

**AMENDED AND RESTATED BYLAWS OF
TREE OF LIFE UNITARIAN UNIVERSALIST CONGREGATION
f/k/a THE UNITARIAN UNIVERSALIST CONGREGATION OF WOODSTOCK**

**Adopted June 7, 2015
Updated June 9, 2019**

PREAMBLE

Tree of Life Unitarian Universalist Congregation affirms and promotes the full participation of persons in all our activities and endeavors, including membership, programming, hiring practices and the calling of religious professionals, without regard to race, color, gender, sexual orientation, gender identity, physical or mental challenge, age, economic status or national origin.

**ARTICLE I
Name and Affiliation**

This religious association shall be called “Tree of Life Unitarian Universalist Congregation” (“TOLUUC”). TOLUUC is affiliated with the Unitarian Universalist Association of Congregations.

**ARTICLE II
Purpose**

The Purpose of TOLUUC is to encourage and practice spiritual growth, freedom of faith, celebration of diversity, commitment to action, devotion to each other, the community and the Earth.

**ARTICLE III
Membership**

Section 1. Eligibility

Membership in TOLUUC shall be open to all who seek its fellowship and who support and share in its work. Membership shall be contingent upon the completion of the process established by the Membership Development Committee (unless membership is being transferred from another Unitarian Universalist congregation).

Section 2. Responsibilities

Members are expected to attend the services of TOLUUC, to contribute regularly to its financial support by making contributions of record, and to participate in its programs and projects.

Section 3. Termination Of Member Status

A. Voluntary

1. Upon a member’s request, a letter of transfer shall be issued by the Secretary of TOLUUC;

2. Upon request to the TOLUUC Board (the “Board”), a member shall be released from membership status.

B. Involuntary

1. In instances of dangerous behavior, membership will be immediately terminated by a two-thirds (2/3) vote of the TOLUUC Board.
2. The Board may recommend termination of membership to the congregation only following a hearing before the Board at which evidence clearly indicates that the member's actions have violated the purposes of TOLUUC in an egregiously disruptive or offensive manner. Ten days’ written notice of the hearing shall be given to the member in question and that member may appear at this hearing in his/her own behalf. If a majority of the Board votes to recommend termination of membership, that recommendation shall be presented to TOLUUC members for a vote at a meeting called for such purpose. The quorum for such meeting shall be sixty percent (60%) of the voting membership. An individual's membership shall be terminated by a two-thirds (2/3) majority of the members present and voting. That membership shall be reinstated only upon the individual's request with a two-thirds (2/3) vote of the members present and voting at a congregational meeting;
3. A member who does not make a contribution of record or participate in the activities of TOLUUC for one year may be removed from membership. This action shall be taken only after approval by a two-thirds (2/3) majority vote of the Board.

ARTICLE IV The Minister(s)

Section 1.

The Minister(s) shall be responsible for the spiritual welfare of the congregation and shall be responsible for the services of public worship in cooperation with the Board. The Minister(s) shall have freedom of the pulpit as well as freedom to express his/her personal opinion outside the pulpit.

Section 2.

The Minister(s) shall be responsible for carrying out the programs of TOLUUC in accordance with his/her Letter of Agreement and in partnership with the Board. These duties shall be fulfilled in accordance with TOLUUC’s Purpose (Article II of these Bylaws) and Bylaws. The Minister(s) shall be evaluated annually in accordance with his/her Letter of Agreement and annual goals set in conjunction with the Board.

Section 3.

The Minister(s) shall be a non-voting ex-officio member of all committees of TOLUUC excepting the Ministerial Search Committee and Nominating Committee, of which he or she will not be a member.

Section 4.

The Minister(s) shall be called to TOLUUC by a procedure outlined in these Bylaws (Article IV, Section 6) and shall be dismissed by a two-thirds (2/3) majority of the members present and voting

at a meeting legally called for this purpose. The quorum for this meeting shall be sixty percent (60%) of the voting membership.

Section 5.

The Minister(s) shall give at least three (3) months notice of resignation. In the event of the Minister's dismissal, the Minister(s) shall be entitled to a minimum of three months' salary and benefits.

Section 6.

In the event of the resignation, death or termination of the Minister(s), a Ministerial Search Committee shall be formed as follows:

- A. The Board shall submit the names of nine (9) members of TOLUUC to the congregation at the Annual Meeting or a special meeting legally called for this purpose, seven (7) to serve as Committee members and two (2) to serve as alternate Committee members; a quorum for this meeting shall consist of twenty-five percent (25%) of the voting membership.
- B. The congregation shall elect these nine (9) Committee members by a simple majority vote approval.
- C. The Ministerial Search Committee shall present its evaluation and recommend a candidate to the congregation at a meeting legally called for this purpose; a quorum shall consist of sixty percent (60%) of the voting membership and an ninety percent (90%) majority of the members present and voting shall be required to accept a candidate.
- D. If the Candidate fails to achieve the required votes set forth in section IV.C, the Ministerial Search Committee shall repeat the process with a second group of candidates. If members of the original Ministerial Search Committee are unable or unwilling to continue in this capacity, new members will be designated in accordance with Section IV.6.

ARTICLE V The Board

Section 1. Authority

In all matters under its jurisdiction, the Board shall be accountable to the membership of TOLUUC.

Section 2. Composition

The Board shall be composed of seven (7) members chosen from the TOLUUC membership. All shall have a vote at meetings except the President (or acting President) who shall vote only to break a tie. A quorum shall consist of five (5) members, two (2) of whom are officers.

Section 3. Terms

The Board shall include:

- A. Four Officers: President, President Elect, Treasurer, and Secretary. All officers including the President and President Elect shall serve one year and then are subject to the nominating process, except that the President and President Elect may succeed themselves only once.

- B. Three (3) additional Board members, two (2) to be elected in **odd** years and one (1) to be elected in **even** years, for a two (2) year term. Non-officer Board members may succeed themselves for one (1), two (2) year term, subject to the nomination process.
- C. The Minister(s) shall be a non-voting ex-officio member of the Board. The outgoing President shall be a non-voting, ex-officio member of the Board for a one (1) year term.
- D. Board members are expected to attend Board meetings regularly and participate in the life of TOLUUC. Any voting member of the Board missing two (2) consecutive meetings shall be notified by the Board President or President Elect that Board membership may be terminated if he/she fails to attend the next meeting.
- E. The Board shall call a meeting of the congregation to consider the removal of a Board member or officer when it considers such action in the best interests of TOLUUC, or when there is a petition calling for a Board member's or officer's removal signed by at least ten percent (10%) of the voting members of TOLUUC. The quorum for this meeting shall be sixty percent (60%) of the voting membership. The meeting shall include a hearing on the question of removal. Any vote on removal shall be by secret ballot and shall require a majority vote of the voting members present and voting.
- F. The Board may appoint a TOLUUC member to fill any vacancy until the next meeting of the congregation.

Section 4. Duties

It shall be the responsibility of the Board in cooperation with the Minister(s) to develop and implement the spiritual and supporting administrative programs of TOLUUC with the aid of such appropriate committees or teams as the Board deems necessary.

- A. The Board shall hold at least eleven (11) monthly meetings. The June meeting shall be attended by both present and newly elected members.
- B. The Board meetings shall be called by either the President or three (3) other Board members. At least three (3) days' written notice shall be given unless the President declares that lesser notice is required and then as much written notice as possible shall be given.
- C. The duties of the Board regarding administrative programs of TOLUUC shall include:
 1. Insuring the legal incorporation of TOLUUC under the laws of the state;
 2. Providing for the actual care of all TOLUUC property. The Board shall have no power to buy, sell, mortgage, or transfer any property without the specific consent of TOLUUC membership authorizing such action. Such authorization would require a two-thirds (2/3) majority of the members present and voting at a meeting legally called for this purpose. The quorum for this meeting shall be sixty percent (60%) of the voting membership.
 3. Coordinating financial planning, annual fundraising, annual budget, financial resources and the administration of all funds with the aid of such appropriate committees or teams as the Board deems necessary;
 4. Approving the hiring of all TOLUUC staff (with the exception of the Minister (see Article IV, Section 2)), and establishing procedures for evaluation according to established job descriptions and terminating TOLUUC staff if necessary according

- to established procedures with the aid of such appropriate committees or teams as the Board deems necessary;
5. Authorizing and directing the Treasurer to oversee payment of the bills of TOLUUC;
 6. Administering designated accounts, bequests, and endowments of money or property, and the appointment of at least three Endowment Fund Trustees from the membership to develop, recommend for Board approval, and carry out a program to encourage members to endow TOLUUC through planned giving. The Board shall see that all gifts to the Endowment Fund are acknowledged in a timely manner;
 7. Hiring an outside auditor or appointing an internal audit committee every three years to conduct an annual audit of all TOLUUC accounts and transactions.
- D. The Board shall appoint the Nominating Committee on an annual basis, which will be approved by a majority vote of TOLUUC members at the Annual Meeting.
- E. The Board shall begin the (nominating) procedure for the Ministerial Search Committee as needed.
- F. The Board shall engage in long-range planning for the congregation.

ARTICLE VI TOLUUC Officers

Section 1. President

- A. The President shall be elected annually from the membership of TOLUUC for a term of one (1) year and may serve a second consecutive term subject to the nominating process. This election shall be held at the Annual Meeting and the term of office shall be July 1 through June 30.
- B. The President is the chief administrative officer of TOLUUC.
- C. The President shall chair all meetings of the Board, the Annual Meeting and any called congregational meetings.
- D. The President shall be a non-voting, ex-officio member of all other TOLUUC committees except the Nominating Committee.
- E. The outgoing President will serve as Chair of the Nominating Committee.

Section 2. President Elect

- A. The President Elect shall be elected annually from the membership of TOLUUC for a term of one (1) year and may serve a second consecutive term subject to the nominating process. This election shall be held at the Annual Meeting and the term of office shall be July 1 through June 30.
- B. The President Elect shall function as President in the President's absence and shall assist the President as necessary.
- C. The President Elect will chair meetings of the Program Council.

Section 3. Treasurer

- A. The Treasurer shall be elected from the membership of TOLUUC for a term of one (1) year and may succeed himself/herself subject to the nominating process. This election shall be held at the Annual Meeting and the term of office shall be July 1 through June 30.
- B. The Treasurer shall oversee the financial processes of TOLUUC for accuracy.
- C. The Treasurer shall have access to all legal and business documents of TOLUUC under the direction of the Board. Such documents shall be kept in the church office and available to Board officers.
- D. The Treasurer shall ensure that all the bills of TOLUUC are paid in a timely manner under the direction of the Board.
- E. The Treasurer shall make written monthly and year-to-date reports of expenditures and their relationship to the annual budget of TOLUUC. Notification shall be given to the Board when 75% of a line item has been expended.

Section 4. Secretary

- A. The Secretary shall be elected annually from the membership of TOLUUC for a term of one year and may succeed himself/herself subject to the nominating process. This election shall be held at the Annual Meeting and the term of office shall be July 1 through June 30.
- B. The Secretary shall keep a record of all meetings of the Board and of the congregation. The Secretary shall also keep a separate up-to-date list of all motions passed by the Board.
- C. The Secretary shall have access to all member information, excluding member pledge information. Such documents shall be kept in the church office and available to Board officers

ARTICLE VII Committees /Teams

Section 1. Standing/Adhoc Committees

The Board shall establish Committees and/or Teams as needed.

Section 2. Nominating Committee

- A. The Nominating Committee shall be chaired by the immediate past President and shall consist of the chair and two (2) additional members, all chosen from TOLUUC's membership. If the immediate past President is unable to serve in this capacity, the Board will appoint a replacement.
- B. The committee members shall be nominated by the Board at the May Board Meeting and elected by the congregation at the Annual Meeting.
- C. The Nominating Committee shall:
 - 1. Meet as needed during the year;
 - 2. Prepare a slate of officers and Board members that will be placed into nomination at the Annual Meeting

ARTICLE VIII
Congregational Meetings

Section 1. For Business

- A. The Annual Meeting of the congregation shall be called between May 1 and June 15 by the Board. Business at this meeting will include approval of the annual budget, election of a Nominating Committee, Board officers and members. At that time, annual reports will be presented and other business transacted as specified in the call to meeting.
- B. Other special meetings of the congregation shall be called by the Board or by the Secretary upon written request of ten percent (10%) of TOLUUC membership. At least two (2) weeks' written notice shall be given to the membership, and the purposes of such special meeting shall be stated in the call to meeting. Only business specified in the call to meeting shall be transacted.
- C. At the Annual and other business meetings, twenty-five percent (25%) of the voting members must be present to constitute a quorum for the transaction of business. A simple majority of those present and voting shall be sufficient to determine all questions presented, except in the following cases: Article III, Section 3B (Membership Termination); Article IV, Section 4 (Dismissal of Minister); Article IV, Section 6 (Calling a Minister); Article V, Section 4.C.2 (Property Transactions); Article X (Dissolution of TOLUUC); and Article XII, Section 3 (Bylaws Amendments).
 - 1. Members currently residing at a distance greater than fifty (50) miles from TOLUUC shall not be included in the calculation of quorum requirements unless they are present to vote.
- D. For congregational meetings requiring a 60% quorum, proxy voting will be allowed.

ARTICLE IX
Fiscal/Program Year

The fiscal and program year of TOLUUC shall be from July 1 through June 30 of each year.

ARTICLE X
Dissolution Clause

Any action to dissolve TOLUUC must be approved by a two-thirds (2/3) majority vote of eligible voting members of TOLUUC present at a meeting called to specifically consider such action, for which meeting written notice has been issued to all Members eligible to vote in accordance with the provisions of these Bylaws. The quorum for such meeting shall be sixty percent (60%) of the voting membership. If TOLUUC, at its own option, shall cease to exist, all property real or personal shall be transferred to the MidAmerica Region of Unitarian Universalist Association or its successors.

ARTICLE XI
Indemnification

A duly elected or appointed officer, trustee, employee, or agent of TOLUUC shall not be personally liable to TOLUUC or to its members for monetary damages for breach of duty, except for liability resulting from: (1) any breach of fiduciary duty or loyalty to TOLUUC or its members;

or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. TOLUUC shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, trustee, employee or agent of TOLUUC.

ARTICLE XII Amendments to Bylaws

Section 1.

Proposed amendments to the Bylaws may be presented by the Board or by petition of at least 10% of TOLUUC membership.

Section 2.

These Bylaws may be amended at any meeting of the congregation called for this purpose where due and proper notice of such amendment has been made at least two (2) weeks prior to the meeting.

Section 3.

- A. **Amendments Regarding Dismissal Of Minister.** Amendments of the voting and quorum requirements set forth in Article IV, Section 4 (Dismissal of Minister), shall only be accepted upon two-thirds (2/3) majority vote of those present where sixty percent (60%) of the voting membership is in attendance.
- B. **All Other Amendments.** Amendments shall be accepted upon a two-thirds (2/3) majority vote of those present and voting where twenty-five percent (25%) of the voting membership is in attendance.

ARTICLE XIII Interpretation

These Bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of TOLUUC in order to accomplish TOLUUC's Purpose as stated in Article II of these Bylaws.

ARTICLE XIV Ratification

The Membership hereby ratifies all actions of the Membership and the Board taken pursuant to the Bylaws dated June 5, 2011, as amended.

TOLUUC BYLAWS Adopted June 7, 2015

Update approved at June 9, 2019 Annual Meeting to Article V; Section 3. Terms; Item B – “two (2) to be elected in ~~even~~ odd years and one (1) to be elected in ~~odd~~ even years”