

**Unitarian Universalist Church of the South Hills (Sunnyhill)**

**BYLAWS**

**As Revised and Adopted by the Congregation on December 11, 2016**

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## **ARTICLE I. Name**

The name of this religious Society shall be the Unitarian Universalist Church of the South Hills (herein referred to as "UUCSH" or "Sunnyhill").

## **ARTICLE II. Mission Statement**

The mission of UUCSH is to foster intellectual and spiritual growth by upholding a free search for truth within a liberal religious setting. In a warm, intimate, and diverse environment, we support one another on our lifelong journeys and through the transitions in our lives. Committed to Unitarian Universalist principles, we seek to build a just and compassionate community, both within and beyond Sunnyhill.

## **Article III. Welcoming Congregation Statement**

This religious community intentionally welcomes individuals of various life situations, abilities and viewpoints. We celebrate human diversity in all its wonderful forms. We affirm and respect each other, rejoicing in each individual's unique gifts. This affirmation is relevant to all dimensions of congregational life, including membership, hiring practices, leadership, and worship.

## **ARTICLE IV. Membership and Affiliation**

### **Section 1. Members of UUCSH**

A. Definition. Any person eighteen (18) years of age or older who sympathizes with the mission of UUCSH and who desires to participate in its activities becomes a Member by completing a membership orientation program and signing the official membership book

B. Rights. Members shall have the right to vote, to constitute a quorum, to initiate petitions to the Board of Trustees, and to otherwise participate fully in the activities of UUCSH.

C. Responsibilities. All Members have a responsibility for the vitality of UUCSH and the greater Unitarian Universalist community. Therefore, a member in good standing is one who makes and fulfills a pledge of record, contributes time and talent to the Sunnyhill community and participates in the activities of the UUCSH. The Minister or Chair of the Board may exempt any Member of good standing from any of these expectations if s/he feels that fulfilling such an expectation may cause undue hardship.

### **Section 2. Friends of UUCSH**

A. Definition. Any person who desires to be affiliated with UUCSH but who does not choose to participate in matters related to governance may establish the status of Friend by requesting this status through the Board, the Administrator or the Minister.

B. Rights. Friends of UUCSH shall have the right to participate in the activities of UUCSH, but shall not be eligible to vote, to make up a quorum, or to serve on the Board of Trustees.

C. Responsibilities. Friends have a responsibility for the vitality of UUCSH and the greater

Unitarian Universalist community. Therefore, all Friends are expected to make and fulfill a pledge of record, to contribute time and talent to the Sunnyhill community, and to participate in the activities of the UUCSH.

### **Section 3. Withdrawal of Membership or Affiliation**

Individuals may withdraw their membership or affiliation in UUCSH by sending a signed and dated request for withdrawal to the Board of Trustees

### **Section 4. Termination of Membership or Affiliation**

Each year, the Board of Trustees shall review the list of Members and Friends, and shall cause written inquiry to be mailed to non-participating Members and Friends regarding their desire to maintain Membership or Affiliation. If no reply is received within thirty (30) days after such mailing, the Board of Trustees may remove the names of such Members and Friends from the rolls.

## ***ARTICLE V. The Board of Trustees***

### **Section 1. Board Composition**

The Board of Trustees shall be composed of nine (9) Members (Article IV, Section 1), four (4) of whom shall be the Officers of UUCSH, and five (5) of whom shall have the title of Trustee. Membership on the Board shall be determined according to the election procedures in Article X.

### **Section 2. Board Responsibilities**

A. Ordinary Business. The Board of Trustees shall manage the ordinary business of UUCSH. Ordinary business includes, but is not limited to, the determination of what persons or organizations within and outside of UUCSH may use the name, property, and facilities of UUCSH, as well as the specifications of the purpose and conditions of such use.

B. Oversight of Committees and Councils: The Board of Trustees may convene standing and temporary committees and councils as it deems necessary. All committees and councils report to the Board at the time and in the form determined by the Board. The Board shall have oversight of the committees of the Church, including the convening of an annual meeting of the committee chairs, known as the Council of Chairs.

C. Religious Services and Programs. The Board of Trustees shall have oversight of religious services and programs at UUCSH.

D.. Fiscal Management. The Board of Trustees is responsible for establishing an annual budget and for the fiscal management of UUCSH. The Board of Trustees is authorized to collect all funds due UUCSH and to put the same into the hands of the Treasurer.

E. Borrowing Money. The Board of Trustees is authorized to borrow sums of money

without consent first being obtained from the Members, provided that the total of all funds borrowed without the Members' consent and still outstanding shall not exceed five percent (5%) of the annual operating budget.

F. Property Management. The Board of Trustees shall maintain the sole control and management of all property of UUCSH, of whatever kind and wherever situated. Acquisition of property or the sale, disposal, or mortgaging of same shall be considered Major Questions as defined in Article IX, Section 8.

G. Reallocation of Money. A reallocation of ten percent or more of the annual operating budget must be approved in advance by the Members at either an annual or Special Meeting. Money raised from any capital fund may be spent only with the approval of the Members as a Major Question as per Article IX, Section 8. Reallocation of money raised for a designated capital fund may be done only with the approval of the Members as a Major Question per Article IX, Section 8.

### **Section 3. Members of the Board of Trustees**

A. Terms of Office. Three (3) of the five (5) non-officer Trustees shall be elected each odd year for a two (2) year term of office, and the remaining two (2) shall be elected each even year for a two (2) year term of office. Trustees may serve two (2) consecutive terms as members of the Board of Trustees, for a maximum of four (4) years, and then shall not be eligible for re-election to the Board of Trustees for at least one (1) intervening year.

B. Duties and Responsibilities. Duties of Trustees shall include participating in Board of Trustees meetings and assuming individual responsibility of liaison with one or more major committees or overseeing one or more activities of UUCSH, as assigned by the Chair in consultation with the individual Trustees. Duties shall also include actively participating in the canvass process and other duties as may be assigned by the Chair, the latter with the individual Trustee's consent.

C. Vacancies. The Board of Trustees shall fill any vacancy of a non-officer Board Member's position that occurs between Annual Meetings by appointing a Member of UUCSH for the balance of the unexpired term. In making such appointment, the Board may, but is not required to, give preference to candidates who appeared on the immediately preceding ballot, and who gained the most votes of those candidates who did not win through regular balloting.

### **Section 4. Board of Trustees Meetings**

A. Frequency. The Board of Trustees shall hold no less than eight (8) meetings annually at such time and place as the Board of Trustees itself may determine. Meetings may be postponed by the Chair or Vice Chair. Special Meetings of the Board of Trustees may be held at any time and place and for any purpose at the call of the Chair, or, in the Chair's absence, by the Vice Chair or by any two (2) Trustees by giving sufficient notice of the time and place of such meeting to each Trustee. Business transacted at such meetings is limited to the purpose(s) for which the meeting was called.

B. Executive Sessions. All meetings of the Board of Trustees shall be open except when, by majority vote of the Board of Trustees members present, the Board of Trustees shall elect to go into executive session.

C. Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of all business at any regular or Special Meeting of the Board of Trustees. Motions shall be carried by a majority of Trustees present and voting, but in no case less than four (4) votes. The Secretary shall enter in the minutes of each meeting the names of all Trustees present.

D. *Ex-Officio* Member. The Minister and the immediate past Chairperson of the Board of Trustees shall be *ex-officio* members of the Board of Trustees, but shall not constitute any part of a quorum or have any vote on questions presented to the Board of Trustees. *Ex-officio* members may attend all meetings of the Board of Trustees, but the Board of Trustees may ask him/her to be absent when matters pertinent to him/her are under discussion.

E. Order of Business. The order of business at all regular meetings of the Board of Trustees shall be as follows.

1. Review of the minutes of the previous meeting
2. Reports of Officers and Staff
3. Treasurer's Report
4. Reports of Committees
5. Old business
6. New business

The chair person of any Special Meeting of the Board of Trustees shall determine the order of business at such meetings.

## ***Article VI. Officers of UUCSH and the Board***

The officers of UUCSH shall be a President, Vice President, Secretary and Treasurer, all of whom shall also be members of the Board of Trustees as defined in Article V, shall be Members of UUCSH, and shall be elected as specified in Articles VI and X. As Board members, the President shall serve as Chair; the Vice President shall serve as Vice Chair.

### **Section 1. President of UUCSH and Chair of the Board**

A. Term of Office. The Chair shall serve for a two (2) year term and may be re-elected for a consecutive term. Recognizing the value of experience, the Chair shall be required to have previously served as a member or an Officer of the Board of Trustees. If, however, upon her/his election as President of UUCSH, he/she is currently serving on the Board of Trustees, her/his total combined consecutive terms as member and President shall not exceed six (6) years. After a hiatus of at least two (2) years following the end of her/his term as President, a former President may again stand for re-election to any office. There is no limit to the number of times a person may stand for election to this office.

B. Duties and Responsibilities. The President of UUCSH shall be Chair of the Board of Trustees, presiding at all meetings except as provided in Article IX, Section 3; exercising all of the powers and performing all of the duties normally pertaining to the office of President of a Corporation. The President shall appoint chairpersons of committees as needed.

C. Vacancies. A vacancy occurring in the office of President shall be filled by the Vice President for the remainder of the term.

## **Section 2. Vice President of UUCSH and Vice Chair of the Board**

A. Term of Office. The Vice President of UUCSH shall serve for a two (2) year term and may stand for two (2) consecutive terms. Recognizing the value of experience, the Vice President shall be required to have previously served as a member or an Officer of the Board of Trustees. If, however, upon her/his election as Vice President, he/she is currently serving on the Board of Trustees, her/his total combined consecutive terms as Board Member and Vice President shall not exceed six (6) years. After a hiatus of at least two (2) years following the end of his/her term as Vice President, a former Vice President may again stand for re-election to any office. There is no limit to the number of times a person may stand for election to this office.

B. Duties and Responsibilities. The Vice President shall be Vice Chair of the Board of Trustees, performing the duties and exercising the powers of the Chair/President in her/his absence. The Vice President shall convene and preside over the annual Council of Chairs meeting, and perform other duties as may be assigned by the President with the concurrence of the Board of Trustees. The Vice President will immediately become President in the event of the permanent absence of the President.

C. Vacancies. The Board of Trustees shall fill any vacancy of the Vice President's position that occurs between Annual Meetings by appointment from the Members of UUCSH for the balance of the unexpired term. In making such appointment, the Board may, but is not required to, give preference to candidates who appeared on the immediately preceding ballot and who gained the most votes of those candidates for the position who did not win through regular balloting.

## **Section 3. Secretary of UUCSH and the Board**

A. Term of Office. The Secretary shall be elected every two (2) years for a two (2) year term, but limited to a maximum of four (4) consecutive years. The Secretary does not need to have previously served on the Board of Trustees. B. Duties and Responsibilities. The Secretary shall be Secretary of both UUCSH and the Board of Trustees, and shall exercise all of the powers and perform all of the duties normally pertaining to the office of Secretary of a Corporation. These shall include, but are not limited to, giving notice of all meetings, keeping and attesting as true the official records of the meetings, and preserving and passing on to their immediate successor all such official records, and maintaining the official membership book. The Secretary may be assisted in some of the responsibilities of the office by the Church Administrator in accordance with the job description of the Church Administrator and/or the direction of the Board of Trustees.

C. Vacancies. The Board of Trustees shall fill any vacancy of the Secretary's position that occurs between Annual Meetings by appointment from the Members of UUCSH for the balance of the unexpired term. In making such appointment, the Board may, but is not required to, give preference to candidates for the position who were on the immediately preceding ballot and who gained the most votes of those candidates for the position who did not win through regular balloting.

#### **Section 4. Treasurer of UUCSH**

A. Term of Office. The Treasurer shall be elected every two (2) years for a two (2) year term, limited to a maximum of four (4) consecutive years. The Treasurer does not need to have previously served on the Board of Trustees.

B. Duties and Responsibilities. The Treasurer of UUCSH shall, subject to the direction of the Board of Trustees, exercise all the powers and perform all the duties normally pertaining to the offices of Treasurer and Controller of a Corporation. The Treasurer shall be bonded for faithful performance in such amount as may be specified by the Board of Trustees. Duties of the Treasurer include, but are not limited to, the safekeeping of funds of UUCSH, issuing checks in payment of debts when so authorized by the Board of Trustees, maintaining accurately all necessary financial records of UUCSH, and keeping the Board of Trustees informed as to the financial condition of UUCSH at each meeting of the Board. Said financial records shall be subject to audit annually and at the discretion of the Board of Trustees. The Treasurer may request that the Board of Trustees appoint one or more Assistants, with appropriate title, to perform special services, such as accounting, bookkeeping, collecting and depositing contributions. The Assistant(s) shall be bonded for faithful performance in such amount as may be specified by the Board of Trustees. The Treasurer will be a member of the Finance Committee.

C. Vacancies. The Board of Trustees shall fill any vacancy of the Treasurer's position that occurs between Annual Meetings by appointment from the Members of the UUCSH for the balance of the unexpired term. In making such appointment, the Board may, but is not required to, give preference to candidates for the position who appeared on the immediately preceding ballot and who gained the most votes of those candidates for the position who did not win through regular balloting.

#### **Section 5. Other Officers, Agents, Committees**

Other officers, agents, committees may be authorized or appointed by the Board of Trustees at its discretion for the attainment of the mission of UUCSH.

### ***ARTICLE VII. Staff***

#### **Section 1. Scope**

The paid staff positions of the UUCSH may include, but are not limited to, a Director of Religious Education (DRE), Interim Minister, Church Administrator, and Director of Music.

(The positions of Minister and Associate Minister are considered separately in Article VIII below.)

## **Section 2. Staff Supervision**

The hiring and dismissal of all staff shall be approved by the Board of Trustees. For the hiring of the DRE specifically, the Board shall convene a search committee. All staff shall be managed by the Minister in collaboration with the Board of Trustees. All such staff shall report to and be evaluated annually by the Minister with oversight by the Board and such committees as the Board may designate for that purpose.

## ***ARTICLE VIII. Ministry.***

### **Section 1. Minister**

A. Decision to Search. The decision to initiate a Ministerial Search shall be decided as a major Question under Article IX, Section 8.

B. Search Committee. Following the decision to initiate a search a Ministerial Search Committee shall be formed consisting of seven (7) Members, of whom five (5) shall be elected by the congregation and two (2) shall be appointed by the Board of Trustees. However, none shall be members of the Board of Trustees. The Board of Trustees shall have authority to appoint replacements for any members of the Committee who resign or become unable to serve.

C. Employment Agreement. The Board is responsible for creating and enforcing the Employment Agreement between the Minister and the congregation, including matters regarding total compensation. Compensation must be approved by the congregation in the regular budgeting process

D. Decision to Call: The decision to call a Minister or Associate Minister shall be decided as a Major Question under Article IX, Section 8.

E. Evaluation. The Board is responsible for an annual evaluation of the Minister's performance based in part on collaboratively established goals. This evaluation must be submitted to the Minister in writing. A summary of this evaluation shall be made available to the congregation.

F. Employment of Interim Minister: When necessary and appropriate, the Board is authorized to negotiate a contract with, and to hire, an interim minister. When possible, the Board will consult with the Congregation before deciding whether to search for an Interim minister.

## **ARTICLE IX. Congregational Meetings**

Business meetings of the Members shall consist of an Annual Meeting and Special Meetings.

### **Section 1. Schedule of Meetings**

The Annual Meeting shall be held during the month of April of each year at a time and place fixed by the Board of Trustees. Special Meetings may be called at any time by the President of UUCSH, or by vote of the Board of Trustees. Special Meetings must be called by the Board of Trustees on receipt of a petition signed by ten (10) or more Members for the purpose of considering those questions stated on the petition.

### **Section 2. Notice**

Written notice of every Annual Meeting and Special Meeting shall be sent, at the direction of the Board of Trustees, to each Member. Annual Meetings require at least sixteen (16) days notice and Special Meetings at least eight (8) days notice, which time shall include the two (2) Sundays immediately preceding the date of the meeting. The notice of a Special Meeting shall contain a brief statement of the purpose of the meeting, and the business transacted at said meeting shall be confined to the purpose stated in the notice. Proposed Amendments to the Bylaws shall be sent in writing to every Member along with the announcement as required above of the meeting at which they are to be considered.

### **Section 3. Moderator**

The Board of Trustees may, prior to any meeting of UUCSH, designate any Member to preside as moderator for any part or all of such meeting.

### **Section 4. Who May Vote**

Only Members of UUCSH who have signed the membership book at least thirty (30) days before the date of any Annual or Special Meeting shall be entitled to vote at said meeting.

### **Section 5. Quorum**

Before any business is conducted, a quorum shall be present and duly noted as defined by Article X, Section 5A. The Secretary of UUCSH shall make a list of all Members present and shall file said list among the documents of UUCSH. Said list must show that a quorum was present.

## **Section 6. Procedure for Conducting Meetings**

All meetings shall be conducted in accordance with Robert's Rules of Order. In case of any conflict between these Rules and the bylaws of UUCSH, the latter shall govern. A parliamentarian shall be present at every Annual Meeting.

## **Section 7. Annual Meeting, Order of Business**

A quorum being present, the order of business at the Annual Meeting shall be as follows, or as otherwise set up by the Board of Trustees:

1. Reading of a summary of the minutes of the last Annual Meeting and of all intervening Special Meetings
2. Treasurer's Report
3. President's Report
4. Minister's Report
5. Reports of the various organizations of UUCSH
6. Reports of standing and special committees
7. Presentation, discussion, and approval of the budget for the next fiscal year
8. Election of a Board of Trustees and Commissioned Lay Leaders
9. Old business
10. New business

The agenda must include items 1, 2, 7, 8, 9, and 10 except that 7 may be omitted if the budget has been approved at a prior Special Meeting or is scheduled for approval at a subsequent meeting.

## **Section 8. Major and Minor Questions and Special Questions**

A. Major Question. A Major Question is a motion which requires for adoption a favorable vote of two-thirds of the votes cast (including absentee ballots) at any Annual or Special Meeting called to consider such a question. The following questions are hereby designated specifically as Major Questions:

1. Bylaws
  - An amendment to the bylaws
  - An addition to or deletion from the bylaws.
2. Finances
  - A motion to undertake debt in excess of that permitted by the Board of Trustees
3. Leadership of UUCSH
  - Motions to search for and call a Minister or Associate Minister.
  - A motion to remove one or more Officers or Trustees from office.

The Board of Trustees may designate other questions as Major Questions at its discretion, but before the Members vote on the question, a simple majority of the Members must first concur with such designation. Similarly, any Member may at an Annual or Special Meeting

move to have a particular motion designated as a Major Question at any time after the motion has been seconded and before it has been voted upon. A simple majority of the Members present is required to carry the designating motion.

B. Minor Question. A Minor Question is a motion which requires for adoption a simple majority in favor. All questions shall be treated as Minor Questions unless specifically designated as Major Questions or Special Questions.

C. Special Question: A Special Question is a motion specific to the discharge of a Minister or Associate Minister.

1. Quorum: Because of the importance to the entire community of issues considered as Special Questions, the quorum requirement for Special Questions shall be fifty percent (50%) of those Members of the Congregation entitled to vote on such matters.

2. Special Question for the purpose of discharge or dismissal shall, on motion, require an affirmative secret ballot vote of thirty percent (30%) of the total Membership.

## **Section 9. Absentee Voting**

Absentee ballots shall be available to Members who cannot attend a given meeting. Such ballots may apply to either Major or Minor questions as defined in Article IX, Section 8 but shall not apply to Special Questions. The specific procedure for voting in elections using absentee ballots shall be defined by the Board. However, such votes will not contribute to a quorum as defined by Article X, Section 5A.

## **ARTICLE X. Elections**

### **Section 1. Schedule.**

Elections shall be held during the Annual Meeting in the month of April each year.

### **Section 2. List of Candidates**

Officers and Trustees shall be elected from a list submitted by the Nominating Committee.

### **Section 3. Leadership Development Committee**

A. Membership. The Leadership Development Committee (LDC) consists of five (5) members of the congregation and shall be elected as follows: one member shall be the outgoing President of the Board of Trustees who shall have a two year term and who shall serve as Chair of the LDC. One member shall be appointed by the Board and shall serve a one year term. Three members shall be elected by vote at the Annual Meeting after being nominated by the LDC or by any member present at the Annual Meeting.

- B. Duties. The LDC shall: 1) Continuously foster development of congregational leaders, including committee chairs, candidates for office and committed members who may fulfill leadership roles in the congregation; 2) encourage and facilitate leadership training for potential congregational leaders; 3: assist and support congregational committees with organization, advice, membership and leadership; and 4) nominate candidates for election to congregational office.

#### **Section 4. Procedure for Selecting Candidates**

The Leadership Development Committee shall post a call for nominations for UUCSH officers and to the Board of Trustees not later than sixty (60) days before the Annual Meeting. The list of candidates shall be composed of names chosen by the Nominating Committee from its own recommendations and from those submitted in response to its call. Nominations will also be accepted from the floor at the Annual Meeting. Candidates for President must have previously served on the Board. All nominees must be members in good standing (as defined in article IV Section, 1C. No individual shall be nominated without his or her consent. All Members shall be notified of the full list of candidates submitted by the Nominating Committee at least sixteen (16) days before the Annual Meeting.

#### **Section 5. Election Procedures**

A. Quorum. Thirty (30) percent of the Members shall be a quorum for the transaction of business at all meetings of the congregation of UUCSH with the exception of meetings where a Special Question is addressed. The Secretary of UUCSH shall make a list of all Members present at each meeting and shall file said list among the documents of UUCSH. Said list must show that a quorum was present. If a quorum is not present, no official church business may be conducted.

B. Declaration of Election. For each office, the nominee receiving the highest number of votes shall be declared elected. Nominees for Trustee receiving the highest number of votes shall be declared elected. A tie vote shall be resolved by another ballot confined to resolution of the tie. Rulings on all other questions on election procedures shall be made by the Board of Trustees.

C. Assumption of Office. The new Officers and Trustees shall assume office on the first day of June in the year in which they were elected or appointed.

D. Notification of Election. After the election, the Secretary shall notify all new Trustees of their election, and shall request their attendance at the next Board of Trustees meeting.

## **ARTICLE XI.     *Special Provisions***

### **Section 1. Commissioned Lay Leaders**

A..Appointment. In the event that the congregation votes, in a regular meeting, to have one or more Commissioned Lay Leaders (hereafter referred to as “CLLs”), such appointment shall be jointly recommended by the Board of Trustees and the settled Minister(s), trained and Commissioned by the Ohio-Meadville District, and installed by the congregation. Such CLLs shall be Members of UUCSH. CLLs shall serve without compensation, except for appropriate expenses and fees as approved by the Board of Trustees.

B. Suspension. Should extraordinary circumstances compel it, the Board may suspend the term of the CLLs until the next renewal date.

C.Scope. In accordance with the statutes of the Commonwealth of Pennsylvania and with the rules and customs of UUCSH, CLLs, with the consent of the settled minister, may join in marriage only couples in which at least one partner is a Member.

### **Section 2. Dissolution of UUCSH**

In the event UUCSH is dissolved, all of its property, real and personal, after paying claims, shall be conveyed to and vested in the Ohio Meadville District of the Unitarian Universalist Association or its legal successor, for the sole purpose of furthering Unitarian Universalism in the greater Pittsburgh area.

## **ARTICLE XII.     *Regular Review of the Bylaws***

The Board of Trustees shall appoint a committee every five (5) years beginning in the year 2015 to review the bylaws currently in effect and to recommend updates and changes in accordance with the procedures contained herein.

## **ARTICLE XIII.    *Amendments to Bylaws***

The bylaws may be amended only by a vote of the Members of the congregation at a Special or Annual Meeting as described in Article IX, Section 8.