

BYLAWS OF FOOTHILLS UNITARIAN CHURCH

FORT COLLINS, COLORADO

New version approved June 04, 2023

Article 1. NAME

The name of this church shall be Foothills Unitarian Church.

Article 2. PURPOSE

The purpose of the church is to promote Unitarian Universalist principles through the shared values, vision, and mission of the congregation.

Article 3. GOVERNANCE

3.1 CONGREGATION

The members of the Corporation (hereinafter referred to as the congregation), acting together in accordance with the procedures laid out in these bylaws, are the ultimate authority of the church, with the power to call a minister, dismiss a called minister, approve the annual operating budget, new or amended articles of incorporation and bylaws, decisions regarding church property, and dissolution of the church.

3.2 BOARD OF TRUSTEES

The Board of Trustees shall govern the business, property, and affairs of the congregation, and shall promulgate policies for the conduct of its affairs consistent with the laws of the State of Colorado, the Articles of Incorporation, these Bylaws, and any resolutions adopted by the membership. The Board of Trustees shall be accountable solely to the membership of the congregation.

3.3 SENIOR MINISTER

The Senior Minister shall function as the executive for the church unless otherwise designated by the Board of Trustees by a vote of 66% of the Trustees present at any regular or called meeting at which a quorum is present.

3.4 POLICY-BASED GOVERNANCE MODEL

The congregation delegates its authority to the Board of Trustees to articulate the mission, vision, and values of the congregation, to discern our sources of accountability and authority and be in future-focused conversation with them, and to craft written policies (found in the Board of Trustees Policy Book) that set guidance and limitations for both the Ministry and the Board which ensure that the church's resources and activities are furthering the mission and vision, in alignment with our values.

The congregation charges the Board to regularly monitor both compliance with these board policies and progress towards the church's mission and vision.

3.5 AFFILIATION

Foothills Unitarian Church shall be a member congregation of the Unitarian Universalist Association.

Article 4. MEMBERSHIP

4.1 ELIGIBILITY AND ADMISSION

Membership in this Church shall be open to all persons who support its mission, values, and vision. To become a member, a person must complete the congregation's new member program and then sign the Membership Book.

4.2 VOTING RIGHTS

To be eligible to vote on any items of business before the Church, a congregant must have completed the membership process at least 30 days prior to a congregational meeting or other occasion in which members decide questions or hold elections.

4.3 FINANCIAL SUPPORT EXPECTED OF MEMBERS

All members of the Church are required to make and fulfill a personally meaningful annual pledge or other financial contribution, or to request a financial hardship waiver via conversation with the Senior Minister.

4.4 TERMINATION FROM MEMBERSHIP

A member's name shall be removed from the membership roll in case of:

- A. The member's death;
- B. Written request by the member;
- C. A prolonged period of inactivity (as defined in the Board of Trustees Policy Book);

D. Removal by a 66% vote of the Board for actions that threaten the well-being of the congregation.

Article 5. BOARD OF TRUSTEES

5.1 COMPOSITION

A. The Board of Trustees shall consist of seven (7) members. The Senior Minister shall be a non-voting, ex-officio member of the Board.

B. Each Trustee shall be a voting member of the congregation and shall be elected for a term of three (3) years. A Trustee may be nominated and elected to serve a second consecutive term, but after serving such a second consecutive term, may not be nominated or elected to serve any additional term until the Trustee has been off the Board of Trustees for at least three years.

C. A Trustee shall take office upon the election of that Trustee and shall continue until the term expires or the Trustee resigns, is removed, or is unable to complete the term. In the event of a vacancy on the Board of Trustees for any reason, the Board may at its sole discretion appoint a successor to fill the vacancy for the remainder of the unexpired term. Such appointment shall be subject to approval by the voting members of the congregation at the next congregational meeting.

D. Any Trustee may resign by giving notice in writing to all Trustees. Any elected member who does not carry out the duties of his/her office may be replaced by the Board, at its discretion. A Trustee may be removed, with or without cause, by action of 66% of the Trustees present at any regular or called meeting at which a quorum is present or by vote of a majority of the voting members of the congregation present at an annual meeting or at a special meeting called pursuant to Article VI of these Bylaws. If three (3) or more vacancies exist at any one time, a congregational meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

5.2 OFFICERS

There are three officers of the Congregation: President, Secretary, and Treasurer. The President is elected by the congregation. The Secretary and Treasurer are appointed by the Board of Trustees from among their members each year at its first regularly scheduled meeting following a board election. The Treasurer and Secretary may be re-appointed to successive terms so long as they continue to serve on the Board of Trustees. The Board of Trustees determines by policy the duties of each officer.

5.3 BOARD MEETINGS

A. Regular meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board of Trustees. Meeting dates, times, and locations shall be publicized in advance to the congregation. Meetings except executive sessions shall be open to all members of the congregation.

B. A majority of the voting Board membership shall constitute a quorum. If a quorum is present when a duly called meeting is convened, the Trustees present may continue to transact business until adjournment, even though the withdrawal of one or more Trustees leaves less than the number otherwise required for a quorum.

C. Any action by the Board of Trustees may be decided upon by a majority of the votes cast by those present at the meeting unless otherwise specified in Board of Trustees policies or these bylaws. A Trustee may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Trustees.

D. Any action that could be taken at a meeting of the Trustees may be taken instead by written action signed or consented to by authenticated electronic communication by all the Trustees. A Trustee may consent to an action by affixing their signature on a document setting forth the action, or by electronic communication as defined in Colorado statutes. Any vote taken by electronic communication by the Board of Trustees shall be reported in official board minutes.

Article 6. CONGREGATIONAL MEETINGS

6.1 ANNUAL MEETING

The Board will call at least one meeting of the congregation per year.

6.2 QUORUM

A quorum for all congregational meetings shall consist of voting members. A quorum shall be 10% of the number on the Membership Roll at least 30 days prior to the time of the congregational meeting.

6.3 SPECIAL MEETING

A special meeting may be called by the Board or by petition of at least 10% of all members. The agenda of the special meeting shall be limited to the items of business for which the meeting was called.

6.4 NOTIFICATION FOR MEETING

Notice of a congregational meeting, including time, place, and agenda, shall be sent to all members at least one week in advance of the meeting.

6.5 VOTING

Only members present at the meeting may vote, except that the Board may by policy allow absentee voting such as mailed or electronic ballots. Voting by proxy shall not be permitted.

6.6 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order 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 congregation may adopt.

Article 7. NOMINATING COMMITTEE

The Nominating Committee shall have three members who are elected by the congregation for three-year terms, plus one Board Member liaison in a one-year renewable term. The duties of this committee are to nominate candidates for all the elective offices of the Church and to present these nominations to the congregation.

Article 8. NOMINATIONS & ELECTIONS

8.1 NOMINATIONS

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

8.2 ELECTIONS

A. Elections are held at the Annual Meeting of the congregation, or at special meetings, if needed.

B. Each year voting members shall elect two trustees and shall elect one additional trustee beginning in 2021 and every third year thereafter, in order to achieve the continual, staggered replacement of seven Board members with three-year terms.

C. Every other year one of the nominated trustees will be designated on the ballot as President Elect, who will serve for one year as trustee, followed by two years as President of the Board of Trustees, in order to achieve the regular succession of the Presidency.

D. Each year, as vacancies arise, the congregation will elect members to fill vacancies on the Nominating Committee to three-year terms.

E. Whenever an election is uncontested, a voice vote may be used. Whenever an election for any office is contested, the election shall be by ballot, and the candidate receiving the highest number of votes shall be elected. Only members present at the meeting may vote, except that the Board may by policy allow absentee voting such as mailed or electronic ballots.

F. Terms of office for all elective positions shall run coincident with the church year (July through June) except that elected officers shall hold office until their successors are elected.

8.3 VACANCIES AND REPLACEMENTS

A. Any elected member who does not carry out the duties of his/her office may be replaced by the Board, at its discretion.

B. The Board shall fill by appointment any vacancies among the elected positions until the Congregation can fill the position by election.

Article 9. THE MINISTER

9.1 MINISTERIAL POSITIONS

A. The Church shall retain a called Senior Minister to provide the primary pastoral leadership of the Church in support of the Mission, Values, and Vision of the congregation.

B. The Church may retain one or more called Associate Ministers to provide pastoral leadership under the supervision of the Senior Minister.

C. The Church may employ one or more Assistant Ministers who will provide additional pastoral leadership under the supervision of the Senior Minister.

D. The Church may employ an Interim Senior Minister to serve the congregation in the event of a vacancy in the position of Senior Minister. For their term, the Interim Senior minister will function in the role of Senior Minister.

9.2 RESPONSIBILITIES

- A. The Ministers are to provide the pastoral leadership of the Church in support of the Mission, Values, and Vision of the congregation, and their duties may include, but are not limited to, Sunday services, religious education, church programs, pastoral counseling, weddings and memorial services, and participation in community outreach and service.
- B. The duties of the Senior Minister and any other called ministers shall be specified in Letters of Agreement to be negotiated and approved by the Board of Trustees.
- C. All called Ministers shall be in Fellowship with the Unitarian Universalist Association, and members in good standing of the Unitarian Universalist Ministers Association.
- D. Ministers and invited speakers shall have freedom of the pulpit.

9.3 METHODS OF SELECTING MINISTERS

- A. The selection of the Senior Minister or Associate Minister(s) are reserved to the exclusive jurisdiction of the members of the Church. Quorum for a special congregational meeting to select a called minister (senior or associate) is 25% of membership.
- B. An ad hoc ministerial search committee shall be elected by the congregation when needed, with a slate of candidates affirmed by the Nominating Committee and following procedures recommended by the UUA to ensure diversity of voice and an orientation toward the future needs of the congregation.
- C. A Senior or Associate Minister is called in a special congregational meeting by a vote of at least 75% in favor of a candidate recommended by the search committee.
- D. A letter of agreement concerning terms of employment and of separation shall be negotiated by the Board and a Senior or Associate Minister to be employed by the Church.
 - 1. Unless otherwise specified, the term of the called Senior or Associate Minister shall be indefinite.
 - 2. An Interim Minister is employed under a yearly contract, and their selection is delegated to the Board of Trustees.

9.4 DISMISSAL OF MINISTERS

- A. Quorum for a special congregational meeting to dismiss a called minister (senior or associate) is 25% of membership. A called minister (senior or associate) may be dismissed by a 50% vote.
- B. An Assistant Minister can be dismissed by the Senior Minister.
- C. An Interim Minister can be dismissed by the Board of Trustees by a simple majority vote of the Trustees present at any regular or called meeting at which a quorum is present.

Article 10. AMENDMENT OF BYLAWS

These bylaws may be amended at any congregational meeting by a vote of at least 66%, 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 11. DISSOLUTION

The decision to dissolve this church can be taken only at a special congregational meeting solely with this purpose. The intention of the meeting must be submitted in writing to the members at least ten days before. A quorum of 50% of the membership of the congregation is required, and the measure passes with a 66% vote.

Should this congregation vote to disband, all property real or personal will be transferred to the Unitarian Universalist Association or its successors.