#### FIRST UNITARIAN CHURCH OF PITTSBURGH

# 605 Morewood Avenue, Pittsburgh, Pennsylvania 15213

#### **BYLAWS**

# Draft of Revisions 9/16/20

#### ARTICLE 1 - Name and Purpose I - The Church

## **Section 1: Name**

The <u>fficial name of the institution is theoname of this Congregation is The</u> First Unitarian Church of Pittsburgh (also referred to in this document as "the Congregation").-

Section 2: It will be referred to in this document as the "congregation."

## **Section 2: Denominational Affiliation**

The First Unitarian Church of Pittsburgh will maintain membership in the Unitarian Universalist Association of Congregations (UUA).

# **Section 3: Church Polity**

The ultimate authority for all matters pertaining to The First Unitarian Church of Pittsburgh rests with the Members. The Members elect a Board of Trustees ("Board") and delegate to the Board responsibility for the ordinary business of the Congregation, including the care and management of financial and other resources and operational policies and structures.

# Section 3: 4: Purpose

The purpose of the First Unitarian Church of Pittsburgh is to be a spiritual home for Unitarian Universalists and friends and to represent and promote Unitarian Universalist values in the Pittsburgh region. We gather as the congregation of the First Unitarian Church of Pittsburgh to discern, explore, and reflect on our responses to the questions life asks of us; to celebrate our life passages in shared sorrow and shared joy; and to live and act according to our deepest and highest values. We aspire to create ever-widening circles of compassion and connection within our congregation and in the larger community.

## **ARTICLE II – Nondiscrimination and Inclusion**

We affirm and promote the participation of any person in our activities without regard to sex, age, race, ethnicity, national origin, range of abilities, gender identity, affectional or sexual orientation, financial means, education, or political perspective. We intentionally welcome all persons without requiring adherence to any belief or creed. These inclusive practices apply to all of the activities of our Congregation and inform all of our decisions, including our employment decisions and the calling, installation, and retention of our Minister.

We commit to structuring Congregational life in ways that empower and enhance everyone's participation. We foster a climate of purposeful inclusion where all can feel safe, valued, cared for, and

given an opportunity to form meaningful connections and ever-widening circles of solidarity and mutual respect.

# ARTICLE # \_ Membership-

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

**Section 2:** All persons who are eighteen (18) years of age or over and who are desirous of becoming members of this congregation will be eligible to do so, except for those who have been removed for cause from the congregation. There shall be no creedal requirements for membership.

**Section 3:** Any member desiring to resign from this congregation may do so by sending written-communication to that effect to the Board of Trustees or the Minister. Members who permanently-move away or cease participating in church affairs for at least two years, and who have already been-removed from the list of voting members in accordance with Section 4, may be removed from membership by the Minister after a reasonable effort has been made to determine their wishes.

**Section 4:** Voting members of the congregation are those members who meet at least one of the following conditions:

- (a) A member who, individually or with a pledging unit, has paid and/or pledged to the congregation for the current fiscal year, or paid in the immediately preceding year, an amount at least equal to the amount the Board of Trustees of the congregation has determined is payable by each member and who is twenty-four (24) years of age or older.
- (b) A member who is at least eighteen (18) years of age and under the age of twenty-four (24) and is involved in the life of the congregation;
- (c) A member who is twenty-four (24) years of age or older, but is exempted by the President of the Board of Trustees or the Minister from making any financial contribution to the congregation due to extenuating financial circumstances.

# Section 5:

- (a) Voting members are entitled to vote at any meeting of the members of the congregation.
- (b) Only voting members are eligible for approval by the Board of Trustees as delegates representing the congregation in the meetings of the Unitarian Universalist Association of Congregations, such as General Assembly.

# **Section 1: Eligibility**

Membership in The First Unitarian Church of Pittsburgh is open to all persons who are at least 18 years of age and who indicate understanding of and sympathy with the church's covenantal statement of purpose. No creedal test is required.

# Section 2: Becoming a Member

One becomes a Member by signing the Membership Register in the presence of the Minister or the President of the Board, or by special arrangement at the Minister's discretion. This action is a commitment to the covenantal statement of purpose of The First Unitarian Church of Pittsburgh. This commitment indicates an intention to participate in church activities and to provide an annual financial contribution to the church. A Member becomes eligible to vote 45 days after signing the Membership Register.

# **Section 3: Membership Roll**

The Treasurer of the Board of Trustees will review the Membership Roll at least annually to ensure that it accurately reflects the church's membership. To continue to be carried on the Membership Roll, a Member is required to have made a financial contribution of record (i.e., a contribution associated with the Member by name) during the previous year. The Board President and Minister have the authority to grant waivers of this requirement.

# **Section 4: Termination of Membership**

A Member may resign membership by written request to the Minister or any Officer of the Board of Trustees. Membership may be terminated by the Board for actions causing or threatening harm to the Congregation, to property of the Congregation, or to any individuals associated with the Congregation. A Member is removed from the Membership Roll upon death.

# ARTICLE ##-IV - Congregational Meetings

## **Section 1: Annual Congregational Meeting**

AnThe congregation will hold a minimum of two congregational meetings a year: an Annual Congregational Meeting of Members and a Budget Meeting. The Annual Meeting of the members of this congregation will be held during the month of May of every year at such day, hour, and place in the City of Pittsburgh as will be fixed each year in the Spring at a time, date, and location determined by the Board of Trustees. Notice of the meeting will contain a summary of the business to be conducted and the names of any nominees submitted by the Nominating Committee or by petition to be voted upon at the meeting.

# **Section 2: Budget Meeting**

The A Budget Meeting will be held annually at a time and, date established, and location determined by the Board who will present the membership with a of Trustees to inform the Congregation about the proposed budget for the next fiscal year. For all congregational meetings, the agenda will be determined by the Board of Trustees. Notice of this meeting will be given at least 14 days before the meeting date.

No vote is taken on the budget at the Budget Meeting.

Section 2: The order of business at the Annual Meeting of the congregation will be as follows:

- (a) Minutes of the last Annual Meeting 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 as defined in advance by the agenda.

**Section 3:** The Board of Trustees may, prior to any meeting of the congregation, request the Nominating Committee to appoint a voting member of the congregation, other than the President or Vice-President(s), to preside as moderator for any part or all of such meeting.

# Section 4: 3: Special Congregational Meetings

Special meetings of the congregation Congregational Meetings may be called at any time by the President of the Board of Trustees, or by a petition signed by 20% percent (20%) of the voting mMembers of the congregation. At least 50% percent (50%) of the petitioners must be physically present at the time of establishing a quorum for the meeting Special Congregational Meeting is established.

# **Section 4: Notice of Congregational Meetings**

Notice of all Congregational Meetings will be given by email or U.S. mail to all Members at least 14 days before the meeting date. The notice will include a statement of the purpose(s) of the meeting and the required quorum. The business transacted at the meeting will be confined to the purposes stated in the notice.

**Section 5:** All voting members of the congregation who have been admitted to membership at least 45-days before the day set for any annual or special meeting will be entitled to vote at said meeting.

# Section 6: 5: Quorum

Quorum for the transaction of business at all meetings of the congregation will require a minimum of 25-percent (25%) of the voting membership be present or have submitted valid proxies in accordance with Article III, Section 7. A quorum for the normal transaction of business at all Congregational Meetings requires that a minimum of 25% of the Membership either

- (a) is present to vote by a show of hands, by voice vote, or by ballot, or
- (b) has submitted valid online ballots, absentee ballots, or proxies in accordance with Article IV, Section 6.

The Board Secretary will prepare aA list of all present and Members who are entitled to vote at any Congregational Members of the congregation will be made by the Board Secretary and. A list of those participating and voting will be filed with the minutes of the meeting among the documents of the Ceongregation to show that a quorum was present at the Meeting. This list must show that a quorum was present. A quorum of 40% of the Membership is required for Congregational Meetings that are

called for the purpose of calling or dismissing a Minister, dissolving the Congregation, or proceeding with a real estate transaction.

## **Section 6: Online, Absentee, and Proxy Votes**

A Member may submit a vote by secure online ballot, absentee ballot, or proxy. Voting procedures will be explained in the meeting notice. A Member may hold only one (1) proxy at a given Congregational Meeting.

Section 7: At the discretion of the Board of Trustees, as announced in advance of said meetings, voting members may elect to participate in congregational meetings by absentee ballot or proxy. No voting member may hold or vote more than one proxy. Absentee ballots and proxy forms must be submitted to the Board Secretary no later than thirty minutes prior to the start of a congregational meeting to be considered valid. Valid absentee ballots and proxies are considered in determining a quorum.

Section 8: Written notice of every meeting of the members of the congregation 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 fourteen (14) days before the day set for said meeting, which will include the two Sundays immediately preceding. In the case of special meetings, said notice will contain the full agenda and a statement of the purpose(s) for which the meeting is called. The business transacted at said meeting will be confined to the purposes stated in the notice of the call.

#### ARTICLE IV -- V - Board of Trustees

#### **Section 1: Duties**

All ordinary business of the corporation shall be under the sole care and management of the Board of Trustees or of designees assigned by the Board. The Board of Trustees is the Congregation's fiduciary agent, operating as a single unit in service of the Congregation's mission. The Board works in partnership with the Minister to ensure the institutional health and well being of The First Unitarian Church of Pittsburgh. The Board, or its designees, is responsible for oversight and management of the Congregation's business. The Board of Trustees defines all gGoverning Ppolicies and policies regarding hiring and managing of staff, is responsible for the collection and payment of monies, disposition and use of church property, and any other matters pertaining to governance that are not otherwise stipulated addressed under these Bylaws or our the aArticles of Incorporation.

# **Section 2: Eligibility**

Individuals who have been <u>voting mM</u>embers of the <u>cC</u>ongregation for at least two (2) consecutive years are eligible to be elected to the Board of Trustees. No <u>tT</u>rustee who has served <u>twenty-fourfor 24</u> or more consecutive months is eligible for re-election until after an interval of one <u>(1)</u> year.

## **Section 3: Size and Term**

The Board of Trustees consists of nine (9) elected mMembers plus ex-officio members as specified in Section 45 of this Article. Elected mMembers will serve three-year terms, with three (3) new mMembers being elected each year to replace three (3) who will be completeing their terms.

# **Section 4: Election and Vacancies**

<u>Trustees are elected by ballot</u><u>Election of trustees will be held</u> at the Annual <u>Congregational</u> Meeting and will be by ballot, after the nomination of not fewer than the number to be elected.

- (a) <u>Thominations will be made by the Nominating Committee</u>, described in Article <u>VI</u>, Section 3, <u>will</u> followngi the procedure set forth in that <u>same</u> section <u>to make nominations for the Board of Trustees</u>. Any other eligible <u>voting M</u>member of the <u>Ceongregation may be nominated for the office of <u>T</u>trustee, provided <u>that</u> such nomination is (i) made in writing, (ii) signed by at least <u>ten (10)10 voting M</u>members of the <u>Ceongregation</u>, and <u>provided such nomination(iii)</u> is filed with the Secretary of the Board of <u>Trustees</u> at least <u>fifteen (15)21</u> days <u>prior to such meetingbefore the Annual Congregational Meeting</u>. No <u>voting member of the congregation one</u> may be nominated without their consent.</u>
- (b) At the Annual Congregational Meeting, each voting Mmember is entitled to vote for as many Ttrustees as are to be elected. Those nNominees receiving the highest number of votes will be declared elected. A tie vote will be determined by another ballot. After the election of tTrustees, the Secretary will notify each new tTrustee of their election, and of the time and place of the first meeting of the Board of which they were elected a member. The newly elected Board members will take office as of July 1 following the meeting at which they are elected. As soon as possible on or after July 1, the newly elected and continuing Board members will meet in executive session to elect Board Officers.
- (c) Any vacancy on the Board of Trustees that occurs between after the Annual Congregational Meetings will be filled, with approval by the Board of Trustees, of by a name submitted person nominated by the Nominating Committee.
- (d) If approved by the Board President, a Trustee may enter a Leave of Absence for up to six (6) months.

  During a Leave of Absence, a Trustee is not included when determining a quorum as described in Section

  6. As defined in Section 3, time spent in a Leave of Absence still counts towards the number of elected

  Board members and to an individual's time served as an elected Board member.
- (e) Failure of an Officer or Trustee to attend three (3) consecutive regular Board meetings or four (4) of any six (6) consecutive regular Board meetings (unless on approved Leave of Absence or due to exceptional circumstances and with approval from the Board President) will be considered an automatic resignation from the Board without further action or notice. Board members may be removed by two-thirds (2/3) vote of the Board for breach of trust, failure to fulfill assigned duties, or gross misconduct.

# **Section 5: Ex Officio Members**

Any called <u>M</u>minister <u>isshall be</u> an ex\_-officio member of the Board of Trustees but <u>will have has</u> no vote on questions presented to the Board and <u>will is</u> not <u>be</u>counted in determining whether a quorum is present at a Board meeting.

## Section 6: Quorum

A majority of the members of the Board of Trustees then in office is considered a quorum for the transaction of all business at any regular or special meeting of the Board meeting.

## **ARTICLE ∀VI** -- **Nominating Committee**

# **Section 1: Eligibility and Election**

The Nominating Committee consists of nine (9) members elected for three year terms, with three (3) new members elected each year at the Annual Congregational Meeting to replace three (3) who complete their terms. Individuals who have been voting mMembers of the Ceongregation for at least two (2) consecutive years are eligible to be elected to the Nominating Committee. No Nominating Committee member who has served twenty four for 24 or more consecutive months is eligible for reelection until after an interval of one (1) year. The Nominating Committee consists of nine (9) members, with three (3) new members elected each year at the Annual Meeting by ballot. The Nominating Committee will nominate three people for its committee each year for a term of three years follow the procedure set forth in Article VI, Section 3, to make nominations for the Nominating Committee. No one may be nominated without their consent.

**Section 2:** Vacancies occurring in the Nominating Committee between Annual Meetings will be filled by the Board of Trustees.

# Section 32: Call for Nominations

It is the duty of the Nominating Committee to post a call for nominations to the Board of Trustees and the Nominating Committee not less than sixty (60) days before the Annual Meeting next occurring. Not less than 60 days before the Annual Congregational Meeting, the Nominating Committee will notify the Congregation by email or U.S. mail that it is requesting nominations to the Board of Trustees and the Nominating Committee. After receiving suggestions from voting mthe Members of the eCongregation, the Nominating Committee will prepare a list, not fewer than the number to be elected, of nominees for new Trustees and for new Nominating Committee members. This list will be posted at the church not later distributed to the Congregation by email or U.S. mail not less than fourteen (14)14 days prior before to the Annual Congregational Meeting. Nominations for Trustee other than those made by the Nominating Committee, if any, will likewise be posted distributed at the same time.

# **Section 3: Vacancies**

<u>Vacancies occurring on the Nominating Committee after the Annual Congregational Meeting will be filled by the Board of Trustees.</u>

## **Section 4: Other Duties**

It is the duty of <u>T</u>the Nominating Committee to <u>will</u> nominate members for other committees, <u>if as</u> requested to do so and instructed by the Board of Trustees.

# ARTICLE ₩ VII — Officers of the Board

#### **Section 1: Election**

The oof this congregation will be are President, Vice President (s), Secretary, and Treasurer, all of whom are elected voting members of the Board of Trustees. These officers will be chosen at the first meeting of the new Board of Trustees or as soon thereafter as can conveniently be done. The outgoing officers will hold their positions until the new officers are elected. The election of Officers will be recorded in the minutes of the regular July Board meeting. The outgoing Officers hold their positions

<u>until the new Officers begin their terms.</u> The Board <del>can</del> can elect or remove <del>Oofficers from their positions during their terms of appointment.</del>

## **Section 2: President**

The President will be chosen by the Board of Trustees from among its own members. The person so chosen will be President of the econgregation and of the Board of Trustees, and will exercise all the functions usually pertaining to the office of President of a congregation. The President's responsibilities are to preside at Board and Congregational Meetings, serve as representative of the Congregation, and sign legal documents as authorized by the Congregation or the Board.

## **Section 3: Vice President**

The Vice President(s) will be chosen by the Board of Trustees from among its own members. The person(s) so chosen will perform the functions of President in the President's absence, and will perform such other duties as assigned by the Board.

# **Section 4: Secretary**

The Secretary will be chosen by the Board of Trustees from among its own members. The person so chosen will be Secretary of the econgregation and of the Board of Trustees, and will act as Secretary at all Board and Congregational mMeetings of the congregation and of the Board of Trustees, and will-exercise, subject to the direction of the Board of Trustees, all the functions usually pertaining to the office of Secretary of a congregation. The Secretary maintains Board-approved policies, meeting minutes, and the Bylaws. The Secretary ensures that the Congregation is informed about the actions of the Board.

#### **Section 5: Treasurer**

The Treasurer will be chosen by the Board of Trustees from among its own members. The person so chosen will be Treasurer of the congregation and will exercise, subject to the direction of the Board of Trustees, all the functions usually pertaining to the office of Treasurer of a congregation. The Treasurer oversees the management of all money and property belonging to the church; keeps complete and accurate records of income, receipts, and expenditures; and reports to the Board periodically at its monthly meetings and to the Congregation at the Annual Congregational Meeting. The Treasurer advises the Board concerning the Congregation's financial health and fiduciary responsibility and is will be a member of the Board-appointed Finance Committee, which monitors the congregation's financial and fiduciary health. The Treasurer will advise the Board concerning such these matters.

## **Section 6: Financial Officers**

The Board of Trustees may appoint, as needed, Controller(s), Assistant Controller(s), Assistant Treasurer(s), and Investment Manager(s) from among the voting mMembers of the Ceongregation as needed, to serve as financial officers of the Ceongregation, but not as ex-officio members of the Board of Trustees.

#### ARTICLE VIII - Endowment Fund

# **Section 1: Definition**

The Endowment Fund of the Ceongregation's is the core financial resource of the congregation and a the Assets therein in the Endowment Fund will remain intact and are not be expended except as provided in Sections 2 and 3 of this Article. The Endowment Fund consists of-

- (a) <u>dD</u>onations or bequests <u>that are</u> made or <u>are</u> to be made by contributors who have, in writing or by will, indicated that such donations or bequests are for the Endowment Fund, and
- (b) <u>aAny</u> securities in which such donations or bequests and income on securities constituting part of the Endowment Fund are invested.

# **Section 2: Annual Withdrawal**

The Board of Trustees may expend in any fiscal year assets of the Endowment Fund, not to exceeding 3.5 percent (3.5%) of the average year-end net value at the close of the three (3) preceding calendar years. Use of the These assets of the Endowment Fund will be used for the general operating expenses of the eCongregation or such other purpose(s) related to the affairs of the eCongregation as the Board of Trustees may determines.

## **Section 3: Additional Expenditures**

The Board of Trustees may propose the expenditure of designated amounts of Endowment Fund assets above that the level specified in Section 2 of designated amounts and this Article for designated purposes that must be approved at any Annual or special meeting of the congregation by a two-thirds majority of the votes cast at that an Annual or Special Congregational Mmeeting.

# **Section 4: Investment Committee**

The Investment Committee, which is appointed by the Board of Trustees and includngies at least one (1) Board member, is responsible for managing the Endowment Fund and such other funds as are properly designated by the Board.

## ARTICLE VIII — IX – Called Ministers of the Congregation

# **Section 1: Duties**

The Minister's duties are as prescribed by the Letter of Agreement, which is agreed to by both the Minister and the Board of Trustees. In general, the Minister provides overall religious leadership and guidance in accordance with the established purposes of the Church and has freedom of the pulpit. The Minister works in partnership with the Board of Trustees to ensure the institutional health and well being of The First Unitarian Church of Pittsburgh. The Minister is Head of Staff and as such has hiring and firing authority in consultation with the Board of Trustees. The Minister is an ex officio and non-voting member of the Board of Trustees.

# **Section 2: Search Committee**

In the event of a vacancy in the office of called Minister, a Ministerial Search Committee consisting of Members of the Congregation will search for and recommend to the Membership a Minister for the

church. The selection process will follow a written procedure prepared by the Board that will be based on UUA recommendations for conducting such a search.

Section 1: Called ministers of the congregation are chosen by a vote of the voting members of the congregation at a special congregational meeting; and a vote of such members is necessary for the dismissal of a called minister. To call or dismiss a minister of the congregation requires a special congregational meeting with the only agenda item being a vote to call or to dismiss the minister. A successful call or dismissal requires a vote of 90 percent (90%) affirmation within a meeting with a valid quorum.

## **Section 3: Call**

The President of the Board of Trustees will convene a Special Congregational Meeting to call a Minister when so requested by the Chair of the Search Committee. Notice of this meeting will be given as specified in Article IV, Section 3. A quorum for this meeting is 40% of Members eligible to vote, as described in Article IV, Section 5. Voting will be by secret ballot. An affirmative vote by 90% of those voting will be required to call a Minister.

## **Section 4: Dismissal**

The Minister may be dismissed by a simple majority vote of eligible Members of the church voting at a Congregational Meeting legally convened for that purpose. A quorum for this meeting is 40% of Members eligible to vote, as described in Article IV, Section 5. Voting will be by secret ballot.

## Section <del>25</del>: <u>Vacancy</u>

In the <u>caseevent</u> of <u>a</u> vacancy in the office of <u>called M</u>minister, <u>it shall be the duty of</u> the Board of Trustees to see that the <u>pulpit is filled may fill the pulpit with guest speakers or may, in accordance with UUA guidelines for contract and interim ministry, temporarily hire a Minister under a Letter of <u>Agreement</u> until a new <u>mMinister is called</u> <u>as described in Section 4 of this Article</u>.</u>

Section 3: The Board of Trustees may hire by contract one or more assistant ministers and fix their salaries, in accordance with UUA Guidelines.

## ARTICLE **XX** – Seal

Section 1: The seal of this econgregation shall beis 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 congregation.

## **ARTICLE X -- Non-discrimination**

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

# **ARTICLE XI – Amendments Changes to these Bylaws**

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

# Section 1: Proposal

The Board of Trustees at any regular or special meeting of the Board, or the congregation at its Annual Meeting or at any special congregational meeting called for the purpose, may, by a majority vote of those voting members present, propose an amendment. Change(s) to the Bylaws may be proposed by a simple majority vote of the Board of Trustees at any regular or special Board meeting or by a simple majority vote of the Congregation at its Annual Meeting or at any special Congregational Meeting called for that purpose. At the next regular or special meeting of the congregation following such proposal, the congregation shall consider and vote upon the proposed amendment.

## **Section 2: Notice**

<u>Congregational Meeting following the proposal of the amendment(s)</u>. Notice of the proposed <u>change(s)</u> amendment or amendments will be given with the notice of the <u>mM</u>eeting at which these <u>amendmentschange(s)</u> are to be presented to the <u>voting members of the Ceongregation for their action</u>.

# Section 3: Approval

A Congregational Meeting to consider change(s) to the Bylaws must have a quorum of 25% of eligible Members, as described in Article IV, Section 5. The Board President, or designee, will moderate the discussion and accept motions from eligible Members in attendance. These motions may be to amend the change(s) or to send the change(s) back for further work by the group proposing the change(s). Such motions will require a simple majority to pass. Proposed amendmentschange(s), with or without changeamendment, will become part of the Bylaws of the Ceongregation if adopted by a two-thirds majority of the votes cast at the Ceongregational Mmeeting.

# **ARTICLE XII: Dissolution**

Any action to dissolve the Congregation must occur at a Congregational Meeting specifically called for this purpose. A quorum for such a meeting is 40% of eligible Members, as described in Article IV, Section 5. Voting will be by secret ballot. An affirmative vote by a two-thirds majority of the votes cast is required to approve dissolution.

In the case of dissolution of the Congregation, all of its property, real and personal, after paying all just claims upon it, will be conveyed to and vested in the UUA or its legal successor. The Board of Trustees will perform all actions necessary to effect such conveyance.

Approved by the Board of Trustees, February 15 and April 19 September 16, 202017

Adopted by the Congregation, May 21\_\_\_\_\_, 202017