

**BYLAWS**  
**UNITARIAN UNIVERSALIST CHURCH IN IDAHO FALLS**  
**June 7, 2008**

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**1. NAME**

The Name of this religious society shall be the Unitarian Universalist Church in Idaho Falls, Inc., hereinafter known as the “Church”.

**2. AFFILIATION**

The Church shall be affiliated with the Unitarian Universalist Association (UUA), 25 Beacon Street, Boston, MA, and with the Mountain Desert District (MDD) of the UUA. To maintain affiliation, this Church’s intention is to make annual financial contributions equal to its full fair share as determined by the UUA and the MDD.

**3. PURPOSE**

The Church supports the “Principles and Purposes” of the UUA.

The central purpose of the Church is to generate and nurture a responsible community of caring and supportive individuals, and to give expression to the celebration of life.

The programs of the Church shall further and encourage the following:

Personal and ethical growth and social responsibility through a better understanding of ourselves and our relationship to nature.

The extension of our intellectual, inspirational, and aesthetic horizons.

The commitment to the continuing search for truth founded on the primacy of reason and the responsibility inherent in the freedom of conscience.

The religious development of our children.

Social progress through the affirmation of the worth and dignity of the individual, promotion of peaceful ways of resolving conflicts, and fostering of the spirit of universal brotherhood.

The Church is an association of free minds, and it shall use the democratic method in the conduct of its business. In public affairs, it shall be understood that a member speaks as an individual and not collectively for the Church.

**4. MEMBERSHIP**

**4.1** Any person, 16 years or older, may become a member of this Church by supporting its purpose and programs by signing the membership book in the presence of the Membership Chairperson, and by providing financial support and/or service of value contribution.

**4.2** The Church shall be supported primarily by the annual pledges of the membership. A member may resign by written notice to the Secretary. At the discretion of the Executive Board, a member may be removed from the membership roll after a one-month notification, if one year has elapsed without financial support and/or service of value contribution.

**4.3** Any person who attends services and/or forums, and makes financial or service of value contributions, but is not a member, is a Friend of the Church. Friends are not entitled to vote or hold elective office.

## **5. OFFICERS & EXECUTIVE BOARD**

**5.1** The officers of the Church shall consist of a President, President-elect, Immediate Past President, Secretary, Treasurer, and two Members-at-large. These officers shall constitute the Executive Board (hereinafter known as the Board).

**5.2** The officers shall be elected by ballot at the Annual Church Meeting in January for staggered terms, as described below:

**5.2.1** Each year, a President-elect shall be elected to the Board. This Board member shall serve for a three-year term (sequentially for one year each as President-elect, President, and Immediate Past President).

**5.2.2** On alternating years, as noted, the following two groups of Board members shall be elected for a two year term: Group #1 on fiscal years starting in an odd year, Secretary and Member-at-Large position #1; Group #2 on fiscal years starting in an even year, Treasurer and Member-at-Large position #2.

**5.2.3** Officers are expected to attend regularly scheduled Board meetings. The Board shall promptly fill vacancies on the Board by appointment for the remainder of the fiscal year.

**5.3** The Board shall administer the Church's business affairs, and control and maintain records, and maintain property. The Board shall develop policies and guidelines for the conduct of their business.

**5.3.1** The Board, in cooperation with the Minister, shall establish appropriate standing committees, define the scope and objective of each committee's activities, and approve the appointment of chairpersons of these committees. These committees may include: Buildings and Grounds, Finance, Religious Education, Membership, Worship, and Ministry.

**5.3.2** The Board shall also appoint ad hoc committees or individuals to be responsible for appropriate specific tasks such as Social Functions, Outreach, Historian, Librarian, Publications and Publicity, etc.

**5.3.3** As soon as appropriate, the Chairpersons shall submit a plan defining the scope of activities, committee size, goals, etc. for Board review and approval.

**5.4** The Board shall be responsible for controlling the expenditures of the Church according to the budget as approved at the Annual Meeting or as subsequently amended by the membership. The total expenditures shall not exceed the current receipts for the fiscal year by more than 5% without approval of the membership.

**5.5** A quorum of the Board shall consist of five members, and all questions shall be decided by a majority vote of those present and voting.

**5.6** The Nominating Committee shall consist of the President-Elect, plus at least two other members, who shall be elected by successive ballots to fill each position at the

Annual Meeting in January. The Nominating Committee shall inform the membership of the proposed slate of officers, the proposed two members of the Nominating Committee, and the proposed new member(s) of the Endowment Fund Committee at least two weeks prior to the Annual Meeting in January. Other nominations from the floor may be entertained. The Nominating Committee shall also make recommendations to the Board for filling vacancies on the Board, provide recommendations to the Board for standing committees chairpersons, and for ad hoc committees and individuals responsible for specific tasks. Also, the Nominating Committee shall assist standing committees in recruiting committee members.

**5.7** Only members of the Church may hold elected positions.

**5.8** During October, the President-Elect, in consultation with the Treasurer, Finance Committee chairperson and other committee chairpersons shall prepare a proposed budget for the next fiscal year, for review by the Board, and subsequent use in the “every member” canvass to follow in November.

## **6. DUTIES OF THE BOARD**

**6.1** The President shall preside over the Church’s business in cooperation with the Board in accordance with the bylaws. The president shall preside at all meetings of the Church and at all meetings of the Board. The President is an ex-officio and non-voting member of all Church Committees except the Nominating Committee and the Committee on Ministry.

**6.2** The President-Elect shall perform the duties of the President when the President is absent, shall chair the Nominating Committee, and lead the budget preparation process.

**6.3** The Treasurer shall hold in custody all the funds of the Church, keep an accurate record of deposits and disbursements, maintain an up-to-date balance of all accounts, prepare a financial statement for presentation and discussion at all Board meetings and when required at business meetings of the Church, keep an accurate account of contributions, issue the yearly letters of acknowledgments for these contributions, and file the necessary reports with the Social Security Administration, the Internal Revenue Service and the Idaho State Tax Commission.

**6.4** The Secretary is responsible for keeping the minutes of all meetings of the Board and Church, and for keeping the records, files and archives of the Church.

**6.5** The Past President and Members-at-Large shall perform such special assignments as may be required.

## **7. MEETINGS**

**7.1 Special Business Meetings.** The Board may call a Church business meeting by giving members two weeks notice of the place, time and purpose. Five voting members may sign a petition of purpose and request the Board to call a special business meeting.

**7.2 Annual Meeting.** The Board shall convene the Annual Meeting of the Church in January of each year. The following items shall be included in the order of business:

Approval of last year’s minutes of the Annual Meeting

Minister’s Report

Committee Reports

Treasurer's report and approval of proposed budget  
 Election of officers  
 Other business as appropriate

**7.3 Quorum.** A quorum shall consist of at least 30 percent of the members for normal business. The calling or dismissal of a minister shall require a quorum of 60 percent. The acquisition of real estate or the dissolution of the legal Church shall require a quorum of 80 percent. Written proxies shall count towards the quorum except for the engagement or dismissal of the Minister.

**7.4 Voting Rights.** The right to vote at meetings shall be restricted to those who have been members of the Church for no less than 60 days prior to such meeting. Written proxies shall count.

**7.5 Majority Rule.** Decisions at meetings shall be made by simple majority vote except for amendments to the bylaws, the acquisition or sale of real estate, and the dissolution of the legal Church, which shall require a two-thirds majority of the members present or represented by proxy. The engagement or dismissal of the Minister shall require a majority of 80 percent of the members present.

## **8. MINISTER**

**8.1 Hiring Practices.** The Church is an equal opportunity employer and will not discriminate in the employment of its Minister on the basis of age, race, color, gender, disability or sexual orientation.

**8.2 Vacancy.** When a vacancy occurs in the ministry, a special meeting of the Church shall be called to approve the selection of the members of a Ministerial Search Committee, whose function it is to recommend a candidate to the Church. The Ministerial Search Committee shall also work out a letter of agreement with the Minister, which shall be approved by the Board and signed by the President and the Minister.

**8.3 Board and Committee Membership.** The Minister shall be an ex-officio and non-voting member of the Board and the appropriate committees.

**8.4** The Minister shall have the freedom of pulpit as well as the freedom to express his/her opinion as an individual and not as a representative of the Church.

## **9. SUPPORT STAFF**

**9.1** Support Staff is defined as those who receive a salary or wages from the Church.

**9.2** The Church is an equal opportunity employer and will not discriminate in employment on the basis of age, race, color, gender, disability or sexual orientation.

**9.3** The Board and the Minister have the responsibility to develop personnel policies and procedures that will attract and retain qualified personnel.

**9.4** Support staff cannot be a member of the Board or a chairperson or a voting member of the committee directing their activities.

## **10. ENDOWMENT FUND**

**The Idaho Falls Unitarian Universalist Endowment Fund's (FUND)** purpose is to assure the long range future of the Church, to help the Church manage and survive financial emergencies, and to fund capital needs and special projects that further the mission of the Church.

### **10.1 The Endowment Fund Committee**

The Endowment Fund Committee (COMMITTEE) shall consist of three (3) members, all of whom are voting members of the Church. Only one (1) of the COMMITTEE members may also be a member of the Executive Board. Except as herein limited, the term of each member shall be three (3) years.

The congregation shall elect three (3) members of the COMMITTEE: one (1) for a three year term; one (1) for a two year term, and one (1) for a one year term. Thereafter, the congregation shall elect one member for a three (3) year term at each Annual Meeting. Members to be elected to the COMMITTEE shall be nominated by the Nominating Committee. No member shall serve more than two (2) consecutive terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected.

In the event of a vacancy on the COMMITTEE, the Executive Board shall appoint a member to fill the vacancy until the next Annual Meeting, at which time the congregation shall elect a member to fulfill the term of the vacancy.

A quorum shall consist of two (2) members. A unanimous vote is needed to carry any motion or resolution. The COMMITTEE shall elect from its membership a chairperson, financial secretary and recording secretary. The chairperson, or member designated by the chairperson shall preside at all COMMITTEE meetings.

The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to the COMMITTEE members and to the Executive Board.

The financial secretary shall assist the congregation's treasurer in maintaining complete and accurate books of accounts for the FUND and shall submit to the treasurer on behalf of the COMMITTEE written requests for checks payable from the FUND and shall sign all other necessary documents on behalf of the congregation in furtherance of the purposes of the FUND.

The COMMITTEE shall, at each Annual Meeting of the congregation, provide a full and complete account of the administration of the FUND.

The COMMITTEE shall hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other aspects manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, without further approvals.

Members of the COMMITTEE shall not be liable for any losses, which may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he or she acted in good faith and with ordinary prudence.

Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the FUND in which the member has direct or indirect financial interest and shall at time refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

All assets shall be held in the name of the FUND.

### **10.2 Distributions**

The COMMITTEE shall abide by and keep a record of reasonable terms and restrictions of all gifts to the FUND subject to the COMMITTEE's determination of the integrity and best interest of the FUND.

In order to preserve the FUND over the long term, the COMMITTEE shall not distribute more than the accumulated returns in excess of the invested principal. The COMMITTEE shall determine what is principal and income according to accepted accounting procedures.

The principal of the FUND can only be spent with the approval of two-thirds of the Church's members.

Programs for support shall be recommended by the COMMITTEE and approved by the Executive Board for inclusion as special expenditures in the budget submitted for approval to the congregation at the Annual Meeting. Requests for funding are to be submitted to the COMMITTEE by September 15 of each year.

### **10.3 Structure of the FUND**

The FUND shall be composed of three funds, which may be co-mingled for ease of investment management. The COMMITTEE shall separately account for each of these funds, attributing to each its proportionate share of changes in investment values, as well as recording gifts to and distributions from each of these funds. The distribution limit outlined above shall be applied on a fund-by-fund basis. The use to be made of the distribution of the accumulated returns from each of these funds is determined by the congregation as part of its customary budgeting process. Gifts and bequests to the FUND may be designated for any of the three funds. Undesignated gifts shall be deposited to the Unrestricted Reserve Fund. The three funds are established as follows:

#### **10.3.1 Unrestricted Reserve Fund**

Distributions of accumulated returns from the Unlimited Reserve Fund may be used for any purpose to further the work of the Church, but shall not be used for the ordinary and customary operating expenses of the Church.

In addition to the distributions provided for above, and upon the request of the Treasurer, the COMMITTEE may from time to time loan money from the Unlimited Reserve Fund to help manage temporary cash flow needs caused by month to month variations in the collection of pledges and other gifts on such terms

and at such rates of interest and in such amounts as the COMMITTEE deems appropriate.

### **10.3.2 Building Reserve Fund**

Distributions from the Building Reserve Fund shall only be used to help pay for major capital expenditures and significant improvement projects related to the Church's buildings and real property, including grounds and landscaping, over and above regular maintenance.

### **10.3.3 The Social Outreach and Service Fund**

Distributions from the Social Outreach and Service Fund shall only be used to further the Church's mission of supporting individual and collective service to the larger community. This fund is not intended to support activities of the Church community itself, but is intended for social responsibility efforts in the broader community.

## **11. FISCAL YEAR**

The fiscal year of the Church shall be from January 1 to December 31.

## **12. INCORPORATION**

The Church is a non-profit, charitable corporation under the laws of the State of Idaho. The name, Unitarian Universalist Church in Idaho Falls, Inc. appears on the circular format of the corporate seal.

## **13. AMENDMENTS**

These bylaws may be amended or replaced at any business meeting of the Church, with a quorum present, by two-thirds vote of the members present. Notice of the proposed changes shall be contained in the notice of the meeting.

## **14. DISSOLUTION**

In the event of a 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, 25 Beacon Street, Boston, Massachusetts, or its successor, subject to all applicable laws.

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Church founded	March 1954		
Incorporated	March 1965		
By-Laws revised	September 1973	November 1973	May 1981
	May 1984	May 1985	March 1989
	February 1990	October 1990	May 1993
	January 1994	May 1997	May 2003
	June 2005	October 2005	June 2007
	June 2008		

