

1 **By-Laws for the**
2 **Unitarian Universalist Congregation**
3 **of the Ohio Valley**

4
5 **Last revised May 18, 2014**
6

7 **ARTICLE I**

8 **Name**
9

10 The name of this religious society shall be **The Unitarian Universalist**
11 **Congregation of the Ohio Valley**, known hereafter in this document as the
12 **Congregation** (Also known as **The Ohio Valley Unitarian Universalist**
13 **Congregation, The Unitarian Universalist Church of the Ohio Valley**, or **The**
14 **Ohio Valley Unitarian Universalist Church**.
15

16 **ARTICLE II**

17 **Purpose**
18

19 In the discipline of truth, irrespective of its source, and in the spirit of universal
20 understanding, we unite to strengthen our convictions in the value and need for
21 liberal religion, and through the strength of unity, to give emphasis and
22 expression to these convictions as the Congregation sees fitting and proper.
23 This Congregation is organized exclusively for charitable, religious, and
24 educational purposes.
25

26 **ARTICLE III**

27 **Denominational Affiliation**
28

29 This Congregation shall be a member of the Unitarian Universalist Association
30 (UUA) and the Ohio-Meadville District (OMD) and/or their ecclesiastical
31 successors.
32

33 **ARTICLE IV**

34 **Membership**
35

36 A. Membership in this Congregation is not and cannot be predicated upon any
37 specific belief, ideology, creed, race, ethnicity, gender identity, sexual orientation,
38 socioeconomic status, or physical ability.
39

40 B. Members

41 1. Membership is open to all interested persons sixteen (16) years of age
42 or older who have completed a membership formation process designed
43 by the Membership Committee and approved by the Board of Trustees,
44 and by signing the membership book.

45 2. Members are entitled to vote at the Annual Meeting, the Semi-Annual
46 Meeting, and any/all Special Meetings, to participate in the democratic
47 process of the Congregation, to serve as delegates to UUA and OMD
48 meetings, and to stand for election to Board of Trustee offices under the
49 regulations presented below.

50
51 3. Members are expected to both:
52 a. participate in the community life of the Congregation.
53 b. support it through pledging and giving as financially able.
54

55 C. Youth Members

56 1. Youth Membership is open to anyone under the age of 16 who has
57 completed a membership formation process designed by the Membership
58 Committee and approved by the Board of Trustees.
59

60 2. A youth will become a Youth Member by signing the Youth Membership
61 roll in the membership book.

62 3. Youth Members are entitled to attend all meetings and to contribute to
63 the democratic process of the Congregation by expressing their views.
64 They are not voting members of the Congregation, and their attendance at
65 a meeting does not count toward establishing a quorum.
66

67 4. Youth Members may serve on committees of the Congregation.
68

69 D. Friends

70 1. Those who are not eligible or interested in membership but who are
71 active in the life of the Congregation are eligible for Friend status. Friends
72 are entitled to attend meetings and express their opinions but not to vote.
73 A Friend's attendance at a meeting does not count toward establishing a
74 quorum.
75

76 2. Friends may serve on committees of the Congregation, and are
77 encouraged to pledge and contribute as financially able.
78

79 E. Transitions in membership status

80 1. The Membership Committee shall maintain, and review at least
81 annually, the membership list; it may implement procedures for
82 transitioning among the three (3) membership categories. These
83 procedures shall be approved by the Board of Trustees.
84

85 F. Termination of Membership

86 1. An individual who wishes to terminate their membership in the
87 Congregation may do so at any time.
88

89 2. The Membership Committee shall annually, prior to the UUA

90 certification deadline, shall inquire by mail, phone, electronically, or in
91 person, to the non-participating and/or non-supporting members regarding
92 their desire to remain on the list. If no reply is received within thirty (30)
93 days of such contact, the Board of Trustees may remove the names of
94 such members from the membership list.
95

96 **ARTICLE V**

97 **Officers**

98

99 A. The Officers

100 1. Officers of the Congregation shall be: President, Vice-President,
101 Secretary, Treasurer, & four (4) Trustees. These eight (8) officers comprise
102 the voting members of the Board of Trustees. Terms begin July 1.
103

104

104 B. Eligibility

105 1. To be an officer a person shall be at least eighteen (18) years of age
106 and a member of the Congregation at the time of the election.
107

108

108 C. Terms of Office

109 1. The President and the Vice-President are each elected to a term of one
110 (1) year.
111

112

112 2. The Secretary, Treasurer, and Trustees are elected for terms of two (2)
113 years.
114

115

115 3. All officers, except for the Treasurer, are limited to two (2) full terms
116 in succession during any one (1) period of service in any given position.
117 The number of terms for the Treasurer is not limited.
118

119

119 D. Responsibilities of Officers

120 1. **The President** shall be the president of the Congregation and the
121 Board of Trustees. The president shall:

122 a. Chair all meetings of the Board of Trustees, the Annual Meeting,
123 the Semi-Annual Meeting, and any Special meetings.
124

125

125 b. Carry out the duties associated with the office of President.
126

127

127 c. Be an ex-officio member of all standing committees except the
128 Nominating Committee.
129

130

130 d. In the absence of the Treasurer, the President may disburse
131 funds and pledge the credit of the Congregation.
132

133

133 2. **The Vice President** shall assume the office of President if the
134 incumbent resigns, is recalled, or is otherwise unable to fulfill the office.
135

135

136 In a temporary absence or incapacity of the President, the Vice President
137 shall stand in for the President.

138
139 a. The Vice President shall serve as the chair of the Worship
140 Committee.

141
142 3. **The Secretary** shall act as secretary of the Congregation and of the
143 Board of Trustees, and shall, subject of the direction of the Board of
144 Trustees, exercise all powers and perform all duties pertaining to the office
145 of secretary, including:

146
147 a. Keeping and attesting as true the official records of meetings.

148
149 b. Preserving and passing on all such records to their immediate
150 successor.

151
152 c. The Secretary may request that the Board of Trustees appoint an
153 assistant(s) with appropriate title to perform special services such
154 as correspondence, preparing contact lists, and office
155 administration.

156
157 4. **The Treasurer** shall act as treasurer and as the business agent of the
158 Congregation. Additional responsibilities shall include but are not limited
159 to:

160
161 a. Presenting a report to the membership at the Annual Meeting
162 and at the Semi-Annual Meeting.

163
164 b. Oversee a regular audit of the accounts of the Congregation, and
165 chair a committee appointed by the Board of Trustees from among
166 the members and friends of the Congregation to do so.

167
168 c. The Treasurer may request that the Board of Trustees appoint an
169 assistant(s) with appropriate title to assist the Treasurer in specific
170 matters.

171
172 l. The Treasurer may be bonded at the discretion of the
173 Board of Trustees.

174
175 5. **The Trustees** shall act as trustees of the Board of Trustees and of the
176 Congregation. Duties of a Trustee may include but are not limited to:

177
178 a. Participating in meetings of the Board of Trustees, the Annual
179 Meeting, the Semi-Annual Meeting, and any special meeting of the
180 Congregation.

181

182 b. Assume individual responsibility of liaison with one or more
183 committees.

184

185 c. Oversee one or more activities of the Congregation as assigned
186 by the President in consultation with the individual Trustee.

187

188 **ARTICLE VI**

189 **Board of Trustees**

190

191 **Section A: Composition**

192

193 1. The eight (8) members of the Board of Trustees shall be determined by
194 direct vote of the members of the Congregation from among themselves at
195 the Annual Meeting according to the procedures of ARTICLE XIII:
196 Elections.

197

198 2. The following shall be ex-officio members of the Board of Trustees:
199 ministers, intern ministers, director of religious exploration, or religious
200 exploration chair.

201

202 **Section B: Responsibilities**

203

204 1. All members of the Board of Trustees serve as representatives of the
205 Congregation, and as such they shall remain mindful of the
206 Congregation's Behavioral Covenant and of the Congregation's principle
207 of inclusivity in their discussions and decision making.

208

209 2. All ordinary business of the Congregation shall be under the
210 management of the Board of Trustees. Ordinary business includes but is
211 not limited to:

212

213 a. The determination of what person or organization in and out of
214 the Congregation may use the name, property and facilities of the
215 Congregation as well as the specifications of the purpose and
216 of such use.

217

218 3. All persons not defined as staff who are paid to perform services for the
219 Congregation shall be the responsibility of the Board of Trustees. The
220 Board may designate a staff person, a Board member, a Congregation
221 member, or friend as main supervisor for these personnel.

222

223 4. The Board of Trustees is authorized to collect all monies due the
224 Congregation and to put the same into the hands of the Treasurer.

225

226 5. The Board of Trustees is authorized to expend any funds allocated in
227 the annual budget. In addition, the Board of Trustees may reallocate up to

228 fifty (50) percent of any line item of the annual budget. Any expenditures
229 beyond ten (10) percent of the total amount of the annual budget must be
230 approved at a Special Meeting of the Congregation, the Annual Meeting,
231 or the Semi-Annual Meeting by a majority of members present.
232

233 6. The Board of Trustees is authorized to borrow sums of money in
234 the name of the Congregation without the consent first being obtained
235 from the members provided that the total of all funds borrowed without the
236 members' consent and still owing shall not exceed five (5) percent of the
237 annual budget. Any amount exceeding the 5% limitation must be approved
238 by a majority of members present at a Special Meeting, Annual Meeting,
239 Semi-Annual Meeting, or regular meeting of the Board of Trustees.
240

241 7. The Board of Trustees is empowered to act by signature or otherwise
242 on behalf of the Congregation in such legal capacity as may be required
243 by law for possession and/or disposition of the property of the
244 Congregation and the conduct of the business of the Congregation.
245

246 8. The Board of Trustees is empowered to arrange for bonding or
247 insurance of such types and amounts as will ensure the safety of
248 properties, including the funds, of the Congregation.
249

250 **Section C: Meetings of the Board of Trustees**

251
252 1. The Board of Trustees shall meet at least once per month.
253 Congregation members shall be informed of the times, dates, and
254 locations of Board of Trustees meetings.
255

256 2. All meetings of the Board of Trustees shall be open except when, by
257 majority vote of the Board of Trustees present, the Board of Trustees may
258 elect to go into closed session, but only in accordance with State of Ohio
259 sunshine laws.
260

261 3. A majority of Board of Trustees officers present shall constitute a
262 quorum for the transaction of all business at any meeting of the Board.
263 Motions shall carry by a majority of officers present and voting.
264

265 4. The Secretary shall enter in the minutes of every meeting the names of
266 all individuals present.
267

268 5. The Order of Business at all meetings of the Board of Trustees shall
269 include:
270

271 a. Acceptance and/or reading of the minutes of the previous
272 meeting, reports of the officers, appropriation of money, reports of
273 committees, old business, and new business.

274 6. The minutes of all meetings shall be posted within one (1) month
275 following their acceptance.
276

277 **ARTICLE VII**

278 **Staff and Ministry**

279

280 **Section A: Staff Definition**

281

282 The staff of this Congregation may include those persons responsible for
283 religious and pastoral care, personal counseling, rites of passage, religious
284 education/exploration for adults, youth, and children, administrative affairs, and.
285 keeping of the building and grounds.
286

287 **Section B: Ministers**

288

289 1. The minister shall be responsible for the conduct of worship within the
290 Congregation, and shall provide guidance, leadership, and inspiration in affairs
291 and activities of the Congregation.
292

293 2. The minister shall have freedom of the pulpit as well as freedom outside the
294 pulpit.
295

296 3. The minister shall be an ex-officio member of the Board of Trustees and of all
297 committees except the Nominating Committee.
298

299 4. The minister shall supervise any intern ministers and/or commissioned lay
300 leaders.
301

302 **5. Settled Minister**

303

304 a. The decision to begin the process of calling a minister shall be
305 authorized by a majority vote of the members present at any meeting of
306 the Congregation. A minister may be called following a recommendation of
307 a Ministerial Search Committee, and by a majority of members present at
308 a meeting of the Congregation.
309

310 b. A minister, duly elected and installed by the Congregation, shall
311 continue in office until the minister, of free will, presents a written
312 resignation, at least three (3) months in advance, to the Board of Trustees,
313 or until requested to resign by a majority vote of members present at a
314 meeting of the Congregation.
315

316 c. The quorum requirement for deciding ministerial call or resignation shall
317 be forty (40) percent of the the membership of the Congregation.
318

319 **6. Minister of Record**

320 a. In place of calling a settled minister, the Congregation may enter into an
321 agreement with a minister of record. A letter of agreement shall specify the
322 period of the arrangement, the compensation, and the nature of the
323 services to be provided. The Congregation shall adopt the letter of
324 agreement following recommendation by the Board of Trustees, and by a
325 majority vote of those members present at meeting of the Congregation.
326

327 b. A minister of record, duly elected and installed by the Congregation,
328 shall continue in office for the period of the agreement or until the minister,
329 of free will, presents a written resignation to the Board of Trustees three
330 (3) months in advance, or is requested to resign by a majority vote of
331 members present at a meeting of the Congregation.
332

333 c. The quorum requirement for deciding ministerial call or resignation shall
334 be forty (40) percent of the the membership of the Congregation.
335

336 **Section C: Committee on Ministry**

337

338 1. Purpose and Role - The charge of this committee shall be to use the
339 Congregation's Mission Statement as a standard to gauge the effectiveness of
340 the Congregation's ministry, including the co-ministry functions of the Board of
341 Trustees, staff, committees, and professional ministers. This committee shall
342 make recommendations to the Board of Trustees and/or the Congregation to
343 enhance the quality of this ministry, and to facilitate communication.
344

345 2. Work with Professional Ministers - This committee may review expectations
346 and performance with the professional ministers to provide them feedback with
347 the purpose being to strengthen the quality of the relationship with the
348 Congregation.
349

350 3. Composition - The committee shall be a three (3) person ad hoc committee
351 appointed by and at the discretion of the Board of Trustees made up of members
352 and/or friends of the Congregation who are not on the Board of Trustees.
353

354 **Section D: Intern Ministers and Commissioned Lay Leaders**

355

356 1. Duties and responsibilities shall be determined by and supervised by the
357 Board of Trustees and the minister.
358

359 2. Intern ministers and commissioned lay leaders commissioned by the OMD
360 shall be empowered to, but not limited to, performing marriage ceremonies,
361 services of union, memorial services, dedications, and other rites of passage.
362

363 **ARTICLE VIII**

364 **Elections**

365

366 **Section A: Nominating Committee**

367

368 1. Election of the Nominating Committee will be held during the Annual Meeting.

369

370 2. Officers shall be elected at the Annual Meeting from a list submitted by the
371 Nominating Committee.

372

373 3. The Nominating Committee shall be composed of three (3) Congregation
374 members who are not on the Board of Trustees. Terms shall be rotating, with
375 one (1) member to be replaced each year. The members of the Nominating
376 Committee will present the candidate(s) for vacancies and/or replacements.

377

378 4. The Nominating Committee shall post a call for nominations for election to
379 the Board of Trustees not later than sixty (60) days prior to the Annual Meeting.

380

381 **Section B: General Election Procedures**

382

383 1. The Nominating Committee will present a list candidates at the Annual
384 Meeting. No member shall be nominated without consent.

385

386 2. The full list of candidates submitted by the Nominating Committee will be
387 posted at least thirty (30) days prior to the Annual Meeting.

388

389 3. Elections will be held during Annual Meeting.

390

391 4. Proxy votes and absentee ballots will not be accepted.

392

393 5. Nominations may be made form the floor.

394

395 6. Officers will be elected by majority vote.

396

397 7. In the event of a contested election, the Nominating Committee will provide
398 written ballots.

399

400 **Section C: Vacancies**

401

402 Vacancies on the Board of Trustees shall be filled by election at the next Special,
403 Annual, or Semi-Annual Meeting following a vacancy. Such vacancies shall be
404 filled for the unexpired term. The Nominating Committee shall provide any
405 name(s) in nomination for each vacancy to be filled.

406

407 **Section D: Recall**

408

409 The membership is empowered via a written petition of at least twenty-five (25)
410 percent of voting members to require the convening of a Special Meeting for a
411 recall action. An officer shall be removed if sixty (60) percent of the members

412 present vote for removal. A quorum for recall shall be forty (40) percent of the
413 membership.

414

415 **ARTICLE IX**

416 **Meetings**

417

418 **Section A: Regular Services and Meetings**

419

420 1. The dates and times of worship services and monthly meetings of the Board of
421 Trustees shall be determined by the Board of Trustees or any person(s) so the
422 designated by the Board of Trustees.

423

424 **Section B: Annual Meeting**

425

426 1. The Annual Meeting shall be held between May 1 and June 15 each year at
427 such time and place convenient to the Congregation and is to be announced at
428 least two (2) weeks prior at a service, and/or by mail, phone, or electronically.

429

430 **Section C: Semi-Annual Meeting**

431

432 1. The Semi-Annual Meeting shall be held between Sept. 1 and Oct. 31 each
433 year at such time and place convenient to the Congregation and is to be
434 announced at least two (2) weeks prior at a service, and/or by mail, phone, or
435 electronically.

436

437 **Section D: Special Meetings**

438

439 1. Special Meetings may be called by the Board of Trustees, or by a written
440 request detailing the reason for the Special Meeting that is signed by five (5)
441 members of the Congregation.

442

443 2. The Congregation shall be notified of a Special Meeting by mail, phone, or
444 electronically at least fifteen (15) days prior. This time provision may be
445 suspended by a majority vote of the Board of Trustees provided an attempt to
446 contact the Congregation by voice, phone, electronically, or mail has been
447 attempted.

448

449 **Section E: Quorum Specifications**

450

451 1. The voting members present shall constitute a quorum for all Annual, Semi-
452 Annual, and Special Meetings, except where otherwise specified.

453

454 **ARTICLE X**

455 **Fiscal Management**

456

457 **Section A: The Fiscal Year**

458
459 1. The Fiscal Year shall end at the end of the day on June 30.
460

461 **Section B: Authority for Management**

462
463 1. The Congregation through its lawfully designated appointees, or electees,
464 shall have full authority and power under this charter to: own, possess, lease,
465 rent, occupy, convey, assign, contract, mortgage, encumber, sell, purchase,
466 release, surrender, or control in any manner whatsoever, any and all property
467 both real and personal, in law and in equity that shall become, have become,
468 or at any future date may become the lawful subject of this Congregation's
469 determination.

470
471 **Section C: Annual Budget**

472
473 1. The annual operating budget shall be approved at the Annual Meeting.
474

475 **Section D: UUA and OMD Contributions**

476
477 1. The annual operating budget may include financial contributions to the UUA
478 and OMD, including 'Fair Share' dues. Such contributions are not mandatory.
479

480 **Section E: Special Funds**

481
482 1. Special Fund A: The Endowment Fund - The objective of the established
483 Endowment Fund of the UUCOV shall be for the long-term health and survival
484 of the Congregation. Any investment so designated shall be restricted so that the
485 principal shall remain intact. Any income may be used as directed by the Board
486 of Trustees, but not for the annual operating budget. As these funds are
487 established in an investment vehicle under the auspices of a financial institution,
488 daily management of the fund shall be the responsibility of said institution.
489

490 2. This fund may be unrestricted in total or in part by a majority vote of the
491 Congregation attending a Special, Annual, or Semi-Annual Meeting.
492

493 3. Special Fund B: Special Purpose Funds - Funds for specific purposes may be
494 established by vote of the Board of Trustees, or by the Congregation. These
495 investments, under the umbrella name Fund B, can be commingled for
496 investment purposes. The Treasurer or the Treasurer's designee(s) shall
497 maintain individual records of these funds, and report on their status at least at
498 the Annual or Semi-Annual meeting.
499

500 4. The Memorial Fund - The Memorial Fund account shall contain money given
501 to the Congregation for memorial purposes and not designated specifically for
502 the Endowment Fund. The income, parts of the principal, or all of the principal,
503 shall be used in the spirit of those in whose memory the gift was given. The

504 Board of Trustees shall have oversight regarding the dispersal of funds.

505

506 5. Capital Reserves and Ministerial Reserves - These types of funds may be
507 established from fund raising projects or from allocating in an annual operating
508 budget. They are intended to help with large scale capital improvements, or with
509 future needs of establishing ministry. The purposes may be altered by the
510 Congregation, and both income and principal may be expended as directed by a
511 vote of the Congregation in an Annual, Semi-Annual, or Special Meeting.

512

513 **ARTICLE XI**

514 **Amendments to Bylaws**

515

516 1. This charter, so far as allowed by law, may be amended, replaced, rescinded,
517 or reworded at any Annual, Semi-Annual, or Special Meeting by a majority vote
518 of members present and voting. The Board of Trustees shall be empowered to
519 make perfecting changes to the By-Laws that do not constitute any substantive
520 changes in meaning, intent, or original purpose.

521

522 **ARTICLE XII**

523 **Parliamentary Procedure**

525

525 1. All meetings shall be held in accordance with the current edition of *Robert's*
526 *Rules of Order* except where procedures are specified otherwise in the Bylaws.

527

528 **ARTICLE XIII**

529 **Dissolution**

530

531 1. Should the Congregation cease to function and the members vote to disband,
532 any accrued assets will, upon lapsing of thirty-six (36) continuous calendar
533 months, be assigned to the UUA and/or the OMD, or their ecclesiastical
544 successors, to be used solely for the extension of liberal religion.

545

546 By-Laws Committee Meeting Schedule History (at The Dome unless noted).

547

548 November 28, 1995, Miles, Orts, Warren.

549

550 December 12, 1995, Miles, Orts, Scott, Warren.

551

552 December 20, 1995, Orts, Scott, Warren.

553

554 January 3, 1996, Miles, Orts, Scott, Warren.

555

556 January 14, 1996, Congregational Special Meeting, general adoption with
557 comments for change.

558

559 January 30, 1996, Miles, Orts, Scott, Warren.

560
561 February 11, 1996, Congregational Special Meeting, adoption with editorial
562 changes.
563
564 November 10, 1997, Miles, Orts, Warren.
565
566 February 26, 1998, Miles, Orts, Warren.
567
568 April 18, 1998, Approved at Annual Meeting.
569
570 March 1999, Orts, Miles, Warren.
571
572 December 12, 1999, Committee on Ministry Recommendations to Miles, Orts,
573 Warren, approved by Congregation.
574
575 April 18, 2000, approved at Annual Meeting.
576
577 September 22, 2002, approved at Congregational Meeting.
578
579 November 11, 2002, Sabatino, Warren, Carra, Casebolt.
580
581 December 17, 2002, revised by the Board.
582
583 February 2, 2003, approved at Congregational Meeting.
584
585 March 1, 2003, Carra, Casebolt, Sabatino, Warren.
586
587 April 21, 2003, Casebolt, Sabatino, Warren, approved at Congregational Meeting.
588
589 February 2, 2014, Board of Trustees appoints Jeff Madzia as chair.
590
591 February 3, 2014, By-Laws Revision Committee forms, includes Ginny Helms,
592 Pat Jacobson, Jeff Madzia, Marianne Madzia, and Jean Woolums.
593
594 February 24, 2014, By-Laws Revision Committee (Jeff Madzia, Marianne
595 Madzia, Pat Jacobson, Jean Woolums) meets at Madzia's.
596
597 March 1, 2014, Corrections, edits, and re-writes by all Committee members
598 were gathered electronically and in person for final preparation at Madzia's.
599
600 March 2, 2014 Proposed By-Laws revisions given to Board of Trustees:
601 (Cancelled due to weather).
602
603 March 9, 2014, Proposed By-Laws revisions presented to the Board of Trustees.
604
605 May 18, 2014, approved at Annual Meeting.