec. 2. Ministerial Offices**

The Minister shall perform such religious and administrative duties as may be customary or authorized by law, and as specified in the terms of the Minister's contract with the Church. The Minister shall consult with and advise the Board concerning the management of the affairs of the Church. At the time of selection and while serving as Minister of the Church, the Minister shall be and shall remain in good standing and fellowship with Unitarian Universalist Association.

## **Sec. 3. Resignation**

The Minister may resign by giving notice to the Board, and if her or his resignation is effective at a future date, he or she may withdraw the resignation before said date by notice to the Board. However, if the members of the congregation have accepted the resignation at a duly called meeting, the withdrawal of the resignation may be accepted by a majority vote of the members present and voting at a duly called meeting of the congregation.

## **ARTICLE XI. FISCAL YEAR**

The fiscal year of the Church shall be July 1 through June 30.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY**

The rules contained in ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Church in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE XIII. RECORDS AND REPOSITORY**

### **Sec. 1. Records**

All records required to be produced or published in these bylaws shall be retained and available for inspection in the Church office.

### **Sec. 2. Operating Handbook**

The Operating Handbook shall be retained and available for inspection in the Church office.

## **ARTICLE XIV. THE SHAWNEE MISSION UNITARIAN UNIVERSALIST CHURCH ENDOWMENT FOUNDATION**

The following procedures are adopted by the SMUUCH Board to establish and govern the Shawnee Mission Unitarian Universalist Church Endowment Foundation, hereinafter referred to as the "Endowment Foundation."

- a. The Endowment Foundation is organized exclusively for charitable and educational purposes, specifically to support the Shawnee Mission Unitarian Universalist Church. It is the successor to the Shawnee Mission Unitarian Society Endowment Trust governed by the Trust Indenture made on the 23<sup>rd</sup> day of December, 1977, and amended on the 28<sup>th</sup> day of January, 1980, and the 23<sup>rd</sup> day of November, 1997.

- b. The Endowment Foundation membership shall consist only of the five members of the Endowment Foundation Board of Directors. The members of the Board of Directors shall be appointed by the Board of Trustees of the Shawnee Mission Unitarian Universalist Church.
- c. It is understood and agreed that the Endowment Foundation shall be accountable to the Board of Trustees with the submission of an annual report, due by January 31 following the end of the fiscal and calendar year, but shall operate independently from the Board of Trustees in the management and expenditure of Trust funds.
- d. The Board of Trustees of the Church, by three-fourths (3/4) vote of their voting membership, at a meeting called with at least two (2) weeks notice, may remove a Director for just cause.
- e. The Endowment Foundation shall be governed by a set of by-laws which shall be adopted by a majority of the Endowment Directors.

#### **ARTICLE XV. DISSOLUTION**

In the event of the dissolution of the Church, all outstanding debts shall be paid and the remaining assets, both real and personal, and including all property heretofore and hereafter donated to said Church, shall become property of the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, or its successor or assigns, subject to all applicable laws.

#### **ARTICLE XVI. AMENDMENTS**

These bylaws may be amended at an annual meeting of the Church by majority vote of the members present and voting. Before these bylaws may be amended, a description of the proposed amendment shall be mailed to each member or published in the newsletter at least fourteen days prior to the date of the annual meeting.