

## **THE FIRST UNITARIAN UNIVERSALIST CHURCH OF COLUMBUS CONSTITUTION**

Adopted May, 1961; Amended April, 1974; April, 1978; April, 1982; May, 1984; September, 1989; November, 1990; February, 1996; January, 1997; March, 1999; June, 1999; January, 2000; June 2001; May, 2006; August, 2009; June, 2012; March, 2015; January, 2016; January 2018; June 2018

### **ARTICLE I - ESTABLISHMENT OF THE CHURCH**

1. This church shall be known as the First Unitarian Universalist Church of Columbus.
2. This church shall be affiliated with the Unitarian Universalist Association and the Ohio-Meadville District of the Unitarian Universalist Association.
3. The First Unitarian Universalist Church of Columbus shall be incorporated under the laws of the State of Ohio.
4. Should this church cease to function as a Unitarian Universalist church, all property held or controlled and all endowments owned or controlled shall be held for the use and benefit of the Unitarian Universalist Association and upon dissolution of this corporation, such property shall be given, assigned, transferred, conveyed and delivered to the Unitarian Universalist Association unless, at a duly called board meeting, the members of the Board of Trustees shall otherwise vote to dispose of said property and endowments consistent with the purpose of this church.
5. This church shall encourage and support the Unitarian Universalist Association and the Central East Region of the Unitarian Universalist Association.

### **ARTICLE II - PURPOSE AND PRINCIPLES**

1. The ultimate authority of this church shall reside in its membership as further set forth in this Constitution.
2. The vision of First Unitarian Universalist Church of Columbus is to transform and heal ourselves and our world through reason and love.
3. With Love at the center, the mission of this church is to fulfill its vision by...
  - Creating community through caring, nurturing, and celebrating
  - Working for justice through learning, reflecting, and doing
  - Engaging diversity through welcoming, listening, and empowering

The Board of Trustees shall be responsible for initiating reviews of the Vision and Mission statements of this church at least every 10 years. The review process shall strive to assure maximum participation of the membership. The vote to retain or amend the Vision and Mission statements shall be at a duly called meeting of the membership. The Board of Trustees is charged with developing a strategic plan to achieve the Vision and Mission of the church.

### ARTICLE III - MEMBERSHIP

1. Membership in the church is open to all and requires a commitment. A decision to join is an expression of a commitment to the church, to its congregation, and to its future. This commitment is expressed by giving financial support, thought, time, and energy to the programs and activities of the church. This commitment is also expressed by a willingness to conduct oneself in accord with the Covenant of Respectful Relations and a willingness to resolve conflict should it arise.

2. Any person sixteen (16) years of age, or older, who is prepared to make a commitment of time, energy and financial support to the church, may sign the membership book in the presence of a Minister of this church, the Director or Minister of Religious Exploration, a member of the Board of Trustees, or the chair of the Membership Committee. Persons from the age of fourteen (14) to sixteen (16) years, who have successfully completed a coming of age or other transition or preparatory program/curriculum approved by the Religious Exploration Council, and who are prepared to make the same commitment, may sign the membership book following the same procedures. Each new member may choose to participate in a welcome ceremony at a regular worship service.

3. Associate members, members whose primary affiliation is with another Unitarian Universalist society, but who continue to support this church financially, shall be counted as associate members, not entitled to vote at membership meetings.

4. Members shall be entitled to participate and vote at business and special meetings, to chair standing and special committees of the church, and to enjoy other privileges.

5. All members shall be expected to contribute financially to the extent of their ability. Members in situations of hardship may be excused from financial responsibilities to the church upon approval of one of the ministers.

For the guidance of members, the Board of Trustees shall establish and make known suggested levels of giving which it deems appropriate to:

A. Pay contributions to the Unitarian Universalist Association and the Central East Region of the Unitarian Universalist Association.

B. Provide funds for operational expenses for facilities, staffing programming and outreach.

C. Support capital fund drives.

#### 6. Discontinuing Membership

A. Members may resign their membership, in the following ways:

1. By written notice to the church.

2. By verbal notice to the church. If this occurs, written confirmation shall be sent to the member.

B. The Board of Trustees may discontinue the membership of an individual member, in consultation with the Stewardship Team and Welcoming and Engagement Team, and the Minister(s).

Discontinuation of membership shall be based on one or more of the following conditions:

1. The church is unable to maintain contact with the member after repeated attempts to contact that individual.
2. The church is unable to identify a financial contribution to the church for one year and the member has not been excused from financial responsibilities to the church by a minister.
3. As a result of the process called for in the Policy on Disruptive Behavior.
4. For reasons that affect the health and safety of the congregation, as deemed appropriate by the Board of Trustees.

#### **ARTICLE IV - MEETINGS OF THE MEMBERSHIP AND/OR CONGREGATION**

1. There shall be two business meetings each fiscal year.

A. The Annual Meeting shall be held between May 1 and June 15. The day and hour and agenda of each Annual Meeting shall be set by the Board of Trustees. The agenda shall include (but not be limited to): year-end reports, Nominating Committee report and elections, unfinished and new business, and the adoption of the annual budget. Items to be voted on, other than new business, shall be so designated. Absentee voting will be made available prior to the meeting; however, absentee votes will not be counted if the motion upon which the congregation votes is amended during the meeting. See Article VII.5

B. A mid-year business meeting shall be held before March 1 of each year. The day and hour and agenda shall be set by the Board of Trustees. The agenda shall include (but not be limited to): a discussion of goals, program and budget issues. Items to be voted on, other than new business, shall so be designated. Absentee voting will be made available prior to the meeting; however, absentee votes will not be counted if the motion upon which the congregation votes is amended during the meeting.

2. The Board of Trustees may call and set the day and hour for one or more informational sessions each year which shall be open to all.

3. Special meetings.

A. Special meetings of the membership shall be held on the call of the majority of the Board of Trustees, or at the written request of a group equal to the quorum submitted to an officer of the Board of Trustees. The request shall include the reason for the meeting and the signatures of the number of supporting members equal to the quorum.

B. If the request is for a constitutional amendment, the request shall contain the specific text of the proposed amendment. Within five days of the receipt of the written request to call a special meeting, one representative each from the Board and one member of the requesting group (at the least) shall meet to determine the date, hour and place of the special meeting. The special meeting shall be held within forty-five (45) days of receipt of the request by the officer of the Board unless the purpose includes a constitutional amendment which would require the meeting to be held within sixty (60) days of receipt of the request.

4. Notice of each business or special meeting shall be given not less than two weeks in advance of such meeting, utilizing three methods: a) electronic or written notice (direct mail or the newsletter), and b) Sunday service announcement(s), and c) posting on the church bulletin Board and web site. All notices of special meetings shall be prepared by either: a) the Board of Trustees (if called by the Board) or b) one person designated by the Board of Trustees, and one from the requesting group calling the special meeting. Such notice shall include the date, hour, and place of meeting and the agenda and shall state the business for which the meeting is called. Only such business shall be considered at the special meeting. The notice shall specify whether a vote will be taken.

5. Fifteen percent (15%) of the official membership last reported to the UUA, present at the time and place specified in any meeting call, shall constitute a quorum.

6. Resolutions that commit the corporate entity, First Unitarian Universalist Church of Columbus, to a position on any matter of social concern that impacts financial resources, physical plant resources, or has any legal implications must be approved at a properly called meeting of the membership. This shall not be construed to apply to or limit the normal activities of church committees, teams, or ministerial staff.

A. Such resolutions may be initiated and brought to the membership for a vote through a written proposal and rationale submitted to the Senior Minister or Board Chair by a member in good standing consistent with UU Principles and the Vision and Mission of First UU Church. Such proposals must be signed by at least five other members in good standing.

## **ARTICLE V - MEMBER ELECTED LEADERSHIP**

### **1. BOARD OF TRUSTEES**

A. The government of this church, including the conduct and control of its corporate powers, business and property, shall be vested in a Board of Trustees consisting of six elected members, two of whom shall be chosen by the members of the church at each Annual Meeting to serve for three years each. Trustees shall be elected at large and not for particular positions. Trustees shall take office on the first day of July. No Trustee who has served a full three-year term shall be eligible for reelection until one year after that term of office has expired. 5

B. In addition to the six members specified in section 1. A. above, the youth of the church (14 to 19 years of age) shall select one or two youth to serve as a representative to the Board of Trustees. The youth representative shall serve a one-year term, beginning July 1 and running through June 30 of the following year.

C. Vacancies.

1. The office of Trustee shall be declared vacant by a majority of the Board of Trustees if any Trustee ceases to be a member of this church, submits a resignation as Trustee in writing, or is absent without due cause and notice from meetings of the Board of Trustees for three consecutive meetings. Vacancies in the office of Trustee shall be filled by the affirmative vote of a majority of the Board of Trustees present at a meeting, such appointee to serve until the next Annual Meeting of members at which time an election shall be held to fill the unexpired term, if any.

2. Upon the adoption of a motion by at least a two-thirds (2/3) vote of the Board or upon receipt by the Board of a petition bearing the signatures of at least fifteen percent (15%) of the church membership last reported to the UUA, the Board promptly shall call a congregational meeting to consider recall of any member of the Board of Trustees named in such motion or petition. A vote by at least two-thirds (2/3) of the members present at such a meeting at which a quorum is present shall result in the immediate recall from office of the named person. The vacancy shall be filled by the Board as set forth in C.1. above.

D. The Board of Trustees may adopt, for its government, Governance Policies consistent with this Constitution. Amendments to the Governance Policies adopted by the Board of Trustees shall be reported in the church newsletter. The Secretary of the Board of Trustees shall assure that an updated copy of the Constitution and Governance Policies are posted on the church website at all times.

E. The Board of Trustees shall provide for the appointment of such committees as it deems necessary for effective operation of this church.

F. The Board of Trustees shall meet monthly, not less than nine times a year. All meetings of the Board of Trustees shall be open to each member of this church. Any member having business to be considered by the Board of Trustees shall notify the Chair, at least one day in advance of a regular meeting of the Board of Trustees. It shall be left to the Chair to decide whether the matter shall be considered at the forthcoming meeting, or at the one immediately following.

G. The Board of Trustees shall manage the finances of the church within the framework of the annually approved operating budget. The Board may adjust the budget, maintaining a budget balanced between income and expenses, if the need to do so becomes apparent from actual income and expense experience. The minutes of the Board meeting shall fully disclose the need for, and the circumstances of, such adjustment. The Board shall notify the congregation of any anticipated annual operating deficit greater than three percent of the annual operating budget as soon as such projections are available.

H. The Board of Trustees shall not purchase, sell, lease, convey, mortgage or otherwise dispose of real property, nor shall it incur any external indebtedness which would have the effect of increasing the total indebtedness of the church, other than mortgage indebtedness, to an amount in excess of three percent of the annual operating budget without previously securing the approval of the members at a business meeting or at a special meeting of the membership called for such purpose.

I. Any action taken by the Board of Trustees may be reversed by a vote of a 2/3 of the members of this church present and voting at any properly called meeting, where a quorum is present as specified in Article IV, Section 3., called within 30 days after the receipt by the membership of the effective notification of the related action so taken. If the members so reverse an action of the Board of Trustees, such Board action shall be null and void.

J. The Board of Trustees shall use the mission statement (Article II) as a guide to make decisions that reflect, support and further the mission of this church.

2. MODERATOR

The Moderator shall be elected by the members of the church at the Annual Meeting for a one-year term and shall take office at the beginning of the new fiscal year. The sole duty of the Moderator shall be to preside over the business meetings and any special meetings of the church.

### 3. NOMINATING COMMITTEE

The Nominating Committee shall be composed of six elected members and the Immediate Past Chair of the Board of Trustees. Allowing for staggered terms, three of the members shall be elected by members of the church at each Annual Meeting. No member of the Nominating Committee who has served a full two-year term shall be eligible for reelection until one year after that term of office has expired. Vacancies in the Nominating Committee shall be filled by majority vote of the Board of Trustees until the next Annual Meeting of the membership, at which time election shall be held to fill the unexpired term, if any.

### 4. THE SEARCH COMMITTEE FOR A CONSULTING, INTERIM OR SETTLED MINISTER

A. The search committee for a consulting, interim or settled minister shall select a candidate as a consulting, interim or settled minister of the church. A consulting minister or interim shall be hired by the Board under such terms as the Board and the consulting or interim minister shall determine. The Board shall determine whether to seek a consulting, interim or a settled minister. A settled minister candidate shall be voted upon by the membership, in accordance with Article VIII, Section 1.

B. The search committee for a settled minister shall have seven members, of which five shall be elected by church members and two appointed by the Board following the election. There shall be a search committee for a consulting or interim minister which committee shall have such members as the Board shall determine. Each of the three search committees shall function according to the procedures established by the office of ministerial settlement of the Unitarian Universalist Association as such procedures are in place at the time. The search committees shall not engage in significant alterations of this process without prior notification of, and consultation with, the Board of Trustees.

C. The Board of Trustees shall be empowered to appoint a search committee for an interim or consulting minister, which shall include representation from the membership at large, in addition to representatives from the Board of Trustees. The interim search committee shall function according to the procedures established by the Unitarian Universalist Association Office of Ministerial Settlement (or its equivalent) or by other means deemed appropriate by the Board of Trustees.

## **ARTICLE VI - OFFICERS**

1. The officers of the church shall consist of a Chair, a Vice-Chair, and a Secretary of the Board of Trustees, a Treasurer, an Assistant Treasurer, and a Moderator.
2. The incumbent Chair of the Board of Trustees shall convene the incoming Board following the elections at the annual meeting for the purpose of electing a Chair, a Vice-Chair, and a Secretary of the Board, a Treasurer, and an Assistant Treasurer. The new Board shall elect the new officers. The Chair, Vice-Chair, and Secretary shall be elected from among the Trustees. The Treasurer and Assistant Treasurer need not be elected Trustees, but if not elected Trustees, shall be ex-officio, non-voting members of the Board of Trustees. The officers so elected shall assume their respective duties at the beginning of the new fiscal year, on July 1.
3. At a Sunday worship service in July, August or September, the congregation shall install the Board elected officers.
4. For good cause, shown and articulated in the minutes of the Board of Trustees meeting, the Board may elect more than one individual to serve in any one of the positions identified in Article VI, Section 1 and 2 above.
5. The person who has completed service as Chair of the Board of Trustees shall hold the title of Past Chair of the Board of Trustees for one fiscal year. In the event that the service as Past Chair does not coincide with elective service on the Board, the Past Chair shall serve as an ex-officio, NON-VOTING member of the Board.
6. The duties of the officers, except those of the Moderator, shall be established by the Board of Trustees.
7. With the exception of the treasurer and the assistant treasurer, the board officers and Moderator shall be elected to no more than two consecutive one-year terms. All vacancies in office shall be filled by a majority vote of the Board of Trustees. When a vacancy is filled, a period of six months or more is considered to be one term.

## **ARTICLE VII - THE NOMINATING COMMITTEE AND ELECTIONS**

1. Every year the Nominating Committee shall identify and recruit members of the congregation in good standing (as determined by the Board) and will nominate two members for each open position on the Nominating Committee and at least one member, for all other open positions:
  - A. on the Board of Trustees,
  - B. Moderator, and
  - C. on the Search Committee for a settled minister, as needed.
2. The Nominating Committee's work will be guided by the principle of seeking out and nominating candidates who reflect the church's commitment to inclusiveness and diversity.

3. The report of nominations by the Nominating Committee shall be publicized in two separate congregation-wide communications, at least one week apart, with the last one no less than two weeks before the meeting date at which the election is to be held.

4. Nominations for positions to be filled by election at any properly called meeting, in addition to those of the Nominating Committee, may be made by petition in writing signed by twenty-five (25) or more members of the church. The petition and written consent of the nominee must be submitted to the Secretary of the Board of Trustees at least three days in advance of the meeting at which the election is to be held.

5. All elections shall be by secret written ballot except in those cases where there are no opposing candidates. An absentee voting procedure may be developed for elections.

#### **ARTICLE VIII - THE MINISTER(S)**

1. The membership shall call all settled ministers for the church. The minister(s) shall be called by a two-thirds vote of the church members present and voting at a meeting of the membership, called for that purpose, and shall continue to serve during mutual satisfaction. An absentee voting procedure may be developed for calling a minister.

2. A minister may resign by giving three months notice in writing to the Board of Trustees. The Board shall provide written notice to the membership, followed by an informational session of the congregation within thirty (30) days of receipt of the resignation.

3. An interim minister or consulting minister may be dismissed by the Board of Trustees without a vote of the congregation according to procedures established in a Governance Policy duly adopted by the Board.

4. A settled minister may be dismissed only by a two-thirds vote of members of the church at a special meeting called for that purpose and at which a quorum is present. Before such a meeting can occur, there must be a vote by the Board to call such a meeting, following a formal confidential Board investigation, an opportunity for confidential input from the settled minister, and a two-thirds vote of the Board. Only after such a process fails to obtain a vote to dismiss may members of the congregation call for a special congregational meeting to consider dismissal. A request for such a meeting signed by a normal meeting quorum will result in a special meeting being called.

5. Ministers shall have freedom of the pulpit and shall work cooperatively with the Board of Trustees in promoting the purpose and principles of the church. The Minister(s) shall be ex-officio non-voting member(s) of the Board of Trustees and all committees and teams of the church, except the Nominating Committee.

6. Ministers shall be responsible for the following functions, and in consultation with the Board of Trustees, they shall determine their several roles: worship; religious growth, exploration and education; pastoral care; social concerns and justice actions; administration, including supervision of paid staff. In a collegial relationship, the Minister(s) shall clearly delineate and communicate responsibility, accountability, and channels of communication before assuming their respective responsibilities led by the Senior Minister.

## **ARTICLE IX – COMMITTEES AND TEAMS**

1. In partnership, the Board of Trustees, Ministers and senior staff shall establish the organizational structure and delegate responsibility and authority to carry out the activities of the church for which the Board is responsible. Lines of responsibility for Board committees and church supported organizations shall be determined by the Board. All church positions and responsibilities are defined in the Governance Policies.

2. In accordance with Article V, 4. B., the Chair of a Search Committee will be appointed according to the procedures established by the office of ministerial settlement of the Unitarian Universalist Association as such procedures are in place at the time. The Chairs of all other committees, as well as individual positions, shall be appointed by the Board of Trustees after recommendation from the members of the congregation. Information on composition, appointment, and duties are set forth in the Governance Policies.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the First Unitarian Universalist Church of Columbus in all cases to which they are applicable and not inconsistent with this Constitution, the Governance Policies, and any special rules of order adopted.

## **ARTICLE XI - RULES OF ORDER, STANDING RULES, CHURCH POLICIES, STANDARD OPERATING PROCEDURES**

Additional documents will clarify church administration, special parliamentary rules, operating procedures and policies. Items within these documents can be adopted, amended, rescinded or suspended by a majority vote at any meeting of the group responsible for that document, unless otherwise provided by that document.

## **ARTICLE XII - AMENDMENTS**

1. Amendments to this Constitution may be proposed by the Board of Trustees or by written petition signed by a group equal to the quorum, who are members of the church.

2. Amendments shall be adopted by a two-thirds vote of members of the church voting in-person or absentee at a business meeting or special meeting called for that purpose. Written notice of the exact text of such proposed amendments, by means of the church newsletter, electronic distribution, posting on the church website or otherwise, shall be given to each member of the church at least 30 days prior to the meeting.

Typed by: G Carr 1984, J Miller 1988, J Kleen 1990, J Barker 1991, D Shkolnik 1996, 1997, 1999, P Hook 2004, M Garcia/E Catus 2005, M Garcia 2006, T Hooks 2012, C. Hoyt 2015, 2016, J Conlan 2018

Change Log (Not part of formal constitution)

March 2015 – Changed size of Board of Trustees from 12 to 6 members. Approved at Mid-Year congregational meeting,

January 2016 – Changed name of Leadership Development Committee to Nominating Committee and reduced size from 8 to 6 members.

Approved at Mid-Year congregational meeting

January 2018 – Changed Article II with new mission and vision statement and Article IV item #6– Meetings of the membership and/or Congregation

June 2018 – Updates to region name, Partnership Governance terms, absentee voting, and Board Governance Policy