

UNITARIAN UNIVERSALIST CHURCH OF LITTLE ROCK

BYLAWS

BYLAW B-1 QUORUMS

No business shall be transacted by the Board of Directors in the absence of a quorum. A quorum shall consist of a majority of the Board members.

BYLAW B-2 OFFICERS

B-2-1 Election of officers: The following officers shall be elected:

- a. President-Elect. The President-Elect will serve for three years, the first as President-Elect, the second as President and the third as Immediate Past President.
- b. Secretary: for a term of one year.
- c. Treasurer: for a term of two years.
- d. Disbursing officer: for a term of two years.

B-2-2 Duties of the officers: The following duties are prescribed:

- a. The **President** serves as chair of the Board of Directors, and presides at all business meetings of the Church and of the Board. He or she is an *ex officio* member of all Committees. Subject to Board approval, the President shall appoint the Chair of each Standing and *ad hoc* Committee, except as otherwise provided in the Bylaws or in the Rules and Regulations. Committees shall be generally responsible to the Board for their work.
- b. The **Immediate Past President** shall be secretary of the Program Council.
- c. The **President-Elect** shall act in the place of the President during his or her absence, shall serve as an *ex officio* member of the Nominating and Leadership Committee, and shall serve as Chair of the Program Council. In the event a vacancy occurs in the office of President, the President-Elect shall fulfill the duties of President until a successor takes office.
- d. The **Treasurer** shall (i) receive and safely keep all monies and other property of the Congregation entrusted to his or her care; (ii) keep, or cause to be kept, a complete account of the monies received by the Congregation, on books which shall be opened for inspection at any time by the Board of Directors and shall remain the property of the Congregation; (iii) be a member of the Finance and Stewardship Committee, (iv) furnish statements of pledge status to the membership of the Church; and (v) maintain, or cause to be maintained, a current list of those persons who have qualified as voting members of the church.
- e. The **Disbursing Officer** shall (i) disburse funds, or cause funds to be disbursed, under the direction and to the satisfaction of the Board of Directors, (ii) keep, or cause to be kept, a record of funds disbursed for the Congregation, which shall be

opened for inspection at any time by the Board of Directors and shall remain the property of the Congregation, (iii) make available a current statement of disbursements at every meeting of the Board and of the Congregation, and (iv) be a member of the Finance and Stewardship Committee. The Disbursing Officer's annual statement for the fiscal year may be audited and certified by persons designated by the Board of Directors.

- f. The **Secretary** shall (i) keep, or cause to be kept, minutes of all Board meetings and congregational business meetings, (ii) report said minutes or a summary thereof to the congregation through the Church newsletter, (iii) handle all Board correspondence, (iv) prepare, by February first of each year, for the Chair of the Nominating and Leadership Committee a list of anticipated vacancies to be filled by election at the annual business meeting of the Congregation, (iv) file an amended copy of the Articles of Incorporation with the Secretary of State whenever that document is amended, and (v) keep a current copy of the Articles of Incorporation, the Bylaws, and the Rules and Regulations on file at the Church office and see that these are posted to the Church website.

B-2-3 Vacancies in office

- a. In the event that the office of President shall become vacant, the President-Elect shall fill that office for the remainder of the term or until a successor is installed.
- b. In the event that the office of Immediate Past President shall be vacant, the office may be filled as follows:
 1. If the vacancy is apparent before the annual election, one of the recently serving past presidents will be elected by the congregation to fill the one-year term of Immediate Past President.
 2. If the vacancy is not apparent before the annual election but occurs when at least six months of the term of office remain, the replacement process shall be that specified in the Articles of Incorporation for vacancies on the Board.
 3. If less than six months of term remain when the vacancy occurs, the President may appoint (with Board approval) a member of the Congregation to fill the vacancy.
- c. Other officers: the process specified in the Articles of Incorporation for the filling of empty seats on the Board will be followed.

BYLAW B-3 STANDING COMMITTEES

B-3-1 Standing Committees may be established either in these Bylaws or in the Rules and Regulations. In general, when the members of a standing committee are elected by the congregation, the committee will be established in these Bylaws; when the committee is established and appointed by the Board and the President, it will be established in the Rules and Regulations. Standing Committees shall be generally responsible to the Board for their work.

B-3-2 Executive Committee

- a. **Composition:** The Executive Committee shall consist of the President, the Immediate Past President, the President-Elect, and the Minister (without vote).
- b. **Charge:** The Executive Committee may act on any matter on which the Board of Directors is authorized to act provided that any action taken by the Executive Committee shall be submitted by the President for ratification by the Board of Directors at its next regularly scheduled meeting. Failing ratification at that meeting, the interim acts of the Executive Committee shall be void.

B-3-3 Committee on Ministry

- a. **Composition:** The Committee on Ministry shall consist of seven members:
 1. Four members will be elected by the voting membership of the Church.
 2. Two members will be appointed by the minister.
 3. One member will be appointed by the Director of Religious Education (DRE).
 4. Elected members will serve for two-year terms; two members will be elected each year.
 5. The seven members of the Committee on Ministry shall elect one of the elected members as Chair of the Committee.
 6. In the case of a vacancy on the Committee on Ministry:
 - i. If the vacancy is of a member appointed by the minister or DRE, the minister or DRE shall appoint a replacement.
 - ii. If the vacancy is of an elected member, a replacement shall be appointed annually by the President, with the approval of the Board of Directors, and shall serve out the remaining term allocated to that vacant position.
- b. **Charge:**
 1. The purpose of the Committee on Ministry is to strengthen the quality of ministry within the congregation. It serves as a communication channel between the minister, the DRE, and the congregation.
 2. The Committee also reviews the work of ministry in general within the congregation.
 3. The Committee shall facilitate a constructive and harmonious relationship between the congregation, the minister and the DRE; serve as a liaison for the constructive exchange of views on ministry, the minister, and the DRE; and annually solicit the congregation's opinions regarding the various aspects of the ministry.

4. The Committee shall help protect members, friends, visitors, all children and employees of the congregation from harassment or mistreatment at the hands of other members, friends, visitors, children or employees of the congregation. To accomplish this, the Committee will receive and consider all complaints of harassment and/or mistreatment and work to resolve these complaints or report them to the appropriate authority.

B-3-4 Endowment Fund Committee

- a. **Composition:** The Endowment Fund Committee shall consist of five members elected by the congregation, who will serve as Trustees of the Endowment Fund.
 1. Each elected Committee member shall serve a term of five years, and terms of office shall be staggered so that one member is elected each year.
 2. Nominees for the Endowment Fund Committee should be selected considering the following factors: (1) the consistent and effective management of the Fund, (2) financial and investment experience of the nominees, and (3) the benefits of adding new members from time to time.
 3. In the case of a vacancy in the Endowment Fund Committee, the vacancy will be filled by election at the next general meeting of the Congregation.
 4. If there is more than one vacancy on the Endowment Fund Committee, the President, with the approval of the Board of Directors, shall appoint such members as will bring the number serving to four. Members appointed annually by the President will be confirmed or rejected by the Congregation at its next meeting.
- b. **Charge:** The Trustees will be responsible for investing the assets of the Endowment Fund in a manner consistent with the Trust Document establishing the Endowment Fund. The specific terms of the Trust Document shall be approved by the Board of Directors. The Committee shall elect its Chairperson annually by majority vote; shall meet as often as necessary but no less frequently than quarterly; shall make information available concerning lifetime and testamentary gifts to the Church or the Endowment Fund; and shall be responsible for the filing of the Endowment Fund's annual tax returns, if required.

B-3-5 Finance and Stewardship Committee:

- a. **Composition:** The Finance and Stewardship Committee shall consist of the Treasurer, the Disbursing Officer, one other church member, who shall serve as chair, appointed annually by the President with the consent of the Board of Directors, and such additional members as shall be selected by the chair. The President-Elect will be a member, ex officio, with vote.
- b. **Charge:** The Finance and Stewardship Committee is charged with fostering a community of generosity that provides generously for the financial needs of the church and its congregation.

1. Provide a venue for collaboration and cooperation between the Disbursing Officer and the Treasurer for maintaining and reconciling the accounts of the Church.
2. Review all proposed fund-raising activities and make recommendations to the Board.
3. Review all proposals for the "Wish List" (individual account(s) set up for specific needs that may receive direct donations) and make recommendations to the Board.
4. Be available to consult with the Board on financial issues whenever requested to do so.
5. Plan and conduct an annual budget drive to provide the funds to support the operating expenses of the church.
6. Support the Board's efforts to create a congregation of generous people with a program of education and recognition.
7. In coordination with the Membership Committee, obtain pledges from prospective members and acquaint new members with the finances of the church.
8. Review the status of pledge payments and contact any who are in arrears to determine if the pledge needs to be modified.

B-3-6 Memorial Woodlands Committee

- a. **Composition:** The Memorial Woodlands Committee shall consist of five members elected by the Congregation.
 1. The term of office is five years, with terms staggered so that one member shall be elected each year.
 2. Memorial Woodlands Committee members who have served for two consecutive terms are not eligible for re-election or appointment until they have been off of the Committee for two years.
 3. In the case of a vacancy in the committee, the President may appoint a successor with the consent of the Board, who shall be confirmed by the Congregation at its next meeting, and who will serve for the remaining term of the vacancy.
 4. The chair of the Memorial Woodlands Committee shall be selected from among the elected members by the members of the committee.
- b. **Charge:** The Memorial Woodlands Committee is charged to administer the land set aside as Memorial Woodlands under the policy originally adopted by the Board of Directors in 1994. The duties include but are not limited to the following:

1. Educate the Congregation about the Memorial Woodlands and the policies that govern its use.
2. Accept and process applications to reserve spaces in the Memorial Woodlands. Applications shall be accompanied with the reservation fee. The Treasurer shall provide the Committee with an annual report at the end of each fiscal year.
3. Deposit all funds received for reservations with the Treasurer who will maintain a separate bank account for the Memorial Woodlands.
4. Maintain records of the spaces reserved and the spaces that have been used. Copies of these records shall be kept by the minister and in the official church files.
5. Assist persons needing to use the reserved places with the necessary arrangements.
6. Arrange for the necessary maintenance of the Memorial Woodlands.
7. Raise funds and accept gifts for the preservation, maintenance, and improvement of the Memorial Woodlands. Reservation fee shall be determined by the committee on an annual basis.
8. Submit an annual report of its activities to the Board of Directors and to the Congregation in May of each year.

B-3-7 Nominating and Leadership Committee

- a. **Composition:** The Nominating and Leadership Committee shall consist of five members.
 1. One member of the previous year's Committee shall be appointed annually by the President and shall serve without a vote. This member will serve a one-year term.
 2. Two members will be nominated by the Nominating and Leadership Committee and elected by the congregation. These members will serve staggered two-year terms.
 3. One member will be nominated from the floor during the annual business meeting of the Congregation and be elected by the congregation. This member will serve a two-year term.
 4. The President-Elect shall be a member *ex officio* and without vote.
 5. The Nominating and Leadership Committee will consult with the minister when appropriate.
 6. The President shall appoint one of the elected members as Chair, with the approval of the Board of Directors.

7. In the case of a vacancy on the Nominating and Leadership Committee, the President shall appoint a replacement, with the approval of the Board of Directors.

b. Charge:

1. The Nominating and Leadership Committee will nominate candidates for vacancies on the Board in accordance with the Articles of Incorporation. The Nominating and Leadership Committee shall nominate candidates for all elected Church offices in all regular and special elections, except as particularly specified elsewhere in the Articles of Incorporation, these Bylaws or the Rules and Regulations.
2. The Nominating and Leadership Committee shall work in collaboration with the staff to identify Program Council Liaisons.
3. The Nominating and Leadership Committee will serve as the leadership development committee for the congregation. In this role, the committee will be charged with holding leadership development and training sessions as needed, and with identifying and helping to train and promote future leaders for the congregation.

B-3-8 Strategic Planning Committee

- a. **Composition:** The Strategic Planning Committee shall consist of five members elected by the congregation for five-year terms of office.

1. Terms of office will be staggered so that one member is elected each year. The initial five members will be elected for terms of one, two, three, four, and five years.
2. Strategic Planning Committee members who have served for two consecutive terms are not eligible for re-election or appointment until they have been off of the Committee for two years.
3. The member with the longest tenure on the Strategic Planning Committee shall serve as chair.
4. In case of vacancy, the President shall appoint a successor with the approval of the Board. That appointee shall fill out the term of office of that position.

- b. **Charge:** The Strategic Planning Committee is charged with the development and maintenance of a long-range plan.

1. The Strategic Planning Committee will be responsible for the creation, assessment and maintenance of a long-range plan. The committee may call on the resources of other committees, the elected leadership and the staff in its work.
2. The Strategic Planning Committee shall be responsible to present, at least annually, an updated long-range plan to the Board for consideration.

3. The long-range plan shall extend not less than five years into the future as of the date of its presentation to the Board.
4. The Strategic Planning Committee will respond to comments and suggestions of the Board sufficiently that an updated long-range plan shall be presented as part of the Annual Report material presented at the annual business meeting.

BYLAW B-4 AD HOC COMMITTEES

B-4-1 *Ad hoc* committees are established for a specified task for a specified period of time by the Board of Directors. No *ad hoc* committee will have a charge extending for more than two years; the committee may be reformed for an additional period by an action of the Board of Directors. *Ad hoc* Committees shall be generally responsible to the Board for their work.

B-4-2 The Ministerial Search Committee shall, as an *ad hoc* Committee, make recommendations to the congregation concerning the calling of a minister. The election of Committee members and other procedures of the Ministerial Search Committee shall be in accordance with the recommended procedures of the Unitarian Universalist Association.

BYLAW B-5 COMMITTEES AND AFFILIATED ORGANIZATIONS

B-5-1 Committees: Each Standing and *ad hoc* Committee of the Church shall be responsible through its Chairperson to the Board of Directors for the Committee's use of Church facilities, supplies, funds, or auspices. Except as otherwise provided in the Bylaws or the Rules and Regulations, the congregation President shall appoint the Chair of each Committee, subject to approval by the Board; the Chair of each Committee shall appoint all other members of the Committee, subject to approval by the Board; and each Committee shall have whatever number of members the Chair deems necessary to fulfill the Committee's purposes.

B-5-2 Affiliated Organizations: Each affiliated organization of the Church shall be responsible through its President to the Board of Directors for the organization's use of Church facilities, supplies, funds, or auspices. Each affiliated organization shall choose its officers, set its membership requirements, and direct its activities according to the wishes of its members.

B-5-3 Use of facilities: Use of church facilities, supplies, funds or auspices by any Committee or affiliated organization of the Church, or by any person from outside the Church, shall require general approval by the Board.

BYLAW B-6 PROGRAM COUNCIL

- a. **Composition:** Chaired by the President-Elect; membership is the following:
 1. Communications Team Liaison
 2. Facilities Team Liaison
 3. Faith in Action Team Liaison
 4. Fellowship Team Liaison
 5. Lifespan Faith Development Team Liaison
 6. Membership Team Liaison

7. Worship Arts Team Liaison
8. Immediate Past President, serving as secretary

- b. **Charge:** The Program Council will meet at least quarterly and more often as needed during the church year to consider issues of implementation of the Strategic Plan of the Congregation, and to take necessary steps for successful implementation, and progress in carrying out the shared ministry of the church. With the exception of directives from the Board, the Program Council will, as a collective body, determine which actions best accomplish its objectives.

(as amended May 29, 1980)
(as amended March 30, 1982)
(as amended May 12, 1985)
(as amended March 20, 1988)
(as amended May 25, 1988)
(as amended March 19, 1989)
(as amended May 19, 1996)
(as amended June 11, 2000)
(as amended June 13, 2004)
(as amended June 12, 2005)
(as amended June 11, 2006)
(as amended June 8, 2008)
(as amended June 14, 2009)
(as amended April 18, 2010)
(as amended June 5, 2011)
(as amended June 9, 2013)
(as amended June 1, 2014)
(as amended January 18, 2015)
(as amended June 7, 2015)
(as amended June 5, 2016)