

# CONSTITUTION AND BYLAWS

January 18, 2021

## **ARTICLE ONE: NAME**

The name of this religious organization shall be *The Gathering at Northern Hills, a Unitarian Universalist Community*, hereafter referred to as the Community.

## **ARTICLE TWO: STATEMENT OF PURPOSE**

Devoting our energies and resources to religious, educational, and charitable purposes, we seek:

1. To strengthen one another in a free and disciplined search for truth;
2. To encourage each other to reach out toward humanity's great values regardless of whether one comes to these values through private or shared contemplation, reverence for God, adherence to the teachings of great spiritual leaders, or confidence in the dignity and worth of all persons;
3. To implement humanity's hope that this world may attain lasting peace by accepting and respecting every individual at home and abroad, showing no concern for sex, station, affectional orientation, nation, race or creed, and practicing the democratic process in human relations;
4. To help our children through a Religious Education program:
  - a. To develop a questioning, exploring attitude;
  - b. To appreciate the heritage of the culture of the ages;
  - c. To find their own philosophy of religion and life.

## **ARTICLE THREE: AFFILIATIONS**

This congregation shall be affiliated with the Unitarian Universalist Association of Congregations (UUA) and with the MidAmerica Region of the UUA, or with their respective successors.

#### **ARTICLE FOUR: MEMBERSHIP**

**The Purpose of Membership** - The Community recognizes Membership as a way to identify those who are committed to being in relationship with each other to do the work of the Community and to identify those who are given a voice and a vote in its decision-making processes.

**Statement of Membership** - Anyone aged 18 years or more who provides contact information, commits to the purpose of the Community, participates in the work of the Community, and contributes resources to the Community, as able, is a Member. Any person who is in sympathy with the purposes and program of this congregation may become a Member by a public or private declaration of membership or support. Those who declare themselves a Member will make efforts to contribute resources of at least one type such as time, expertise, and/or financial support.

A written declaration of intent for membership will be required for administrative purpose. The written declaration may have a singular form or several and will be determined by the Board.

**Termination/Withdrawal of Membership** - A Member may terminate his or her Membership or be granted a letter of transfer to another congregation upon written request. The Board may take action to remove a Member for disruptive behavior or following a Member's prolonged period of inactivity in excess of 24 months.

#### **ARTICLE FIVE: CONGREGATIONAL MEETINGS**

**Annual Meeting** - The congregation shall meet to conduct business annually during the month of November or December. The time and place shall be designated by the Board for the purposes of electing Community officers, approving the annual budget, and other business determined by the Board.

**Special meetings** - Special congregational meetings may be called by the Board. Other special meetings may be initiated by a signed petition of at

least 10% of the Members and shall be called by the President at a time not more than 40 days after delivery of the petition to the President. Such a petition shall state the purpose for which the meeting is being called.

**Notification** - Notice of the time and place of all congregational meetings shall be mailed or emailed to all Members, at their addresses as shown in the Community records, not more than 30 days nor less than 7 days before the time specified for such meetings. For all meetings of the Membership, notices shall state all major items of business to be transacted at said meeting. Publication in the newsletter, delivered in a timely manner as determined above, shall be sufficient to meet advance notice criterion.

**Quorum** - Unless otherwise stated in these bylaws, 30% of the Membership shall constitute a quorum at a congregational meeting

**Eligibility for Voting** - A Member shall be eligible to vote in annual or special meetings 60 days after signing a written declaration to be a Member. Members must be present in order to vote at a congregational meeting. Presence may be in the form of in-person, by phone, or by internet. For members who cannot be present, absentee voting may be established in Policy by the Board.

**Procedure** - Decisions shall be made after a time of listening, discussion and dialogue. Any questions as to procedure shall be resolved by the President who may elect to use the Robert's Rules of Order.

## **ARTICLE SIX: BOARD OF TRUSTEES**

**Duties** - Between meetings of the Members of the congregation, the corporate powers, business, budget, and affairs of the Community shall be exercised, conducted, and controlled by a Board of Trustees, except as stated elsewhere in these Bylaws.

Duties of the Board of Trustees shall include: (a) establishing and maintaining short/long range goals, procedures and policies to govern the operating practices of the Community consistent with these bylaws; (b) having general charge of properties of the Community; (c) employing staff as necessary; (d) appointing interim minister(s) in the event that a called minister leaves employment; (e) arranging for a review of the financial records of the Community at least biennially.

The Board may appoint, combine, or dissolve its own standing or ad hoc teams, which may include non-Trustees.

The Trustees shall not sell or otherwise dispose of or encumber the real estate of the Community without prior approval of the Membership of the Community, nor shall they authorize expenditures or incur a total indebtedness in excess of 10% of the approved annual budget without approval by the Membership of the Community. The disposal of bequests or contributions within one year of acquisition shall not be considered as disposition of Community property or as expenditures subject to the limitations above.

**Composition and Meetings of the Board** - The Board shall consist of five Trustees. At the annual congregational meeting of the Members, Trustees shall be elected from the Membership, by vote of the Members, to two-year terms. Board terms are staggered so that in one year two members are elected to regular terms and in the next year, three members are elected to regular terms.

Any vacancy occurring in the office of a Trustee during the year shall be filled by an appointee approved by a simple majority of the remaining Trustees. Such an appointee shall hold office until a successor is elected at the next congregational meeting of the Members.

Any member of the Board who fails to attend three consecutive meetings, or one-third of the meetings over the course of a year, may be removed by majority vote of the Board.

Meetings of the Board shall be open to the Members of the congregation. The Board may meet in executive session to discuss personnel matters or to receive legal advice. Special meetings of the Board may be called by the President or two Trustees at any time for any purpose.

At all meetings of the Board, four Trustees shall constitute a quorum. Unless specified otherwise in these bylaws, a majority of Trustees at a duly constituted Board meeting shall be sufficient to pass resolutions and otherwise transact business.

A person who has served two consecutive terms on the Board shall be ineligible to serve as Trustee until one year has elapsed.

**Officers** - The officers of the Community shall be a President, a Vice-President, a Secretary, and a Treasurer. Each shall serve a term of one year in the office or until a successor has been chosen.

Within 45 days following the annual congregational meeting, the Board shall meet to elect from among their own members a President, Vice-President, and a Secretary.

The President shall be the executive officer of the Community, serve as a member of the Board, preside at all meetings of the congregation and the Board, be responsible for organizing the agenda for all meetings of the Board, and have authority to sign on behalf of the congregation any deeds, mortgages, bonds, contracts or other legal instruments which the Board has

authorized to be executed. No person shall serve more than two consecutive terms as President.

The Vice President shall act in the absence of or at the request of the President, at which time she/he shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such functions and duties as may be specified by the Board.

The Secretary shall be responsible for taking complete and accurate minutes of any and all regular or special meetings of the Board excluding Executive Sessions. All recorded minutes shall be formally approved by a majority vote of at least a quorum of the board, and a record set of final approved minutes shall be stored in the Community office.

The Trustees shall also elect a Treasurer from among the Members of the Community. This person, unless already a Trustee, shall become a member of the Board ex-officio without vote.

The Treasurer has custody of all money belonging to the Community; keeps careful and accurate records of income, receipts, and expenditures of the Community; pays the bills and charges that are in the approved budget or are approved by the Board; files and maintains a record of federal, state, and local tax forms; reports to the Board at its monthly meetings and to the Membership at the annual congregational meeting; and performs such other functions as assigned by the Board. The Treasurer shall also ensure that a record is maintained of all contributions and that annual statements of contributions are issued to all Members.

**Nominations and Elections** - A Nominating Committee of three Members shall be selected by the Board at least three months prior to the annual congregational meeting and their names shall be published. One member of

the Nominating Committee shall be a Trustee, and the Minister will be a member ex-officio, without vote.

The Nominating Committee shall prepare a slate of nominees for the Board of Trustees, including those for any unexpired terms. The slate of nominees shall be published to all Members at least three Sundays prior to the Congregational Meeting.

After nominations have been made by the Nominating Committee at the annual congregational meeting, other nominations shall be received from the floor provided consent of the nominee is obtained.

If there are more nominees than available Board positions, the persons having the largest number of votes shall be elected. All elections shall be by written ballot except when there is an equal number of nominees and positions, then election may be by voice vote.

#### **ARTICLE SEVEN: MINISTER**

**Duties** - The Minister and the Members of the Community share the responsibility for the Community and its spiritual interests and activities. The Community looks to its Minister for spiritual leadership and for assistance in setting and articulating its vision and for accomplishing its goals. The Minister has final responsibility for all services of worship conducted on Community premises. The Minister shall have freedom to express his or her individual opinions in and outside the pulpit. The Minister is an ex officio member of the Board, without vote. Detailed descriptions of the Minister's duties and compensation shall be established in a written letter of agreement exchanged between the Board and the Minister.

**Search Committee** - The Board shall establish a Search Committee of seven to nine Members of whom at least one but no more than three are members of the current Board. The objective of the Search Committee shall be to review applicants for Minister and present a candidate to the congregation.

**Selection or Termination of a Minister** - A Minister shall be selected or terminated by a 75% vote of Members at a congregational meeting called for that purpose. 40% of the Membership shall constitute a quorum at a meeting for that purpose.

#### **ARTICLE EIGHT: AMENDMENTS**

These bylaws, insofar as allowed by law, may be amended or replaced at any Congregational Meeting by a 75% vote of Members. 40% of the Membership shall constitute a quorum at a meeting for that purpose.

#### **ARTICLE NINE: PROPERTY AND ASSETS**

**Real Estate** - Real estate owned by the Community, any part thereof, or any interest therein, shall not be sold, long-term leased, mortgaged, or in any way conveyed, or encumbered, unless such sale, long-term lease, mortgage, conveyance or encumbrance has first been approved by at least three members of the Board of Trustees and then also by a two-thirds majority of those Members present and voting at a duly constituted Congregational Meeting.

**Dissolutions** - Should this Community cease to function and its membership votes to disband and dissolve the corporation, any assets of the Community shall be assigned to the Unitarian Universalist Association or its successor to be used for the extension of Unitarian Universalism in Cincinnati or nearby.

**Perpetuity** – It is so resolved that the spirit and intent of the Dissolution provision in *Article Nine - Dissolution* (above), shall henceforth be kept as a promise to Unitarian Universalism in Cincinnati or the Cincinnati vicinity and therefore be so resolved that this provision shall never in the future be rescinded.

### **Revision History**

Bylaws adopted January 24, 2016 at the merger of The Gathering and Northern Hills Fellowship.

*Article Five - Eligibility for Voting* amended at June 7, 2020 special Congregational Meeting.

Bylaws re-keyed with minor corrections in numbering and typography October 2020.

*Article Six - Composition and Meetings of the Board* amended at December 6, 2020 annual Congregational Meeting.

*Article Nine - Real Estate* amended at December 6, 2020 annual Congregational Meeting.