

**BYLAWS OF THE
UNITARIAN UNIVERSALIST CHURCH OF LEXINGTON**

ARTICLE I - NAME AND AFFILIATION

- Section 1. The name of this organization is "The Unitarian Universalist Church of Lexington, Kentucky, Inc." Whenever the word "Church" is used in these bylaws it shall signify the legal organization of the corporation, and the phrase "a vote of the Church" shall mean a vote of the members of the corporation comprising the Church present and in accordance with these bylaws at any duly called meeting or through a duly conducted mail ballot.
- Section 2. This church is a member of the Unitarian Universalist Association of Congregations (UUA).

ARTICLE II - MISSION

The mission of the Unitarian Universalist Church of Lexington is:
We live our U.U. values by acting for human dignity, equality and environmental justice for all creatures.

ARTICLE III - MEMBERSHIP

- Section 1. Any person aged eighteen (18) or over may become a member of the Church by signing the Membership Book in the presence of the Minister or a member of the Board of Directors designated to act in the Minister's absence.
- Section 2. Members of the church who have been members ninety (90) days or longer shall be eligible to hold elective positions, and after thirty (30) days of membership may vote at all meetings and on all mail ballots. They shall be expected to pledge their fair share of time and financial resources to the support of the church.
- Section 3. Any Member may dissolve membership with the Church or transfer it by filing a written notice with the Minister or the President.
- Section 4. Members are expected to respond to the UUCL annual fund drive by making a financial commitment or by notifying the Church of their inability to contribute financially. Any Member who does not respond may be notified in writing that his or her membership may be terminated, unless a statement is made in writing that the person desires that the membership be continued. Notification shall be sent to the last known mailing address of the Member. A Member shall have thirty (30) days from the date of the notice to request membership continuation.
- Section 5. Youth Membership. Membership is available to any person aged fourteen (14) through seventeen (17) by signing the membership book in the presence of the Minister, or the Religious Education Director. Youth members are not required to make an annual recorded contribution of financial support and are not eligible to vote on congregational matters. NOTE: members of UUCL on or before November 30, 2014, who are aged seventeen (17) or younger will be considered full voting members and exempt from the Youth Membership requirements in Article III, Section 5.

ARTICLE IV - THE CHURCH

- Section 1. Congregation Confers All Powers. All powers conferred upon the Board of Directors, or upon any officer, director or committee under the laws of the Commonwealth of Kentucky, the Church Charter and these bylaws are subject to the direction and control of the voting members of the Church as set forth herein.
- Section 2. Quorums and Voting Requirements:
- a) Regular Issues: Fifteen percent (15%) of the membership of the Church shall constitute a quorum for regular or special meetings. Regular issues shall not be approved unless fifty one percent (51%) of those voting shall vote in favor of same.
 - (b) Critical Issues: Thirty percent (30%) of the membership of the Church shall be required to constitute a quorum for any vote on a critical issue. "Critical issues" shall include, but not be limited to: (1) the calling of a Minister; (2) the sale of any real estate or any substantial personalty of the Church; and (3) the creation of any new indebtedness totaling in excess of 20% of the Church's then-current annual budget. Critical issues shall not be approved unless eighty percent (80%) of those voting shall vote in favor of same. Proxy votes may be cast in the manner set forth in Section 10 of this Article, but shall not be counted in establishing a quorum.
- Section 3. Fiscal and Program Year Designation. The Church shall operate on a fiscal year of January 1 through December 31, and a program year of July 1 through June 30.
- Section 4. Congregational Meetings. The Church shall hold two (2) regular business meetings each year. One meeting shall be held in the spring to consider nominations for candidates for elective positions and to conduct such other business as is necessary. Another business meeting shall be held in the fall, to approve a tentative budget presented by the Board for the following year and to conduct such business as the Board deems necessary.
- Section 5. Special Meetings. Special business meetings of the congregation to deal only with specific questions which have been specifically delineated in writing shall be called by the President on written application of a majority of the Board of Directors or ten percent (10%) of the membership of the Church.
- Section 6. Notice of Meetings. All members of the Church shall be notified of the time, place and purpose of all regular or special business meetings, by written notice sent to their last known address (either regular mail or e-mail) at least two (2) weeks in advance of the meeting; provided, however, that in the event the Board shall declare that an emergency requires an immediate congregational meeting, such meeting may be called for such time and place and upon such notice as the Board shall deem reasonable under the circumstances.
- Section 7. Voting Ballots. Within ten (10) days following the spring Business Meeting, ballots for all elective positions shall be mailed or sent electronically by the secretary to all members of the Church. Elections shall be determined by those ballots returned within a period of ten (10) days from the date of mailing. The date by which the marked ballots must be returned must be clearly stated on the ballot form. The candidates receiving the greatest numbers of votes are elected.
- Section 8. Nominating Committee. The Nominating Committee shall consist of at least six members, three of whom shall be elected annually.
- a) Terms of Nominating Committee. The term for each person on the Nominating

Committee shall be two (2) years. The Committee shall elect its own Chair. Members of the Committee may succeed themselves once.

b) Nominations for Elective Positions. The Committee shall make at least one (1) nomination for each elective position required by these By-Laws, and for any non-elective position requested by the Board.

c) Nominations for vacated elected positions. Except as otherwise specified in these Bylaws, for each vacancy in an elected position, occurring between elections, the Nominating Committee shall make a nomination to the Board of at least one (1) person to serve until the next annual election. The Board may elect a person from these nominations(s) to serve until the next annual election, subject to the Board's authority to adopt a succession plan as specified in Article V, Section 5.

d) Prior consent of Nominees. The Nominating Committee shall obtain the prior consent of any prospective nominee before formally placing that person's name in nomination.

e) Communicating Slate to Members. The slate for elected positions proposed by the Nominating Committee shall be communicated to members of the Church with the notice of the spring Congregational Business Meeting. Additional nominations may be made from the floor of this meeting.

Section 9. Board Approval for Paid Positions. An affirmative vote of two-thirds (2/3) majority of the full membership of the Board is necessary for an individual holding an elective or appointed position, Treasurer, or Board Secretary to be paid for any service performed for the Church.

Section 10. Vote By Proxy. At any regular or special meeting in which a member of the church may vote, a member may, by a signed declaration effective for that meeting only, designate another member of the church to vote by proxy on behalf of the absent member. Such declaration shall be delivered to the President, or other presiding officer, at or before the time of the meeting. Proxies shall not be counted in establishing a quorum.

ARTICLE V - THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of at least six (6) Directors in addition to the President-Elect, President and Immediate Past-President of the Church. The Minister, Board Secretary and Treasurer shall serve as ex officio members of the Board without vote unless the Board Secretary and/or Treasurer shall have been elected to the Board.

Section 2. The Board of Directors shall have general charge of the administration of the Church and shall approve and implement programs and policies. The policies and activities of all subsidiary organizations and committees (councils, associates, teams, or any other designated subgroup formed for the purpose of carrying on the affairs of the Church) shall be subject to the control of the Board. All contracts and drafts in the name of the Church, all deeds, mortgages, promissory notes, contracts, and all other obligations and instruments for the payment of money or the transfer of property shall be signed by such officer or officers, agent or agents, as shall be authorized from time to time by the Board. Between business meetings of the Church, it shall have all the powers which the Church itself has, except those specifically reserved by these Bylaws to the Church. Except in the ordinary course of business, the Board shall not incur any indebtedness, nor convey any real estate or any substantial property of the Church, nor take any action designated as a "critical issue" as defined in Article IV, Section 2, without the authorization of the Church

in the manner set forth in that Section. The Board may amend the annual Church budget, as determined by the Board to be necessary. Any such amendments shall be based on programmatic needs and preferences. All Board-approved amendments to the budget shall be reported to the Church within 30 days of the amendment. Any individual budget adjustment that exceeds five percent (5%) of the Church's then-current annual budget shall have the prior approval of the Church as required by Article IV, Section 2, at a Special Meeting called for that purpose.

- Section 3. The Board of Directors shall hold regularly scheduled meetings at least once per quarter. The Board may by vote prescribe its meeting place and methods of calling meetings. Special Board meetings may be called by the President, or by any four members of the Board. Notification of such special meetings shall be given at least twenty-four (24) hours before the time of the meetings, but a meeting called on shorter notice shall be considered duly called if all members are present or waive their notification right for that meeting. Meetings of the Board are open to all members of the Church.
- Section 4. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but an affirmative vote of at least four (4) members shall be required to pass any resolution or transact any business.
- Section 5. Officers of the Church:
- a) Officers of the Church shall consist of a Present-Elect, President, and Immediate Past-President. Each shall be a voting member of the Board of Directors. The President shall serve as chair of the Board. The President-Elect is elected annually and shall serve as an assistant to the President for the first year of their term; as President the following year; and as Immediate Past-President in the third and final year.
 - b) In the event of a vacancy in the office of President-Elect, the Board shall have the authority by majority vote at a duly called Board meeting to designate a successor for the office, to serve the remainder of the unexpired term of any office (i.e., completing the remainder of the three year cycle) pending approval by vote of the congregation at the next Congregational Meeting; or if the Board cannot find a qualified person, the Board can call for the successor to be chosen via a congregational vote at any special or regular Congregational Meeting called as provided in these Bylaws.
 - c) In the event of a vacancy in the office of President, the President-Elect shall assume the President role for the remainder of the year, then resume their scheduled role as President followed by Immediate Past-President.
 - d) In the event of a vacancy in the office of Immediate Past-President, the Board will determine a replacement from among former Presidents to serve the remainder of the term.
 - e) In the event of a vacancy in the office of a Board Member, the Board will determine a replacement to serve the remainder of the year until a successor can be chosen from a vote among candidates at a Congregational Meeting.
- Section 6. In addition to Board membership established by these Bylaws for the offices of President-Elect, President, and Immediate Past-President, there shall be at least six (6) Directors, two (2) of whom shall be elected by ballot annually. Each Director shall serve for a term of three (3) years or until a successor takes office.
- Section 7. Any person who has served for two (2) consecutive full terms of three (3) years each as President-Elect, President and Immediate Past-President shall not be eligible for re-

election to that office until the expiration of one (1) year. No Person shall serve on the Board of Directors for more than six (6) consecutive years, after which such persons shall not be eligible for re-election to any position on the Board until the expiration of one (1) year. Terms of less than one year shall not count toward the maximum term limit.

- Section 8. The President, with the approval of the Board, shall appoint a Board Secretary and a Church Treasurer, who may or may not be members of the Board.
- Section 9. The President, with the approval of the Board, shall arrange for a periodic audit of church assets and submit a report to the congregation at the fall business meeting.
- Section 10. There shall be an Executive Committee of the Board of Directors consisting of the President, President-Elect, and Immediate Past-President. Ex-officio members shall include the Minister and the Treasurer. The Executive Committee is empowered to act in emergencies on behalf of the Board, set Board meeting agendas and report to the Board on any actions taken. Decisions shall be made by majority vote of the Executive Committee.
- Section 11. The President, with the approval of the Board, shall appoint Delegates to represent the Church at the Annual Meeting of the Mid America Region of the Unitarian Universalist Association of Congregations and the General Assembly of the Unitarian Universalist Association of Congregations, and may appoint attendees to Leadership School.

ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

- Section 1. President. The President shall preside at all meetings of the Church and of the Board of Directors. The President shall serve as a member of the Executive Committee, ex-officio on all standing and special committees of the Church, and, with the exception of the Nominating and Search Committees, shall approve the Chairs of those committees.
- Section 2. President-Elect. The President-Elect, in addition to serving as a member of the Board of Directors, and as a member of the Executive Committee, shall act in place of the President during absences, shall succeed the President if that office becomes vacant and shall serve in other capacities as established by official Board policy.
- Section 3. Immediate Past-President. The Immediate Past-President, in addition to serving as a member of the Board of Directors, shall serve as a member of the Executive Committee, an advisor and consultant to the President, and shall serve in other capacities as established by official Board policy.
- Section 4. Committees. There shall be such standing and special teams/committees of the Church as the Board shall authorize or establish. The Board of Directors shall name and define the duties of each committee.
- Section 5. Committee Liaisons. The Board may appoint one of its members, or any other member recommended by the Nominating Committee, to any committee to serve as the Board's liaison to that committee. The liaison may serve as a member of that committee and shall serve as chair of the Committee if so appointed by the President of the Church. The Board liaison member shall provide the Board with reports of the activities of the committee.
- Section 6. Treasurer. The Treasurer shall have custody of all funds of the Church. They shall keep an accurate account of all receipts and expenditures and pay the lawful bills of the Church

or shall supervise those individuals or staff who do so. They shall render at the spring and fall Business Meetings, and at such other meetings as may be required, a financial statement. The Treasurer shall develop a system of checks and balances for the protection of the Church finances, subject to the approval of the Board. The Treasurer shall, upon the Board's request, execute an appropriate bond.

- Section 7. Secretary of the Board. The Board Secretary shall be responsible for taking minutes of all Congregational Meetings and all meetings of the Board.
- Section 8. The following elected positions shall be nominated by the Nominating Committee and elected by the Church :
- a) The President-Elect of the Church
 - b) Board of Director Members
 - c) Nominating Committee Members

ARTICLE VII - THE MINISTER

- Section 1. The Minister shall be recommended to the congregation by a Ministerial Search Committee of seven (7) members. The Search Committee shall consist of Church members, and four (4) or more of these members shall be elected by the congregation by majority vote in a process to be decided by the Board of Directors. The remainder of the members shall be selected by the Board from the ballot determined by the congregation.
- Section 2. In recommending a Minister, the Ministerial Search Committee shall seek the best candidate, and shall not discriminate on the basis of age, gender, race, sexual orientation, gender identity, national origin or handicap unrelated to job performance.
- Section 3. After the Minister is recommended by the Ministerial Search Committee, but before the congregation votes to call the Minister, a letter of agreement shall be negotiated between the Minister and the Board of Directors covering such matters as salary, fringe benefits, professional expenses, cost of living increases, vacation, working conditions, responsibility for Sunday services, ministerial advisory committee, the relationship of the Minister to other staff persons, relationship of Minister to committees, and any other matters of concern. Copies of this letter of agreement shall be available to the congregation at the meeting where the vote is taken to provide a sense of the responsibilities and commitments of both the minister and the congregation; it may be modified at any time after the Minister is called by mutual agreement of the Board and the Minister.
- Section 4. The Minister shall be called in the manner set forth in Article IV, Section 2.
- Section 5. In the event the congregation votes to participate in a special program in which a Minister serves the Church for a limited period of time, such as an Interim Minister, the regular call procedure shall be suspended and the congregation shall follow the procedures outlined by the UUA.
- Section 6. The Minister when speaking on Sunday morning or expressing views through other established channels of communication such as the newsletter, is accorded freedom of speech and speaks as an individual rather than for the Church for its members. The Minister is free to conduct other aspects of the ministry according to his/her best experience and insight. The Minister is expected to act in accordance with the Code of Professional Practice adopted by the Unitarian Universalist Ministers Association.

- Section 7. It is the duty of the Minister to bring to the attention of the Board of Directors and the congregation any matter which seems pertinent to the general interests of the Church and to make recommendations as seem proper; but final decisions and responsibilities in matters of policy and procedure shall be vested in the Board of Directors or in a legal meeting of the congregation.
- Section 8. The Minister shall be a member of the Church, but shall not be eligible to hold elective positions, to chair standing committees, or to serve as Treasurer or Board Secretary.
- Section 9. The Minister may be dismissed upon recommendation of the Board by a simple majority vote of the members of the church present at a meeting legally called for that purpose. Voting shall take place at the meeting and shall be by written ballot provided that proxy votes may be made in the manner set forth in Article IV, Section 10. The quorum for such a meeting shall be forty percent (40%) of members who reside in Kentucky.
- Section 10. In the event that the Minister resigns or the congregation dismisses the Minister by legal vote at a Congregational Meeting, a minimum of three months' notice shall be required by either party, unless a shorter period is mutually agreed upon. Should the Minister resign or be dismissed, the duties during the period between the resignation or dismissal action and the termination date shall be determined by the Board of Directors of the church. Should the Minister be dismissed, starting from the termination date forward, the Church shall continue the Minister on the payroll at full salary for at least one month for each year of service up to a total of six months or until the Minister finds another position, whichever comes first.

ARTICLE VIII - STAFF POSITIONS

- Section 1. Only the Board of Directors shall be empowered to hire staff persons. A staff person is a paid non-Ministerial employee of the Church, either full-time or part-time.
- Section 2. Staff positions shall be filled without regard to race, color, age, gender identity, sexual orientation, national origin, or handicap unrelated to job performance.
- Section 3. Except as authorized by the Board under Article IV, Section 9, a staff person may choose to be a member of the Church but shall not be eligible to hold elective positions, to chair standing committees, or to serve as Treasurer or Board Secretary.
- Section 4. Prior to employment and no less often than annually thereafter, a letter of agreement shall be negotiated with each staff employee and approved by the Board of Directors to include, but not limited to, such items as: duties, responsibilities, day-to-day supervision, grievance procedure, performance evaluation, compensation, hours of work, vacation, working conditions, method of continuing employment and termination.
- Section 5. Termination of employment of individuals in staff positions, with the exception of the Minister, shall be by action of the Board of Directors, and shall require a two-thirds (2/3) majority of the full membership of the Board.

ARTICLE IX – UUCL MEMORIAL GARDEN

The Church designates the Memorial Garden space, as depicted on the Memorial Garden Master Plan, as dedicated space in perpetuity. In the event of the sale of the church property, an easement shall be obtained to preserve the Memorial Garden space. At the time of the sale, the condition of easement necessitates the church be responsible for

insuring that sufficient funds be set aside for future maintenance needs of the Memorial Garden.

ARTICLE X - AMENDMENTS TO BYLAWS

- Section 1. Amendments to the bylaws may be proposed by the Board of Directors at any meeting of the Board, or by written request of ten percent (10%) of the members of the Church. A three-fifths affirmative vote at any duly called congregational meeting shall be required to adopt or amend any bylaw.
- Section 2. A copy of the proposed amendments shall be mailed to each member with the notice of the business meeting at which they will be considered.

ARTICLE XI - UUCL ENDOWMENT FUND

There is hereby created a special fund for the permanent support of UUCL programs and facilities. Contributions to this fund are encouraged and shall be held in perpetuity in an income producing account to the maximum extent possible.

- Section 1. Protection of Principal. The principal/corpus of the fund shall held and protected and shall not be invaded or used, except in the case of emergency as identified by the Board. In the event that the Board shall determine that an emergency does exist, any reduction in the principal/corpus shall comply with the By-Laws and Policies of the Church.
- Section 2. Method of Giving. Gifts, Transfers and Bequests and Devises to the Church intended to be considered "Endowments" under this section shall specifically state in writing that the recipient is the "UUCL Endowment Fund."

ARTICLE XII - ADMINISTRATIVE PROVISIONS

- Section 1. Resignation. Members of the Board or any Committee or Team or any other appointment, may resign by notifying the Church in writing. Removals from elected or appointment positions shall only be for cause according to established Church policy.
- Section 2. Indemnification of Officers and the Board. Any officer or Board member acting in good faith in his or her capacity as an officer or Board member shall not be held liable for such actions and the Board shall provide counsel and indemnify the Board member or Officer against any judgment obtained against them, except for actions involving fraud or gross negligence of the Board member or Officer.
- Section 3. Disruptive Behavior. Any member or visitor who has exhibited and continues to exhibit a disruptive behavior in contravention of established church policy may be instructed to cease and desist such activity, or removed according to that policy.

ARTICLE XIII - IMPLEMENTATION

- Section 1. These Bylaws shall take effect immediately upon adoption.
- Section 2. Where these Bylaws shall not be immediately applicable, as in the election of officers with staggered terms and in the change of the fiscal year, the Board shall have the power to designate methods by which these Bylaws may be implemented.

ARTICLE XIV - DISSOLUTION

In the event of the dissolution of the Church, all outstanding debts shall be paid and the remaining assets, both real and personal, and including all property heretofore and hereinafter donated to said Church, shall become the property of the Unitarian Universalist Association, 24 Farnsworth Street, Boston, Massachusetts 02210, or its successor, subject to all applicable laws.

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**UNITARIAN UNIVERSALIST CHURCH OF LEXINGTON, KENTUCKY
BYLAW HISTORY**

Adopted May 1, 1977
Amended October 23, 1977
Amended September 23, 1979
Amended June 1, 1980
Amended September 21, 1980
Amended January 18, 1981
Adopted May 25, 1982 for inclusive language
Amended September 28, 1986
Amended June 26, 1988, Amended March 10, 1991
Amended May 21, 1991 Amended October 13, 1991, Amended November 21, 1993
Amended April 27, 1997, Amended June 11, 2000, Amended May 20, 2001
Amended May 20, 2007, Amended May 22, 2011
Amended March 2, 2014, Amended May 18, 2014, Amended December 7, 2014,
Amended December 20, 2016,
Amended May 20, 2018