

APPENDIX 5
BYLAWS (Revised May 18, 2014)

The following *Bylaws of the Cedar Valley Unitarian Universalist congregation* was approved by the congregation at the May 1, 2011 Annual Congregational Meeting, and amended on May 18, 2014.

ARTICLE I – NAME AND ORGANIZATION

The name of this religious organization shall be the Cedar Valley Unitarian Universalists, hereinafter referred to as the “Congregation.”

This Congregation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 , as amended, and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the Iowa Nonprofit Corporation Act may engage, either directly or by engaging in activities that support or benefit one or more supported organizations as permitted under Section 509(a)(3) of the Code.

ARTICLE II – MISSION

The mission of this organization is to be an accepting and supportive community that nurtures spiritual, emotional, and intellectual explorations, articulates ethical values, and encourages actions based on personal beliefs. This community is a voice for religious diversity, human tolerance, improvement of the human condition, and preservation of our environment. *[Adopted by the Unitarian Universalist Congregation of Black Hawk County on April 25, 1993.]*

ARTICLE III – DENOMINATIONAL AFFILIATION

This Congregation shall be a member of the Unitarian Universalist Association of Congregations and the MidAmerica Region, or their successors; and will cooperate in measures fostering and extending the interests of the Unitarian Universalist denomination.

ARTICLE IV – NONDISCRIMINATION

This Congregation affirms and promotes the full participation of persons in all our activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals; without regard to age race, color, gender, physical or mental disability, sexual orientation, gender identity, class, or national origin.

ARTICLE V – MEMBERSHIP

The Congregation is committed to preparing interested people to make the decision to become active members of the congregation. Prospective members will have had a discussion of Unitarian Universalism with the parish minister, or designee of the Board of Trustees. A prospective member shall become a member by entering into a *Covenant of Right Relations* that specifies the expectations and responsibilities of membership, and by signing the Membership Book.

The Congregation recognizes that each member contributes to the life of the congregation in a number of ways. Each member is encouraged to be an active participant by attending activities, sharing their time and talents, and/or by making a financial pledge.

A. Categories of Membership

The Congregation recognizes two (2) categories of membership:

Voting Members: Any person who is at least eighteen (18) years of age and in sympathy with the purposes, mission, and programs of the Congregation may become an eligible member. A person under eighteen (18) years of age who shows a maturing commitment to the mission of the Congregation may make a request for membership to the parish minister, or designee of the Board of Trustees. All who sign the Membership Book shall become eligible to vote at Congregational Meetings thirty (30) days after they sign.

Associate Members: Any member who has become inactive, but still wishes to remain affiliated with the Congregation may become an Associate Member. Associate Members shall be welcome to participate in all Congregation activities but shall lose their right to vote and hold elective office.

B. Removal of Membership

A member's name shall be removed from the Membership Roll in case of: (1) the member's death; (2) written request by the member to the designee of the Board of Trustees; (3) a period of inactivity over one (1) year, pending review by the Outreach Committee, and/or other designee by the Board, or (4) removal by the Board for actions that threaten the well-being of the Congregation, in accordance with the *Conflict Resolution Policy*.

ARTICLE VI - CONGREGATIONAL AUTHORITY

The ultimate authority of the Congregation shall be vested in the congregation as expressed in the annual Congregational Meeting and special Congregational Meetings. The following authority may not be delegated, but may be exercised only by the congregation: (1) the employment or dismissal of the Parish minister; (2) the amount of the Parish minister's annual salary and benefits; (3) the location of any buildings and grounds owned by the Congregation and their purchase or sale, except for property covered under the *Endowment Fund*; (4) the requirements and responsibilities of membership; (5) policies relating to removal of membership, (6) approval of the annual budget for the operating fund; and (7) ratification or amendment of the bylaws.

ARTICLE VII – CONGREGATIONAL MEETINGS

A. Annual Congregational Meeting

The annual Congregational Meeting of the Congregation shall be held each year on a Sunday no later than May 31st at such time and place as shall be determined by the Board. The meeting date shall be announced to the congregation no later than the February newsletter. The purpose of the annual Congregational Meeting shall be for the presentation of reports to the congregation by the parish minister, director of religious education, other appropriate staff, committees, and Board; elections to the Board of Trustees and Nominating Committee; adoption of the operating budget for the following fiscal year; and for any other reason deemed necessary by the Board. The agenda of the annual Congregational Meeting will be prepared by the Board and will be published ten (10) days prior to the annual Congregational Meeting.

B. Nominations

The Nominating Committee shall submit a slate of candidates to the congregation at the annual Congregational Meeting. In addition to the Nominating Committee's slate, an eligible member of the Congregation may be nominated for elective office by a petition signed by five (5) members and supported by written consent of the nominee. The Nominating Committee must receive such petition and consent at least two weeks before the annual Congregational Meeting in order to place that candidate on the ballot. Additional nominations may be made from the floor at the time of the annual Congregational Meeting. A secret ballot may be requested by any voting member.

C. Special Congregational Meetings

Special Congregational Meetings shall be called by the secretary at the request of the Board or upon written request of ten (10) voting members of the Congregation. A special Congregational Meeting shall conduct only the business specified in the call for the meeting. At least ten (10) days notice shall be given for all special Congregational Meetings, except in emergency situations. A good faith effort shall be made to notify all members of all special Congregational Meetings.

D. Quorum

Thirty percent (30%) of the members eligible to vote in person shall constitute a quorum at congregational meetings. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business after the loss of a quorum. Any action taken after the loss of a quorum may be approved by at least a majority of the members required to constitute a quorum.

ARTICLE VIII – BOARD OF TRUSTEES

A. Board Authority

The Board of Trustees shall serve as the corporate directors of the Congregation, in accordance with the Iowa Nonprofit Corporation Act. The Board shall be responsible for setting goals, the conduct of all business, and the care of all property, except as specifically reserved to the Congregation by law or by these Bylaws. The Board of Trustees shall manage title of all property that is owned and vested in the Congregation and shall not convey or mortgage the real estate of the Congregation without being authorized to do so by the congregation, with the exception of property donations to the Endowment Fund.

B. Composition of the Board

The officers of the Board of Trustees shall be a president, vice president, secretary, and a finance director. The Board shall be composed of the four (4) officers and five (5) trustees. The parish minister, director of religious education, and immediate past president shall be non-voting ex officio members.

C. Election and Terms of Office

The members of the Board shall be elected at the annual Congregational Meeting. A secret ballot will be used if requested by any member. The officers shall serve for a one-year term, beginning with the Congregation year following their election. The trustees shall serve a two-year term beginning with the Congregation year following their election. An officer or trustee appointed to fill a vacancy occurring prior to the expiration of the term for which a predecessor was appointed, shall be appointed for the remainder of that term. Two trustees shall be elected in even-numbered years, and three (3) trustees shall be elected in odd-numbered years. Board officers shall be limited to three (3) consecutive terms (3 years) in any one office. Trustees shall be limited to two (2) consecutive terms (4 years) in office. A Board member may serve no more than seven (7) consecutive years.

D. Board Meetings

The Board shall have regular monthly meetings, but may deem it necessary to meet more often, for the transaction of the business of the Congregation. Special meetings of the Board may be called at the request of the President, at any time it is deemed necessary, or at the request of any three (3) members. The President shall designate the time, date, hour, and place for holding special meetings of the Board of Trustees.

E. Voting

A majority of all votes cast shall be required for adoption of any matter voted on by the Board of Trustees.

F. Quorum

Five (5) Board members shall be required for a quorum. Board members present at a duly called and held meeting at which a quorum is initially present may not continue to do business after the loss of a quorum.

G. Confidentiality

It is the intent of the Board to conduct its business in open sessions. However, in those circumstances where the Board is discussing or acting upon matters with respect to litigation, implementation of security systems, negotiations of contracts for property, real or otherwise, personnel matters, or any other matter which the Board feels must be dealt with in a confidential manner, the Board may close its meeting to the membership. A majority vote is necessary to close the meeting, and any final action taken by the Board in a closed meeting must be announced and recorded in the minutes in an open Board meeting.

ARTICLE IX – DUTIES OF THE BOARD OF TRUSTEES

A. President

The president shall be the chief executive officer and in general supervise the business affairs of the Congregation. The president will preside at all meetings of the Board, Congregation, and Executive Committee, ensure that all orders and resolutions of the Board are carried out, and represent the Congregation on all appropriate occasions. The president shall be a non-voting ex-officio member of all ad-hoc, advisory, and standing committees, except the Nominating Committee.

B. Vice President

The vice president shall assume the duties of the president in cases when the president is absent or unable to fulfill those duties, and shall have all powers and functions applicable to that office. The Vice President shall serve as Chair of the Personnel Committee, and carry out other duties as assigned by the president or Board.

C. Secretary

The secretary shall record and keep minutes of all meetings of the Congregation, Board, and Executive Committee. The secretary shall keep the Congregation informed of the actions of the Board and Executive Committee. All records of the secretary shall be the property of the Congregation. The secretary shall be responsible for notifying the membership by mail and by other communication of all Congregational Meetings and of all matters to be acted upon at these meetings. The secretary shall carry out other duties as assigned by the president or Board.

The secretary further shall act as Registered Agent for the Congregation and file all relevant information with the Secretary of State as required by law; have responsibility for all updates to the UUA and MidAmerica Region; and have responsibility to update changes to the *Congregational Policies and Procedures Handbook*.

D. Finance Director

The finance director shall report all income and expenses of the Congregation to the Board and the Congregation; and maintain financial records that represent the funds, property, or liabilities of the Congregation. The finance director shall serve as Chair of the Finance Council; collect proposed budget requests from all councils and committees; submit a draft of the proposed operating budget to the Board; and submit a yearly financial report at the Annual Meeting.

E. Trustees

Each trustee shall serve as a liaison to one of the Councils and may also serve as liaison to one or more ad hoc committees. A trustee carries the responsibility to assure that the Council carries out its functions and serves as a conduit for communication between the Council and the Board.

1. Ministry Council Trustee
2. Religious Services Council Trustee
3. Education and Programs Council Trustee
4. Social Action Council Trustee
5. Building and Operations Council Trustee

The Board shall reserve the right to make temporary additions and changes in liaison assignments when new groups form. Any additions and changes shall be reviewed by the Congregation at the next Annual Meeting.

ARTICLE X – BOARD VACANCIES

A. Resignation

An officer or trustee may resign at any time by giving written notice of resignation to the Board secretary or a designee.

B. Removal of an Officer or Trustee

Any officer or trustee may be removed by two-thirds (2/3) affirmative vote of a legally called Congregational Meeting, whenever in its judgment, such action will serve the best interests of the Congregation. A recommendation shall be supported by written evidence that removal is warranted and in the best interests of the Congregation. An unexcused absence from two (2) consecutive Board meetings shall be grounds for recommending immediate removal. An officer or trustee is entitled to a due process hearing, in accordance with Article V (B) *Removal of Membership*.

C. Filling Vacancies

In the event the office of president becomes vacant, the vice president shall automatically succeed to the office of president. The Board shall then appoint a vice president who shall serve for the remainder of the term. A vacancy occurring in any office, for any reason, shall be filled for the unexpired term by a majority vote of the remaining members of the Board of Trustees. The appointee shall serve for the remainder of the term. Whenever possible, vacancies in a trustee's position shall be filled for the second year of the term by election at the next Congregational Meeting.

ARTICLE XI - EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Board officers, and shall exercise all powers and duties of the Board between meetings. The Executive Committee shall prepare an agenda for each Board meeting and shall gather and evaluate relevant data pertaining to each item of the agenda. All proceedings of the Executive Committee shall be subject to revision or alteration by a majority vote of the Board. The Executive Committee shall meet at the call of the president, or upon the request of two (2) members.

ARTICLE XII - COUNCILS & COMMITTEES

A. Councils

The Board has organized Councils representing the diverse interests and needs of the congregation. These councils will be composed of committees that share a common mission within the Congregation. The Board may organize these councils and committees as it determines will best meet the changing needs of the congregation.

1. Ministry Council

The mission of the Ministry Council is to welcome new members and to create a setting where each person is able to pursue spiritual growth; and to strengthen shared ministry by setting goals, evaluating the status of the ministry, and facilitating an open dialogue among members.

2. Religious Services Council

The mission of the Religious Services Council is to plan, coordinate, and/or present religious services for the Congregation, in collaboration with the parish minister, music director, and other supportive groups. This includes Sunday services, weddings, memorial services, and other religious services sponsored by the Congregation.

3. Religious Education and Programs Council

The mission of the Religious Education and Program (REAP) Council is to coordinate religious education programs that offer opportunities for UU members, their children, and friends to learn from one another and experience spiritual growth in a supportive environment. Programs offered speak to the diverse backgrounds and draw upon the areas of expertise of those attending the UU and of the past, present and future UU leaders while enhancing the understanding and importance of the Unitarian Universalist Principles.

4. Social Action Council

The mission of the Social Action Council is to inform and educate members and the public in areas of social and environmental concern; to find ways and means to address social injustice; to sponsor and support groups organized to deal with social problems, and to develop a comprehensive program to address environmental awareness within the congregation.

5. Building and Operations Council

The mission of the Building and Operations Council is to attend to the physical realm of our Congregation. This includes the day-to-day administration and communication, as coordinated with our Administrative Assistant, as well as maintenance and improvements of the building and grounds.

6. Finance Council

The mission of the Finance Council is to manage the Congregation's financial resources; to raise funds needed to finance the operating budget of the Congregation; to raise and maintain the funds needed to acquire; to maintain and expand the property and investments of the Congregation; and to ensure the financial stability of the Congregation.

B. Ad Hoc Committees

Ad hoc committees shall be established by the Board for specific tasks, or for a specific period of time, and shall report directly to the Board.

C. Advisory Committees

Advisory Committees are established to suggest planning goals, changes in policy, or changes in relationships among different parts of the Congregation.

1. Committee on Ministry (COM)

The purpose of the COM should be twofold:

- a. To reflect upon and assess the quality of the overall ministry of the Cedar Valley Unitarian Universalists. This includes assessing the role of professional, parish ministerial leadership in achieving and maintaining a high quality ministry; assessing how congregational activity is strengthening our shared ministry and assessing how the ministry of the CVUU is extending to the broader community. The COM will annually report on the “State of the Ministry” for the Board, addressing each of these facets of ministry and making recommendations as appropriate.
- b. To assist in the resolution of conflicts that may threaten the quality of that ministry, in the event that those conflicts cannot be resolved through direct communication among the parties involved.

The Committee on Ministry shall be composed of five (5) members appointed by the Board of Trustees. Committee members shall serve three-year terms. Appointments will be staggered, with one or two members appointed each year, as appropriate. The Ministry Council and the Parish minister should identify prospective members who are representative of the congregation and make recommendations to the Board.

2. Nominating Committee

The Nominating Committee nominates members for the offices of president, vice president, secretary, finance director, and trustees on the Board of Trustees. The Committee shall be composed of three (3) members elected by the Congregation. Committee members shall serve three-year terms, with a staggered election of one member each year. A member may serve no more than two consecutive three-year terms. The Nominating Committee submits a proposed slate to the Board in February in preparation for the annual Congregational Meeting. There must be at least one nomination for each vacant office.

3. Personnel Committee

The Personnel committee shall be composed of the following three (3) members: Vice President or other designee of the Board of Trustees who shall serve as committee chair; one representative from the Finance Council, and one additional member appointed by the Board. The Committee is empowered to convene an advisory sub-committee, composed of members who have an understanding of the work performed by each employee, as a part of his or her ministry.

The Personnel Committee is charged with the following responsibilities:

- Development, review, and maintenance of the Personnel Policy Manual, personnel forms, procedures, and contracts of employees.
- Creating a working environment for employees of the Congregation, guided by the Fair Compensation Guidelines and standards of the Unitarian Universalist Association of Congregations.
- Coordinating supervision for employees including but not limited to the development of job position descriptions and performance expectations.
- Conducting performance reviews of employees at a minimum annually.
- Making recommendations to the Board regarding the hiring, firing, or promotion of employees.
- Making recommendations to the Finance Council and the Board.
- regarding annual wage and benefits review of employees.
- Performing such other duties related to the supervision and general management of employees of the Congregation as assigned by the Board.

4. Parish ministerial Search Committee

The Parish ministerial Search Committee shall be composed of five (5) to nine (9) members. The members chosen for the Committee shall have the confidence of the Congregation, and it is intended they reflect the diversity of the Congregation. When a Parish ministerial Search Committee is needed, the Board shall place a call to the Congregation for members who want to be considered for nomination. Prospective members of the Committee shall be nominated by the Board and elected by a majority vote of the members present at a legally called Congregational Meeting.

5. Strategic Planning Committee

The Strategic Planning Committee may be activated by the Board to develop and recommend a strategic planning process for the congregation. This committee also is responsible for facilitating the strategic planning process, reporting the results to the Board and Congregation, and assisting the Board in monitoring the implementation of the strategic plan. In designing the process, the Strategic Planning Committee may draw on Unitarian Universalist Association of Congregations models for the process or upon the knowledge and expertise of its members.

ARTICLE XIII – FISCAL MATTERS

A. Fiscal Year

The fiscal year of the Congregation shall be from July 1st to June 30th.

B. Church Funds

All funds and property received by the Congregation belong to and are the property of the Congregation. These funds are to be held and expended in accordance with the written agreements and/or regulations approved by the Board of Trustees.

C. Execution of Checks and Contracts

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

D. Budget Process

The Board shall submit an operating budget for the coming fiscal year at each annual Congregational Meeting. The budgeted expenses may not exceed the anticipated income. An operating budget shall be adopted by a simple majority vote of the eligible members present at the meeting.

E. Reallocation of Funds

In the event of an emergency or should a budgeted line item exceed its authorized spending level, the Board may reallocate funds, as long as the reallocation does not exceed five (5%) of the operating budget in any fiscal year.

The authority of the Board to reallocate restricted funds only shall include: (1) funds restricted by the Board, and (2) funds released by its donors or members who have established the restricted fund.

F. Financial Indebtedness

The congregation must approve any expenditure or obligation for indebtedness that exceeds \$5,000.00. The Board shall follow budget policies in accordance with the *Congregational Policies & Procedures Handbook*.

G. Socially Responsible Investment

The Congregation holds a fundamental belief that all investment decisions must be consistent with our Unitarian Universalist principles. We hold that financial planning is interconnected with the goal of building the most livable world for those who currently inhabit it and for future generations. The Congregation further supports efforts by the Unitarian Universalist Association of Congregations to promote socially responsible investments whenever possible.

H. Audit

The general operational and endowment funds of the Congregation shall receive an annual financial review or limited audit. An objective person who is not a member of the Finance Council, and whenever possible, a nonmember shall perform the financial review or limited audit. The Finance Director shall arrange for the financial review or limited audit at the end of the fiscal year; and shall report to the Board and to the congregation at the next annual Congregational Meeting, by newsletter or other communication in the interim period. The annual financial review or limited audit shall be available for inspection by members of the congregation.

ARTICLE XIV - ENDOWMENT FUND

The Endowment Fund offers an opportunity for members and friends to donate gifts or bequests of money or property to the Congregation; confident in the assurance their donation will provide continuing and lasting support for the Congregation's mission; ministry and services. The Endowment Fund shall be administered in accordance with the *Congregational Policies & Procedures Handbook*.

ARTICLE XV – MINISTRY

The parish minister, as a member of the Congregation, has the special responsibility to communicate the living tradition of Unitarian Universalism and to help make it relevant to the living concerns of individual

members, the Congregation, and the wider community. The congregation shares with the parish minister responsibility for the ministry of this Congregation. The parish minister shall be responsible for the conduct of worship within the Congregation and the Congregation's spiritual interests and affairs. The parish minister shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit.

A. Parish minister

The duties of the parish minister shall be as prescribed in a *Parish ministerial Covenant* that specifies the mutual expectations between the parish minister and the congregation. The parish minister and Board of Trustees, or other designee(s) shall negotiate the expectations and conditions of employment each year. The parish minister shall be an ex-officio non-voting member of the Board, the Religious Services Council, the Committee on Ministry, and of any other councils or committees.

B. Compensation

The parish minister shall receive compensation based on the *Fair Compensation Guidelines* regarding salary, benefits, and expenses plan established by the Unitarian Universalist Association of Congregations.

C. Calling a Parish minister

The parish minister shall be called upon recommendation of the Parish ministerial Search Committee by a four-fifths (4/5) affirmative vote of the eligible members present at any legally called Congregational Meeting. The quorum for such a meeting is constituted by forty percent (40%) of the voting members rather than thirty percent (30%) of the voting members as called for in Article VI *Congregational Meetings* (D).

D. Resignation or Dismissal of a Parish minister

The parish minister agrees to give ninety (90) days advance notice to the Congregation of intent to resign or retire, unless this notice period is reduced by mutual consent. The Congregation shall dismiss the parish minister by a two-thirds (2/3) affirmative vote of the eligible members present at any legally called Congregational Meeting. The quorum for such a meeting is to be constituted by forty percent (40%) of the voting members rather than thirty percent (30%) of the voting members as called for in Article VI *Congregational Meetings* (D).

The Congregation agrees to provide at least ninety (90) days advance notice of its intent to dismiss the parish minister, unless this notice period is reduced by mutual consent. The parish minister may be dismissed with less than a ninety (90) day advance notice and without severance payments under the following conditions:

1. The parish minister is suspended or terminated from parish ministerial fellowship in the Unitarian Universalist Association of Congregations;
2. The parish minister is found to have committed gross misconduct as defined in the *Unitarian Universalist Parish ministers Association (UUMA) Code of Professional Practice*.

ARTICLE XVI – OTHER PROFESSIONAL AND SUPPORT STAFF

The Board of Trustees, in consultation with the parish minister, shall make a recommendation to the Congregation on the need for other professional and support staff. The Personnel Committee shall be responsible for the process of establishing any new staff position, including job descriptions, direct lines of supervision, and a process for regular performance evaluations. Professional and support staff shall receive compensation based on the *Fair Compensation Guidelines* regarding salary, benefits, and expenses plan established by the Unitarian Universalist Association of Congregations.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order (Newly Revised) shall govern Board of Trustees and Congregational Meetings, to the extent that they are not inconsistent with these bylaws, the Articles of Incorporation, or applicable law. The Executive Committee may appoint a parliamentarian as may be necessary to assist at Board of Trustees and Congregational Meetings.

ARTICLE XVIII – AMENDMENTS

These bylaws may be revised or amended by a majority vote of eligible members present at any meeting legally called for that purpose. These bylaws may not be amended in any manner that would exclude the Congregation from qualifying as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Revenue Code.

ARTICLE XIX – DISSOLUTION

Any action to dissolve this Congregation must be approved by a two-thirds majority vote of eligible members present at a meeting legally called to specifically consider such action; notice shall have been given in accordance with the provisions of these bylaws. In the case of dissolution of the Congregation, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association of Congregations, or its legal successor.