

BYLAWS

of

THE UNITARIAN UNIVERSALIST CHURCH OF THE RESTORATION

[Amended June 1989, May 1997, February 1999, May 2000, June 2004, March 2009, March 2012]

ARTICLE I: NAME

This organization, originally incorporated as "The Second Independent Church of Christ, called Universalist, of the Northern Liberties of the City of Philadelphia", shall continue to be known under its new name as "The Unitarian Universalist Church of the Restoration".

ARTICLE II: AFFILIATION

This Church, as a member of the Unitarian Universalist Association and the Pennsylvania Universalist Convention, is pledged to cooperate in raising funds and in fostering and extending all the interests of the Association on the continental, district, state and local levels.

ARTICLE III: MEMBERSHIP

Section 1: [Admission] Any person who by signing the Membership Book declares the intention to support the goals of the Church and *Unitarian Universalist Purposes and Principles* shall be welcomed for membership by vote of the Trustees.

Section 2: [Status] Membership may be maintained by involvement in Church programs and/or financial support of record.

Section 3: [Termination] Any member's name shall be dropped from the rolls at the request of the member. If a member who has been absent for one year cannot be contacted, the name of the member may be dropped from the rolls by vote of the Trustees.

ARTICLE IV: CONGREGATIONAL MEETINGS

Section 1: [Annual Meeting] The Annual Congregational Meeting shall be held during May or June on a date designated by the Trustees. At this meeting Officers and other Trustees shall be elected and such other business as may be deemed appropriate shall be transacted.

Section 2: [Budget Meeting] At the Annual Meeting, or at a separate meeting prior to the Annual Meeting, the Board shall submit the proposed budget to the congregation for review and approval. The Secretary of the Board shall post the proposed budget at least two weeks prior to the meeting. At this meeting there shall be approved an Auditing Committee to audit the books of the Treasurer and their report shall be submitted to the Board no later than the Board's December meeting.

Section 3: [Special Meetings] A Special Congregational Meeting shall be called by the Secretary upon the order of the Board of Trustees, upon written application of any five Trustees, or upon written petition of ten percent of members over 18, or 25 members over 18, whichever is fewer. The call to meeting shall state the purpose of the meeting, and the business conducted at the meeting shall be confined to the stated purpose.

Section 4: [Notice of Meetings] Congregational Meetings shall be duly announced by written notice deposited in the United States mail not less than ten days in advance, stating place, day, hour, and the nature of the business to be transacted. To conserve resources, any member may waive the notice by United States mail and elect in writing to receive notice in person or by electronic mail.

Section 5: [Quorum] A quorum shall be fifteen percent of the members, except that where laws or these Bylaws impose special voting restrictions the quorum shall be fifteen percent of those eligible to vote.

Section 6: [Voting] Members shall have the right of voice and vote on any matter pertaining to the Church except that:

- [1] a member under the age of 18 shall not vote on contractual obligations nor on election of Board members and Officers;
- [2] a member of less than six months standing shall not vote on sale or purchase of real estate nor on election [call] or dismissal of the Minister; and
- [3] a member who does not regularly support the Church financially may not vote unless the Board waives this requirement on the grounds of financial hardship.

All decisions shall be by majority vote of those present and voting, except where otherwise provided. Use of secret ballots shall be at the discretion of the Moderator, by request of any three members present and eligible to vote, or pursuant to Section 7 below.

Section 7: [Method of Election] Balloting shall be by voice vote, except in cases of more than one candidate for an office, secret ballots shall be used.

ARTICLE V: BOARD of TRUSTEES

Section 1: [Composition] There shall be eight members of the Board of Trustees - four of whom shall hold the offices of Moderator, Assistant Moderator, Secretary, and Treasurer - elected in staggered terms. Each Trustee shall be a member of the Church at least 18 years of age.

Section 2: [Term of Office] Trustees shall be elected by the congregation for terms of two years, or for the remainders of unexpired terms.

Section 3: [Duties and Powers] The temporal affairs of this Church shall be administered by the Board of Trustees. This Board shall have charge of the administration of the church and care of its properties. The policies and actions of all officially affiliated organizations shall also be subject to its approval. Between meetings of the congregation, the Board shall have the powers of the Church itself, except those reserved to the full congregation by law or by these Bylaws, provided that the Board shall not authorize conveyance nor mortgaging of real estate or enter into contracts involving expenditures that exceed five percent of the annual budget without congregational approval by majority vote of those present and voting at a duly called Congregational Meeting. The title of all properties owned by the Church shall be vested in the church under control of the Board. The Board shall have authority to employ or dismiss any employee of the church except the Minister, who is called and dismissed by the congregation. See Article VIII, Sections 3 and 5.

Section 4: [Regular and Special Meetings] The Board of Trustees shall meet within one month after the election of Trustees and Officers and at such regular intervals thereafter as the Board may decide. Special meetings of the Board may be called by the Moderator or by any three members of the Board upon notice to each Board member stating place, date and hour.

Section 5: [Quorum and Voting] Five members shall constitute a quorum, and decisions shall be by majority vote of those present.

Section 6: [Vacancies] Any vacancy on the Board may be filled by interim appointment lasting until the next Annual Meeting, from members of the Church more than 18 years of age, by vote of the Board. Any remainder of the unexpired term shall be filled at that Annual Meeting through election by the congregation.

Section 7: [Removal] If a Trustee is absent from Board meetings for three consecutive meetings, without notice and without reasonable cause, or is absent from Church services for six months or more, the Board may declare that office vacant by a majority vote.

Section 8: [Recall of Trustees or Members of Nominating Committee] Upon written petition of ten percent of the members over 18, or 25 members over 18, whichever is fewer, a Special Congregational Meeting shall be called within 30 days. The purpose will be to recall the Trustee and/or Nominating Committee member, which shall be accomplished by a vote pursuant to Article IV, Sections 5 and 6.

Section 9: [Limitation on Liability] A Trustee shall not be personally liable for monetary damages for any action on or after January 27, 1987, or any failure to take any action on or after such date, unless:

- [i] the Trustee has breached or failed to perform the duties of his office under Section 8363 of the Pennsylvania Directors Liability Act [relating to standard of care and justifiable reliance] and
- [ii] the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of the Section shall not apply to:

- [i] the responsibility or liability of a Trustee, pursuant to any criminal statute or
- [ii] the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

Any repeal or modification of this Section shall be prospective only, and shall not affect, to the detriment of any Trustee, any limitation on the personal liability of a Trustee of the Church existing at the time of such repeal or modification.

ARTICLE VI: OFFICERS

Section 1: [Number] The Officers of this Church shall be a Moderator, an Assistant Moderator, a Secretary, and a Treasurer.

Section 2: [Qualifications] All Officers shall be members of the Church at least 18 years of age, and shall be designated as members of the Board of Trustees for their term of office.

Section 3: [Moderator] The Moderator shall preside at all meetings of the congregation and of the Trustees, shall appoint all committees unless otherwise ordered, shall be an ex-officio member of all committees except the Nominating Committee, the Ministerial Search Committee and the Committee on Ministry, and shall perform all other duties appropriate to the office. The Moderator may vote only in case of a tie.

Section 4: [Assistant Moderator] The Assistant Moderator shall act for the Moderator in the latter's absence and shall assist in coordinating activities of the Church and in carrying out the policies of the Board of Trustees.

Section 5: [Secretary] The Secretary is responsible for and shall oversee a record of all meetings of the congregation and of Trustees, subject to their control; shall oversee the maintenance of a list of names and addresses of the members of the Church; shall notify Officers and other Trustees of their election; shall give due notice of congregational and Board meetings; shall prepare the needed reports for Church business; shall have the care and custody of the seal and documents belonging to the Church, unless otherwise provided for; and shall perform all other duties appropriate to the office.

Section 6: [Treasurer] The Treasurer is responsible for and shall oversee the collection and receipt of all monies belonging to the church; shall deposit same in such bank or other financial institution as may be designated by the Board of Trustees; shall make quarterly reports to the Board; shall pay all bills duly authorized by the Board; shall keep accounts of all transactions in the books of the Church, which shall be examined annually by the Auditing Committee; shall make a report at the Annual Meeting; shall in conjunction with the Moderator and the Chairperson of the Finance Committee, have custody of all records of property belonging to the Church; and shall perform all other duties appropriate to the office.

ARTICLE VII: NOMINATING COMMITTEE

Section 1: [Nomination] The Nominating Committee shall consist of four members, one of whom shall be a member of the Board of Trustees. The chairperson and two members who are members of the Congregation who are not members of the Board shall be elected at the Annual Meeting. Nominations for these positions shall be made by the current nominating committee.

The chairperson and two members shall be elected by the congregation for terms of two years, or for the remainders of unexpired terms, resulting in three two-year cycles of one committee member each for a maximum of six years. A committee member completing three consecutive terms (six years) may not stand for re-election for at least one year. If before that year expires the Board appoints the former committee member to fill a vacancy until the next Annual Meeting, such interim service shall bar the committee member from standing for re-election at that time.

The other member shall be appointed by the Board of Trustees at the next Board meeting following the Annual Meeting. Any vacancy on the nominating committee shall be filled by the Board of Trustees by interim appointment lasting until the next Annual Meeting.

Section 2: [Duties] The Committee shall solicit suggestions for nominations for Officers, Trustees and its replacement member(s), select nominees, verify their willingness to serve and shall present its slate of nominees to the Secretary thirty days prior to the Annual Meeting. The Secretary shall post this slate prominently within the Church. Within one week of such posting any additional nominations by other members shall be presented to the Secretary, and upon the Secretary's verification of such nominees' willingness to serve, these nominations shall be similarly posted. All nominations shall be given equal publicity in all Church media.

ARTICLE VIII: MINISTER

Section 1: [Qualifications] Only ministers who hold fellowship in the *Unitarian Universalist Association* shall be called as ministers of this Church. In any interim, the Trustees shall have the power to supply the pulpit until a minister is chosen.

Section 2: [Search and Nomination] A Ministerial Search Committee shall be nominated by the Board and elected at a Special Congregational Meeting called for this purpose. The Search Committee shall give due consideration to the rules and guidelines established by the Unitarian Universalist Association. It shall present the results of its search in the form of a nomination for final action by the congregation.

Section 3: [Calling] Action on this nomination shall be by majority vote of the congregation at a Special Congregational Meeting called for this purpose. If the vote is favorable, a letter of agreement, including all terms of employment and understanding between the Board and the Minister, shall be approved by the Board and signed by the Moderator and the Minister.

Section 4: [Conditions of Employment] The Minister's salary shall be reviewed annually at the time the Church budget is being formulated. Other contract provisions shall be reviewed periodically, but at least every three years.

Section 5: [Departure] A three month notice by Minister or Church is required for termination of the agreement except where a different length of time may be agreed upon. Such termination by the Church shall require action by secret ballot at a regular or special Congregational Meeting for which due notice has been given of the proposed action. [Due notice shall be as indicated in Article IV, Section 4].

ARTICLE IX: FISCAL YEAR

The fiscal Year shall run from July 1st through June 30th.

ARTICLE X: DISSOLUTION

A decision to dissolve this Church for any cause shall require a four-fifths vote of those present and voting at a regular or special Congregational Meeting for which due notice has been given of this proposed action. In case of dissolution of the Church, all its assets, subject to all just and legal claims, shall vest in the Unitarian Universalist Association to be held in trust for a future Unitarian Universalist Church in this city or for the furtherance of Unitarian Universalism in some other way.

ARTICLE XI: FINANCE

Investments of the Church shall be overseen by a Finance Committee that shall act in an advisory capacity to the Board. The Committee, consisting of the Treasurer and two or more other members appointed by the Moderator for three-year terms with the approval of the Board, shall select its own chairperson. After serving two consecutive three-year terms or six consecutive years, committee members shall not be eligible for reappointment for at least one year. Three members of the Committee shall constitute a quorum. The Committee shall meet at least three times during the year and shall make an oral and written report to the Annual Meeting. The Finance Committee shall have oversight over all investments, assets, stewardship, and fundraising initiatives, including planned giving, subject to approval of the Board.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended at any meeting of the congregation provided the proposed amendment has been included in the notice calling the meeting. Adoption of any amendment requires a two-thirds vote of the members present and voting, except that Article X may be amended only by a four-fifths vote. Amendments shall go into effect immediately upon adoption.

ARTICLE XIII: AVAILABILITY

Copies of these Bylaws shall be available to all members of this Church.

ARTICLE XIV: INDEMNIFICATION

Section 1: [Right to Indemnification] The Church shall indemnify any person [an "Indemnitee"] who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or Officer of the Church, against expenses [including attorneys' fees], judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Church, to the extent that such person is not otherwise indemnified to the extent that such indemnification is not prohibited by applicable law.

Section 2: [Advance of Expenses] Expenses incurred by an Indemnitee in defending a civil or criminal action, suit or proceeding shall be paid by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Church.

Section 3: [Procedure for Determining Permissibility] To determine whether any indemnification or advance of expenses under this Article is permissible, the Board of Trustees by a majority vote of a quorum consisting of Trustees not party to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in an applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not attainable, or, even if obtainable, a majority vote of a quorum of disinterested Trustees so directs. The reasonable expense of an Indemnitee in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Church.

Section 4: [Contractual Obligation] The obligations of the Church to indemnify any person under this Article, including the duty to advance expenses, shall be considered a contract between the Church and such person and no modification or repeal of any provision of this Article shall affect, to the detriment of any Indemnitee, such obligations of the Church in connection with a claim based on any act of the Church in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 5: [Indemnification Not Exclusive; Inuring of Benefit] The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of members, Trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 6: [Insurance, Security and Other Indemnification] The Board of Trustees shall have the power to:

- [i] authorize the Church to purchase and maintain, at the Church's expense, insurance on behalf of the Church and others to the extent that power to do so has not been prohibited by applicable law,
- [ii] create any fund of any nature, whether or not under the control of a Trustee, or otherwise secure any of its indemnification obligations and
- [iii] give other indemnification to the extent not prohibited by statute.