

**FIRST UNITARIAN CHURCH OF PITTSBURGH**

**605 Morewood Avenue, Pittsburgh, Pennsylvania 15213**

**BYLAWS**

**ARTICLE 1 – Name and Purpose**

**Section 1:** The official name of the institution is the First Unitarian Church of Pittsburgh.

**Section 2:** It will be referred to in this document as the “congregation.”

**Section 3:** 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.

**ARTICLE II – 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.

### **ARTICLE III- Congregational Meetings**

**Section 1:** The congregation will hold a minimum of two congregational meetings a year: an Annual Meeting 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 by the Board of Trustees. The Budget Meeting will be held at a time and date established by the Board of Trustees who will present the membership with a proposed budget for the next fiscal year. For all congregational meetings, the agenda will be determined by the Board of Trustees.

**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:** Special meetings of the congregation may be called at any time by the President of the Board of Trustees, or by vote of the Board of Trustees, or by a petition signed by 20 percent (20%) of the voting members 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.

**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:** 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 list of all present and entitled to vote at any meeting of the congregation will be made by the Board Secretary and will be filed among the documents of the congregation. This list must show that a quorum was present.

**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 -- Board of Trustees**

**Section 1:** 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 defines all Governing Policies and policies regarding hiring and managing of staff, collection and payment of monies, disposition and use of church property and any other matters not otherwise stipulated under these Bylaws or our articles of Incorporation.

**Section 2:** Individuals who have been voting 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 twenty-four or more consecutive months is eligible for re-election until after an interval of one year.

**Section 3:** The Board of Trustees consists of nine elected members plus ex-officio members as specified in Section 4. Elected members will serve three-year terms, with three new members being elected each year to replace three who will be completing their terms.

**Section 4:** Election of trustees will be held at the Annual Meeting and will be by ballot, after the nomination of not fewer than the number to be elected.

(a) Nominations will be made by the Nominating Committee, described in Article V, Section 3, following the procedure set forth in that same section. Any other eligible voting member of the congregation may be nominated for the office of trustee, provided such nomination is made in writing, signed by at least ten (10) voting members of the congregation, and provided such nomination is filed with the Secretary of the Board of Trustees at least fifteen (15) days prior to such meeting. No voting member of the congregation may be nominated without their consent.

(b) At the Annual Meeting, each voting member is entitled to vote for as many trustees as are to be elected. Those 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, and of the time and place of the first meeting of the Board of which they were elected a member.

(c) Any vacancy on the Board of Trustees that occurs between Annual Meetings will be filled, with approval by the Board of Trustees, of a name submitted by the Nominating Committee.

**Section 5:** Any called minister shall be an ex-officio member of the Board of Trustees but will have no vote on questions presented to the Board and will not be counted in determining whether a quorum is present at a Board meeting.

**Section 6:** 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.

#### **ARTICLE V -- Nominating Committee**

**Section 1:** Individuals who have been voting 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 twenty-four or more consecutive months is eligible for re-election until after an interval of one 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. 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 3:** 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. After receiving suggestions from the voting members of the congregation, 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. This list will be posted at the church not later than fourteen (14) days prior to the Annual Meeting. Nominations for Trustee other than those made by the Nominating Committee will likewise be posted at the same time.

**Section 4:** It is the duty of the Nominating Committee to nominate members for other committees, as requested and instructed by the Board of Trustees.

## **ARTICLE VI — Officers**

**Section 1:** The officers of this congregation will be 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 Board can elect or remove officers from their positions during their terms of appointment.

**Section 2:** 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, and will exercise all the functions usually pertaining to the office of President of a congregation.

**Section 3:** 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:** 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, will act as Secretary at all meetings 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.

**Section 5:** 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 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 matters.

**Section 6:** The Board of Trustees may appoint Controller(s), Assistant Controller(s), Assistant Treasurer(s), and Investment Manager(s) from among the voting members of the congregation as needed, to serve as financial officers of the congregation, but not as ex-officio members of the Board of Trustees.

## **ARTICLE VII -- Endowment Fund**

**Section 1:** The Endowment Fund of the congregation is the core financial resource of the congregation and the assets therein will remain intact and not be expended except as provided in Sections 2 and 3 of this Article. The Endowment Fund consists of (a) donations or bequests made or 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:** The Board of Trustees may expend in any fiscal year assets of the Endowment Fund, not to exceed 3.5 percent (3.5%) of the average year-end net value at the close of the three preceding calendar years. Use of the assets of the Endowment Fund will be 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 determines.

**Section 3:** The Board of Trustees may propose expenditure of Endowment Fund assets above that specified in Section 2 of designated amounts and 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 meeting.

**Section 4:** The Investment Committee, appointed by the Board of Trustees and including at least one Board member, is responsible for managing the Endowment Fund and such other funds as are properly designated by the Board.

## **ARTICLE VIII — Ministers of the Congregation**

**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 2:** 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 called.

**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 IX – Seal**

**Section 1:** The seal of this congregation 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 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**

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

**Section 1:** 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. 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 of the proposed amendment or amendments will be given with the notice of the meeting at which these amendments are to be presented to the voting members of the congregation for their action.

**Section 3:** Proposed amendments, with or without change, will become part of the Bylaws of the congregation if adopted by a two-thirds majority of the votes cast at the congregational meeting.

**Approved by the Board of Trustees, February 15 and April 19, 2017**

**Adopted by the Congregation, May 21, 2017**