



# FIRST UNITARIAN CHURCH OF PITTSBURGH

Ellsworth and Morewood Avenues      Pittsburgh, Pennsylvania 15213

## Bylaws

### ARTICLE I -- Membership

**Section 1:** The members of this corporation shall be composed of those persons who, being eligible for membership, shall have signed the official membership book.

**Section 2:** All persons who are fourteen years of age or over and who are desirous of becoming members of this corporation shall be eligible to do so. There shall be no creedal requirements for membership.

**Section 3:** Any member desiring to resign from this corporation may do so by addressing a written communication to that effect to the Board of Trustees. The name of such resigning member shall then be struck from the official membership book. The names of members who permanently move away or cease participating in church affairs may also, by action of the Board of Trustees or a committee thereof, be struck from the membership book unless they request otherwise, after a reasonable effort has been made to determine their wishes.

**Section 4:** Only a member of the corporation who meets any one of the following conditions shall be entitled to vote either in person or by proxy at any meeting of the members of the corporation:

- (a) a member who is less than 24 years of age;
- (b) a member who has, or through his or her pledging unit has, paid and/or pledged to the corporation for the then current fiscal year, or paid in the immediately preceding fiscal year of the corporation, an amount at least equal to the amount the Board of Trustees of the corporation has determined is payable by each member who is over twenty four (24) years of age to reimburse the corporation fully for the aggregate amount it has paid and anticipates paying to denominational associations during such current fiscal year; and
- (c) a member who because of financial condition is exempted by the Board of Trustees of the corporation, or the minister, from making any financial contribution to the
- (d) corporation.

## **ARTICLE II -- Congregational Meetings**

**Section 1:** The annual meeting of the members of this corporation shall be held during the month of May of every year at such day, hour, and place in the City of Pittsburgh as shall be fixed each year by the Board of Trustees.

**Section 2:** Special meetings of the corporation may be called at any time by the president of the corporation, or by vote of the Board of Trustees, or by a call signed by twenty-five (25) members of the corporation.

**Section 3:** All voting members of the corporation who have been admitted to membership at least 30 days before the day set for any annual or special meeting shall be entitled to vote at said meeting.

**Section 4:** Fifty (50) members who are entitled to vote shall be a quorum for the transaction of business at all meetings of the corporation. A list of all present and entitled to vote at any meeting of the corporation shall be made by the secretary and shall be filed among the documents of the corporation. This list must show that a quorum was present.

**Section 5:** Written notice of every meeting of the members of the corporation shall be given by, or at the direction of, the person(s) authorized to call the meeting, to each member of record entitled to vote at the meeting, at least eight (8) days before the day set for said meeting, which shall include the two Sundays immediately preceding. In the case of special meetings, said notice shall contain a brief statement of the purpose(s) for which the meeting is called, and the business transacted at said meeting shall be confined to the purposes stated in the notice of the call.

**Section 6:** A quorum being present, the order of business at the annual meeting of the corporation shall be as follows: (a) Minutes of the last annual and of all intervening special meetings; (b) President's report; (c) Minister's report; (d) Treasurer's report; (e) Filing of written reports by organizations and standing and special committees; (f) Unfinished business; (g) Elections; and (h) New business.

**Section 7:** The Board of Trustees may, prior to any meeting of the corporation, request the Nominating Committee to nominate a member of the corporation, other than the President or Vice Presidents, to preside as moderator for any part or all of such meeting.

**Section 8:** At a congregational meeting to be held in December, the Board of Trustees shall present the voting membership with a proposed budget for the next fiscal year.

## **ARTICLE III -- Board of Trustees**

**Section 1:** No person shall become a member of the Board of Trustees until s/he shall have been a voting member of the corporation for at least one (1) year. Members of the Board shall be elected for a term of three (3) years. No trustee who has served twenty-four or more consecutive months shall be eligible for reelection until after an interval of one year.

**Section 2:** The members of the Board of Trustees shall be reduced in number from eleven to nine and shall be elected as follows: Four trustees having been elected for three-year terms at the annual meeting of 2001, three successors shall be elected at the annual meeting of 2004 and every third year thereafter. Three successors of the four trustees whose terms expire in 2002 shall be elected at the annual meeting of 2002 and every third year thereafter. The successors of the three trustees whose terms expire in 2003 shall be elected at the annual meeting of 2003 and every third year thereafter.

**Section 3:** Election of trustees shall be held at the annual meeting and shall be by ballot, after the nomination of not fewer than the number to be elected. Nominations shall be made by the Nominating Committee, described in Article III, Section 4, following the procedure set forth in that same Section.

Any other eligible voting member of the corporation may be nominated for the office of trustee, provided such nomination is made in writing signed by at least ten (10) members of the corporation eligible to vote at the annual meeting and provided such nomination is filed with the secretary at least three (3) days prior to such meeting.

No voting member of the corporation may be nominated without his or her consent.

At the annual meeting each voting member shall be entitled to vote for as many trustees as are to be elected. Those nominees receiving the highest number of votes shall be declared elected. A tie vote shall be determined by another ballot.

After the election of trustees, the secretary shall notify each new trustee of his or her election, and of the time and place of the first meeting of the Board of which s/he was elected a member.

Vacancies occurring in the Board of Trustees between annual meetings shall be filled by the Board of Trustees from names submitted by the Nominating Committee.

**Section 4:** No person shall become a member of the Nominating Committee until s/he shall have been a voting member of the corporation for at least one (1) year. No Nominating Committee member who has served twenty-four or more consecutive months shall be eligible for reelection until after an interval of one year. The Nominating Committee shall consist of nine (9) members and shall be elected in the following manner: All nine members shall be elected at the annual meeting of 1990. Three shall be elected for one-year terms, three for two-year terms and three for three-year terms.

Election of members of the Nominating Committee shall be held at the annual meeting and shall be by ballot, after the nomination of not fewer than the number to be elected. Nine (9) nominations for the Nominating Committee shall be submitted by the Nominating Committee at the 1990 annual meeting. Thereafter the Nominating Committee shall nominate three people each year for a term of three years.

Any other eligible voting member of the corporation may be nominated for the Nominating Committee on nomination from the floor at the annual meeting. voting member of the corporation may be nominated without his or her consent.

At the annual meeting beginning in 1991 each voting member shall be entitled to vote for three (3) members of the Nominating Committee. Those nominees receiving the highest number of votes shall be declared elected. A tie vote shall be determined by another ballot.

Vacancies occurring in the Nominating Committee between annual meetings shall be filled by the Board of Trustees).

It shall be the duty of the Nominating Committee to post a call for nominations not less than sixty (60) days before the annual meeting next occurring. After receiving suggestions from the voting members of the corporation, the Committee will prepare a list, not fewer than the number to be elected, of nominees for new trustees and for new Nominating Committee members, which list shall be posted at the church not later than ten (10) days prior to the annual meeting. Nominations for trustee other than those made by the Nominating Committee shall likewise be posted as soon as they are received.

**Section 5:** The minister, the secretary and the treasurer shall be ex officio members of the Board of Trustees but shall have no vote on questions presented to the Board and shall not be counted in determining whether or not a quorum is present. It shall be the duty of said ex-officio members to attend all meetings of the Board. But the Board may ask one or more of them to absent themselves when matters peculiarly personal to them are under discussion.

**Section 6:** The first meeting of the new Board shall be he held within seven days after the annual meeting, the retiring trustees and officers elected by them holding office until such meeting of the new Board. The newly elected trustees shall assume office at such meeting. The temporary presiding officer at such meeting shall be the retiring president.

Regular monthly meetings of the Board shall be held at such place and according to such schedule as the Board may from time to time determine. Meetings may be postponed by the President and Vice president or by one of them in the absence of the other upon notice to the other members. The Board may, if it so desires, omit regular meetings in the months of July and August.

**Section 7:** Special meetings of the Board of Trustees may be held at any convenient time and place by giving at least six (6) hours' notice of the time and place of such meeting to each trustee either by word of mouth, telephone, telegraph or notification sent by mail at least forty-eight (48) hours before the time of the proposed meeting. Any and all business may be transacted at any special meeting of the Board, irrespective of the particular purpose for which the meeting was called. The president, or in his or her absence the Vice President, or any three members of the Board may call any such special meeting.

**Section 8:** A majority of the members of the Board of Trustees then in office shall be considered a quorum for the transaction of all business at any regular or special meeting.

**Section 9:** The Board of Trustees shall determine the order of business for its meetings.

**Section 10:** Any vacancy occurring in the Board of Trustees or in the Nominating Committee, shall be filled by the Board of Trustees from a list submitted by the Nominating Committee of those persons who are eligible and have consented to serve out the unexpired term.

#### **ARTICLE IV — Officers**

**Section 1:** The officers of this corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and in the discretion of the board, one or more assistant secretaries, assistant treasurers, and assistant controllers. These officers shall be chosen at the first meeting of the Board of Trustees or as soon thereafter as can conveniently be done.

**Section 2:** The President shall be chosen by the Board of Trustees from among its own members. The person so chosen shall be President of the corporation, except as provided in Article II, Section 7, above and of the Board of Trustees, and shall exercise all the functions usually pertaining to the office of president of a corporation.

**Section 3:** The vice presidents shall be chosen by the Board of Trustees from among its own members. The person so chosen shall perform the functions of president in the president's absence, and shall perform such other duties as shall be assigned to them by the Board.

**Section 4:** The secretary shall be chosen by the Board of Trustees from among the voting members of the corporation. The person so chosen shall be secretary of the corporation and of the Board of Trustees, shall act as secretary at all meetings of the corporation and of the Board of Trustees, and shall exercise, subject to the direction of the Board of Trustees, all the functions usually pertaining to the office of secretary of a corporation.

**Section 5:** The treasurer shall be chosen by the Board of Trustees from among the voting members of the corporation. The person so chosen shall be treasurer of the corporation and, subject to the direction of the Board of Trustees, shall exercise all the functions usually pertaining to the office of treasurer of a corporation.

**Section 6:** The controller shall be chosen by the Board of Trustees from among the voting members of the corporation. The person so chosen shall be controller of the corporation and, subject to the direction of the Board of Trustees, shall exercise all the functions usually pertaining to the office of controller of a corporation.

**Section 7:** The assistant secretary or assistant secretaries, the assistant treasurer or assistant treasurers, and the assistant controller or assistant controllers shall, in the order of rank, if there be more than one assistant to a particular office, perform the duties of his/her/their respective superiors if the need arises, and shall perform such other duties as may be assigned to them by the Board of Trustees.

**Section 8:** Other officers, committees and employees may be appointed or employed as from time to time may seem suitable to the Board of Trustees, for the better carrying out of the purposes and objectives of this corporation.

## **ARTICLE V — Powers and Functions of Trustees**

**Section 1:** Except as otherwise provided in Article VI hereof, all the property of the corporation of whatever kind and wherever situated shall be under the control and management of the Board of Trustees. But the Board shall have no power to dispose of, sell, or mortgage the estate belonging to the corporation without the consent of the members of the corporation obtained at a regular or special meeting duly called according to these Bylaws.

**Section 2:** All ordinary business of the corporation shall be under the sole care and management of the Board of Trustees. Extraordinary and unusual business of the corporation shall be under the care and management of the Board of Trustees subject to the consent and control of the congregation.

**Section 3:** The Board of Trustees is authorized to collect all moneys due the corporation and to put the same into the hands of the treasurer. Said Board is authorized to pay all debts of the corporation by checks signed by the president and treasurer of the corporation, or in their absence, by such other persons as the Board may appoint.

**Section 4:** The Board of Trustees is authorized to borrow sums of money without consent first being obtained from the corporation, provided that the sum so borrowed, when added to any previous sums of like character still owing, shall not exceed five thousand dollars (\$5,000). In computing this limit, any loans secured by real property other than the church building and grounds are to be specifically excluded.

**Section 5:** The Board of Trustees shall have sole power to determine what persons or organizations, in and out of the church, may use the church, for what purposes and under what conditions.

## **ARTICLE VI -- Endowment Fund** *(amended, Nov. 20, 2005)*

**Section 1:** There is hereby established an Endowment Fund of the corporation to consist of (a) donations or bequests made or to be made by contributors who have in writing to the corporation or by will indicated that such donations or bequests are for the purposes of the Endowment Fund and (b) any securities in which such donations or bequests and income on securities constituting part of the Endowment Fund are invested.

**Section 2:** Except as provided in this Section and Section 3 of this Article, the assets of the Endowment Fund shall remain intact and not be expended for any purpose. Commencing in the year 2005, the Board of Trustees may expend in any fiscal year assets of the Endowment Fund, not to exceed 3.5% of the average year-end net value of the Endowment Fund at the close of the three preceding calendar years. The “net value” of the Endowment Fund is the market value of

the assets held in the name of the Endowment Fund, plus any amounts then owed to the Endowment Fund from the General Fund, minus any amounts then owed from the Endowment Fund to the General Fund. Any such use of the assets of the Endowment Fund shall be for the general operating expenses of the corporation or such other purpose or purposes related to the affairs of the corporation as the Board of Trustees in its discretion shall from time to time determine.

**Section 3:** The assets of the Endowment Fund may be expended for any purpose or purposes related to the affairs of the corporation provided that such expenditure is first proposed by the Board of Trustees at any regular or special meeting thereof and thereafter is approved at any annual or special meeting of the corporation by a two-thirds majority vote (members being permitted to vote in person or by written proxy) of all the members of the corporation present at the said meeting either in person or by written proxy, the purpose or purposes for which the expenditure is proposed to be made and the amount thereof to be outlined in the notice of the particular meeting at which such action is to be considered.

**Section 4:** An Endowment Committee consisting of three members, at least one of whom shall be a member of the Board of Trustees, appointed from time to time by the Board of Trustees, shall supervise the raising of moneys for the Endowment Fund. An Investment Committee consisting of five members of the corporation, at least two of whom shall be members of the Board of Trustees, appointed from time to time by the Board of Trustees, shall supervise the investment of funds constituting the Endowment Fund.

## **ARTICLE VII — The Minister and Assistant or Assistants to the Minister**

The minister shall be chosen and his/her initial salary determined by a vote of the voting members of the corporation qualified under Article II, Section 3, at a regularly called meeting; and a vote of such members shall be necessary for his/her dismissal or the acceptance of his/her resignation. In the case of vacancy in the office of minister, it shall be the duty of the Board of Trustees to see that the pulpit is filled until a new minister is chosen by the members. The Board of Trustees may choose one or more assistant ministers and fix his/her or their salaries.

## **ARTICLE VIII -- Seal**

**Section 1:** The seal of this corporation shall be a circular device with the words "The First Unitarian Church of Pittsburgh" around the circumference thereof, and the words "incorporated 1890" in the center thereof

**Section 2:** An impression of said seal shall be placed herewith in the official corporate book of the corporation.

## **ARTICLE IX -- Non-discrimination**

We affirm and promote the participation of any person in our activities without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age or national origin.

## **ARTICLE X -- Amendments**

**Section 1:** These Bylaws, or any part thereof, may be repealed, altered, amended, revised or added to at any time in the following manner:

- (a) The Board of Trustees at any regular or special meeting of the Board, or the corporation at its annual meeting or at any special meeting called for the purpose, may, by a majority vote of those voting members present, propose an amendment. At the next regular or any special meeting of the corporation following such proposal, either by the Board or by the corporation at the last preceding meeting, the corporation shall consider and act upon the proposed amendment.
- (b) Except as provided in subsection (c) below, the proposed amendment, with or without change, shall become part of the Bylaws of the corporation if adopted by a two-thirds majority vote of those voting members present in person.
- (c) In the case of an amendment to Article VI hereof a two-thirds majority vote of all the voting members of the corporation shall be required for its adoption. In this case, voting members of the corporation may vote in person or by written proxy, but voting members present by written proxy at such meeting shall not be counted for the purpose of determining whether or not a quorum is present for the purpose of organizing such a meeting.

**Section 2:** Notice of the proposed amendment or amendments shall be given with the notice of the meeting at which the amendment or amendments are to be presented to the voting members of the corporation for their action.

**(Bylaws incorporating amendments adopted through and including November 20, 2005)**