

CVUU Bylaws (May 2023)

The following bylaws were approved by the CVUU congregation at the May 21, 2023, CVUU annual Congregational meeting.

DEFINITIONS

Congregation: The Cedar Valley Unitarian Universalists (CVUU) and/or members of the congregation.

Congregational Year: July 1 to June 30

Fiscal Year: Same as the congregational year, July 1 – June 30

Board: The CVUU Board of Trustees, which serves as the corporate directors of the Congregation

Minister: Paid minister of the CVUU

Shared Ministry: Shared ministry is the mutual responsibility that the congregation, the minister and the professional staff share, committing them to work together to support and promote the growth and well-being of the CVUU congregation in all aspects of its community life.

UUA: Unitarian Universalist Association of Congregations

ARTICLE I – NAME AND ORGANIZATION

The name of this religious organization shall be the Cedar Valley Unitarian Universalists (CVUU), 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 Society of Black Hawk County (now the CVUU) 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 of the UUA, 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

A. Becoming a Member

The Congregation is committed to preparing interested people at least eighteen (18) years of age to make the decision to become active members of the Congregation. A prospective member shall become a member by having a discussion with the minister and/or a representative of the Congregational Life Council about Unitarian Universalism and expectations of membership, and by signing the membership book. Expectations of membership include being an active participant in Congregational activities, sharing personal time and talents to help out at the CVUU, and/or making an annual financial commitment to ensure the ongoing operation of the CVUU and its ministry and mission. All members are invited to share feedback on the direction of the overall ministry of the CVUU and are encouraged to reflect on their personal role in the shared ministry of the congregation. All members shall have the right to vote at Congregational meetings, serve on committees, and be eligible for elected office.

B. Removal from Membership

A member's name shall be removed from the Membership Roll in case of:

- the member's death;
- written request by the member to the Board or Congregational Life Council;
- a period of inactivity over one year, as determined by the Congregational Life Council, or
- removal by the Board for actions that threaten the well-being of the Congregation, in accordance with the Congregational Handbook.

ARTICLE VI - CONGREGATIONAL AUTHORITY

The ultimate authority of the Congregation shall be vested in the membership as expressed in the annual Congregational Meeting and any 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 settled minister;
2. the amount of the minister's annual salary and benefits, as approved in the annual budget;
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. approval of the annual budget for the operating fund; and
5. ratification or amendment of the bylaws.

ARTICLE VII – CONGREGATIONAL MEETINGS

A. Annual Congregational Meeting

The annual Congregational Meeting 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 March newsletter. The purpose of the annual Congregational Meeting shall be:

1. for the presentation of reports to the Congregation by the minister, director of religious education, other appropriate staff, committees, and the Board;
2. elections to the Board and Nominating Committee;
3. adoption of the operating budget for the following fiscal year; and
4. for any other reason deemed necessary by the Board.

The agenda of the annual Congregational Meeting shall be prepared by the Board and will be publicized 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. 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.

1. Special Congregational Meetings

Special Congregational Meetings shall be called by the president with the approval of the Board or upon written request of ten (10) 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.

2. Quorum

Twenty-five percent (25%) of the total membership 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 must be approved by at least a majority of the members required to constitute a quorum.

ARTICLE VIII – BOARD

A. Board Authority

The Board shall serve as the corporate directors of the Congregation, in accordance with the Iowa Nonprofit Corporation Act. The Board shall be responsible for the overall operations of the CVUU, 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 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. Board Responsibility

The Board is responsible for exerting leadership in setting the direction of the congregation and guiding the congregation towards fulfilling its mission in the best way possible. In conjunction with the Shared Ministry Council, it periodically reviews the overall health of the congregation and oversees strategic planning for the future of the congregation. The Board is also responsible for ensuring that the Congregational Handbook is reviewed for updates at least every two years.

C. Composition of the Board

The officers of the Board shall be a president, vice president, secretary, and a finance director. The Board shall be composed of the four (4) officers and six (6) trustees. The minister shall be a non-voting ex officio member.

D. 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 (1) year term, beginning with the Congregation year following their election. The trustees shall serve a two (2)

year term beginning with the Congregation year following their election. Any Board member 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. Three (3) 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 elected terms (3 years) in any one office. Trustees shall be limited to two (2) consecutive elected terms (4 years) in office.

E. 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) Board members. The president shall designate the time, date, hour, and place for holding special meetings of the Board.

1. Voting

A majority of all votes cast shall be required for adoption of any matter voted on by the Board. If Board decisions are needed between meetings, an electronic vote may be held at the request of any two (2) Board members.

2. Quorum

Six (6) 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.

F. 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. It shall be at the Board's discretion as to whether or not to invite individuals other than voting Board members to participate in closed meetings. 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 MEMBERS

• 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 and Congregation, 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. The president or their designee shall serve as chair of the Ministerial Review Committee and be responsible for ensuring that the duties of this committee are performed each year as described in Article XI, Section C1.

• 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.

- **Secretary**

The secretary shall record minutes of all meetings of the Congregation and the Board and shall ensure that all such minutes, once approved by the relevant bodies, shall be added to the permanent records of the congregation. The secretary shall ensure that the Congregation is informed of the actions of the Board. All records of the secretary shall be the property of the Congregation. The secretary shall be responsible for ensuring that the membership is notified of all Congregational Meetings and of all matters to be acted upon at these meetings.

The secretary further shall act as Registered Agent for the Congregation and ensure all relevant information is filed with the Iowa Secretary of State as required by law, working in conjunction with paid staff as necessary, and shall have responsibility to update changes to the Congregational Handbook.

- **Finance Director**

The finance director or Finance Council designee shall serve as a liaison to the Board. They will 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 Congregational Meeting.

- **Trustees**

Each trustee shall serve as a liaison to one of the Councils (except the Finance Council, which the Finance Director chairs) and may also serve as liaison to one or more ad hoc or advisory committees. Each 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. Building and Grounds Council Trustee
2. Congregational Life Council Trustee
3. Religious Education and Programs Council Trustee
4. Religious Services Council Trustee
5. Shared Ministry Council Trustee
6. Social Action 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 Congregational Meeting.

ARTICLE X – BOARD VACANCIES

A. Resignation

Any Board member may resign at any time by giving written notice of resignation to the Board.

B. Removal of a Board Member

Any member of the Board may be removed by two-thirds (2/3) affirmative vote of a legally called Congregational Meeting. Any such recommendation shall be supported by written evidence that

removal is warranted and in the best interests of the Congregation, and the Board member is entitled to a due process hearing.

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. The appointee shall serve for the remainder of the term.

ARTICLE XI - COUNCILS & COMMITTEES

A. Councils

The Councils of the CVUU represent the diverse interests and needs of the congregation. Each council consists of committees and other groups or teams that share a common mission within the Congregation, as described below. In addition to the general descriptions provided below, all councils are responsible to work with CVUU staff as needed and to inform the Board of any issues that are detrimental to the welfare of the CVUU community.

1. Building and Grounds Council

The mission of the Building and Grounds Council is to attend to the physical realm of our Congregation. This includes maintenance and improvements of the building, grounds, and equipment.

2. Congregational Life Council

The mission of the Congregational Life Council is to promote activities for members and visitors that provide opportunities for spiritual growth through meaningful connection with each other. This includes greeting and welcoming new members and visitors, providing hospitality, caring for each other, and developing and communicating opportunities for social interaction (e.g. small groups).

3. 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, maintain, and expand the property and investments of the Congregation; and to ensure the financial stability of the Congregation.

4. 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 CVUU 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 CVUU and of the past, present and future UU leaders while enhancing the understanding and importance of the Unitarian Universalist Principles.

5. 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 minister, music director, and other

supportive groups. This includes Sunday services, weddings, memorial services, and other religious services sponsored by the Congregation.

6. Shared Ministry Council

The mission of the Shared Ministry Council is to enhance the overall quality of the shared ministry of the CVUU by working with the minister and the Congregation to collaborate and support each other in shared leadership. This includes having regular meetings with the minister, assessing the health of the Congregation through surveys or other means, resolving conflicts for members who cannot do so on their own, and facilitating opportunities for members to develop the necessary skills to participate in shared leadership (e.g. any training needed to help resolve conflicts). In addition, each year, the Shared Ministry Council will work with the minister, with input from the Religious Services Council chair and Board president, to review the relationship between the minister and congregation and discuss successes, challenges, and areas for future improvement.

7. 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.

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 by the Board to suggest planning goals, changes in policy, or changes in relationships among different parts of the Congregation, and report directly to the Board.

1. Nominating Committee

The Nominating Committee nominates members for all positions on the Board. The committee shall be composed of three 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 March in preparation for the annual Congregational Meeting. There must be at least one nomination for each vacant office.

2. Personnel Committee

The Personnel Committee shall be composed of the following three members: vice president, who shall serve as committee chair; one representative from the Finance Council, and one additional member appointed by the Board.

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.
- Ensuring performance reviews of employees are conducted 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.

3. Ministerial Search Committee

The 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 ministerial Search Committee is needed, the Board shall review UUA resources and recommendations in order to determine the most appropriate process for the CVUU. Prospective members of the committee shall be elected by a majority vote of the members present at a legally called Congregational Meeting.

ARTICLE XII – 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.

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 members present at the meeting.

E. Reallocation of Funds

In the event of an emergency or should a budgeted line item in the general fund exceed its authorized spending level, the Board may reallocate funds, as long as the total 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 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. Financial Review

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. The annual financial review or limited audit shall be available for inspection by members of the congregation.

ARTICLE XIII - 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 Handbook.

ARTICLE XIV – MINISTRY

The 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 minister responsibility for the ministry of this Congregation. The minister shall be responsible for the conduct of worship within the Congregation and the Congregation's spiritual interests and affairs. The minister shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit.

A. Duties of the minister

The duties of the minister shall be as prescribed in a Ministerial Covenant that specifies the mutual expectations between the minister and the Congregation. Each year, the minister shall work with Shared Ministry Council to review the relationship between the minister and congregation and discuss successes, challenges, and areas for future improvement. In this collaborative annual conversation, the minister will work with the Shared Ministry Council to set personal ministerial goals for the coming year and provide input on suggested updates to the Ministerial Covenant and compensation package (in coordination with the Finance Council) to

reflect these goals. As part of this annual review process, once the updated addendum that is part of the agreement is finalized and approved by the Board, the minister shall sign the updated addendum together with the Board president. The minister shall be an ex-officio non-voting member of the Board and any other councils or committees.

B. Compensation

The minister shall receive compensation based on the UUA's Fair Compensation Guidelines regarding salary, benefits, and expenses plan.

C. Calling a minister

The settled minister shall be called upon recommendation of the 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 members.

A contract or interim minister may be hired by the Board following procedures for other church staff (as described in article XV) and UUA guidelines.

D. Resignation or Dismissal of a minister

The 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 settled 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 members.

A contract or interim minister may be dismissed by the Board following procedures for other church staff (as described in article XV) and UUA guidelines.

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

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

ARTICLE XV – OTHER PROFESSIONAL AND SUPPORT STAFF

The Board, in consultation with the 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 UUA.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

Robert's Rules of Order (Newly Revised) shall govern Board and Congregational Meetings, to the extent that they are not inconsistent with these bylaws, the Articles of Incorporation, or applicable

law. The president may appoint a parliamentarian as may be necessary to assist at Board and Congregational Meetings.

ARTICLE XVII – AMENDMENTS

These bylaws may be revised or amended by a majority vote of eligible members present at an annual or Special Congregational 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 XVIII – DISSOLUTION

Any action to dissolve this Congregation must be approved by a two-thirds majority vote of eligible members present at a Special Congregational 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 UUA, or its legal successor.