

# **By-Laws of First Unitarian Church of Omaha**

## **I. MEMBERSHIP**

- A. The Minister shall keep custody of the Membership Book, which shall be headed by the Articles of Incorporation and the following Bond of Union:

“We, whose names are here subscribed, associate ourselves together as a Religious Society for mutual helpfulness in right living and for the advancement of sound morals and pure religion in the community; and we hereby pledge ourselves to bear our part in the common cause and to care for the welfare and influence of the Society of which by this act we become members.

“Basing our union on this expressed moral and religious purpose rather than upon any dogmatic statement of belief, and emphasizing the religion of character and daily life above all creedal confessions, we invite to our membership all who are seriously drawn to us in our spirit and aims and who desire to have with us their church home under the above Articles of Incorporation.”

Names

Date of Signing

- B. Membership is conferred upon any individual sixteen (16) years of age or older who has signed the Membership Book.
- C. Any member may withdraw from this church by filing a notice with the Board Secretary.
- D. The Board of Trustees may establish terms and conditions under which a person may be dropped from the role of membership.

## **II. MEMBERSHIP MEETING**

- A. There shall be an Annual Meeting of the membership to be held in May of each year. The time and place of this meeting shall be fixed by the Board of Trustees.
- B. A special meeting of the membership may be called by the President of the Board of Trustees, by the Board of Trustees, or by twenty-five (25) voting members who have filed with the Secretary written notice of their intention to call a special meeting. All questions as to the stand of the congregation on issues of public interest shall be determined as provided in By-Laws Article II, Section I.
- C. At a minimum one notice of all membership meetings, stating the purpose of the meetings, shall be mailed to each member of the church not less than fourteen (14) days before nor more than sixty (60) days prior to the meeting. In addition,

oral announcement of the time and place of the meeting shall be made at three (3) Sunday public worship services next preceding the meeting.

- D. Notice of all meetings shall include a statement of matters to be considered, and the business of the meeting shall be limited to the matters as stated.
- E. Items may be placed on the agenda of the Annual Meeting by the President of the Board of Trustees, by the Board of Trustees, or by petition of twenty-five (25) voting members at any time prior to the mailing of the notice of the Annual Meeting, pursuant to Section C above.
- F. Twenty (20%) percent of members eligible to vote shall constitute a quorum for the transaction of business at a membership meeting, and the power to vote shall be limited to voting members present (including members present via two-way audio-visual communication pursuant to procedures established by the board). The Board Secretary shall prepare and make available a list of eligible members not less than five (5) business days before the meeting.
- G. The rules contained in Robert's Rules of Order, Revised, shall govern all meetings in matters not covered by the Articles of Incorporation and By-Laws.
- H. At the discretion of the President of the Board of Trustees or upon the request of any voting member, the President shall provide for voting by secret ballot on the matter under consideration.
- I. Whenever it shall appear to the Board of Trustees, under such Policies/Guidelines as it may from time to time adopt, that the congregation is being called upon to take a stand on any issue of public interest, the Board of Trustees shall call a special meeting of the Church. If a majority of the members present at said special meeting shall so vote, a plebiscite by mail on said issue shall be taken of the members entitled to vote, with provision made to ensure secrecy in the plebiscite. On such issues of public interest, if at least two-thirds or more of the ballots returned shall be in favor of the proposition stated in said issue, then the consensus of the congregation shall be deemed to be in favor thereof and shall be published as the stand of the Church on such issue, with reference to the actual number of votes pro and con and abstentions.

### III. BOARD OF TRUSTEES

- A. The governing body of this church shall be a Board of Trustees consisting of (a) the President and the President-Elect, and (b) six other persons elected by the church membership (such six other persons being referred to herein as the "elected Trustees"). The minister shall be a member of the Board of Trustees but shall have no vote and shall not be counted for purposes of establishing the presence of a quorum.

- B. All trustees, except the minister, shall be voting members of the church and shall maintain membership during their term of office.
- C. An elected trustee shall serve a three-year term. The term of office begins at the first meeting of the Board of Trustees following the Annual Meeting at which the Trustee was elected and ends at the beginning of the first meeting of the Board of Trustees following the last Annual Meeting in the term to which the Trustee was elected. Trustees elected to three-year terms may not serve two consecutive terms. A President-Elect of the Board of Trustees shall be elected by the membership at each Annual Meeting and shall serve on the Board of Trustees as President-Elect under the current President and the following year as President; the year thereafter such person shall serve as convener of the Nominating Committee under the subsequent President. At each Annual Meeting of the Church membership, one third of the elected Trustees shall be elected to serve a three-year term.
- D. Any trustee may be removed from office by majority vote of the voting members present at a membership meeting. If a trustee misses three consecutive Board meetings without excuse, the Board may declare the trustee's position on the Board vacant, and the secretary immediately thereafter shall notify such former trustee, in writing, of the Board's declaration.
- E. The Board of Trustees shall have and exercise general supervision over the affairs of the church and shall:
  - 1. Regulate the uses of church property for religious, educational, or whatever purposes they deem necessary or desirable.
  - 2. Have the power to supply the pulpit for Sunday services when there is no minister or when the minister has made no provision for filling the pulpit in his or her absence.
  - 3. Have the power to appoint delegates to represent this church at outside meetings, conventions, and conferences, provided the congregation has not elected delegates at a membership meeting.
  - 4. Submit an annual operating budget to a membership meeting for approval and disburse funds consistent with this budget.
  - 5. Meet at a regularly scheduled time in such manner as it may determine once each month during the church year, and as often in addition as necessary to carry out the affairs of this church. All regular Board meetings will be publicized, if practicable, in the church bulletin, and any member of the church may attend. A majority of Trustees shall constitute a quorum for the transaction of business.

6. Adopt and publish a set of rules to be known as the Policies/Guidelines of the Board of Trustees, which will serve as a guide and framework for general governance, delegation of authority, committee function and other church-related activities.
7. At least once each church year, review the financial structure of the church, and if deemed reasonable and necessary, cause an audit of the financial structure of the church, and report to the congregation at the Annual Meeting.
8. Appoint a Search Committee as provided in Article VI. Upon the request of the Search Committee, call a special membership meeting for the purpose of electing a new minister.
9. Elect officers as provided in Article IV.
10. Employ such persons as is necessary to carry out the affairs of the church and set the terms and conditions of employment for such persons and services, with the exception of the minister whose employment is governed by Article VI below.

#### IV. OFFICERS

- A. At the first meeting after the Annual Meeting, the elected trustees shall elect from their numbers a Secretary.
- B. The President, President-Elect and a trustee selected by the Board of Trustees shall comprise the Executive Committee of the Board of Trustees, with the minister as a non-voting ex officio member. Any two voting members shall constitute a quorum. The Executive Committee shall have power to act between meetings of the Board, to make recommendations to the Board, and to carry out those responsibilities and duties as may, from time to time, be prescribed by the Policies/Guidelines. Authority for acts of the Board of Trustees remains with the Board, and interim actions of the Executive Committee must be reported to the Board at its next meeting.
- C. The President of the Board of Trustees shall be the chief executive officer of the church and, in addition to those responsibilities usually pertaining to such an office, he or she shall preside at all congregational meetings and at all meetings of the Board of Trustees. The President shall make appointments of all Board committee chairpersons, and shall be an ex officio member of all committees of the Board except the Search Committee and the Committee on Ministry. The President shall assure that the Committee on Ministry convenes as provided in Article VI.
- D. The President-Elect shall perform the duties of the President hereinabove stated, in the absence or disability of the President.

- E. The secretary shall keep full records of all actions of congregational meetings and of the Board of Trustees, shall cause notice to be given of all meetings as provided in the Articles and By-Laws, and shall maintain a current roll of voting members of this church and be responsible for certifying voting members as required at membership meetings.
- F. The Board of Trustees shall appoint a member of the church to serve as the Treasurer of the church. The Treasurer shall be a corporate officer of the church but not a member of the Board of Trustees. The Treasurer shall serve until resignation, replacement or removal. The Treasurer shall have responsibility for custody of church funds and receipt and disbursement of monies as authorized by the Board of Trustees, shall keep or cause to be kept accurate account of all monies received and paid out, shall make periodic reports to the Board of Trustees as requested by it and an annual report at the Annual Meeting and shall assist the Board of Trustees in the financial oversight of the church, including periodic reviews of the financial structure of the church. The Treasurer shall be bonded or insured in an amount determined by the Board of Trustees and shall deposit all monies or direct them to be deposited in a bank or banks designated by the Board of Trustees to the credit of First Unitarian Church of Omaha.

## V. NOMINATIONS AND ELECTIONS

- A. A Nominating Committee shall consist of six members, two of whom shall be elected to a three year term of office at each Annual Meeting of the members of the congregation. Members of the Nominating Committee shall serve until the close of the Annual Meeting next succeeding the Annual Meeting which completes their term of office, and may not serve two consecutive terms. The quorum of the Nominating Committee shall be three.
- B. The Nominating Committee shall be initially convened by the immediate Past-President. The immediate Past President shall have no vote and shall not be counted for purposes of establishing a quorum. In the absence of an immediate Past-President, the Board of Trustees shall appoint a liaison to convene the Nominating Committee for the purpose of selecting a Chairperson from their number. The Board Liaison shall have no vote, nor requirement to sit on the Nominating Committee.
- C. Prior to each Annual Meeting the Nominating Committee shall select a candidate for election to President-Elect and/or President of the Board of Trustees if there shall be a vacancy in either of those positions. The Nominating Committee shall also slate annually, when there are vacancies, candidates for other positions on the Board of Trustees, candidates for the Nominating Committee, and candidate(s) for Trustee(s) of the Capital Trust. No person shall be nominated without first consenting to serve. The names of the persons selected for nomination shall be

mailed to each member of the church as specified in Article II, C, above for the mailing of notices to membership meetings.

- D. Additional nominations may be made by voting members from the floor with the nominee's oral consent to serve if the nominee be present or written consent to serve if the nominee should not be present.
- E. If the number of candidates for election to the position of President or President-Elect of the Board or to the Board of Trustees or to the Nominating Committee exceeds the number of seats to be filled, the voting for President, the Board, or Committee, as the case may be, shall proceed by secret ballot, with each voting member present allowed to vote for a number of candidates equal to the number seats to be filled. If the total number of candidates does not exceed twice the number of seats to be filled, the candidates receiving the highest number of votes shall be elected. If the total number of candidates exceeds twice the number of seats to be filled, the number of candidates equal to twice the number of seats, who receive the highest number of votes, shall run in a run-off election to be conducted in the same manner as the election previously described in this section.
- F. The Nominating Committee shall elect persons to complete unexpired terms, until the next succeeding Annual Meeting, caused by vacancies on the Board of Trustees and on the Nominating Committee. In the event of a vacancy in the office of the President of the Board of Trustees and there is no President-Elect, the Board of Trustees shall call a special meeting of the membership to be held within 60 days of the time the vacancy occurs to elect a President of the Board for the unexpired portion of the term. In the event the next Annual Meeting is to be held within 60 days of the occurrence of such vacancy, the vacancy will be filled at said Annual Meeting in the usual manner. Persons so elected to the Board of Trustees or Nominating Committee shall serve until the close of the next Annual Meeting of the membership. At such Annual Meeting, the remainder, if any, of the unexpired term caused by the vacancy shall be filled by nomination and election in the manner set forth in Section C, D and E above.
- G. The Nominating Committee shall have such other duties as the Board of Trustees may, from time to time, prescribe in the Policies/Guidelines.

## VI. MINISTER

- A. This corporation shall maintain the tradition of a free pulpit and shall place no restrictions upon the teachings of the minister. The minister shall have exclusive control of the pulpit, and shall have general direction of the religious activities of the church, including the religious education program for the children and youth of the church. He or she shall attend to such other duties as are customary to this office and shall also carry out such additional duties as shall be mutually agreed upon with the Board of Trustees.

- B. It shall be the duty of the minister to make a report to the members at the Annual Meeting and to bring to the attention of the Board of Trustees any matters which seem proper to him or her, but the final decision on matters of policy and procedure shall remain with the Board of Trustees or with the membership at a congregational meeting.
- C. The minister of this church shall be elected by a vote of three-quarters (3/4) of the voting members present at a membership meeting. A majority vote is necessary for her or his dismissal. All voting on the election or dismissal shall be by secret ballot.
- D. In the event the office of minister is vacant, or is about to become vacant, the Board of Trustees shall appoint a Search Committee consisting of at least seven (7) members of this church, provided that not more than three (3) members of the Search Committee shall be Trustees. It shall be the duty of the Search Committee to select a candidate for minister and to present him or her to the membership for election at a membership meeting. If the candidate is not elected, the Search Committee shall select another candidate for presentation, provided that only one candidate may be considered at any membership meeting. The Search Committee, with the advice of the Board of Trustees, shall have the power to negotiate tentative conditions of employment such as salary, housing, or other compensation, with a prospective candidate, provided such tentative conditions of employment are reported to the membership meeting prior to the vote on election of the candidate.
- E. The Committee on Ministry shall consist of two (2) members nominated by the Minister and approved by the Board of Trustees and two (2) members nominated by the Board of Trustees and approved by the Minister. Terms shall be for two (2) years and staggered, with the Board of Trustees and the Minister each nominating one new member each year. The Committee shall serve as liaison between the Minister and the congregation. Prior to March 1 of each year the Committee shall meet with the called minister to review her or his salary and other compensation, together with other conditions of the ministry, and they shall report their findings and any recommendations to the Board of Trustees.

## VII. CAPITAL TRUST

- A. The Capital Trust was established by the membership on May 29, 1981 according to the trust agreement effective May 1, 1981 and subsequently amended May 17, 1987. The Capital Trust was established to hold and invest certain funds of the church. The terms of the trust agreement govern the Capital Trust. The membership may modify or amend the trust agreement and may revoke the trust.
- B. The terms of the Capital Trust call for three Trustees of the Capital Trust to serve staggered three year terms.

- C. If a trustee resigns, is removed, or is otherwise unable to fulfill his or her term, the remaining Trustees of the Capital Trust shall nominate up to three successor Trustees from whom the Board of Trustees shall elect a substitute Trustee to serve the balance of the predecessor's term.

#### VIII. AMENDMENTS

These By-Laws may be altered, amended, or repealed by a majority vote at a membership meeting. A transcript of the changes proposed and of the existing section, if any, being considered for amendment shall be included with the first notice of a membership meeting called for the purpose of amending the Articles of Incorporation or these By-Laws.

Date: May 20, 2001

Sandra L. Bruns, President

These Articles were last amended: May 17, 2015