

FIRST UNITARIAN CHURCH OF PITTSBURGH**605 Morewood Avenue, Pittsburgh, Pennsylvania 15213****BYLAWS**

Draft of Revisions 9/16/20

ARTICLE I – The Church**Section 1: Name**

The name of this Congregation is The First Unitarian Church of Pittsburgh (also 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 4: Purpose

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 III – Membership**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

An Annual Congregational Meeting of Members will be held in the Spring at a time, date, and location determined by the Board. 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

A Budget Meeting will be held annually at a time, date, and location determined by the Board to inform the Congregation about the proposed budget for the next fiscal year. 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 3: Special Congregational Meetings

Special Congregational Meetings may be called at any time by the President of the Board of Trustees, by a vote of the Board of Trustees, or by a petition signed by 20% of the Members of the Congregation. At least 50% of the petitioners must be present at the time a quorum for the 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: Quorum

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 a list of all Members who are entitled to vote at any Congregational Meeting. A list of those participating and voting will be filed with the minutes of the meeting among the documents of the Congregation to show that a quorum was present at the Meeting. 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.

ARTICLE V – Board of Trustees

Section 1: Duties

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 defines all governing policies and 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 addressed under these Bylaws or the Articles of Incorporation.

Section 2: Eligibility

Individuals who have been Members of the Congregation for at least two (2) consecutive years are eligible to be elected to the Board of Trustees. No Trustee who has served for 24 or more consecutive months is eligible for re-election until after an interval of one (1) year.

Section 3: Size and Term

The Board of Trustees consists of nine (9) elected Members plus ex-officio members as specified in Section 5 of this Article. Elected Members serve three-year terms, with three (3) new Members being elected each year to replace three (3) who complete their terms.

Section 4: Election and Vacancies

Trustees are elected by ballot at the Annual Congregational Meeting.

(a) The Nominating Committee, described in Article VI, Section 3, will follow the procedure set forth in that section to make nominations for the Board of Trustees. Any other eligible Member of the Congregation may be nominated for the office of Trustee, provided that such nomination is (i) made in writing, (ii) signed by at least 10 Members of the Congregation, and (iii) filed with the Secretary of the Board at least 21 days before the Annual Congregational Meeting. No one may be nominated without their consent.

(b) At the Annual Congregational Meeting, each Member is entitled to vote for as many Trustees as are to be elected. Nominees receiving the highest number of votes will be declared elected. A tie vote will be determined by another ballot. After the election of Trustees, the Secretary will notify each new Trustee of their election. 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 after the Annual Congregational Meeting will be filled, with approval by the Board of Trustees, by a 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 Minister is an ex officio member of the Board of Trustees but has no vote on questions presented to the Board and is not 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 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 Members of the Congregation for at least two (2) consecutive years are eligible to be elected to the Nominating Committee. No Nominating Committee member who has served for 24 or more consecutive months is eligible for re-election until after an interval of one (1) year. The Nominating Committee will 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: Call for Nominations

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 Members of the Congregation, the Nominating Committee will prepare a list of nominees for new Trustees and Nominating Committee members. This list will be distributed to the Congregation by email or U.S. mail not less than 14 days before the Annual Congregational Meeting. Nominations for Trustee other than those made by the Nominating Committee, if any, will be distributed at the same time.

Section 3: Vacancies

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

Section 4: Other Duties

The Nominating Committee will nominate members for other committees if requested to do so by the Board of Trustees.

ARTICLE VII — Officers of the Board

Section 1: Election

The Officers of this Congregation are President, Vice President, Secretary, and Treasurer, all of whom are elected members of the Board of Trustees. The election of Officers will be recorded in the minutes of the regular July Board meeting. The outgoing Officers hold their positions until the new Officers begin their terms. The Board may elect or remove Officers from their positions during their terms.

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 Congregation and of the Board of Trustees. 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 will be chosen by the Board of Trustees from among its own members. The person 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 Congregation and of the Board of Trustees and will act as Secretary at all Board and Congregational Meetings. 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 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 a member of the Board-appointed Finance Committee, which monitors 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 Members of the Congregation to serve as financial officers of the Congregation but not as ex-officio members of the Board of Trustees.

ARTICLE VIII – Endowment Fund

Section 1: Definition

The Endowment Fund is the Congregation's core financial resource. Assets 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) Donations or bequests that are made or are 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) Any 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 exceeding 3.5 percent (3.5%) of the average year-end net value at the close of the three (3) preceding calendar years. These assets will be used for the general operating expenses of the Congregation or such other purpose(s) related to the affairs of the Congregation as the Board of Trustees may determine.

Section 3: Additional Expenditures

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

Section 4: Investment Committee

The Investment Committee, which is appointed by the Board of Trustees and includes 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 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 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 5: Vacancy

In the event of a vacancy in the office of called Minister, the Board of Trustees 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 Agreement until a new Minister is called as described in Section 4 of this Article.

ARTICLE X – Seal

The seal of this Congregation is a circular device with the words "The First Unitarian Church of Pittsburgh" around the circumference and the words "incorporated 1890" in the center.

ARTICLE XI – 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

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.

Section 2: Notice

The Congregation will consider and vote upon the proposed change(s) at its next regular or special Congregational Meeting following the proposal of the amendment(s). Notice of the proposed change(s) will be given with the notice of the Meeting at which the change(s) are to be presented to the Congregation.

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 change(s), with or without amendment, will become part of the Bylaws of the Congregation if adopted by a two-thirds majority of the votes cast at the Congregational Meeting.

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, September 16, 2020

Adopted by the Congregation, ____, 2020