

# **Emerson Unitarian Universalist Chapel**

## **Constitution and Bylaws**

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### **Article I**

#### **Name**

This organization, incorporated pursuant to the laws of the State of Missouri, and the corporation, is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, shall be known as the Emerson Unitarian Universalist Chapel (herein called the "Chapel").

### **Article II**

#### **Purpose**

The purpose of this organization is to enhance the individual's spiritual growth, to enrich the lives of our members and friends through a community of mutual love and respect, to enjoy the continuous journey as we each seek religious truth assisted by a free Chapel society, and to provide religious services and related activities.

Consistent with the principles of the Unitarian Universalist Association, we covenant to affirm and promote:

- The inherent worth and dignity of every person
- Justice, equity and compassion in human relations
- Acceptance of one another and encouragement to spiritual growth in our congregations
- A free and responsible search for truth and meaning
- The right of conscience and the use of the democratic process within our congregation and in society at large
- The goal of world community with peace, liberty and justice for all
- Respect for the interdependent web of all existence of which we are a part

### **Article III**

#### **Denominational Affiliation**

This Chapel shall be a member of the Unitarian Universalist Association (UUA), the Central Midwest District (CMwD), and the St. Louis Area Unitarian Universalist Council (SLAUUC). It is the intention of this Chapel to make annual financial contributions equal to its full fair share as determined by the Association and the District.

## **Article IV Membership**

- A. Member. Any person fifteen (15)-years of age or older who is in sympathy with the purposes and programs of our Chapel and wishes to support the Chapel personally and financially may become a member of this Chapel by signing the membership book, witnessed and signed by two board members, effective the date of her/his signing. The Chapel shall, from time to time, make formal public recognition of all new members. It is generally understood that all members should have an understanding of Unitarian Universalism. It is specifically understood that membership is open to all qualified persons regardless of race, color, gender, age, national origin, or sexual orientation.
- B. Classes of Membership. The congregation shall be composed of (1) Voting Members, (2) Associate Members and (3) Youth Members. A Youth Member is anyone who is fifteen (15) through seventeen (17) years of age, who has signed the membership book, is not responsible to pay a pledge, and may not vote. An Associate Member is anyone who has signed the membership book and who does not otherwise qualify as a Voting Member. A Voting Member is (1) anyone who has been recognized as an Associate Member for at least 90 days and (2) who is 18 years of age or older and (3) one of the following: (a) who has made a minimum recorded contribution to the General Fund of the Chapel in the past fiscal year or (b) who has paid part or all of a minimum pledge for the current year or (c) who has had the minimum pledge waived by the Board of Trustees for the prior or current year. A minimum pledge shall be the current per capita denominational dues.
- C. Creed. No subscription to creed or participation in a ceremony will be required of any member.
- D. Resignation. A member may resign at any time by notifying an officer or any board member in writing. Should a member move away from the area without resigning in writing, the Board of Trustees may assume, unless notified otherwise by the member, that the member has withdrawn.
- E. Membership Rolls. The roster of Voting Members, which shall be used for all denomination statistical reports, shall be determined as described in Article IV.B. A person may be removed from the roster of Voting Members when that person (1) has died, or (2) has resigned as described in Article IV.D. Associate members may be removed for the above same two reasons. For purposes of maintaining accurate membership statistics, any member, Voting or Associate, may be removed from the membership rolls by a vote of the Board based on the recommendation of the Secretary of the Board. Before such action is taken, a notice of impending removal shall be mailed to said member and a reply requested within 30 days.
- F. Friend of the Chapel. Any person regularly identified with the Chapel or its programs shall be a Friend of the Chapel and eligible to participate in all activities except those for which membership is required. A friend may serve on the Board of Trustees only after fulfilling the criteria for a Voting Member at least ninety (90) days prior to an election.

## **Article V**

### **Meetings of the Membership**

- A. Annual Meeting. The annual meeting of the membership shall occur on a Sunday in May of each year at a time and place to be designated by the Board of Trustees.
- B. Special Meetings. Special meetings of the membership may be convened by one of the following:
  - 1. The President of the Board of Trustees.
  - 2. Two-thirds (2/3) of the Trustees.
  - 3. Written request or petition signed by thirty (30) percent of the voting membership.
- C. Meeting Notice. A written notice of any special meeting shall be posted conspicuously in the Chapel and announced from the pulpit of the Chapel and furnished to each member, when possible, not less than seven (7) days, but not more than thirty (30) days, prior to the date of the meeting. The notice shall state the place, day, hour, and agenda for the meeting. If for any reason an emergency meeting must be called and the seven (7) day notification period is not feasible, every effort will be made to contact all members personally via telephone.
- D. Right to Vote. All voting members attending any annual or special meeting shall have the right to vote. Proxy votes of voting members shall be accepted during annual or special meetings. The attending voting member shall vote both her/his vote and the proxy. In the event of a written ballot, the attending member shall receive, in addition to her/his own, a ballot for each member for whom a proxy vote will be cast. The attending member shall register all proxies held with the Board secretary prior to any vote taken at that meeting.
- E. Quorum. A quorum at the annual or special meeting shall be one-third (33%) of the voting membership. Registered proxy votes shall count as members present for quorum purposes.
- F. Transactions. No mortgage, sale, lease, or purchase of real estate for the Chapel shall occur without the prior approval of the membership.
- G. Transaction Majority, Not Otherwise Described. The affirmative vote of a two-thirds (2/3) vote of the voting membership present including the proxy votes cast at any annual or special meeting shall be necessary to approve the transactions described in the prior subparagraph (F), or similar transactions, or any other transaction for which "majority" has not herein been defined.
- H. Procedure. All annual or special meetings of the membership shall have a written agenda approved by the Board of Trustees prior to the meeting. No new business originating from the floor may be voted upon by either the Board of Trustees or the Chapel membership at the meeting. The Board of Trustees shall appoint a Parliamentarian for any meeting at which a vote of the Chapel will take place. The Parliamentarian will insure that the Chapel's constitution and bylaws and operating procedures are followed. The Parliamentarian will be identified by the Chair at the beginning of the meeting.

## **Article VI**

### **Nominating Committee**

- A. Function. This committee shall nominate candidates for election to the Board of Trustees, the Audit Committee, and shall appoint the next Nominating Committee. During the church year, this committee shall be convened to nominate replacements to fill vacancies to the Board of Trustees as they occur. At the annual meeting, the Nominating Committee shall present the slate of candidates for the approval vote of the membership. The Committee chair will then announce the members of the next Nominating Committee and this, in effect, dissolves his/her own committee.
- B. Operation. Prior to the next annual meeting, the committee will publish the names of its nominees in the Chapel newsletter. In addition to those nominated by the committee, candidates can be nominated from the floor at the annual meeting. Floor nominations shall have the approval of the nominee.
- C. Composition. The Nominating Committee shall consist of three (3) members: one retiring Board member; one member from the previous year's Nominating Committee; and one member from the congregation at large. The Board of Trustees shall convene the Nominating Committee at least ninety (90) days prior to the Annual meeting. No current Board of Trustee member may serve on the Nominating Committee.
- D. Vacancy. The Board of Trustees shall have the power to fill any vacancy on the Nominating Committee, as it deems appropriate.
- E. Reports. The Nominating Committee shall make reports to the Board of Trustees from time to time as deemed appropriate and by direction of the Board of Trustees.

## **Article VII**

### **Audit Committee**

- F. Function. This committee shall perform an internal audit of the financial information of the chapel annually from July 1 through August 15. It shall provide a letter of its findings to the Board for its review by its September board meeting. The committee concludes its function effective submission of this letter.
- G. Operation. The members of the committee shall request from the treasurer serving the chapel at the time the committee is elected a listing of all financial data from the financial systems of the chapel for their review.
- H. Composition. The Audit Committee shall consist of three members elected by the chapel membership.
- I. Vacancy. The Board of Trustees shall have the power to fill any vacancy on the Audit Committee, as it deems appropriate.

- J. Reports. The Audit Committee submits a report to the Board of Trustees by the September board meeting annually. This report is made available to the chapel membership.

## **Article VIII**

### **Board of Trustees**

- A. Function. The Board of Trustees shall provide general direction and policies for the operation of the programs and employees of the Chapel. It may exercise, except as limited by these Bylaws, the powers granted to trustees of charitable and nonprofit corporations by the laws of the State of Missouri.
- B. Meetings. The Board of Trustees shall hold regular monthly meetings during the months of regular Chapel operation. Special meetings may be called by the President or by four (4) trustees, by giving written or direct oral notice of the meeting to each Trustee, when possible, seven (7) days in advance of the meeting. If for any reason an emergency meeting must be called and the seven (7) day notification period is not feasible, every effort will be made to contact all members personally via telephone. Meetings of the Board of Trustees shall be open to members and friends of the Chapel. The procedure at the meetings shall be governed by the most current edition of Robert's Rules of Order. The presence of two-thirds (2/3) of the members of the Board of Trustees shall constitute a quorum.
- C. Qualifications. Any voting member of the Chapel who has been member or friend of Emerson Chapel for not less than twelve (12) months shall be eligible for nomination to the Board of Trustees. Friends must have fulfilled the qualification of becoming a Voting Member at least ninety (90) days prior to any meeting at which he or she would be elected or appointed to the Board.
- D. Composition. The Board of Trustees shall consist of seven (7) to nine (9) elected Trustees. All officers shall be Voting Members of the Chapel. The President, President-Elect, Vice President for Programming, and Secretary shall be elected from the seven (7) to nine (9) Trustees annually. The Treasurer shall be appointed annually by the Board of Trustees. The Chapel Staff Members shall be ex-officio non-voting members and may not be elected to the Board. No paid employee of the Chapel shall be eligible for Board membership. The immediate past-available president, if no longer a member of the Board of Trustees, shall serve as an ex-officio non-voting member of the Board of Trustees. If the immediate past-available president remains as a current member of the Board, no voting privileges shall be revoked.
1. The President shall preside at all meetings of the Board of Trustees and at the congregational meetings. She/he shall represent the Chapel on all appropriate occasions. The President shall have general charge of the business interest of the Chapel, under authority of the Board of Trustees, and be party to all contracts entered into by the Chapel. He/she shall cooperate with the Minister in promoting the Chapel's objectives and aims. The President may cast a vote at a Board Meeting only if a tie vote exists.
  2. The President-Elect shall perform the duties of the President in the event of the latter's absence or inability to act. The President-Elect shall act as a temporary committee chair for the purpose of convening new committees in the event a chair does not exist.

3. The Vice President shall aid the President in committee coordination. The Vice President shall serve also as the Chair of the Program Council and acts as the liaison for the Program Council to the Board.
  4. The Secretary shall keep a record of the proceedings of all business meetings of the Chapel and of the Trustees, and shall keep a register or roll of the members, and shall have care of such papers of the Chapel as may be committed to her/his charge, such as records of marriages, unions, births, funerals, and other historical records.
  5. The Treasurer shall collect and disburse all monies of the Chapel and shall keep adequate records of all financial transactions pursuant to the direction and satisfaction of the Board of Trustees. The Treasurer shall be bonded and/or insured at the expense of the Chapel.
  6. The Trustees will serve on other committees, except the Nominating Committee, but shall not chair any committee. The Officers shall serve as an ex-officio non-voting members of all committees, except the Nominating Committee, and shall divide Committee responsibilities between them.
- E. Election. Three (3) Trustees shall be elected for a three (3) year term at each annual meeting of the congregation. Any voting member of the Chapel shall be eligible for election, except an elected trustee who has just completed a full three (3) year term. After one year has elapsed, she/he may be appointed to fill a vacancy or may be elected to the Board of Trustees for another three (3) year term. The trustees shall recommend annually to the Nominating Committee the number of trustees to be nominated, and shall report at the annual meeting the reasons for reducing from nine (9) the number of elected trustees.
- F. All elections in which there is more than one candidate for the vacant position shall be conducted by written secret ballot. A simple majority (fifty percent plus one vote) of the votes cast shall be sufficient to elect a candidate. Votes cast shall include all proxies.
- G. Vacancy. In the event of a vacancy, the Board of Trustees shall announce the vacancy to the Chapel membership. The Nominating Committee shall accept all nominations from the membership. They shall select and forward a nominee to the Board of Trustees. The Board of Trustees shall vote on the acceptance of the nominee. Upon acceptance, the new Trustee shall serve until the next annual meeting, at which time the process for filling scheduled vacancies shall take place for the remainder of the unexpired term, and the Trustee filling the unscheduled vacancy is eligible for nomination at that said annual meeting. The then elected Trustee may or may not be eligible for re-election depending upon the length of time he/she has been elected to the Board. No Trustee shall be elected to serve more than a combination of six (6) years.

| <b>Remaining Unexpired Term</b> | <b>May Appointed Trustee Seek Election</b> | <b>May Elected Trustee Seek Re-election</b> |
|---------------------------------|--|---|
| 2 years                         | Yes  | Yes   |
| 3 years                         | Yes  | No  |

## H. Removal.

1. Any officer or Trustee missing three (3) consecutive regular monthly board meetings without prior notice may be removed from office by a two-thirds (2/3) vote of the Board of Trustees.
2. Any Trustee or Appointee may be relieved of her/his duties for failure to perform those duties by a two-thirds (2/3) vote of the members present at an annual meeting or special called for that purpose meeting of the congregation.
3. The Board of Trustees, by a two-thirds (2/3) vote of the Trustees (including the President) may suspend a Trustee from the Board for a period of time not to exceed the date of the next annual Meeting. Suspension revokes rights and the suspendee is not required to attend meetings.

## **Article IX** **Minister**

- A. Function. The Minister shall provide pastoral care to members, friends and the community of the Chapel, have charge of the pulpit with right of self expression, conduct the services of the Chapel, and provide general direction for the religious activities of the Chapel. The minister shall cooperate with the Board of Trustees in promoting the objectives and aims of the Chapel. She/he shall be supportive of community needs.
- B. Election. A minister shall be called by an 80% (eighty percent) vote of those members of the Chapel present and voting, including proxies, at an annual or special meeting of the congregation.
- C. Term. She/he shall be called for a term of indefinite duration, subject to the terms of paragraphs D, E, and F of this Article.
- D. Evaluation. There shall be an annual evaluation of the Minister by the Committee on Ministry, which shall present its evaluation to the Board of Trustees and the Minister.
- E. Dismissal. The Minister may be dismissed by an 80% (eighty percent) vote, including proxies, of the members of the Chapel present and voting at an annual or special meeting. A written notice of a meeting to dismiss the Minister shall be sent to all the members of the Chapel thirty (30) days prior to the meeting.

Should the Minister be dismissed pursuant to the foregoing procedure, she/he may be given three (3) months severance pay. Should the Minister resign or be dismissed, the Board of Trustees may relieve the Minister of her/his other duties.

- F. Resignation. The Minister shall give to the President of the Board of Trustees written notice of her/his resignation at least three (3) months prior to the effective date of the resignation. The Board of Trustees may waive this notice requirement.

G. Vacancy. Should a vacancy occur, the Board of Trustees shall promptly select a Ministerial Search Committee, consisting of five (5) to seven (7) members of the congregation who shall nominate a ministerial candidate for call by the congregation. The Board of Trustees shall make such arrangements as they deem appropriate to temporarily fill the pulpit.

## **Article X Committees**

Standing and Ad Hoc Committees. The Board of Trustees shall provide for such Standing and Ad Hoc committees as it deems necessary to facilitate the Chapel operations. Committees may be formed from the congregation with the approval of the Board of Trustees. Chairs of all committees shall be approved by the Board of Trustees. Such committees, operating within the policies of and subject to the approval of the Board of Trustees, will choose their own members, and will establish their own rules of operation and written job descriptions. They shall be required to report annually to the Chapel's membership. A copy of all Committee Job Descriptions shall be appended, but not attached to, the Constitution and Bylaws and may be changed at the committee's discretion with the approval of the Board.

## **Article XI Endowment Fund**

An endowment fund shall be established to reflect the purpose, governance, and operational procedures by the congregation. A copy of the Endowment Fund administration and management shall be attached to these Bylaws.

## **Article XII Authorization to Act in the Name of the Chapel**

Individual(s) or groups may hold meetings or conduct classes at the Chapel or publicize or represent the Chapel only with the authorization of the Board of Trustees or an appropriate standing committee.

## **Article XIII Building Use**

The Board of Trustees shall maintain a written policy governing building use for any purpose other than the immediate maintenance and operation of the Chapel. The policy will cover use by both Emerson Chapel members and independent organizations. Use of the Chapel, except in accordance with this policy is prohibited. A copy of the Building Use Policy shall be appended, but not attached to, the Constitution and Bylaws.

## **Article XIV Prohibition Against Distribution of Funds and Political Activities**

No part of the net earnings of the chapel shall incur to the benefit of, or be distributed to, its members, officers, directors, or other private persons except that the Chapel shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and

distributions in furtherance of the purpose set forth in Article II hereof. No substantial part of the activities of the Chapel shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Chapel shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Chapel shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

## **Article XV**

### **General Powers and Restrictions**

- A. General Powers. The Chapel or its Board shall have the power to do any and all acts to accomplish its purpose as set forth in these Bylaws, provided that those acts are permitted under the laws of the State of Missouri, specifically the Revised Statutes 355, or the General Not For Profit regulations described in Section 501(c)3 of the Internal Revenue Code.
- B. Restrictions. The Chapel or its Board shall take no action which shall endanger the nonprofit status or charitable tax-exempt status of the Chapel or its property.

## **Article XVI**

### **Dissolution**

Upon the dissolution or termination of the existence of the Chapel and according to the UUA Admission Rule 3.3.5(G), the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Chapel, transfer any and all remaining assets to Unitarian Universalist organizations as at that time qualify as tax exempt organization(s) under Section 51(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees in its discretion sees fit. However, should there exist any Unitarian Universalist organization(s) in the St. Louis area at the time of dissolution, and they are qualified organization(s) pursuant to the Internal Revenue Code, the Board of Trustees shall first distribute assets with equal shares going to First Unitarian Church and Eliot Unitarian Chapel, and the remaining assets shall be distributed to the Unitarian Universalist Association and the Central Midwest District of the UUA.

## **Article XVII**

### **Fiscal Year**

The Chapel's fiscal year shall commence on the first day of July of each year.

## **Article XVIII**

### **Amendments**

- A. Review. These Bylaws shall be reviewed by the Board of Trustees prior to the Annual Meeting and changes approved by the members of the Chapel at the Annual Meeting. Not more than five (5) years shall pass when the Bylaws shall be subject to review.
- B. Amendments. These Bylaws may be amended at any Annual meeting of the Chapel or at any special meeting called for that purpose by a simple majority vote (fifty percent plus one vote) or the members present and voting. The vote count shall include all proxies cast.

*Amended at the Annual Meeting May 17, 1987.*

*Amended at the Annual Meeting May 20, 1990.*

*Amended at the Annual Meeting May 17, 1992.*

*Amended at the Special Meeting of the Congregation March 5, 1995.*

*Amended at the Annual Meeting May 18, 1997.*

*Amended at the Annual Meeting May 17, 1998.*

*Amended at the Annual Meeting May 23, 1999.*

*Amended at the Annual Meeting May 20, 2001.*

*Amended at the Special Meeting of the Congregation February 24, 2002.*

*Amended at the Annual Meeting May 16, 2004.*

*Amended at the Annual Meeting May 17, 2005.*

*Amended at the Annual Meeting May ??, 2007.*