

CEDAR LANE UNITARIAN UNIVERSALIST CHURCH

BYLAWS

Approved by the Congregation May 21, 2017
Revised June 5, 2022

ARTICLE I. IDENTITY

SECTION 1. NAME.

The name of this religious community is Cedar Lane Unitarian Universalist Church.

SECTION 2. LEGAL STATUS.

The church is a non-profit entity incorporated in the State of Maryland according to the document titled "Articles of Incorporation of Cedar Lane Unitarian Universalist Church."

SECTION 3. AFFILIATIONS.

This church is affiliated with the Unitarian Universalist Association of Congregations (UUA), its subsidiary divisions, or their respective successors. The church affirms its independence and autonomy, both as to individual freedom of belief and congregational freedom of decision and action.

SECTION 4. GOVERNANCE.

The church shall be governed in the conduct of its affairs by the Articles of Incorporation, these Bylaws, and policies established by the Board of Trustees ("Board") under its authority.

ARTICLE II. PURPOSE

We join together as a liberal religious caring community in order to:

- A. Pursue our spiritual journeys independently and in fellowship;
- B. Serve as an intentionally welcoming congregation with respect and love for all people;
- C. Act to advance social justice; and
- D. Affirm the principles of Unitarian Universalism.

ARTICLE III. MEMBERSHIP

SECTION 1. ELIGIBILITY

1. Membership is open to any individual, sixteen years of age or older, who concurs with the Unitarian Universalist Principles and the purposes of this congregation, and engages in the activities of the congregation.
2. Members eighteen years of age or older may vote on amendments to the Articles of Incorporation, or any other business matter that may be reserved by law to persons eighteen years of age or older.

SECTION 2. REQUIREMENTS

An individual becomes a member upon:

- A. Signing the membership book in the presence of a minister, the board president, or the president-elect; and
- B. Demonstrating an ongoing engagement in the activities of the congregation.

SECTION 3. VOTING

A new member is eligible to vote in congregational meetings 60 days after becoming a member as set forth above.

SECTION 4. CONTINUATION

Membership shall continue as long as they have been engaged in the activities of the congregation within the preceding eighteen months, or until the individual resigns by giving written notice to any member of the senior staff.

SECTION 5. REMOVAL

A member may be removed from membership by a two-thirds vote of the Board for actions that threaten the well-being of the congregation. The member shall have the right to be heard by the Board prior to the vote.

SECTION 6. CATEGORIES

The Board may establish by policy other categories of membership, including a hardship exemption.

ARTICLE IV. CONGREGATION

SECTION 1. MEMBERS

Members of the congregation in service of the purposes of the church participate in the congregation's ministries and governance.

SECTION 2. AUTHORITY

Members of the congregation shall have the authority to:

- A. Elect members of the Board of Trustees, the assistant treasurer, the assistant secretary, and members of the Nominating and Leadership Development Committee;
- B. Elect four members of the search committee for a senior minister;
- C. Call a senior minister;
- D. Dismiss a senior minister;
- E. Amend these Bylaws and the Articles of Incorporation;
- F. Dissolve the congregation; and
- G. Act as outlined elsewhere in these Bylaws.

SECTION 3. REPRESENTATION

Members of the congregation enjoy freedom in their words and beliefs so long as they do not, either expressly or by implication, in public or in private, indicate they speak for the congregation, unless the congregation has given them the specific authority to do so.

ARTICLE V. CONGREGATIONAL MEETINGS

SECTION 1. GENERAL SPECIFICATIONS

1. Congregational meetings may be called by the Board as deemed necessary.
2. Notice of any meeting shall be given at the church service prior to the announced date, and prominently posted in the building two Sundays prior to the announced date, and shall be sent in hard copy or by electronic means to all members at least 10 days in advance.
3. The president shall preside.
4. Each member is entitled to one vote. All decisions, unless otherwise specified in these Bylaws, are made by majority vote.
5. Before voting, members will sign in to record their attendance at the meeting.
6. Proxy votes are not permitted.
7. The secretary shall certify a current list of qualified voters, oversee the distribution of voting materials, and make the certified list available for inspection.
8. Any inadvertent error or irregularity in deciding on or listing the qualified voters shall not invalidate any action taken.
9. Except for elections, voting may be verbal or by show of hands, unless a written ballot is specifically requested up to the time of the vote.

SECTION 2. ANNUAL MEETING

1. An annual congregational meeting shall be called by the Board for the purpose of conducting congregational business, including but not limited to the election of trustees

and Nominating and Leadership Development Committee members and the adoption of the annual operating budget.

2. The annual congregational meeting shall be held prior to the beginning of the next fiscal year at a time and place fixed by the Board.
3. One-tenth of the members entitled to vote, but not fewer than 50, will constitute a quorum for the transaction of business.
4. In addition to the regular nomination process, members may nominate candidates from the floor provided written consent of the potential nominee has been obtained.
5. Newly elected members of the Board and Nominating and Leadership Development Committee shall assume office at the beginning of the next fiscal year.

SECTION 3. SPECIAL MEETINGS

1. The Board shall call a special meeting on receiving the written request of one-tenth of the members entitled to vote.
2. Only those items given advance written notice may be considered.
3. All other general specifications for congregational meetings shall apply.

ARTICLE VI. BOARD OF TRUSTEES

SECTION 1. AUTHORITY.

1. The Board of Trustees is the governing body of the church.
2. All trustees shall be voting members of the church who have been members for at least one year and have served on at least one committee or ministry team for at least six months.
3. The Board may speak publicly on behalf of the congregation only with specific congregational authority.
4. The Board may speak publicly as the Board by majority vote.

SECTION 2. COMPOSITION

The Board shall consist of nine to thirteen members.

SECTION 3. TERMS

1. Trustees-at-large shall be elected for three-year terms, which shall begin at the start of the fiscal year immediately following their election.
2. One third of the trustees-at-large shall be elected each year at the annual meeting.
3. An elected trustee may be re-elected to the Board after a hiatus of two years.

SECTION 4. POWERS

The Board may exercise all powers incident to their general supervision and direction of the affairs of the church as are consistent with state and federal law, the Articles of Incorporation, these Bylaws, and the Board policy manual.

SECTION 5. MEETINGS OF THE BOARD

1. Meetings of the Board as a collective body for the transaction of the business of the church shall be open to any member.
2. The trustees may meet in executive session to take any action they deem necessary to further the interests of the church or to protect the well-being or reputation of any individual. The trustees, at their discretion, may restrict in whole or in part the disclosure of the discussion record. Any decisions made or actions taken shall be recorded and made available in the minutes of the Board.
3. A quorum for the conduct of business shall be a majority of the trustees.
4. The trustees shall make the secretary's official record of all board meetings available for inspection by any church member.

SECTION 6. VACANCIES

In the event of a vacancy on the Board, excepting that of the president, the Board shall, with the advice of the Nominating and Leadership Development Committee, appoint a qualified member of the congregation to serve the remainder of the vacated term.

SECTION 7. TERMINATION

1. A trustee who resigns shall notify the Board in writing.
2. A trustee may be removed from the Board for cause by a two-thirds vote of the Board. Written notice shall be given to the challenged trustee at least seven days prior to the date of the special Board meeting called for that purpose. The trustee shall have the opportunity to be heard at the meeting prior to the vote.

ARTICLE VII. OFFICERS OF THE BOARD OF TRUSTEES

SECTION 1. PRESIDENT

1. The president assumes office at the start of the fiscal year following one year's service as president-elect, as outlined in VII.2.1.
2. The president shall:
 - a. Preside at all meetings of the congregation, Board, and Executive Committee;
 - b. Vote only to break a tie in any vote of the Board;

- c. Execute any legal instruments as authorized by the congregation or the Board on behalf of the church;
 - d. Represent the church in interactions with other organizations and agencies; and
 - e. Perform other duties customary to this office or as may, from time to time, be conferred by the Board.
3. Trustees eligible to be president shall be those whose voting term would not extend beyond three years.
4. In the event of a vacancy in the office of president, the president-elect shall become president, and the Board shall promptly elect a new president-elect from their number.

SECTION 2. PRESIDENT-ELECT

1. The Board shall, before the end of each fiscal year, elect one of their number to serve as president-elect for one year, to be followed immediately by one year as president.
2. The president-elect shall:
 - a. Assist the incumbent president as requested;
 - b. Perform the functions of the president in the temporary absence or inability of the president;
 - c. Succeed to the office of president in the event of a vacancy in that office; and
 - d. Serve on the Executive Committee.
3. Trustees holding the positions of secretary and treasurer are not eligible for election as president-elect.

SECTION 3. IMMEDIATE-PAST PRESIDENT

The immediate-past president may serve for one additional year as a non-voting member of the Executive Committee.

SECTION 4. SECRETARY

1. The secretary assumes this position at the start of the fiscal year following one year's service as assistant secretary, as outlined in VII.4.3.
2. The secretary shall:
 - a. Record, maintain, preserve, and make available an accurate record of the proceedings of all meetings of the congregation, Board, and Executive Committee;
 - b. Certify the list of members qualified to vote at each meeting of the congregation and preserve a copy with the minutes of that meeting;
 - c. Cause to be maintained a list of the members of the congregation with their current complete contact information; and
 - d. Perform other duties customary to this office.
3. Each year at the annual meeting the congregation shall elect an assistant secretary who will serve for one year, followed immediately by one year as secretary.
4. The assistant secretary shall:

- a. Assist the secretary as requested;
 - b. Perform the functions of the secretary in the temporary absence or inability of the secretary; and
 - c. Succeed to the office of secretary in the event of a vacancy in that office.
5. A person completing this two-year sequential term is eligible for reelection following a one-year hiatus.

SECTION 5. TREASURER

1. The treasurer assumes this position at the start of the fiscal year following one year's service as assistant treasurer, as outlined in VII.5.3.
2. The treasurer shall ensure the timely and adequate management and reporting of financial resources, except endowment funds, to enable the Board to monitor and maintain the church's fiscal health. The treasurer shall:
 - a. Advise the Board of any significant financial matters that require action by the Board;
 - b. Present a financial report at the annual meeting;
 - c. Perform all other duties customary to this office or as prescribed or bestowed by law or the Board; and
 - d. Transfer all records which are not maintained elsewhere, to the administrative office at the end of the term.
3. Each year at the annual meeting the congregation shall elect an assistant treasurer who will serve for one year, followed immediately by one year as treasurer.
4. The treasurer shall serve the following year as the chair of the Financial Policy Committee.
5. The assistant treasurer shall:
 - a. Assist the incumbent treasurer as requested;
 - b. Perform the functions of the treasurer in the temporary absence or inability of the treasurer; and
 - c. Succeed to the office of treasurer in the event of a vacancy in that office.
6. A person completing this three-year sequential term is eligible for reelection following a two-year hiatus.

SECTION 6. OTHER OFFICERS

The Board may, from time to time, appoint other officers from their number who shall perform such duties as the Board specifies in writing.

SECTION 7. EXECUTIVE COMMITTEE

1. The president, president-elect, secretary, treasurer, and immediate-past president, if serving, shall constitute the Executive Committee of the Board.
2. The purposes of the Executive Committee are to:
 - a. Prepare Board meeting agendas;

- b. Expedite matters between meetings of the Board; and
 - c. Act for the Board in the event of an emergency or when a measure requiring swift action prevents a timely meeting of the full Board.
3. The Executive Committee shall keep minutes of any meeting where action is taken and report such action to the Board at its next regular meeting.
4. The president or any two members may call a meeting of the Executive Committee.
5. A quorum shall be a majority of its members.

ARTICLE VIII. MINISTERS

SECTION 1. SENIOR MINISTER

1. The senior minister is responsible for the conduct of worship services and for spiritual leadership and guidance of the congregation in accordance with the overall purposes of the church.
2. The senior minister provides programmatic and administrative leadership to advance the purposes of the congregation.
3. The senior minister ensures appropriate care of the people and of the material resources of the church.
4. The senior minister serves as head of staff.
5. The senior minister is a non-voting ex-officio member of the Board and of all committees except the Nominating and Leadership Development Committee and a search committee for a new senior minister.

SECTION 2. SELECTION OF A SENIOR MINISTER

1. When the position of senior minister becomes, or is about to become vacant, the Board shall initiate the process to fill the vacancy, in accordance with the guidelines of the UUA.
2. The senior minister candidate shall be called by not less than a four-fifths majority of the members voting by written ballot at a properly noticed congregational meeting.

SECTION 3. ADDITIONAL MINISTERS AND OTHER SENIOR STAFF

1. The senior minister may hire additional ministers or other senior staff.
2. To fill any of these positions the senior minister shall nominate a search committee for appointment by the Board. The senior minister shall guide the search committee in developing candidate recommendations, then select and present a final candidate to the Board for approval.

SECTION 4. TERMS AND CONDITIONS

1. The terms and conditions of the senior minister's employment shall be set forth in a written letter of agreement entered into by the minister and the Board as consistent with these Bylaws.

2. A minister or senior staff member shall report to the senior minister and serve under the terms and conditions set forth in a written letter of agreement with the senior minister. This letter shall be reported to the Board.
3. The congregation guarantees all ministers freedom of the pulpit as well as freedom to express personal opinion outside the pulpit.
4. All ministers shall be and remain in fellowship with the Unitarian Universalist Association.
5. The conduct of all ministers shall accord with the Code of Professional Practice adopted by the Unitarian Universalist Ministers Association.
6. The senior minister's services may be terminated if a resolution signed by one-fifth of the qualified voting members of the church is subsequently adopted by two-thirds of the members casting written ballots at a congregational meeting called for this purpose. This special meeting requires a quorum of two-fifths of the voting members.

ARTICLE IX. MEMBER LEADERSHIP

SECTION 1. NOMINATING AND LEADERSHIP DEVELOPMENT COMMITTEE

1. The Nominating and Leadership Development Committee is a permanent committee elected by and accountable to the congregation.
2. Members of the Nominating and Leadership Development Committee must be members in good standing of the church.
3. The Nominating and Leadership Development Committee shall nominate candidates for the Board, the Nominating and Leadership Development Committee, and for other positions when directed by the Board.

SECTION 2. STANDING COMMITTEES

1. The Board maintains standing committees to provide them regular expert counsel on policy matters, without delegating governance authority or oversight.
2. The Board shall regularly appoint the members and chairs of each standing committee.
3. Standing committees shall assist the Board in accordance with their Board-approved charters and in response to requests from the Board.

SECTION 3. TASK FORCES

1. The Board may establish a task force when it has need of a strategic group to handle a specific issue that would benefit from member expertise.
2. Task forces shall have a predetermined length of service, which the Board may extend if necessary.

SECTION 4. MINISTRY TEAMS

1. Ministry teams work to fulfill the purposes of the church.

2. The church maintains ministry teams including, but not limited to, worship, lifespan religious education, social justice, pastoral care, and diversity and inclusiveness.
3. New ministry teams may be formed at the initiative of senior staff or a group of at least three members who formally apply to the senior minister or appropriate senior staff for recognition.
4. The chair of a ministry team must be a member of the church in good standing.
5. Each ministry team shall report to an assigned staff member.

ARTICLE X. FINANCE

SECTION 1. FISCAL YEAR

The fiscal year of the church is from July 1 to June 30.

SECTION 2. OPERATIONS

Any person carrying a financial responsibility on behalf of the church shall act to ensure its tax-exempt status under local, state and federal law.

SECTION 3. BUDGET

1. Senior staff shall develop a proposed budget based on board priorities.
2. The Board shall hold at least one congregational meeting to discuss budget issues prior to Board approval.
3. At the annual congregational meeting, the Board shall present its proposed operating budget for a congregational vote.
4. The Board shall maintain policies to govern any material changes in the approved budget.
5. There shall be an annual canvass for pledges, unless otherwise determined by the Board.

SECTION 4. FISCAL DECISIONS

1. The senior minister, together with other senior staff in their specialized areas, shall be responsible for day-to-day fiscal decisions within the parameters of the budget.
2. The Board shall maintain and the staff shall follow written policies and procedures to preserve and protect the congregation's assets and avoid any possible misuse of church funds.
3. Through the treasurer, senior staff shall keep the Board fully and regularly informed of the church's ongoing financial status.
4. The Financial Policy Committee shall regularly advise the Board on matters of financial oversight and long range financial planning.

SECTION 5. ENDOWMENT FUND

1. The church shall maintain an endowment fund to help secure, strengthen, and advance the purposes of the church.
2. The Endowment Committee shall manage the endowment fund.
3. Annual endowment disbursement or any other endowment expenditure requires Board decision.
4. Endowment disbursements in any year shall not exceed 5% of the 13-quarter rolling average of asset values as of the close of the preceding calendar year unless a larger disbursement has been approved by a two-thirds vote of the members voting at a properly noticed congregational meeting.
5. No disbursement shall be made that would cause the endowment's value to fall below \$1 million. The endowment's value is determined by the 13-quarter rolling average of asset values as of the close of the preceding calendar year.

SECTION 6. FINANCIAL REVIEW

1. The chair of the Financial Policy Committee, with the Board's concurrence, shall arrange for a review of the financial records at least annually.
2. The Board shall arrange for an external review of church financial records and processes by a professional accounting firm at least every five years.
3. The Board shall make the results of any financial review available to the congregation.

SECTION 7. INDEMNIFICATION

The church shall fully indemnify its trustees, officers, and senior staff to the extent permitted by law and shall purchase and maintain insurance on their behalf.

ARTICLE XI. AMENDMENT

SECTION 1. REVIEW

The Governance Committee shall review these Bylaws as directed by the Board, but no less often than every five years.

SECTION 2. PROPOSALS

Bylaws amendments may be proposed by the Governance Committee, the Board, or by petition of ten percent of the voting members of the congregation.

SECTION 3. ADOPTION

Bylaws are amended by a two-thirds vote cast at a meeting of the congregation, after the text of the proposed amendments has been given along with the proper notice.

ARTICLE XII. PARLIAMENTARY GUIDANCE

SECTION 1. RULES

Robert's Rules of Order, Newly Revised will guide meetings of the congregation where applicable and not inconsistent with these Bylaws or any special rules of order the congregation may adopt.

SECTION 2. PARLIAMENTARIAN

The president may appoint a parliamentarian for any meeting of the congregation.

ARTICLE XIII. DISSOLUTION

SECTION 1. METHOD

The church may be dissolved by a majority vote of the Board, followed by a two-thirds affirmative vote of the members present at a special meeting called for that purpose, or by a majority of all members eligible to vote, whichever is less.

SECTION 2. DISPOSAL OF ASSETS

In the event of dissolution, the Board shall, after paying or making provisions for the payment of all liabilities of the church, transfer all remaining assets to the Unitarian Universalist Association of Congregations or its successors.

ARTICLE XIV. RECORDING

These Bylaws and all amendments will be entered in the record book referred to in the Articles of Incorporation, immediately following the Articles.

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