

# BYLAWS OF PEOPLES CHURCH UNITARIAN UNIVERSALIST

## MISSION STATEMENT

Leading compassionate lives through spiritual growth and just action.  
*(Adopted by congregational vote, December 2017.)*

### I. NAME AND PURPOSE

1. The name of this religious organization shall be The Peoples Church. In all public use the name of the church shall be displayed as Peoples Church Unitarian Universalist.
2. The Peoples Church of Cedar Rapids is a fellowship of seekers after truth, bound by no dogma, restricted by no creed.
3. The purpose of this community is to bring religious liberals into closer acquaintance and cooperation. Relying upon reason as our guide, and upon freedom as our method, we seek to grow in understanding of ourselves and of our world and to promote and serve the universal human family.
4. Our underlying convictions are: that religious and scientific truth can be compatible, that the democratic process should guide all human relations, and that each individual has an inherent dignity and the right to freedom of belief unfettered by any prescribed creed. It is further the purpose of this association, through group study, service, work, and recreation, to foster liberal religious attitudes and living, development of character, and enrichment of spirit.

### II. APPLICABILITY OF BYLAWS

Any previous bylaws which were in effect will be replaced by the following new bylaws, effective the date said new bylaws are approved by the Church membership.

### III. DENOMINATIONAL AFFILIATION

The society shall be a member of the Unitarian Universalist Association and of its regional organization.

### IV. COVENANT OF RIGHT RELATIONS

The Peoples Church Covenant of Right Relations defines how the members and staff agree to treat each other individually and as a congregation. The Covenant of Right Relations shall be a living document and may be changed or amended. All proposed changes or amendments must be approved by majority vote of the membership at a meeting where notice has been given in accordance with Article VI. Any existing Covenant of Right Relations in effect at the adoption of this article will remain in effect until changed under these provisions. All current and future members of Peoples Church will be asked to agree to use the Covenant in their interpersonal relationships.

## **V. MEMBERSHIP**

1. Membership in Peoples Church is a privilege open to any person who covenants to abide by UU Principles and the Peoples Church Covenant of Right Relations.
2. A membership policy shall be published further outlining the process of becoming a member and the privileges and responsibilities thereof. Other categories of participation may also be defined in the membership policy. The Membership Policy shall also define processes for enforcement of the Covenant of Right Relations.
3. The right to make motions, second motions, and vote at membership meetings shall be reserved for members in good standing, as defined in the Membership Policy.
4. A member may withdraw from membership by giving written notice to the church administrator, a board officer, or the minister.
5. All persons who are currently members of Peoples Church on the date of the adoption of these Bylaws and all additional persons who are thereafter accepted as members shall constitute the membership of Peoples Church.

## **VI. CHURCH MEETINGS**

1. The Church will hold two Congregational Meetings each year, each at a time and place to be determined by the Board of Trustees.
  - a. The official Annual Meeting will take place on the third weekend of May.
  - b. A secondary meeting will take place on the first full weekend of December.
  - c. Written notice of these meetings, stating the purpose and business to be taken up at the meeting, shall be deposited in the United States mail at Cedar Rapids, Iowa, 14 full days prior to the date of the meeting. Such notice shall be mailed to

each member at the most current address known or on file.

2. Any and all business of every kind may be transacted at the Congregational Meetings, regardless of whether the proposed business is set forth in the written notice sent out. There are only three cases in which written notice *must* be provided in order for the business to be addressed at the meeting: (a) adoption, amendment, or repeal of any bylaw; (b) the termination of the minister's contract; and (c) changes or amendments to the Covenant of Right Relations.
3. Special Congregational Meetings may be called by the president, or by any three members of the board of trustees, or by petition of any twenty-five members. Written notice of such meetings shall be governed by the same rules governing regular Congregational Meetings. No other matter may be considered except that listed in the notice.
4. Voting by general or limited proxy shall be permitted at all Congregational Meetings. No person shall be entitled to vote more than one proxy, and proxies shall be in writing and filed with the secretary before being exercised. No absentee ballot may be employed.
5. A quorum for any regular or special Congregational Meeting shall exist if at least twenty percent of the members having a right to vote (as shown by the Church records) are present in person or by proxy. All issues shall be resolved by a simple majority vote of those in person or by proxy unless these Bylaws provide a contrary rule.

## **VII. BOARD OF TRUSTEES**

1. Board Election
  - a. The Board of Trustees shall consist of five at-large Trustees and the President. At-large Trustees shall be elected for staggered 2-year renewable terms; the President shall be elected for a renewable term of one year. Elections will take place at the official Annual Meeting. The newly elected Board members shall replace outgoing Trustees and take up their duties as of that date.
  - b. To be nominated and elected as an at-large Trustee, a person must be a member in good standing and at least 18 years of age. In addition to these requirements, to be nominated and elected as President a person is required to have had at least one year of previous service on the Board of Trustees.
  - c. The President can be re-elected to additional, consecutive one-year terms up to a total of four consecutive one-year terms. After serving the fourth consecutive

term as President, that individual may not be re-elected as President until having been off the Board in any capacity for a minimum of one year. At-large Trustees may be elected to one additional consecutive term of 2 years. After serving a second consecutive term as Trustee, that individual may not be re-elected until having been off the Board in any capacity for a minimum of one year.

- d. Nominations for President and/or Trustees may come from the floor at the Annual Meeting.

## 2. Board Vacancy

If a member of the Board of Trustees resigns from the Board or is unable to fulfill their term, the vacancy can be addressed in one of two ways. One: The President of the Board may nominate a candidate to serve the remainder of the vacated term; the remaining Trustees of the Board must approve the nomination by a majority vote; this newly approved Board member is allowed to run for up to two consecutive 2-year terms upon completion of their fill-in term. Two: The vacancy may remain unfilled until the next regularly scheduled election.

## 3. Board Authority and Responsibility

- a. The Board has authority and responsibility to:
  - i. maintain a high-level, strategic, future-oriented focus
  - ii. write and enforce policies for the smooth governance of the church
  - iii. keep and publish an accurate record of the transactions of all congregational meetings of the membership and business meetings Board of Trustees
  - iv. collect the names of all members wishing to run for the Nominating Committee, recruiting candidates if need be
  - v. resolve any matter or situation not otherwise covered in these bylaws or existing policy
  - vi. establish standing committees and form special committees or task forces if needed to address particular concerns of the Board; these committees will have duties defined by the Board and be responsible to the Board for carrying them out

- vii. designate the broad expense categories to which Endowment Fund proceeds will be applied, e.g., operating expenses, capital improvements, program development, etc.
  - b. The Board of Trustees shall serve as the Board of Directors of the church corporation, known and registered with the Iowa Secretary of State as The Peoples Church, and shall have the rights, powers, duties, and responsibilities of directors of the corporation. Meetings of the Board of Trustees shall for purposes of the church corporation be regarded as meetings of the Board of Directors.
- 4. Limited authority of the Board of Trustees to purchase or spend
  - a. The Board of Trustees shall have authority to spend up to a maximum of 25% of the approved budget for any given year on projects *other than* those covered in said budget.
  - b. In the event the Board proposes to spend more than said 25% for any reason (e.g., capital expenditures for improvements to the present church plant, the acquisition of other property, etc.), the Board shall submit its proposals at a meeting of the Church for the membership's vote.
  - c. It shall require an affirmative vote of 75% of the congregation at a meeting to authorize the proposed expenditure. Otherwise, the proposal or proposals of the Board of Trustees shall stand rejected.
- 5. Board Meetings

The Board of Trustees shall meet once per month or more frequently as called by the President or Vice-President. A quorum consisting of not fewer than four of the elected Board members is required before business can be conducted at these meetings.

## **VIII. CHURCH OFFICERS**

The Board of Trustees will operate with four Officers: an elected President, a Vice-President, a Secretary, and a selected Treasurer who may or may not be a member of the Board.

- 1. Officers' Responsibilities
  - a. The primary responsibilities of the officers are as follows:
    - i. The President will ensure that all Board and congregational meetings are run effectively and according to Church policy. They will also represent the Church to the public as needed or as requested by the Minister.

- ii. The Vice-President will fill in for the President as needed.
  - iii. The Secretary will ensure thorough notes are made of proceedings at Board and congregational meetings, and that said notes are readily accessible to all congregants.
  - iv. The Treasurer will report on the Church's financial status at the official Annual Meeting of the Church.
- b. Specific duties and responsibilities may be spelled out in the Peoples Church Policies addressing the Board Governance Process.

## 2. Early End of Term

An Officer may resign by giving notice in writing to all Trustees. An Officer may also be removed, with or without cause, by action of two-thirds of the Trustees. Any such resignation or removal shall be effective when a notice of resignation is received or a resolution to remove has been adopted, unless a later effective date is specified in such resignation notice or resolution. Officer vacancies shall be filled for the remainder of the unexpired term as soon as practicable by nomination and election, as described in the first paragraph of Article VII above.

## **IX. THE MINISTER**

### 1. Vacancy

In the event of a vacancy:

- a. A Ministerial Search Committee of 5 - 7 members shall be appointed by the Board.
- b. This Committee will recommend a candidate for a new called minister according to UUA guidelines and procedures.
- c. The Board of Trustees shall advise said committee of the compensation it may offer a candidate for settled minister, based on the approved congregational budget.

### 2. Approval of Candidate

For the purpose of approving a candidate for minister, a quorum of 40% of the membership must be present in person or by proxy at a meeting held for the purpose of

calling a minister. The recommended candidate for minister must be approved by a minimum of 95% of those present.

### 3. Tenure

The called minister shall be considered to have indefinite tenure.

### 4. Dismissal

To dismiss a minister, a meeting shall be called with at least 40% of members in attendance; a minimum of 75% of these members must vote to dismiss. In the event of dismissal, the minister's compensation shall be continued for not fewer than three months subsequent to the month in which such vote is taken.

### 5. Interim

An Interim Minister may be hired and utilized during the Ministerial Search Process in accordance with UUA Guidelines applicable to the Ministerial Search Process.

### 6. Resignation

Any called or contracted minister shall give three months notice when tendering resignation, unless a shorter period is mutually agreed upon.

### 7. Committee or Team Membership

The minister shall serve as an ex officio member of all committees except the Nominating Committee and the Search Committee.

### 8. Other Employees

The Minister shall have the power to hire, supervise, and terminate any and all employees (other than a called Minister) in accordance with Peoples Church policies.

## **X. DISSOLUTION**

Should this Church cease to function, any assets of the Church will be transferred to the Unitarian Universalist Association for its general purposes. This transfer will be made in full compliance with whatever laws are applicable.

## **XI. NOMINATING COMMITTEE**

1. Membership:

- a. The Nominating Committee consists of 3 - 5 Church members in good standing.
- b. Up to four of these members are elected by the congregation at the Annual Meeting to serve one-year, renewable terms. The Board will select a member of the Board to also serve on the Nominating Committee.
- c. One member is a Board representative; the others are members at large.
- d. Church members in good standing may nominate themselves or be nominated by another member of the church or by the Board.
- e. Nominations may be made from the floor at the Annual Meeting.

2. Vacancy:

- a. If a member at large of the Nominating Committee cannot serve out their term, the vacancy (a) need not be filled or (b) may be filled by appointment by the Board.
- b. If the Board representative of the Nominating Committee cannot serve out their term, the Board of Trustees will appoint a replacement.

3. Responsibilities:

The Nominating Committee shall:

- a. recruit and select qualified nominees for the Board positions whose terms will expire at the end of the year
- b. secure at least as many candidates as there are Board positions to fill
- c. allow nominations from the floor to be accepted
- d. work with the Board throughout the year to identify and develop opportunities for leadership development within the congregation

**XIII. ENDOWMENT FUND**

1. Endowment Established

The church shall have one or more separate Endowments to assure the long-range financial future of the church, to help the church manage and survive financial emergencies, and to be used to further the needs and mission of the church.

## 2. Bequests

Contributions to the Endowment(s) may be designated by the donor for a special purpose, provided such special purpose is approved by the Board of Trustees at the time of the contribution to the Endowment Fund(s). Income derived from such contributions will be allocated, insofar as it is possible to track, to the donor's designated purpose.

## 3. Undesignated Funds

Funds received by the church not designated for inclusion in the Endowment may, at the discretion of the Board of Trustees, be transferred to the Endowment Fund(s).

## **NOTES ON AMENDMENTS TO THE BYLAWS**

Peoples Church Unitarian Universalist Bylaws Creation and Updates:

May 1977, May 1979, May 1982, May 1988, May 1990, May 1992, May 1996, January 1997, May 1998, May 1999, May 2003, February 2004, May 2007, March 2009, May 2010, December 2013, May 2014, May 2015, May 2019

May 2007: Changed the ex officio status of the Minister to include the finance committee. Board President: Bryan Davis.

March 2009: Changed the board to 9 members with 3-year terms and the Nominating Committee to be elected by the congregation. Re-wrote the Committee on Ministry and included into it the DRE Relations Committee. Board President: Susan Elliott Bryan.

May 16, 2010: The Congregation of Peoples Church voted to approve the Board of Trustees' suggested changes to the ByLaws as follows: The Board of Trustees of PCUU shall also serve as the Board of Directors of the church corporation, known and registered with the Iowa Secretary of State as the Peoples Church and shall have the rights, powers, duties, and responsibilities of directors of the corporation. Meetings of the Board of Trustees shall for purposes of the church corporation be regarded as meetings of the Board of Directors.

The following change to the ByLaws, after discussion, was approved: The Minister shall have the power to employ, supervise, and terminate any and all employees (other than a called Minister) with the advice and consent of the Board. The congregation approved to append the Articles of Incorporation to the ByLaws. Board President: Mary Huneke (outgoing)

May 15, 2015: General revision, updating and reformatting of the bylaws to be consistent with current or best practice. Addition of article III, Covenant of Right Relations. Board President: Bryan Davis

May 2019: General updating of bylaws to more effectively support the Policy Governance instituted at Peoples Church as part of our Developmental Ministry. Board President: Kathleen Mavity.

August 2019: Updates in response to legal counsel with Larry Thorson. Board Secretary: David Miessler-Kubaneck.