

# Live Oak Unitarian Universalist Church Bylaws

## Definitions and Acronyms

Appointed Committee:	Committee is appointed by the Board
Board:	Live Oak Unitarian Universalist Church Board of Trustees
Church:	Live Oak Unitarian Universalist Church
Closed Committee:	These committees' meetings are not open to attendance by those not on the committee unless specifically invited by the committee to meet a prescribed purpose.
Committee:	Formal workgroup that performs a function on behalf of the Board or is elected to perform the function by the Congregation.
Congregation:	Members of Live Oak Unitarian Universalist Church
Elected Committee:	Committee members are elected by the congregation
Executive Session:	Board meetings where the discussions, but not decisions, are considered confidential
Program Team:	A team that is directly involved with the planning or fulfillment of church programs and are accountable to the Executive Team.
Team:	A group of members or non-members cooperatively performing a task for the Church.
UUA:	The Unitarian Universalist Association

# Live Oak Unitarian Universalist Church

## Bylaws

### **Article 1: Name**

The name of this religious society is Live Oak Unitarian Universalist Church, hereafter referred to as the Church.

### **Article 2: Mission and Covenant**

The Church operates in accordance with our mission and Covenant of Right relations.

### **Article 3: Affiliation**

This Church is a member of the Unitarian Universalist Association (UUA) of Congregations and the regional conference(s) as designated by the UUA.

### **Article 4: Non-Discrimination Statement**

The Church affirms and promotes the full participation of all church activities, the hiring of staff, and the calling of religious professionals without regard to race, ethnicity, color, sex, gender identity or expression, physical or mental ability, sexual orientation, age, economic status, national origin, or theology/spiritual practice.

### **Article 5: Membership**

#### **Section 5.1: Method of Joining**

To become a member of the Church, one must be at least 18 years of age, attend a membership orientation meeting, submit a pledge form, and sign their name in commitment to the church covenant.

#### **Section 5.2: Rights of Membership**

Any member of the Church may speak to and vote on matters presented at any congregational meeting. Members may attend, give information at, and express ideas on agenda items at meetings of the Board of Trustees. Members are eligible for leadership roles in the church.

#### **Section 5.3: Termination of Membership:**

Any member choosing to resign from the church may do so by submitting a (physical or electronic) letter of resignation. Members who have not submitted a pledge form before January 1st of each year will be removed from membership. Any member may be removed by a majority vote by the Board.

### **Article 6: Board of Trustees**

The Board shall meet at regularly planned, published times at least 10 times each year. The meetings may be held in person or electronically and attendance will be open to all church members. Church members will be afforded the opportunity to give information and express ideas on the agenda items.

#### **Section 6.1: Composition of the Board**

The Board shall be composed of four officers and three at-large trustees. No spouses, cohabiters, or immediate family members shall serve on the Board at the same time. Only members can serve on the Board. Salaried employees may not be voting members of the Board.

#### **Section 6.2: Terms of Office**

Officers shall serve up to four one-year terms at a given position. At-large trustees shall serve two-year staggered terms: two at-large trustees elected in even-numbered years and one at-large trustee elected in odd-numbered years. At-large trustees may serve no more than two consecutive terms in that position. No member shall serve on the Board for more than six consecutive years. Terms of office begin on the

# Live Oak Unitarian Universalist Church

## Bylaws

first day of June and end on the last day of May. Board members may resign from the Board by submitting a letter of resignation to the president of the Board. Two absences from regular Board meetings during a 12-month period without notification to the president or secretary of the Board shall be addressed in a special meeting of the Board. A Board member may be removed by a simple majority vote of the Board.

### **Section 6.3: Vacancies**

A vacancy occurring in an officer position, or in the second year of an at-large trustee position, shall be filled for the remainder of the term by the Board in consultation with the nominating committee. A vacancy of an at-large trustee position occurring in the first year of a two-year term shall be filled by the Board in consultation with the Nominating Committee. The individual appointed to fill the vacancy shall serve until the next annual election at which time the congregation shall vote on filling the vacancy for the remainder of the term.

### **Section 6.4: Responsibilities and Authority of the Board**

Board members have fiduciary responsibility for the Church. The Board has the responsibility to ensure the mission and vision of the church reflect Unitarian Universalist values; adopt policies for the organization and governance of the church; conduct strategic planning as needed; safeguard the property and financial stability of the church; authorize official and public statements or acts in the name of the church; propose an annual budget to be presented to the congregation; delegate certain responsibilities; hold individuals and groups accountable for fulfilling those responsibilities. The Board has the authority to enter into contracts, delegate the hiring of all employees except the minister and form committees.

### **Section 6.5: Decision making by the Board**

A quorum for a Board meeting is at least 5 members present in order to vote. Decisions shall require a majority of non-abstaining trustees to agree to adopt a proposal. A second vote may be taken on whether to return to revise a failed proposal. A proposal (or revision) will be considered failed if a majority is not reached. Special meetings may be called by, or at the request of, at least two members of the Board.

### **Section 6.6: Limits to Authority**

The Board shall not call, settle or remove a minister; make any decision that requires the approval of the congregation at a congregational meeting or; buy, sell, or mortgage real property without the approval of a two-thirds majority vote at a congregational meeting (Article 11).

### **Section 6.7: Executive Sessions**

An executive session of the Board may be called to discuss matters where the best interest of the church or specific church members requires keeping the discussion confidential, including, but not limited to, personnel matters and filling vacancies. At least five members of the Board must vote to hold an executive session.

Executive sessions will be limited exclusively to members of the Board unless a minimum of five members of the Board agree to invite other(s) to be present during the session. Decisions made during executive sessions, but not discussions, shall be recorded by the secretary and be made available to the congregation.

### **Section 6.8: Officers of the Board of Trustees**

#### **Section 6.8.1: President**

Shall be the executive officer of the church and of the Board, organize the agenda and set the initial time limits for all regular meetings; and sign on behalf of the congregation any deeds, mortgages, bonds, contracts, or other legal instruments except in those instances where the signing and other

# Live Oak Unitarian Universalist Church

## Bylaws

execution of such instruments shall have been expressly delegated by the Board, by these bylaws, or by statute to some other officer or agent of the Church.

### **Section 6.8.2: Vice President**

An officer of the church and member of the Board and shall assist the president in governing the church, organize congregational meetings, and perform the duties of the president in the event of the absence or incapacity of the president.

### **Section 6.8.3: The Treasurer**

An officer of the church and member of the Board and shall oversee church finances; direct and coordinate any bookkeeper employed by the church; present a current financial statement at each regular meeting of the Board; ensure that all federal, state, or local returns and reports or other items required by law are properly prepared and filed with the appropriate authorities in a timely manner; perform the duties of the president in the event of the simultaneous absence or incapacity of both the president and vice president; and be bonded at the expense of the Church. The Treasurer shall supervise any appointed or hired assistant treasurer(s).

### **Section 6.8.4: The Secretary**

An officer of the church and member of the Board and shall keep minutes of all regular and special congregational meetings; record and report to the congregation any decisions made at executive sessions; issue all notices; provide proxy forms for congregational meetings; take minutes during Board meetings; distribute draft minutes to the Board and the congregation; maintain full records of approved minutes in a place designated by the Board; and perform the duties of the president in the event of the simultaneous absence or incapacity of the president, vice president, and the treasurer. In the absence of the secretary at a meeting, another member of the Board shall assume the duties of the secretary.

## **Article 7: Executive Team**

### **Section 7.1: Composition of the Executive Team**

The Executive Team shall consist of a minister serving as the chair (or other individual appointed by the Board) and up to five others. Non-chair members of the Executive Team shall be church members or staff.

### **Section 7.2: Selection of the Non-Chair Members of the Executive Team**

The chair of the Executive Team, in consultation with other Executive Team members, shall select the non-chair members of the Executive Team and shall submit the names to the Board for approval. The Board shall approve the appointment or ask the Executive Team for additional names.

### **Section 7.3: Duties of the Executive Team**

The Executive Team is accountable to the Board. The Executive Team shall be responsible for ensuring that staff and volunteers carry out the policies and programs of the church; approving the selection of program team chairs; and removing program team chairs when warranted. Program team chairs must be members in good standing or Church staff.

## **Article 8: Ministers**

### **Section 8.1: Calling a Minister**

# Live Oak Unitarian Universalist Church

## Bylaws

In the event of a vacancy in the position of minister, the search for a new minister shall follow UUA guidelines. The Board shall contact the UUA to determine the initial steps and the process will continue under the guidance of the UUA.

### **Section 8.2: Ministerial Search Committee**

After consultation with the UUA, the Board shall request that the nominating committee suggest a list of members to be on the ministerial search committee. The ministerial search committee is a closed ad-hoc committee and consists of five to seven church members. The nominating committee shall submit the nominees to be elected at a special congregational meeting called for this purpose. The congregation shall vote for all the members of the search committee as a slate. The ministerial search committee meetings and correspondence shall be closed to observation.

### **Section 8.3: Settling a Minister**

Fifty percent of church membership shall constitute a quorum for a special congregational meeting convened for this purpose. A minister shall be settled with 90 percent of affirmative votes from church members at this congregational meeting (Article 11).

### **Section 8.4: Duties of the Minister(s)**

Each minister shall be employed under a written contract that stipulates the conditions of employment. The ministers shall provide overall religious leadership and guidance in accordance with the established purposes of the Church and shall be guaranteed freedom of the pulpit. The duties of each minister shall be negotiated between the Board and the minister and approved by the congregation at the next congregational meeting. If the duties are not approved as submitted, the congregation shall direct the Board regarding the adjustments that should be made. The ministers may be members of any committee other than the nominating and ministerial search committees. The minister will be an ex-officio non-voting member of the Board.

### **Section 8.5: Contract Termination**

The contractual relationship between a minister and the congregation may be dissolved by a minister upon three months written notice for any reason or the congregation upon three months written notice for any reason, except for cause, or without notice for cause.

The Board shall call a special meeting of the congregation for the purpose of dismissing a minister if the Board determines that the contractual relationship between the congregation and a minister should be dissolved or fifteen percent of members sign a petition to dismiss a minister. A quorum for dismissing a minister is considered at least fifty percent of the members. If a quorum is attained at a special congregational meeting called for this purpose, the minister may be dismissed with a simple majority vote (Article 11).

A minister may be dismissed for cause if they have abandoned their duties or engaged in a breach of trust and/or gross misconduct. Each minister's employment agreement shall include these provisions for termination.

### **Section 8.6: Triennial Evaluation**

The Board shall direct an evaluation of each minister by the congregation no less frequently than every three years. The summary results of this evaluation will be in writing and made part of permanent church records.

## **Article 9: Staff**

# Live Oak Unitarian Universalist Church

## Bylaws

### **Section 9.1: Hiring**

Each staff member shall be provided with a written performance plan that stipulates the conditions of employment.

### **Section 9.2: Termination**

The Executive Team may recommend terminating salaried staff as necessary and appropriate. However, only the Board has the authority to terminate a non-minister salaried staff member. Temporary or hourly staff can be terminated by their corresponding supervisor.

## **Article 10: Committees & Program Teams**

All committees of the church shall be identified as either standing or ad-hoc committees. Standing committees shall be established under these bylaws or by the Board. Ad-hoc committees, with the exception of a ministerial search committee, shall be created by the Board as needed. Elected standing committees may be proposed by the Board and created upon the approval of the congregation at a congregational meeting.

Attendance at committee meetings will be open to any church member with the exception of closed committees which will be open to committee members only, unless special circumstances require someone not on the committee to attend.

Committee membership shall be open to all church members except appointed or elected committees. The Executive Team may dismiss, as necessary and appropriate, a chair or member of a program team or committee.

## **Article 11: Congregational Meetings**

### **Section 11.1: Semi-Annual Congregational Meetings**

In May and December of each year, the congregation shall meet to conduct necessary church business. The Board shall determine the dates of these congregational meetings. A member of the Board will preside over these meetings.

Elections shall be held at the May meeting; a budget for the following year shall be presented by the Board and approved by the congregation (following any necessary discussion and amending) at the December meeting.

### **Section 11.2: Special Congregational Meetings**

Special meetings of the congregation may be called for a specific purpose by the Board. No other business shall be conducted at the special meeting.

### **Section 11.3: Notice of Congregational Meetings**

Semi-annual congregational meetings and special congregational meetings at which bylaw amendments shall be considered require a notice of not less than 30 days prior to the meeting. Special congregational meeting at which bylaws amendments shall not be considered require a notice of not less than 14 days prior to the meeting.

The Board shall communicate the notice of any congregational meeting to all members physically and/or electronically; meeting notices shall include the time, date, and place of the meeting; and inform members how they can view or obtain the agenda and any proposed bylaws amendments.

# Live Oak Unitarian Universalist Church

## Bylaws

### **Section 11.4: Quorum and Determining Vote**

At least thirty percent of the members shall constitute a quorum of the congregation, except for dismissing a minister which requires at least fifty percent. Non-members can attend a congregational meeting and speak by invitation at the meeting. A simple majority of votes shall be sufficient to either approve or disapprove matters submitted for determination, except for those votes taken to settle a minister; amend the bylaws; buy, sell or mortgage real property; or dissolve the Church.

### **Section 11.5: Voting**

The vote of the congregation at a congregational meeting shall include the votes of in-person, electronic, and proxy voting, except when the Board decides that a specific manner of voting is required. such decision shall be included in the meeting notification. The secretary shall provide proxy forms.

### **Section 11.6: Minutes of Congregational Meetings**

Complete and accurate minutes of each congregational meeting shall be kept by the secretary or another person designated by the Board.

## **Article 12: Elections**

### **Section 12.1: Nominating Committee**

The nominating committee is a closed standing committee. Members shall be elected at the May semi-annual congregational meeting (Article 11). This committee shall be composed of five members who shall be elected for two-year terms using a staggered election schedule with two members elected in the odd years and three members elected in the even years.

If a vacancy occurs on the Nominating Committee in the second year of the two-year term the Board shall appoint a church member to fill the unexpired term. If a vacancy occurs on the nominating committee in the first year of the two-year term, the Board shall appoint a church member to serve until the next regular election, at which time a member shall be elected to fill the remainder of the term.

Immediately after each election, the committee shall meet and shall elect a chair for a one-year term. The chair shall call an organizational meeting of the committee no later than the first day of February of the following year. Three members of the Nominating Committee shall constitute a quorum required to conduct any business of the committee.

Within a month after the first organizational meeting, the committee shall publicize the upcoming election and encourage members to run for the available positions up for election.

### **Section 12.2: Candidates for the Annual Election**

The nominating committee shall select at least one candidate position on the Board that needs to be filled, and for each position on the nominating committee that needs to be filled. A member who wishes to run in the upcoming election may initiate his/her candidacy by notifying the nominating committee. Candidates shall run for only one position. At the April Board meeting, the nominating committee shall present the list of candidates selected by the nominating committee and of the candidates who have initiated their own candidacies.

### **Section 12.3: Publication of Nominations**

The nominating committee shall publicize, not less than 30 days prior to the congregational meeting, the list of candidates selected by the nominating committee and the list of candidates that have initiated their own candidacies.

# Live Oak Unitarian Universalist Church

## Bylaws

### **Section 12.4: Nominations from the Floor**

Any three members of the church may nominate a candidate, who has agreed to serve, for any elected position at any meeting of the congregation at which elections are held.

### **Section 12.5: Voting in Elections**

At each May semi-annual congregation meeting, the congregation shall elect one candidate for each available position on the Board and on the nominating Committee (Article 11). At such meetings, the nominating committee shall present to the congregation the names of all the candidates for each position. In even numbered years two at-large trustee positions and three nominating committee positions shall be elected. In odd numbered years, one at-large trustee position and two nominating committee positions shall be elected. Candidates for officer, Board, or nominating committee shall be voted on individually, not as slates. Unscheduled vacancies will also be voted on at this May semi-congregation meeting.

When there are multiple candidates for a position, the candidate with the highest number of votes shall be elected. In case of a tie, repeated votes shall be taken for the candidates in the tie until the tie is broken.

## **Article 13: Endowment**

The Endowment may be established to protect an asset of the church with a two-thirds vote of approval at a congregational meeting (Article 11).

### **Section 13.1: Allowed Distributions**

Allowed distributions from endowment funds will be made in an amount that does not decrease the value of the fund below the historic dollar value adjusted for inflation. Allowed distributions from endowment funds may include, in difficult circumstances, up to 10% of church operating expenses and for the physical plant of the church, but only if approved by a two-thirds vote in a special congregational meeting for that purpose (Article 11).

### **Section 13.2: Restrictions**

The use of allowed distributions from endowments are restricted to enhance the mission of the church and may be further restricted by Board or by a congregational vote (Article 11).

### **Section 13.3: Establishment of a New Endowment Fund**

New endowment funds can be established through a congregational meeting (Article 11).

## **Article 14: Dissolution and Distribution of Assets**

### **Section 14.1: Dissolution**

Any decision to dissolve the church must be approved by a two-thirds vote of members voting (Article 11). The notice and quorum requirement for a congregational meeting called to dissolve the Church is the same as the notice requirement for other special congregational meetings.

### **Section 14.2: Distribution**

If the church at its own option ceases to exist, real or personal property shall be transferred to the regional Unitarian Universalist conference.

## **Article 15: Conflict of Interest**

Whenever an individual involved in any decision has a financial or personal interest in any matter regarding transactions of funds, grants, or investments, the affected person shall a) fully disclose the nature of the



# Live Oak Unitarian Universalist Church

## Bylaws

interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved by a majority of disinterested members.

### **Article 16: Liability**

No Board or committee member shall be personally liable as long as she or he acts in good faith and with ordinary prudence. Board and committee members shall not be personally liable for any losses, which may be incurred upon the investments of the assets of the funds except to extent that such losses shall have been caused by bad faith or gross negligence. Each Board and committee member shall be liable only for her or his own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member.

### **Article 17: Indemnification**

The church shall indemnify any person who is or was an employee, agent, representative, member of the Board or other elected official of the church against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

### **Article 18: Amendments to Bylaws**

These bylaws may be amended at any congregational meeting by a two-thirds vote of the members voting (Article 11). Proper notice of the meeting must be given as outlined elsewhere in these bylaws in order for bylaws to be amended. The Board shall submit to the congregation any proposed amendment that the Board has approved. The Board shall submit to the congregation any amendment received by the Board that has been proposed by a petition signed by at least ten percent of members.

# Live Oak Unitarian Universalist Church

## Bylaws

### History of Changes to Bylaws

Date	Change	Section
2/2011	Approved	
6/2011	Effective	
10/14/2012	Correct the statement that a congregational meeting must approve buying and selling of real property	Article 5 Section 5.5 Article 12 Section 12.4
5/19/2013	Reduce the size of the Board of Trustees to 7 members (from 9) and to reset the quorum of Board members needed for a quorum, vote or other official business	Article 5 Sect. 5.1, 5.2 & 5.6, Article 7 Sect. 7.2 & 7.4 Article 13 Sect. 13.5
5/18/2014	To address the composition of the Executive Team and authority to terminate a non-minister staff member	Article 8 Sect. 8.1, 8.2 & 8.3, Article 10 Sect. 10.3
12/15/2014	To address the sizes of Executive Team and Endowment Committee.	Article 8 Sect. 8.1 Article 14 Sect. 14.2
5/21/2017	To add the option of having two Asst. Treasurers (Article 6 Section 6.5)	Article 6 Section 6.5
1/26/2020	To make the Endowment Committee an open committee and allow funding of Live Oak's Community Outreach budget.	Article 12.1
5/16/2021	Reformatted Bylaws to make it easier to read (entire document). Added Definitions and Acronyms section. Added Mission and Covenant Section (Article 2). Changed affiliation to "regional conference(s) as designated by the UUA" (Article 3). Redefined membership in accordance with current practice of the membership committee (Article 5). Updated Board of Trustees section to remove reference to the Policy Committee (Article 6). Added that "only members and non-salaried employees can serve on the Board" (Section 6.1). Changed terms of office to four 1 year terms as an officer and a maximum of 6 consecutive years as serving on the Board (Section 6.2). Changed decision making by Board to define that at least 5 members need to be present to represent a quorum and a majority is required for a vote (Section 6.5). Minister dismissal was changed from a quorum of 30% required to a quorum of 50% required (Section 8.5). Changed that the Board approval is only required for termination of salaried employees and supervisors can be terminated	Definitions and Acronyms (New) Article 2 (New) Article 3 Article 5 Article 6 Article 8 Article 9 Article 13 Article 16 (New) Article 17 (New)

# Live Oak Unitarian Universalist Church

## Bylaws

	hourly or temporary employees (Section 9.2). Changed Endowment to be more general and not specific to a singular fund. Also removed information more relevant to a policy (Article 13). Added stand-alone Conflict of Interest and Liability articles (Articles 16 and 17).	