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ARTICLE III. GOVERNANCE POLICY

Section 1. AUTHORITY.

The government of this Church shall be vested in the members, who shall exercise the right of control in all its affairs, subject to the Articles of Incorporation granted to the Church by the State of Colorado. The following matters are specifically reserved to the exclusive jurisdiction of the members (hereinafter referred to as either the members or the Congregation):

- A. Election of members of the Board of Trustees and all other elective offices;
- B. Selection and dismissal of a Senior or Associate Minister and the establishment of his/her compensation;
- C. Adoption and amendment of the Articles of Incorporation and the Bylaws;
- D. Adoption of the annual budget;
- E. Authorization of the officers of the Church to purchase, sell, mortgage, lease, or otherwise dispose of, or deal in, the church building or real estate of any kind;
- F. Dissolution of the Church;
- G. Removal of members of the Board of Trustees who fail to perform their duties. Such members also may be removed by the Board of Trustees, subject to the review authority of the Congregation.

Section 2. AFFILIATION.

This Church is affiliated with the Unitarian Universalist Association and its Mountain Desert District. The relationship to these affiliates is one of mutual voluntary fellowship and cooperation.

Section 3. EXECUTIVE POWER OF THE BOARD OF TRUSTEES.

The executive power of the Church shall be delegated to the Board of Trustees (hereinafter referred to as the Board) which shall provide leadership and conduct the business of the Church. The Board shall be guided by resolutions or motions which may be adopted by the Congregation.

ARTICLE IV. MEMBERSHIP

Section 1. MEMBERSHIP ELIGIBILITY AND ADMISSION PROCEDURE

- A. Membership in this Church shall be open to all persons who support its purposes, principles, and programs.
- B. To become a member, a person must complete a New Member Program that is approved by the Board of Trustees or its designee, and then sign the Membership Book. The requirement for completing the New Member Program may be waived by the Board or the Minister.

Section 2. VOTING RIGHTS.

To be eligible to vote on any items of business before the Church, a member shall have signed the Membership Book at least 30 days prior to a congregational meeting or other occasion in which members decide questions or hold elections.

Section 3. FINANCIAL SUPPORT EXPECTED OF MEMBERS

- A. All members of the Church are expected to make a financial pledge for the benefit of

- 95 the Church and shall be encouraged to do so.
96 B. Membership privileges, including voting rights, shall not be conditioned upon any
97 minimum financial contribution.
98

99 Section 4. RESIGNATION FROM MEMBERSHIP

- 100 A. A member may resign from the Church by giving oral or written notification to the
101 Minister, the Membership Committee Chair, or the Church office.
102 B. Names of persons who have resigned membership shall be removed from the
103 Membership Roll.
104 C. The Board Secretary may, with approval of the Board of Trustees, drop from the
105 Membership Roll any member who has moved from the area without notice to the
106 Church or without leaving a forwarding address, or has otherwise expressed her/his
107 intention no longer to retain membership in the Church.
108

109 **ARTICLE V. OFFICERS AND THE BOARD OF TRUSTEES**
110

111 Section 1. OFFICERS AND DUTIES

- 112 A. The officers of the Church shall be a President, a Vice President, a Treasurer, and a
113 Secretary. These officers shall perform the duties prescribed by these Bylaws, and
114 they shall be members of the Board of Trustees. All officers and Trustees must be
115 members of the Church.
116 B. The PRESIDENT serves a two-year term following a one-year term as PRESIDENT-
117 ELECT and is the chief executive officer of the Church with the following duties and
118 responsibilities:
119 1. To preside at meetings of the Board of Trustees and the Congregation;
120 2. To sign all legal documents on behalf of the Church;
121 3. To be an ex-officio member of all committees except the Nominating
122 Committee;
123 4. And to perform such other duties applicable to the office as prescribed by the
124 parliamentary authority or as directed by the Board of Trustees or the
125 Congregation.
126 C. The VICE PRESIDENT is selected by the Board of Trustees from among its members
127 to serve a one-year term, acting as president in the absence or incapacity of the
128 President and assisting the President as requested.
129 1. After one year of service as PRESIDENT-ELECT, this trustee shall succeed to
130 the office of President for a two-year term.
131 2. In the event that the office of President becomes vacant before the two- year
132 term has been served, the President-elect automatically becomes President for
133 the remainder of the unexpired term, followed by the prescribed two-year term.
134 3. In the event of vacancies in the offices of both President and President-elect,
135 the Board of Trustees shall appoint an acting President and/or President-elect
136 until such time as the Congregation may elect officers to the vacant positions.
137 D. The TREASURER is selected by the Board of Trustees from among its members to
138 serve a one-year term and is the chief disbursing officer of the Church with the
139 following responsibilities:
140 1. To chair the Finance Committee and ensure that the Board's responsibilities for
141 financial oversight are fulfilled.

- 142 2. To provide fiscal control of the Church monies and properties and work with
143 the Finance Ministry Team to develop policies and procedures that meet audit
144 standards.
145 3. To provide financial reports to the Board of Trustees and the Congregation.
146 4. To oversee the care of all legal documents relating to Church affairs and
147 property, and to arrange for audits of the financial records as directed by the
148 Board of Trustees or the Congregation.
- 149 E. The SECRETARY is selected by the Board of Trustees from among its members to
150 serve a one-year term and is the chief record keeper of the Church, with the following
151 responsibilities:
152 1. To record minutes of meetings of the Board of Trustees and the Congregation.
153 2. To oversee maintenance of the Membership Roll and work closely with the
154 Archivist on maintenance of permanent records of the Church. All records of
155 the Secretary shall remain the property of the Church.
156

157 Section 2. BOARD OF TRUSTEES

- 158 A. BOARD COMPOSITION. Seven Trustees, including the four officers and three
159 additional Trustees shall constitute the voting members of the Board of Trustees.
160 1. All Trustees shall be elected to serve three-year terms.
161 2. When there is a President-elect (alternate years) that person will serve as one of
162 the six Trustees and may fill any of the designated slots.
163 3. The Board shall ensure, prior to each election, that there are continuing
164 members or nominees willing and able to serve in the roles of Vice President,
165 Treasurer, and Secretary.
166 4. The Senior Minister shall be a non-voting, ex-officio member of the Board.
167 B. BOARD'S DUTIES AND POWERS
168 1. The executive power of the Church shall be delegated to the Board of Trustees
169 (hereinafter referred to as the Board). The Board shall be subject to the orders
170 of the membership, and none of its actions shall conflict with action taken by
171 the membership in meetings of the Congregation or these Bylaws.
172 2. The Board of Trustees is responsible for oversight and evaluation of all Church
173 programs and activities, fiduciary control of all monies and property, including
174 adherence to the annual budget, and strategic planning.
175 3. Specific responsibilities and duties of the board are prescribed in the Board
176 Policies. Specific duties and responsibilities are delegated to staff and others
177 are identified as being reserved for the Board.
178 4. The Board is empowered to hire, fix compensation, supervise, and terminate
179 any employees of the Church except for the Senior or Associate Minister.
180 5. The officers of the Board are also officers of the Church's non-profit
181 corporation and shall execute the legal duties and responsibilities thereof.
182 C. BOARD MEETINGS.
183 1. The Board shall meet on a regular date each month, except that a meeting may
184 be canceled when there is no business. The President shall call special
185 meetings as needed or at the request of a majority of the Board. Meetings shall
186 be open to all members of the Church.
187 2. A majority of the voting Board membership shall constitute a quorum.
188

189 **ARTICLE VI. CONGREGATIONAL MEETINGS**

190
191 Section 1. ANNUAL MEETING.

- 192 A. An annual congregational meeting of members shall be held within the ninety-day
193 period prior to the beginning of the fiscal year and shall be for the purpose of adopting
194 an annual budget, holding elections, receiving reports of officers and committees, and
195 for any other business that may arise.
- 196 B. Notice of the time and place of all meetings of the Congregation shall be sent to postal
197 or electronic addresses of all members, and the notice shall indicate the major items of
198 business to be transacted, such as elections and adoption of the annual budget. Any
199 action items not included in the notice may be considered only by adoption of a
200 motion to suspend the rules.
- 201 C. The agenda and order of business for the annual meeting shall be established by the
202 Board of Trustees.
- 203 D. A quorum for all congregational meetings shall be 10% of the number on the
204 Membership Roll at least 30 days prior to the time of the congregational meeting.

205
206 Section 2. SPECIAL MEETINGS.

207 Special meetings of the Congregation shall be called by the President as needed, or at the request
208 of a majority of the Board, or by any ten (10) members. The agenda of the special meeting shall
209 be limited to the items of business for which the meeting was called.

210
211 Section 3. VOTING.

212 Voting by proxy shall not be permitted. Voting by mail or electronic ballot may be authorized
213 by either the Board or the Congregation.

214
215 Section 4. RESOLUTIONS ON MORAL OR SOCIAL CONCERNS.

- 216 A. Consideration of a resolution on a moral or social concern can be initiated by a
217 petition signed by ten percent of the membership, provided that the resolution 1)
218 addresses a single issue, 2) clearly states a proposed position of the Church, and 3)
219 describes any action that is to be taken.
- 220 B. The signed petition shall be submitted to the Board of Trustees which is charged solely
221 with determining whether the proposed resolution meets the criteria presented in
222 Section 4.A.
- 223 C. Sponsors of the resolution must then arrange for at least one forum to inform the
224 Congregation and to provide opportunity for discussion.
- 225 D. Thereafter, the resolution may be considered at a meeting of the Congregation.
- 226 E. A vote of three-fourths of the members present and voting at the meeting of the
227 Congregation is required to adopt the resolution. A written ballot must be used if it is
228 requested by any member.
- 229 F. All publicity about any resolution adopted by the Congregation shall include the vote
230 tally and the percentage distribution of the vote.

231
232 **ARTICLE VII. COMMITTEES**

233
234 Section 1. COMMITTEE ESTABLISHMENT AND OPERATING PROCEDURES.

- 235 A. Either the Congregation or the Board of Trustees is empowered to establish new

- 236 standing committees or to reorganize the duties of standing committees as needed,
237 provided such actions are consistent with these Bylaws.
238 B. Committees are governed by policies and charters adopted by the Board of Trustees or
239 the Congregation. Any policies or charters adopted by the Board must not conflict
240 with decisions of the Congregation.
241

242 Section 2. BOARD COMMITTEES.

- 243 A. There will be four Board committees. Members of these committees will be appointed
244 by the Board or elected by the Congregation and will include at least one Trustee.
245 1. The Finance Committee, chaired by the Treasurer, assists the Board in its
246 oversight of Church finances, financial reports, and the annual audit. The
247 committee has no management authority.
248 2. The Personnel Committee assists the Board in developing policies to ensure
249 compliance with applicable laws and with the highest standards of integrity
250 and compassion in its relationship with staff. The committee has no
251 management authority.
252 3. The Governance Committee assists the Board in focusing on its governance
253 role and in its efforts to ensure that the organization and governance of the
254 Church serves its mission and members.
255 4. The Nominating Committee shall have three members who are elected by the
256 Congregation for three-year terms plus one Trustee in a one-year renewable
257 term. The duties of this committee are to nominate candidates for all of the
258 elective offices of the Church and to present these nominations to the
259 Congregation.
260

261 Section 3. STANDING COMMITTEES

- 262 A. Endowment Fund Committee.
263 1. This committee shall have five members who are elected for three-year terms.
264 The Senior Minister and the Chair of the Finance Committee shall be non-
265 voting members of the Committee. Members shall select a chair, financial
266 secretary, and recording secretary.
267 2. The duty of this committee is to administer gifts to the Church in accordance
268 with the purposes of the Church, any terms specified by donors, and standing
269 rules adopted by the Board or the Congregation.
270

271 **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

272
273 Section 1. NOMINATIONS.

274 The Nominating Committee is responsible for identifying and nominating candidates for all
275 elective offices of the Church. After this Committee has presented its report to the
276 congregational meeting, additional nominations may be made from the floor. Nominees for any
277 elective office must be members of the Church.
278

279 Section 2. ELECTIONS.

- 280 A. Elections are held at the Annual Meeting of the Congregation, or at special meetings,
281 if needed, for the following offices:
282 1. Each year, as vacancies arise, the Congregation will elect members to fill

- 283 vacancies on the Board of Trustees to three-year terms.
284 2. In alternating years, the Congregation will elect a President-Elect who will
285 serve for one year as a member of the Board, followed by a two-year term as
286 President of the Board of Trustees.
287 3. Each year, as vacancies arise, the Congregation will elect members to fill
288 vacancies on the Nominating and Endowment Fund Committees to three-year
289 terms.
290 B. Whenever an election for any office is contested, the election shall be by ballot, and
291 the candidate receiving the highest number of votes shall be elected. Whenever an
292 election is uncontested, a voice vote may be used. Either the Congregation or the
293 Board is empowered to authorize mailed or electronic ballots for elections.
294 C. Terms of office for all elective positions shall run coincident with the fiscal year,
295 except that officers, trustees, and committee chairs shall hold office until their
296 successors are elected.
297 D. Board members may hold office for two consecutive terms, after which two years
298 must elapse before re-election to the same office. Elected committee members may
299 hold office for two or more consecutive terms that total no more than six consecutive
300 years, after which two years must elapse before reelection to the same office.
301

302 Section 3. VACANCIES AND REPLACEMENTS.

- 303 A. The Board shall fill by appointment any vacancies among the elected positions until
304 the Congregation can fill the position by election.
305 B. Any elected member who does not carry out the duties of his/her office may be
306 replaced by the Board, at its discretion. Any such decisions by the Board are subject
307 to review by the Church membership.
308

309 **ARTICLE IX. THE MINISTER**

310
311 Section 1: Ministerial Positions

- 312 A. The Church shall retain a called Senior Minister to provide the primary pastoral
313 leadership of the Church in pursuit of its purposes.
314 B. The Church may retain one or more called Associate Ministers to provide additional
315 pastoral leadership under the supervision of the Senior Minister.
316 C. The Church may employ one or more Assistant Ministers who will provide pastoral
317 leadership under the supervision of the Senior Minister (or Interim Minister, if the
318 Senior Minister position is vacant).
319 D. The Church may employ an Interim Minister to serve the Congregation in the event of
320 a vacancy in the position of Senior Minister.
321

322 Section 2: Responsibilities

- 323 A. The Ministers are to provide the pastoral leadership of the Church in pursuit of its
324 purposes, and their duties may include, but are not limited to, Sunday services,
325 religious education, Church programs, pastoral counseling, weddings and memorial
326 services, and participation in community outreach and service.
327 B. The duties of each Minister shall be specified in a Letter of Agreement to be
328 negotiated and approved by the Board of Trustees.
329

330 Section 3: Methods of Selecting Ministers

331 A. The selection and dismissal of the Senior Minister or Associate Ministers are reserved
332 to the exclusive jurisdiction of the members of the Church.

333 1. Search Committee. In the event of a vacancy in the Senior Minister or an
334 Associate Minister position, a Congregational meeting shall be called to elect a
335 seven-person Search Committee and establish a search budget.

336 a. The Nominating and Leadership Committee shall present a slate of
337 candidates and additional nominations may be made from the floor.

338 b. If there are more than seven candidates, the Congregation will vote by
339 ballot, and the seven candidates receiving the highest number of votes shall
340 be elected. If the election is uncontested, the candidates may be elected by
341 voice vote.

342 c. Search Committee members shall serve for whatever time is required to
343 complete their duties, provided that the Congregation can terminate the
344 search or discharge the Committee. In the event of a vacancy on the
345 Committee, the Board may appoint a replacement.

346 2. The Search Committee shall seek qualified candidates, interview prospective
347 ministers, and recommend candidates to the Congregation until a minister is
348 elected by the members.

349 3. A Senior or Associate Minister is called by the Congregation when two-thirds
350 of those present and voting in a special meeting of the Congregation cast their
351 votes in favor of a candidate recommended by the Search Committee.

352 4. A letter of agreement concerning terms of employment and of separation shall
353 be negotiated by the Board and a Senior or Associate Minister to be employed
354 by the Church, provided that the Congregation must approve the Minister's
355 compensation.

356 B. The selection and dismissal of an Assistant Minister or Interim Minister is delegated to
357 the Board of Trustees.

358 1. Whenever the Congregation has authorized an Assistant or Interim Minister
359 position, the Board of Trustees shall approve a position description and appoint
360 a Search Committee.

361 2. The Search Committee will advertise the position, review applications,
362 interview prospective candidates, and recommend one or more to the Board of
363 Trustees.

364 3. An Assistant or Interim Minister is hired by the Board of Trustees when two-
365 thirds of Board members vote in favor of a candidate and approve a letter of
366 agreement negotiated by the candidate and the Board.

367

368 Section 4: Terms of Employment for Ministers

369 A. The term of the called Senior or Associate Minister shall be indefinite, but dismissal
370 may be effected by a two-thirds vote of members present and voting at a special
371 meeting of the Congregation.

372 B. An Assistant Minister is employed initially under a one-year contract and is hired or
373 dismissed by the Board of Trustees. After the first year, the contract may be extended
374 for such term as may be acceptable to the Board.

375 C. An Interim Minister is employed under a yearly contract and is hired or dismissed by
376 the Board of Trustees.

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ARTICLE X. CLUBS AND ORGANIZATIONS

Clubs and organizations affiliated with the Church may be approved by the Board or the Congregation. Such groups shall function as part of the Church, and their programs and activities must be consistent with the stated purposes of the Church.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this Church in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special or standing rules of order the Church may adopt.

ARTICLE XII. AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting of the Church by a two-thirds vote, provided that the amendment has been submitted in writing to the members at least ten days before the meeting, either by posting the amendment in the Church or by postal or electronic mail.

ARTICLE XIII. DISSOLUTION

Should this Congregation vote to disband, all of its assets will be transferred to the Unitarian Universalist Association for its general purposes.