

# First Unitarian Society of Chicago

## Bylaws

(Adopted at Annual Meeting, May 15, 1981; amended November 30, 1984; April 21, 1985; March 21, 1993; May 21, 1993; May 16, 1997; May 21, 1999; September 17, 2000; March 24, 2002; May 19, 2002; December 16, 2007; May 31, 2009; May 19, 2013; February 21, 2016; May 21, 2017; May 20, 2018; March 12, 2023)

*[NOTE: These bylaws are being revised in stages.*

- Content adopted on or after February 21, 2016 appears in this typeface.
- Older content appears in this typeface.

*Article and section numbers will be adjusted in the final round of revisions. Meanwhile, parenthetical notes tell the reader where the subject matter of now-vacant parts now appears. The Appendix, if any, shows revisions proposed by the Board of Trustees that await action by the congregation.]*

### ARTICLE I: NAME

This Society shall be known as the First Unitarian Society of Chicago. The Society consists of its members as defined in Article IV.

### ARTICLE II: PURPOSE

The Society is a community of members and friends who, in fellowship together, seek enduring moral and spiritual values and strive to help one another to live in accordance with them. Although recognizing its roots in the Judeo-Christian tradition, the Society affirms the worth of all people and religions, and requires no creed. It is a Society of seekers after knowledge, truth, and understanding, who employ a variety of methods and premises and who acknowledge that each has its limitations and none is an absolute.

### ARTICLE III: AFFILIATIONS

#### Section 1. Denominational Affiliations

- a. The Society shall be a member of the Unitarian Universalist Association and shall make annual financial contributions to the Association appropriate for a congregation of its size. It shall also be a member of the Central Midwest District and the Chicago Area Unitarian Universalist Council.
- b. The Board of Trustees (hereinafter "Trustees") shall inform the membership of the time, date and place of denominational meetings to which the Society is entitled to send voting delegates. Delegates and an equal number of alternates shall be members nominated by petition of at least fifteen members and elected at a regular or special meeting held before the deadline, if any, for the filing of delegate credentials. The Trustees shall fill vacancies in any denominational delegation.

#### Section 2. General Affiliations

- a. The Society, or any of its committees and organizations, may join any outside organization whose purposes are not in conflict with its own. The Society may do so only by vote of the membership at a regular or special meeting. Committees and organizations may do so on their own behalf, but not on behalf of the Society as a whole. Memberships in outside organizations may be terminated by the same process by which they were initiated.
- b. When the Society is entitled to send delegates to a meeting of an outside organization of which it is a member, the Trustees shall appoint them.

### ARTICLE IV: MEMBERSHIP

**Section 1.** Each year the Trustees shall appoint a Membership Committee of five or more members.

**Section 2.** Any person who subscribes to the purposes of this Society and is approved by the Membership Committee shall become a member of the Society upon signing the Membership Book.

**Section 3.** Any person who has been a member for at least 45 days and has at least contributed \$50 of record to the Society during the 12 months preceding any regular or special meeting of the Society shall be entitled to vote at that meeting. Upon a member's prior petition the Senior Minister may modify for that member the financial requirement for voting.

**Section 4.** The Trustees may establish a class of nonvoting members called associate members, to include persons whose primary affiliation is with another congregation or who for some other reason prefer to be called associate members. No individuals shall be designated associate members without their consent.

**Section 5.** Under any of the following conditions, any member shall be subject to removal from Membership according to procedures approved by the Trustees.

- a. The member has made no financial contribution of record to the Society for two consecutive years.
- b. The member has been persistently disruptive of the programs of the Society.
- c. The member has endangered the security of the Society, its members or its property.

**Section 6.** The Trustees shall appoint a Parish Clerk to maintain membership records and to supply figures and credentials as required by denominational organizations.

## **ARTICLE V: MEETINGS AND ELECTIONS**

**Section 1.** The Annual Meeting of the Society shall be held each year preferably on a Friday evening or on a Sunday. It shall be held on or after May 1 but no later than June 15. The Trustees, no later than the previous January, shall set the date of the Annual Meeting and shall publish that date by the end of February.

**Section 2.** A State of the Society informational meeting shall be called by the Trustees for the sole purpose of informing the members of the Society about issues that are of critical importance to the Society. This meeting shall be held on or after January 15 but no later than February 15 of each year.

**Section 3.** Special meetings of the Society (a) may be called by the Trustees and (b) shall be called by them upon the written request of fifteen members of the Society.

**Section 3** Notice of all meetings of the Society shall state the purposes, time and place of the meeting, and shall be mailed to all members not less than fifteen days before the day of the meeting. Action taken at special meetings shall be limited to the purposes for which the meetings were called.

**Section 4.** Thirty members eligible to vote and present shall constitute a quorum. Absentee ballots and voting by proxy shall not be allowed except under circumstances determined by the Trustees and included in the notice of the meeting.

### **Section 5. Officers of the Society**

- a. Officers are President, Vice President, Secretary, and Treasurer. All officers serve one-year terms and may serve consecutive terms. Only continuing and incoming Trustees are eligible to be President and Vice President.
  - The **President** presides at all meetings of the Society and of the Trustees, delegates responsibilities of the Trustees specified in Section 1 or as directed by the Trustees, and serves as an ex officio member of committees appointed by the Trustees.

- The **Vice President** presides in the absence of the President and may be directed by the President to assume other of the President's responsibilities.
  - The **Secretary** is responsible for keeping a record of the proceedings of the Society and of the Board, calling meetings when requested by the Trustees, notifying members of Society meetings, and performing other duties usually associated with the office as directed by the President or the Trustees. The Secretary may enlist the assistance of other members of the society and its staff in carrying out these responsibilities.
  - The **Treasurer** is responsible for the proper recording of all monies belonging to the Society, payment of all bills, proper recording of all transactions, including those of the endowment funds, monthly reports to the Trustees, and other duties usually associated with the office as directed by the President or the Trustees. The Treasurer may enlist the assistance of other members of the society and its staff in carrying out these responsibilities.
- b. The Society elects the President and the Vice President at the Annual Meeting. The Trustees appoint the Secretary and Treasurer. The Trustees may appoint assistant secretaries and assistant treasurers as needed.
  - c. If the office of President becomes vacant, the Vice President becomes President. If the office of Vice President becomes vacant, the Trustees fill the vacancy.
  - d. The Trustees publish the current responsibilities of each officer in a policy manual available to members of the Society.

#### **Section 6. Nominations**

- a. A Nominating Committee of three members is elected by the Society each year to serve one-year terms. Not more than two may be re-elected from the previous year unless the congregation had fewer than 125 voting members on the December 31 prior to the Annual Meeting.
- b. The Nominating Committee prepares a slate of candidates for the following positions for the coming year, one candidate per position:
  - Trustees and alternate
  - President and Vice President
  - The Chair of each council
  - Nominating Committee

The committee publishes its nominations at least 30 days before the Annual Meeting.

#### **Section 7. Elections**

Elections are held during the Annual Meeting by written ballot. Additional nominations may be made from the floor. Terms of office begin on July 1.

### **ARTICLE VI: BOARD OF TRUSTEES *[subject matter of old section 3 is at Art. V Sec. 5]***

#### **Section 1. Responsibilities**

- a. The Trustees shall have the care, custody, and control of the real and personal property of the Society and shall establish the policies necessary for the conduct of the programs and affairs of the Society.
- b. The Trustees shall receive recommendations from the Councils of the Society relating to the concerns of these councils.
- c. The Trustees shall maintain a manual containing the current policies and procedures under which the

affairs of the Society are conducted.

## **Section 2. Membership**

- a. The Board of Trustees consists of seven members of the Society elected by the Society to serve three-year rotating terms. No person may serve consecutive three-year terms unless the congregation had fewer than 125 voting members on the December 31 prior to the Annual Meeting. If a Trustee is absent for three consecutive regular meetings, that seat shall become vacant. The Trustees have the power to fill vacancies until the next annual meeting of the society.
- b. The Board also has one alternate Trustee elected by the Society to serve a one-year term, who may be re-elected. The alternate attends all Board meetings and participates fully in discussion, but votes only in the place of an absent Trustee.

## **Section 4. Meetings**

- a. The Trustees shall meet at least monthly for eleven months of the year at a regular time and place which they shall determine. Additional meetings may be called by the President or any three Trustees. All regular meetings shall require a seven-day notice to the Trustees and the Society. Five Trustees (including alternates) shall constitute a quorum.
- b. In an emergency, action may be taken by the President after polling a majority of the Trustees. Such action shall be subject to ratification at the next meeting of the Trustees.

## **Section 5. Accountability**

The Trustees shall be accountable to the Society, reporting at the Annual Meeting and as needed at special congregational meetings. The policies established by the Trustees, the records of the Secretary, and the books and accounts of the Treasurer shall be open to members of the Society.

# **ARTICLE VII: ORGANIZATIONS**

## **Section 1. Councils**

- a. A new Council may be created or an existing Council dissolved by the congregation. Any resolution creating a new Council shall specify its name, area of concern, membership, and the term of office of its Chair or membership, whichever shall be elected by the Society.
- b. Each Council shall coordinate for the Society an extensive area of concern that is substantially beyond the scope of a single committee. Committees and church organizations that address matters within a Council's area of concern shall be represented upon it and/or shall include at least one of its members.
- c. Each Council shall propose policies to the Trustees and establish priorities and goals regarding the council's area of concern, and shall initiate, facilitate, and coordinate activities consistent with them.
- d. Each Council shall meet at least quarterly. Each shall report to the Trustees quarterly, to the Society at the Annual Meeting, and at other times as directed by the Trustees or the Society.
- e. Either the Chair or Co-chairs of each Council shall be elected by the Society.
- f. Each Council shall be accountable to the Trustees for matters of policy and finance and to the Society for matters of priorities, goals, and activities.

## **Section 2. Committees**

- a. Ongoing Committees may be established by the Trustees and the Councils to carry out the continuing affairs of the Society. In establishing an Ongoing Committee, its creating body shall specify its name, purpose, and procedures for reporting. The creating body shall annually appoint the Chair and members of each Ongoing Committee. Ongoing Committees may form subcommittees outside of their own memberships.
- b. Special Committees may be created for specified purposes and for specified periods of time by the Trustees and the Councils. Unless otherwise specified in these bylaws, the Chair and membership of

each Special Committee shall be appointed by its creating body. In creating a Special Committee, the body shall specify its name, task, duration, and procedures for reporting.

### **Section 3. Other Church Organizations**

A group of members meeting regularly for some common purpose may petition the Program Council for recognition as a church organization. Recognition is at the discretion of the appropriate Council. Such recognition will carry with it representation on the appropriate Council and the privilege of meeting on the church premises. All church organizations shall be open to all members of the Society sharing their concerns and purposes.

***ARTICLE VIII [vacant: subject matter now in Article V; full bylaws will be renumbered when current ongoing revisions are otherwise complete]***

## **ARTICLE IX: MINISTERS**

### **Section 1. Search and Call**

- a. In seeking to call a professional minister (interims and interns excepted), the Society shall select a Search Committee of seven or more members. This committee shall seek and recommend a candidate, cooperating with the appropriate office of the Unitarian Universalist Association and following its procedures. The title, responsibilities, and terms of service of the ministerial position shall be proposed by the Board of Trustees.
- b. After such recommendation the minister shall be called and his or her compensation package approved by a written vote of 80% or more of the voting members present at a meeting of the Society called for that purpose. A written majority vote shall be required for the dismissal of the minister. The employment relationship between minister and Society may be terminated by either upon three months' notice.

### **Section 2. Rights and Responsibilities**

- a. The professional ministers shall have freedom of the pulpit. They shall be invited to attend all meetings of the Trustees and of such councils and committees as are appropriate to their ministerial positions. Each professional minister shall make a report to the Annual Meeting of the Society, bring to the attention of the Trustees any matters which seem to him or her pertinent to the general welfare of the Society, and make such recommendations as seem proper. The final decision in matters of policy, however, shall remain with the Trustees or the Society.
- b. The Senior Minister shall advise the Society in its determination of its mission and have general direction of the religious activities of the Society. The Senior Minister and the Trustees shall determine the use of the church buildings for religious purposes other than those of the Society. The Senior Minister is the chief administrator of the Society.
- c. The Minister for Religious Education shall have primary responsibility for developing, implementing, and managing the lifespan religious education program of the Society. Working in consultation and coordination with the Senior Minister, the Minister for Religious Education shall participate in the broader ministerial work of the Society.

**Section 3.** Ministers other than the Senior Minister and Minister for Religious Education (interns and interims excepted) shall be sought and recommended either by a special committee or by the Trustees; they shall be elected at a meeting of the Society. Their titles, responsibilities, and terms of service shall be proposed by the recommending body. Ministerial interns and interim ministers (when appropriate) shall be appointed by the Trustees.

### **Section 4. Committee on Ministry**

- a. A Committee on Ministry shall be chosen by the Trustees and the professional ministers to consult with and advise the professional ministers regarding their relations with the Society. The committee shall also work with the committees and councils of the Society to translate the church's mission and long-term goals

- into program, and to evaluate the effectiveness of the Society's ministry. The committee shall meet at least bimonthly. The committee's deliberations shall be confidential, but it shall report quarterly to the Trustees.
- b. The committee shall include three at-large members, selected by the Board and the professional ministers together and appointed to three-year rotating terms; one representative each from and appointed by each Personal Advisory Committee to one-year terms, renewable for up to three years; and a past President of the Society or former Chair of the Board of Trustees, selected by the other members of the committee and approved by the Board for a one-year term, renewable for up to three years. No at-large member may serve consecutive full terms. Vacancies shall be filled by appointment by the party or parties that appointed the member vacating the position. All terms begin July 1.
  - c. Each professional minister may have an individual Personal Advisory Committee of three or more members which shall be a sub-committee of the Committee on Ministry. The Personal Advisory Committees shall meet with the Committee on Ministry as needed.

**Section 5.** Upon recommendation of one of the professional ministers and after its affirmative vote, the Society may ordain individuals to the Unitarian Universalist ministry, provided these are graduates of accredited theological schools, recommended by their schools, and already in preliminary or full fellowship with the Unitarian Universalist Association.

## **ARTICLE X: FISCAL AFFAIRS**

### **Section 1. Endowment Funds**

- a. The Endowment Fund consists of those assets donated to or held by the Society and invested for long-term financial stability of the Society, its buildings, and its burial crypt.
- b. The Endowment Fund is invested so as to secure an annual income and a long-term accretion of value. It is invested as determined by the Trustees upon the recommendation of the Finance Committee, with major changes approved by the membership.
- c. Other funds donated for specific purposes may be separately invested and similarly managed.
- d. The Society may annually withdraw 5% of the average annual value of the Endowment Fund as income from the Fund, to be used primarily for maintenance of the Society's property. The Treasurer reports the average value of the Endowment Fund as of January 1 of each year, based on its closing values in the previous four quarters.
- e. Withdrawals beyond 5% from the Endowment Fund are limited to financial emergencies, such as major building repairs. Such withdrawals may only be taken when approved by two-thirds of the members of the Society present and voting.

### **Section 2. Fiscal Year**

The fiscal year begins July 1 and ends June 30.

### **Section 3. Budget**

The budget for each fiscal year is approved at the Annual Meeting that precedes that fiscal year. Individual items in the budget may be altered by congregational vote.-The Trustees monitor the budget and actual income and expenses throughout the year. Shortfalls in income or excesses in expenses that may emerge as a year goes on must be balanced by reducing expenses or by increasing income.

### **Section 4. Financial Controls and Accounting**

The Society follows internal control procedures suggested by the Unitarian Universalist Association and uses standard church accounting practices.

### **Section 5. Expenditures and Loans**

The Treasurer and the Trustees may delay expenditures until cash is available. Any surplus at the end of the fiscal year may be retained as a reserve for future years. The Trustees may authorize expenditures exceeding the budget by no more than \$10,000 and only to the extent that actual income exceeds the budgeted amount.

**Section 6. Social Concerns and Religious Purposes**

The Trustees may take appropriate social concerns into account in determining how to invest the endowment. They may also include within the proposed program budget of the church donations for social and religious purposes.

**ARTICLE XI: AMENDMENTS**

These Bylaws may be amended at any regular or special meeting of the Society by the vote of two-thirds of the members present and voting. Notice of proposed amendments shall be contained in the notice of the meeting.

**ARTICLE XII: DISSOLUTION**

**Section 1.** If at some future date this Society considers voting to disband and dissolve, its members are enjoined to remember that the Society is obligated to provide perpetual maintenance for its burial crypt. Any dissolution, voluntary or involuntary, must first commit any remaining assets of the Society to the perpetual maintenance of this crypt. Negotiations shall seek a suitable organization which, in exchange for the assets of the Society (or some portion thereof), will accept the obligations which this Society would be relinquishing by dissolution. Any assets in excess of requirements for crypt maintenance shall be transferred to a recognized Unitarian Universalist organization, which may also be the organization accepting crypt responsibility.

These provisions are not intended to inhibit any future merger of the First Unitarian Society with some other congregation if the merged society accepts responsibility for maintaining the crypt.

**Section 2.** Any action by the Society to merge or to dissolve shall require a two-thirds vote at a meeting specially called for that purpose and announced to the members in writing at least thirty days in advance.