

# THE UNITARIAN UNIVERSALIST SOCIETY OF MILL CREEK (DELAWARE)

## BYLAWS

### ARTICLE I - NAME

The corporate name of this congregation shall be the Unitarian Universalist Society of Mill Creek (Delaware).

### ARTICLE II - PURPOSE

The Unitarian Universalist Society of Mill Creek is a liberal religious community which explores and celebrates life through the spiritual, rational and emotional in ourselves, each other and the wider world. We are committed to living the Unitarian Universalist principles in all our relationships and welcome everyone to join with us in celebration and service.

The mission of the congregation is: *to be a community that invites you to awaken to Love.*

### ARTICLE III -- MEMBERSHIP

- Section 3.1 Any person may become a member of this congregation who is in sympathy with its purpose and has made a written request to the Membership Committee to be admitted to membership. Membership is open to all persons regardless of race, color, gender, sexual orientation, age, or national origin.
- Section 3.2 The initial membership of this congregation consists of the persons (all of whom signed the Charter by March 15, 1989) listed in Appendix A.
- Section 3.3 The chair of the Membership Committee shall record or cause to be recorded in the records of the congregation each written request to be admitted to membership within five days after it is received.
- Section 3.4 Each member shall be entitled to one vote who:
- (a) has attained the age of 18 years or has completed the Coming of Age program on or before the date of the meeting at which the vote is to be cast; and
  - (b) whose request to be admitted or readmitted to membership was recorded in the records of the congregation at least 35 days before the date of the meeting at which the vote is to be cast; and
  - (c) has made a financial contribution of record during the twelve month period preceding the meeting at which the vote is to be cast.
- Section 3.5 The membership of any member shall terminate:
- (a) Upon written request to withdraw by that member, or
  - (b) Upon written notice by the Membership Committee to the Board of Trustees that the member has died, moved away, or has been inactive for a period of twelve months.
  - (c) If it is the considered judgment of the full Board of Trustees with input from the Minister and the Membership Committee, that the person has acted and continues to act in a manner harmful to the organization's purpose and principles.

### ARTICLE IV - PROPERTY

- Section 4.1 The Society may receive, hold or dispose of any property, real or personal, which may be acquired in whatever manner, and invest and reinvest any funds held. The Board of Trustees shall have the power to manage all property in accordance with conditions specified herein and any more restrictive covenants imposed by donors. However, no

action shall be taken by or on behalf of the Society, which is a legally prohibited transaction or would result in the denial of the tax exemption under the Federal Internal Revenue Code Section 503 and its IRS Regulations now, or may hereafter be amended.

- Section 4.2 The Board of Trustees shall have the power to accept or reject any donations, gifts, subscriptions or bequests of real or personal property, subject to any restrictions which may be imposed by the donor. If accepted, the Board of Trustees shall provide for the maintenance and management of such property subject to those restrictions. If the donor does not specify the donation as a restricted gift, the Board of Trustees shall consider it to be an unrestricted gift.
- Section 4.3 One or more investment funds may be established to receive restricted and unrestricted donations, gifts, subscriptions and/or bequests intended to provide for the Society's more permanent uses and future operations. Restricted funds may be co-mingled and shall be invested according to the judgment of the Board of Trustees. Earnings from investment of such funds, unless restricted by the donor, shall be transferred to the operating fund for continuing operations of the Society, as specified by the Board of Trustees. Disbursement of the corpus of restricted funds shall be restricted to the stated purpose of each restricted fund and shall be authorized only by a majority vote at an official meeting of the Board of Trustees. To disburse these funds for any purpose other than that stated for the fund, a special procedure shall be required. Action shall be taken at two congregational meetings called for that purpose with at least twenty-six (26) weeks and not more than fifty-four (54) weeks separating the two meetings. A vote by three-fifths (60%) of the voting members present at each meeting shall be required for approval.
- Section 4.4 Funds given or bequeathed to the Society for which no specific purpose or intent is expressed by the donor shall be administered by the Board of Trustees as unrestricted gifts. Use of the funds is at the discretion of the Board of Trustees up to \$10,000, over which a congregational vote is required as outlined in Article 7, section 7.6 of the by-laws.

#### **ARTICLE V - DENOMINATIONAL AFFILIATION**

This congregation shall be a member of the Unitarian Universalist Association. It is the intention of this congregation to make annual financial contributions equal to its full fair share as determined by the Association.

#### **ARTICLE VI - CONGREGATIONAL POLICY**

Ultimate authority to make any decision concerning congregational policy or action is vested in the legal membership of the congregation.

#### **ARTICLE VII -- MEETINGS**

- Section 7.1 The dates of the regular non-business meetings of the congregation shall be determined by the congregation or by the Board of Trustees.
- Section 7.2 The annual business meeting shall be held each year at some time between April 1 and June 30 and at such a place within the State of Delaware as shall be fixed by the Board of Trustees. The purpose of the annual business meeting shall be to hear reports of officers and staff, to elect new trustees, including the President and nominating committee members, and to adopt an annual budget.
- Section 7.3 Special business meetings may be called at any time by the Board of Trustees and shall be called upon the written request of any five members of the congregation who are entitled to vote.

- Section 7.4 The business to be transacted at all business meetings shall be set forth in the notice of the meeting, which shall be communicated to all members at least twenty days prior to the meeting. Multiple communication channels will be used. Communication channels may include announcements, newsletters, email, and post to assure that all members are aware of the business meeting. No business shall be conducted at a special meeting which was not set forth in the notice of that meeting. All official meetings of the congregation or of the Board of Trustees shall be open to all members.
- Section 7.5 Votes at any business meeting shall be cast by each member in person; there shall be no absentee ballots.
- Section 7.6 The number of members entitled to vote which shall be required for a quorum shall be determined as follows: the total number of members entitled to vote shall be divided by five, and the resulting quotient shall be rounded up to the nearest odd number.

### **ARTICLE VIII - TRUSTEES**

- Section 8.1 A Board of seven Trustees shall be elected by the voting members. The Board of Trustees shall be responsible for the shaping of all administrative policies of the congregation not otherwise specified in these bylaws. The administration of the property and of the funds of the congregation shall be vested in the board. The Board shall so govern the congregation that the congregation maintains its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or any succeeding statute of similar import), except that in the event of a conflict between the requirements of Section 501 (c) (3) (or its successor) and Article 11 of these bylaws, Article 11 shall prevail.
- Section 8.2 The Board shall consist of three Trustees elected in odd years, three Trustees elected in even years, and a President. Each member of the Board shall be elected to a term of two years, commencing on the first day of the fiscal year next following the annual meeting at which the member was elected, and continuing until the end of the last day of the second succeeding fiscal year, unless earlier terminating pursuant to other provisions of these bylaws. The term and manner of election of the President are set forth in Article IX. Except in the case of a member of the Board removed from office by a vote of the congregation or in the case of voluntary resignation, each member of the Board shall continue in office until his or her successor has been duly elected or appointed
- Section 8.3 No Trustee shall serve consecutive terms. Any Trustee shall be eligible to serve a second or subsequent term after one year has elapsed from the end of the term to which the Trustee was most recently elected or appointed. The meetings of the Board shall be conducted in accordance with Robert's Rules of Order, Newly Revised (most recent edition), and the President shall act as Chair at such meetings. In the absence or disability of the President, the Vice-President shall temporarily assume and perform all of the duties of the President until the President is able to resume his/her duties. If the President resigns, or is permanently disabled as determined by a majority vote of the Board of Trustees, the Vice-President shall assume the position of President for the remainder of the unexpired term.
- Section 8.4 The Trustees shall submit to the annual meeting a complete report of the financial affairs of the congregation.
- Section 8.5 Four members of the Board of Trustees shall constitute a quorum. For this purpose, ex officio members of the board shall not be counted. A meeting of the Board of Trustees may be called by the President, or by any three of its members, or by resolution taken at a previous meeting. The Secretary shall give notice of each meeting to all members of the Board.

- Section 8.6 A majority of the Board of Trustees shall have authority to fill vacancies in the Board; however, vacancies occurring during the thirty day period prior to the annual meeting shall be filled by the annual meeting.
- Section 8.7 At a special meeting called for the purpose, the congregation may remove from office any member of the Board of Trustees by a two-thirds Vote of the members present.

#### **ARTICLE IX -- OFFICERS**

- Section 9.1 The congregation shall have a President, a Vice-President, a Secretary, and a Treasurer. The duties of each office shall be those specified in section 465 of Robert's Rules of Order, Newly Revised (most recent edition). Each officer shall be a member of the Board of Trustees. Only voting members of the congregation shall be eligible to hold any of these offices.
- Section 9.2 The President shall be elected by the congregation at the annual meeting. The President shall be eligible to serve a subsequent term. Beginning July 1, 2008 the elected President will serve a term of two years and will be eligible to serve a subsequent term of two years. No person shall serve more than two consecutive terms as President.
- Section 9.3 The Vice-president, Secretary and the Treasurer shall be elected by the Board of Trustees from among its members as the first item of business at the first meeting of the Board in each fiscal year. Each of these officers shall be elected to serve a term of one year.

#### **ARTICLE X -- COMMITTEES**

- Section 10.1 The congregation shall maintain the following standing committees: Finance Committee; Religious Education Committee; Religious Service Committee; Membership Committee, Nominating Committee, and Committee on the Ministry.
- Section 10.2 The Board of Trustees may create other committees as it sees fit. Any committee so created may be abolished by the Board of Trustees.
- Section 10.3 Each committee chair shall be appointed by and serve at the pleasure of the Board of Trustees for a minimum term of one year. Only members of the congregation entitled to vote shall be eligible to be committee chairs. The membership of each committee shall be appointed by the committee chair.
- Section 10.4 A Nominating Committee consisting of three persons shall be elected by the congregation at each annual meeting. No officer of the congregation shall serve on the Nominating Committee. The Nominating Committee shall propose candidates, to be voted on at the succeeding annual meeting, for:

- (a) members of the Board of Trustees to replace members whose terms are expiring;
- (b) the President in the years when the term in office is completed; and
- (c) members of the Nominating Committee for the succeeding fiscal year.

The Nominating Committee shall meet as necessary to develop the slate of candidates at least twenty days prior to the annual meeting.

In the event a vacancy occurs on the Board of Trustees during the thirty day period prior to the annual meeting, the Nominating Committee shall meet as soon as practicable thereafter and before the annual meeting to propose a candidate to fill that vacancy. In the event of a vacancy occurs on the Board of Trustees during any other time, the Board of Trustees shall request the Nominating Committee propose candidates for a Board of Trustee appointment to fill the vacancy.

In the event a vacancy occurs on the Nominating Committee, a majority of the Board of Trustees shall have authority to fill the vacancy

#### **ARTICLE XI --PARLIAMENTARY PROCEDURE**

All business meetings of the congregation shall be conducted pursuant to the rules of parliamentary procedure as set forth in Robert's Rules of Order, Newly Revised (most recent edition).

#### **ARTICLE XII -- MINISTER**

- Section 12.1 The Minister shall be responsible, in collaboration with the Religious Service Committee, for the conduct of worship within the Society and for the Society's spiritual interests and affairs. The minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The minister shall be in fellowship with the Unitarian Universalist Association.
- Section 12.2 The Minister shall be an ex-officio non-voting member of the Board of Trustees and all other committees of the Society except for the Nominating Committee. The Minister shall not be a member of the Nominating Committee.
- Section 12.3 The Minister shall be called by at least an 80% majority of the members entitled to vote present at a meeting called for that purpose. A quorum for such meeting shall be 40% of the members entitled to vote, rather than as specified in Section 7.6.
- Section 12.4 Dismissal of the minister shall require a majority of the members entitled to vote at a meeting called for that purpose. A quorum of such meeting shall be 40% of the members entitled to vote, rather than as specified in Section 7.6. If the minister offers his or her resignation, at least three months notice must be given, except as the Board may allow a shorter period of time. Terms of dismissal or resignation shall be defined in a contract of employment.

#### **ARTICLE XIII -- FISCAL YEAR**

The fiscal year of the congregation shall end June 30.

#### **ARTICLE XIV -- AMENDMENTS**

These bylaws, so far as allowed by law, may be amended or replaced at any meeting of the congregation by the vote of two-thirds of those present and voting. No change to these bylaws shall be valid unless notice of the change was given in the notice of the meeting at which the change was voted on.

#### **ARTICLE XV -- DISSOLUTION**

Should this congregation cease to function and the membership vote to disband, the assets of the congregation shall be transferred to the Unitarian Universalist Association for its general purposes.

#### **ARTICLE XVI -- EFFECTIVE DATE**

These bylaws shall become effective upon adoption by the incorporator.

Note: The Society is incorporated under the laws of the State of Delaware as a not-for-profit corporation without capital stock. The registered office in the state of Delaware is 609 Ramsey Road, Hockessin, DE 19707. The registered agent in charge thereof is David Staats. The mailing address of the Society is 579 Polly Drummond Hill Road, Newark, DE 19711. The original bylaws were adopted unanimously at a meeting of the congregation February 13, 1989.

The Bylaws were amended on the following dates: April 11, 1990; May 17, 1998; May 20, 2007; May 22, 2011; May 3, 2015; June 2, 2019.