

**BYLAWS OF THE UNITARIAN CHURCH OF HINSDALE
HINSDALE, ILLINOIS**

AS LAST AMENDED AT A SPECIAL MEMBERSHIP MEETING HELD ON JANUARY 26, 2014

ARTICLE I NAME

The name of this not-for-profit corporation is the Unitarian Church of Hinsdale (the “Church”).

ARTICLE II DENOMINATIONAL AFFILIATION

The Church’s denominational affiliation is Unitarian Universalism. The Church is a member of the Unitarian Universalist Association (UUA), the MidAmerica Region of the UUA, and the Chicago Area Unitarian Universalist Council (CAUUC).

ARTICLE III PURPOSE

The purpose of the Church is to enrich and ennoble human lives through the pursuit of the Unitarian Universalist ideals.

ARTICLE IV MEMBERSHIP

1. Membership in the Church is open to all persons who are sixteen or more years of age and who subscribe to the purposes of the Church, signifying so by signing the membership book and pledging annual financial support or making a contribution of record. A person who is less than sixteen (16) years of age may become a full Member by application to and approval by the Board of Trustees or by completing the Coming of Age program of the Church, before signing the membership book.
2. A Member becomes entitled to vote in membership meetings forty-five (45) days after signing the membership or student membership book.
3. Membership must be maintained by a recorded financial contribution to the Church, which must be submitted to the Church office during each Church fiscal year. The Minister or the President of the Board of Trustees may waive this requirement at his or her discretion.
4. Every Member has the right to one vote. A Member may vote only in person, provided, however, that as to the matters specified in Article IX, Section 4 and in Article XV, a Member may vote either in person or by absentee ballot.
5. Membership shall terminate upon receipt of written resignation from the Member, death of the Member, or failure of the Member to maintain membership as provided in Section 3 above.

ARTICLE V CONGREGATIONAL GOVERNANCE

1. Ultimate authority in all Church matters resides in the Members entitled to vote. Voting by Members takes place at annual or special membership meetings. Unless otherwise provided in these Bylaws, any decision at a membership meeting requires a majority vote of those present and voting.
2. The fiscal year of the Church is July 1 through June 30.
3. A membership meeting at which the annual budget is presented and approved shall be held annually during the month of May or June at a time and place to be appointed by the Board of Trustees (the “Annual Meeting”). The budget approved at the Annual Meeting shall be binding with respect to ministerial compensation.
4. At the Annual Meeting the Members may consider any topic, but they may not vote upon the sale or purchase of real estate, the call or dismissal of a Minister, the disbanding of the Church, or a change in denominational affiliation, unless the possibility of such a vote has been included in the notice of the meeting.

5. Special membership meetings may be called by the Board of Trustees or on written petition of twenty (20) Members then entitled to vote. A petition for a special meeting shall specify the topics to be considered and the location the meeting is to be held at and shall designate a period spanning two (2) calendar weeks within which the Board shall set the exact date and time of the meeting. A special membership meeting shall consider only topics included in the notice of that meeting.
6. Notice of all membership meetings must be delivered by U.S. Postal Service or by electronic delivery to all Members not less than ten (10) nor more than thirty (30) days before such a meeting; notice of the meeting shall also be given at the two regular preceding Church services if such services are being held.
7. Except as otherwise provided, twenty percent (20%) of the Members then entitled to vote shall constitute a quorum for the conduct of business.

ARTICLE VI THE BOARD OF TRUSTEES

Between meetings of the Members, the Board of Trustees (the "Board") is empowered to act for the Church. The Board is specifically charged with approving all legal contracts. All members of the Board shall be Members of the Church.

1. The Board shall consist of the President, the Vice President, the Secretary, the Treasurer (collectively the "Officers"), and five (5) Trustees-at-Large.
2. The Board shall meet at least monthly at a time and place of its choosing.
3. Regular Board meetings shall be open to all Members of the Church. Executive sessions may be held when prudent, but no final action by the Board can be taken except in open session.
4. A quorum shall consist of a majority of the current members of the Board.
5. In each fiscal year, the Board may authorize non-budgeted expenditures which, in total, are not more than five percent (5%) of the total current operating expense budget. Such expenditures shall be reported in the minutes of the meeting in which the action was taken. Any other expenditure not in conformance with the above limitation shall require approval by the Members.
6. The Board shall provide for an independent outside review of the Church financial records, to be conducted at the close of each fiscal year ending in an even numbered year.
7. Officers and Trustees may be recalled by the Members with notice at the Annual Meeting or at a Special membership meeting called for this purpose according to Article V, Section 7. The vote to effect recall shall be by a two-thirds (2/3) majority of those Members present and entitled to vote.
8. The Board may provide for the bonding of the Treasurer.

ARTICLE VII OFFICERS, TRUSTEES, & THEIR DUTIES

1. The Members of the Board shall represent the interests of the Congregation and work collaboratively in order to address the needs and purpose of the Church.
2. President – The President shall be the chief executive officer of the Church and may act for the Board subject to Board instruction and review. When present, the President shall preside at all Membership and Board meetings.
3. Vice President – The Vice President shall work with and assist the President in carrying out his or her duties and act as chief executive officer in the absence of the President. The Vice President shall be responsible for administration and shall keep the President and the Board informed.
4. Secretary – The Secretary shall keep the official minutes and handle correspondence as directed by the Board or the President. The Secretary shall be responsible for the documents of the Church and the Board and the official roll of the Members. In the absence of the Secretary, the presiding officer may designate an acting Secretary. The acting Secretary shall not thereby obtain a vote on the Board.

5. Treasurer – The Treasurer shall have charge of the funds of the Church, maintain the Church’s financial records and pay its obligations in accordance with these bylaws. The Treasurer shall present a financial report at the Annual Meeting and at regular Board meetings. The Treasurer may designate a substitute to report, but the substitute shall not thereby obtain a vote on the Board. Any outgoing Treasurer shall prepare the fiscal year closing of the financial records and instruct the new Treasurer in the care and preparation of the financial records.
6. Trustees-at-Large – Trustees-at-Large serve as members of the Board in accordance with Article VII, Section 1.

ARTICLE VIII COMMITTEES, PAID STAFF AND OTHERS

1. The Board may create, instruct, and dissolve any committee other than a committee to recommend a new minister. The Board may appoint the chair and members of any committee or may allow the committee to determine its own membership and governance.
2. A committee to recommend a new minister must be elected by the Members and continues until it resigns or is dismissed by the Members or until a new minister is hired. It elects its own chair. Its members must be Members.
3. Any Member may form a committee and shall report its formation to the Board.
4. Within the limitations of the annual budget, the Board may select and contract with Church employees as it deems appropriate.
5. Paid staff need not be Members.
6. The Board shall designate the lay delegates to the UUA General Assemblies and other official denominational meetings.

**ARTICLE IX THE UNITARIAN CHURCH OF HINSDALE
ENDOWMENT FUND AND PERPETUAL PLEDGE FUND**

A. THE ENDOWMENT FUND:

1. The Unitarian Church of Hinsdale Endowment Fund (“Endowment Fund”) is established for the purpose of accumulating financial resources to advance the mission of the Church, its religious life and humanistic programs, and to maintain the Church as a vital force in the community. Donations to the Endowment Fund shall not be used as a vehicle to replace a donor Member’s responsibility to financially support the Church’s annual operating budget.
2. An Endowment Fund Committee (“Committee”) is established to administer the Endowment Fund. The Committee shall have five (5) members elected for staggered five (5)-year terms. At the first meeting of the Committee following the Annual Meeting, the Committee shall elect a Chair and such other officers as it deems appropriate. The Chair and other officers shall serve until the first meeting of the Committee following the next Annual Meeting. The Committee shall maintain records of actions at its meetings. The Committee shall meet periodically, but in no event less frequently than once a calendar quarter.
3. The Board of Trustees may accept or reject contributions to the Endowment Fund according to its best judgment. The Board of Trustees and the Committee will exercise their best efforts to honor the conditions placed upon any contribution.
4. The Board shall not invade Endowment Fund principal unless the action is ratified by a three-fourths (3/4) vote of the total voting membership.
5. The Committee shall perform the following functions:
 - a. administer Endowment Fund assets prudently for the benefit of the Church, its community and denomination;

- b. select an administrator to manage the Endowment Fund assets. The Committee may pay a fee for these services upon prior approval of the Board;
- c. determine what is principal and income according to generally-accepted accounting principles (GAAP);
- d. manage Endowment Fund earnings and recommend to the Board their disbursement or carryover to later years according to the purposes described in Sections 1 and 3 above;
- e. report the Endowment Fund status each calendar quarter to the Board and to the Members at the Annual Meeting;
- f. cause the Endowment Fund accounts to be reviewed no less frequently than every other fiscal year;
- g. inform the general Church and neighboring community about the existence and benefits of the Endowment Fund and that the Endowment Fund will accept enduring gifts such as cash, appreciated securities, insurance policies, annuities, life income trusts and bequests; and
- h. allocate receipts and disbursements between principal and income. In making such allocations the Committee shall be guided by the provisions of the Uniform Principal and Income Act of 1997, as may be amended from time to time.

B. PERPETUAL PLEDGE FUND:

- 1. The Unitarian Church of Hinsdale Perpetual Fund (“Perpetual Pledge Fund”) is established to hold and manage certain gifts that were made to the Unitarian Church of Hinsdale prior to May 17, 1997, for the specific purpose of generating income to be added to the Church operating budget. The Perpetual Pledge Fund shall no longer accept gifts.
- 2. A Perpetual Pledge Fund Committee (“PP Committee”) is established to administer the Perpetual Pledge Fund. The PP Committee shall consist of the members of the Endowment Fund Committee. The PP Committee shall maintain records of actions at its meetings. The PP Committee shall meet periodically, but in no event less frequently than once a calendar quarter. Meetings of the PP Committee may be part of any meeting of the Endowment Fund Committee.
- 3. Subject to the provisions of Section B4, the Perpetual Pledge Fund principal shall not be invaded unless the action is ratified by a three-fourths (3/4) vote of the total voting membership; however, all funds of the Perpetual Pledge Fund may be transferred to the Endowment Fund by an eighty percent (80%) vote of the members present and voting at a membership meeting, and at which a quorum shall be thirty percent (30%) of the members entitled to vote.
- 4. The PP Committee shall perform the following actions:
 - a. administer Perpetual Pledge Fund assets prudently for the benefit of the Church. Although the Perpetual Pledge Fund assets are intended to generate income to add to the operating budget of the Church, the PP Committee may, if the circumstances so indicate, invest the funds with the purpose of achieving growth and then allocate some of the growth to income;
 - b. select an administrator to manage the Perpetual Pledge Fund assets. The PP Committee may pay a reasonable fee for these services. Although the same administrator may be selected to manage the Perpetual Pledge fund as manages the Endowment fund, the funds may not be commingled;
 - c. determine what is principal and income according to generally-accepted accounting principles (GAAP);
 - d. disburse earnings to the Treasurer for inclusion in the operating fund; and
 - e. report the Perpetual Pledge Fund status each calendar quarter to the Board and to the Members at the Annual Meeting.

ARTICLE X ELECTIONS

1. The Nominating Committee shall consist of five (5) members, three (3) of whom are elected at the Annual Meeting for two-year (2) staggered terms and two (2) of whom are appointed by the Board to serve terms not exceeding two (2) years. At the first meeting of the Nominating Committee following each Annual Meeting, the Nominating Committee shall select a chair and such other officers as it deems appropriate. The Board shall fill any vacancies that arise on the Nominating Committee. No more than two (2) Board members may serve on the Nominating Committee at any one time. Membership on the Nominating Committee shall be limited to Members of the Church.
2. The Nominating Committee shall present nominations for Church Officers, Trustees, and Endowment Fund Committees at the Annual Meeting. It shall present nominations to fill any vacancies. The Board shall present nominations for the Nominating Committee.
3. Each year, the Nominating Committee shall present one (1) nominee for the Endowment Fund Committee for a five (5) year term.
4. The Nominating Committee shall also nominate candidates for a committee to recommend a minister. The committee to recommend a minister shall be elected at the Annual Meeting or at a special membership meeting. The size of that committee shall be determined by the Board.
5. The Nominating Committee's list of candidates and their qualifications shall be published with the notice of the meeting at which elections are to be held.
6. The President and Vice President shall be elected at the Annual Meeting in even-numbered years for two (2)-year terms.
7. The Treasurer shall be elected in odd numbered years for a two (2) year term. The Treasurer's term shall end at the conclusion of the August Board meeting following the Annual Meeting at which a new Treasurer has been elected.
8. The Secretary shall be elected in odd-numbered years for a two (2)-year term.
9. At the Annual Meeting held in odd-numbered years three (3) Trustees-at-large shall be elected to serve two (2) year terms. At the Annual Meeting held in even-numbered years two (2) Trustees-at-Large shall be elected to serve two (2) year terms.
10. No person shall serve in the same capacity on the Board for longer than two (2) consecutive two (2) year terms.
11. Vacancies in any office or elected trusteeship shall be filled by vote of the Board until the next Annual Meeting, which shall elect a person to complete the unexpired term if a portion of it still remains.
12. Officers and Trustees shall take office immediately following the meeting at which they are elected, except that the newly elected Treasurer shall serve, without vote, as Assistant Treasurer until the out-going Treasurer's term ends.
13. Nominations with stated qualifications may also be made from the floor with the prior consent of the nominees. Nominees not present must have given consent in writing to the nominator.
14. When more than one nomination has been made for any position, election shall be by written ballot. A majority of Members present and entitled to vote shall be necessary for election. In the event that no candidate receives a majority, a run-off election shall be held.

ARTICLE XI SELECTION AND TENURE OF A MINISTER

1. The selection of a Minister, except an interim minister, requires an eighty percent (80%) vote of the Members present and voting at a membership meeting, and at which a quorum shall be thirty percent (30%) of the Members entitled to vote.
2. The Church may dismiss a Minister anytime by an 80% vote of the Members present and voting at a membership meeting, and at which a quorum shall be thirty percent (30%) of the Members entitled to vote.

3. In the event of the Minister's dismissal, the salary and allowance shall be continued for three (3) months after date of dismissal.
4. In the event of the Minister's resignation, the Minister shall give three (3) months notice, except that the Board may waive this requirement.
5. The Board shall negotiate and execute a written contract with the Minister which shall be for a minimum term of one (1) year, and which shall be open-ended thereafter. The contract shall be subject to the provisions of Sections 2 through 4 of this Article XI and all agreements as to compensation and benefits are to be incorporated into the written contract.
6. Sections 1 through 5 of this Article XI shall not apply to interim ministers who may be selected or dismissed by the Board and employed for any appropriate length of time. However, the Board shall negotiate and execute a written contract with an interim minister and all agreements as to compensation and benefits are to be incorporated into the written contract.

ARTICLE XII RIGHTS AND DUTIES OF THE MINISTER

1. The Minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to Church Members.
2. The Minister shall have freedom of the pulpit.
3. The Minister shall also have the freedom to express opinions outside the pulpit, but not to represent the church without authorization from the Board or the Membership.
4. The Minister shall be an *ex officio*, non-voting member of the Church Board and of all Church committees except the Nominating Committee and any ministerial search committees.
5. Other specific duties shall be negotiated between the Minister and the Board.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote at an Annual Meeting or at a special membership meeting of the Members at which a quorum is present, provided that the proposed amendment has been published in the notice of the meeting required by Article V, Section 5 or by Article XV, except that Section A (4) of Article IX may only be amended by the affirmative vote of three-fourths (3/4) of the total voting membership.

ARTICLE XIV PARLIAMENTARY PROCEDURE

Meetings of the Members and meetings of the Board shall be conducted in accordance with *Robert's Rules of Order*. Prior to the start of any meeting, the President shall announce which edition of Robert's Rules is to be used.

ARTICLE XV DISSOLUTION

The Church shall not be dissolved or merged with another church unless the action is ratified by a three-fourths (3/4) vote of the total voting membership. Should this corporation cease to function and the membership vote to disband, any assets of the corporation, after payment of just debts, shall be transferred to the Unitarian Universalist Association.

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