

First Unitarian Church of Providence Bylaws
Amended February 14, 2021

PREAMBLE

We the members of the First Unitarian Church of Providence, with respect for the worth and dignity of each person, with wonder at the light we know by many names, and with gratitude for our deep connection to each other and to the larger web of existence, covenant to walk together in our search for truth, seeking the paths of wisdom, compassion, and justice.

ARTICLE I - NAME

As stated in the Articles of Incorporation, the name of this corporation is the "First Unitarian Church of Providence," hereinafter called "the Church."

ARTICLE II - MISSION STATEMENT

The First Unitarian Church of Providence is a safe harbor that welcomes liberal religious seekers. With intention, energy, commitment and love, the people of this diverse faith community gather to:

- Replenish and expand the spirit and the mind throughout life's journey
- Honor each other's gifts and minister to each other, and
- Transform shared values into action in the world.

ARTICLE III - AFFILIATIONS

This Church shall be a member of the Unitarian Universalist Association and the Ballou-Channing District.

ARTICLE IV - NON DISCRIMINATION

This Church affirms and promotes the full participation of all persons in all activities, including membership, programming, hiring practices, and the calling of religious professionals without regard to race, color, gender, physical, mental or emotional challenge, sexual orientation, age, or national origin. We also affirm the right to practice affirmative action to remedy the results of historical discrimination.

ARTICLE V - MEMBERSHIP

A. Membership. The members of the Church shall consist of the persons who are enrolled as members on June 3, 2018 and all persons who, after June 3, 2018 shall sign the membership book. Membership is open to any person who is sixteen (16) years of age or older.

B. Membership Responsibilities:

1. It is considered a responsibility of membership that each member who is able to do so will participate in and support the religious and social work of the Church by volunteering and making a financial contribution to the Church.
2. Those who have been members more than three (3) months, and have made an annual pledge of financial support to the Church, paid in full or in part during the previous twelve (12) months, shall be entitled to vote.
3. In the event financial circumstances prevent a member from making any payment towards their annual pledge, the member shall not be entitled to vote and it is recommended that the member have a discussion with the minister regarding circumstances of the same.

C. Termination: The Church may expel by a two-thirds vote of the members present at any Church meeting any member for misconduct. Such member shall have been notified at least three (3) weeks prior to the meeting of the specific charges alleged against such member and such member shall have an opportunity to be heard before the Church at this meeting thereon. Members may voluntarily resign in writing from membership.

ARTICLE VI - OFFICERS

A. Officers: The officers of the Church shall be President, President-Elect, Past President, Treasurer, Assistant Treasurer, and Clerk.

B. Election of Officers and Length of Terms: The President-Elect, Treasurer, Assistant Treasurer, and Clerk shall be elected at the annual meeting of the Church and shall serve during the Church year, July 1 - June 30, or until such time as a successor shall be chosen and qualified. The President-Elect and the President automatically become the President and Past President respectively. The President, President-Elect, and Past President serve one year. The Treasurer, Assistant Treasurer, and Clerk can serve a maximum of five consecutive years. In the event that there shall be more than one candidate for any office, the election for such office shall be by secret ballot.

C. Duties of Officers:

1. The President shall preside at all meetings of the Church and of the Prudential Committee. The President shall decide all questions of procedure and order, subject to an appeal to the meeting. The President shall perform such other specific duties as shall be determined by the Church or the Prudential Committee.
2. The President-Elect shall perform all duties of the President in case of the absence of the President or the inability or failure of the President to act and shall perform such other specific duties as shall be determined by the Church or the Prudential Committee.
3. The Past President shall perform such specific duties as shall be determined by the Church or the Prudential Committee.
4. The Treasurer shall be responsible for the funds, moneys, deeds, policies of insurance, and other evidences of values belonging to the Church. The Treasurer shall be responsible for the payment of all debts and obligations of the Church in the manner approved or directed by the Prudential Committee. He or she shall, under the direction of the Prudential Committee, execute all deeds, notes, assignments, transfers of stocks, bonds or other securities belonging to the Church, in trust or otherwise, or any other document of similar nature. He or she shall be responsible for the keeping of accurate accounts of all money received and disbursed on account of the Church and at each annual financial meeting shall present a statement of the financial condition of the Church. The Treasurer shall perform such other specific duties as shall be determined by the Church or the Prudential Committee. The Treasurer may, with the approval of the Prudential Committee, appoint a trust company or other financial or similar institution to carry out such of the duties of the office as are appropriate.
5. The Assistant Treasurer shall perform all the duties of the Treasurer in case of the absence of the Treasurer or the inability or failure of the Treasurer to act and shall perform such other specific duties as shall be determined by the Church or the Prudential Committee.
6. The Clerk shall record the proceedings of all meetings of the Church and of the Prudential Committee and shall be responsible for the safekeeping of the records and papers of the Church except as otherwise herein provided. The Clerk shall be responsible for the giving of notices of all meetings of the Church and shall perform such other specific duties as shall be determined by the Church or the Prudential Committee.

ARTICLE VII - PRUDENTIAL COMMITTEE

A. Composition of the Prudential Committee: There shall be a Prudential Committee consisting of the President, President-Elect, Past President, Clerk, Treasurer, Assistant Treasurer, and six (6) directors, all of whom must be voting members of the Church. They also shall be voting members of the Prudential Committee.

1. Personnel Subcommittee: There shall be a Personnel Subcommittee of the Prudential Committee which will review personnel Policies and Procedures annually and recommend changes to the Prudential Committee. It will also develop and oversee non-ministerial employee evaluations and may recommend salary adjustments. The Subcommittee will consist of at least three (3) members. The Chair of the Subcommittee will be the Prudential Committee member elected by the Congregation as the Personnel Subcommittee liaison. The other members of the Subcommittee will be voting members of the Church approved by the Prudential Committee. The Minister will serve as an ex-officio member.

B. Terms of Office: Directors shall serve staggered three (3) year terms. No person who has been a member for three consecutive years, excepting those persons who have been members of the Prudential Committee because of their status as officers, may be re-elected or appointed to the Prudential Committee until after the expiration of one year.

C. Liaisons: In a manner defined by the Prudential Committee, four (4) directors shall act as liaisons to standing committees which are associated with specific ministries of the Church: Stewardship, Social Justice, Spiritual Development, and Community Life and Heritage. Of the remaining two directors, one director shall serve as chair of the Personnel Subcommittee and one director shall coordinate strategic planning.

D. Vacancies: Any vacancy occurring on the Prudential Committee including the officers may be filled by the Prudential Committee, such person to serve until the next annual meeting of the Church when such position shall be filled by election for the remaining balance of the original term of office.

E. Absence: Persistent absence from Prudential Committee meetings, defined as absence from regularly scheduled meetings during three (3) or more consecutive months, may lead to loss of membership on the Prudential Committee for officers and other elected members. The person so removed may request a hearing before the Prudential Committee; the Prudential Committee may allow the absences if there are extenuating circumstances.

1. Persistent absences from regularly scheduled meetings of other elected Church bodies, such as the Board of Deacons, may lead to loss of membership. Except as otherwise expressly provided for in the Articles of Incorporation or in these Bylaws, persistent absence will be defined by each body.

Article VIII - PRUDENTIAL COMMITTEE POWERS

A. General Powers: The Prudential Committee shall exercise all of the powers of the Church not otherwise specifically delegated by the Articles of Incorporation or these Bylaws. The Prudential Committee may also exercise any other power of the Church upon the delegation of the Church. The Prudential Committee may exercise any power of the Church as may be required in any emergency circumstances, as it may determine. If such power is specifically reserved to the Church by the Articles of Incorporation or these Bylaws, the Prudential Committee shall, as soon as thereafter is practical, call a special meeting of the Church, or, if more expeditious, refer to the next annual meeting of the Church the question requiring the exercise of such power.

B. Specific Powers: Without in any way limiting the aforementioned general powers, it may establish, except as otherwise specifically provided in these Bylaws, such other standing and special committees as it may from time to time deem advisable, defining the size, purposes, powers, and duties of such committees, appointing the chairperson, and abolishing any such committee as it sees fit. The Prudential Committee may delegate to any person or committee such of its powers as it shall see fit. The Prudential Committee shall hire all employees of the Church, excepting the minister, and shall establish the terms and conditions of such employment. The Prudential Committee shall be responsible for securing such funds as are required to meet the budget of the Church and may expend or authorize the expenditures in any fiscal year of amounts aggregating not more than ten per centum (10%) in excess of the appropriations made by the Church for that year.

C. Meetings: The Prudential Committee shall meet at least once per month except that no meetings need be held during the months of July and August. All meetings shall be open to attendance by any member of the Church but participation at meetings by other than members of the Prudential Committee shall be only in such manner as the Prudential Committee may determine. The Prudential Committee may, in its discretion at such times as it deems proper, meet in executive session at which only members of the Prudential Committee and such other persons as may be requested to be present for the purpose of conducting its business. The Prudential Committee shall make known to the Church the time and place of its meetings.

D. Indemnification: The Church shall indemnify any person who is or was an employee, agent, member of the Prudential Committee, or volunteer of the Church against any liability asserted against such person and incurred in the course and scope of his or her duties or functions with the Church to the maximum extent by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any insurance policy, vote of members, or otherwise.

E. Committee Quorums: A majority of any committee shall be a quorum for the transaction of business.

Article IX - NOMINATING COMMITTEE

A. Nominating Committee: The Nominating Committee shall consist of six (6) members. Three shall be elected for a two year term at the Spring Annual Meeting, the terms being staggered. A person on the Nominating Committee shall not serve concurrently on the Prudential Committee nor be a nominee for any elected position until one (1) full year after completing his or her term. The committee will select a chairperson from its members. The Prudential Committee shall certify to the Committee at least 180 days prior to the Spring Annual Meeting which elected positions shall be filled by election to a full term and which shall be filled by a partial term.

1. At the first election of the Nominating Committee under these Bylaws, three members shall be elected for a one year term, three for a two year term.

B. Functions: The function of the Nominating Committee shall be to nominate one or more candidates for each open elected office of the Prudential Committee, the Board of Deacons, the Nominating Committee, the Ministerial Search Committee, and all other elected positions. The Nominating Committee shall make its final report to the Prudential Committee no fewer than thirty (30) days before the Spring Annual Meeting. In addition, the Nominating Committee shall perform such other functions as shall be determined by the Church or the Prudential Committee.

C. Vacancies: Any vacancy occurring on the Nominating Committee may be filled by a nomination from the Nominating Committee, and approved by the Prudential Committee, such person to serve until the next annual meeting of the Church when such position shall be filled by election for the remaining balance of the original term of office. The chair shall be filled by a member currently serving an elected term.

D. Membership of Committees: All members of the Nominating Committee, the Prudential Committee, the Ministerial Search Committee, the Board of Deacons, and the Religious Education Committee must be voting members of the Church. As to all other committees, the chairperson must be a voting member of the Church.

E. Term Limitation: No member of the Nominating Committee shall be eligible for a second term until after one successive intervening year has passed.

Article X - BOARD OF DEACONS

A. Organization: The Board of Deacons concerns itself with matters related to the spiritual and community life of the Church. It shall be composed of members who have shown a significant commitment to the Church over several years.

B. Membership: Deacons shall be nine (9) in number, serving three (3) year terms each, with three, or enough to bring the number to nine, elected each year at the annual meeting. Any vacancy occurring on the Board of Deacons may be filled by a nomination from the Deacons, and approved by the Prudential Committee, such person to serve until the next annual meeting of the Church, at which time such position shall be filled by election for the remaining balance of the original term of office. A Deacon elected to fill an incomplete term may be reelected for a full 3 year term. Any Deacon who has left the Board of Deacons for whatever reason before completing their term may be reelected to the Board after the expiration of a minimum of one year from the date of their leaving the Board. After a Deacon completes a full 3 year term, they may be reelected after a minimum of one year between terms.

C. Duties: The function of the Board of Deacons shall be to assist the Minister(s) in focusing on spiritual and community opportunities within the congregation.

Article XI - MINISTERIAL SEARCH COMMITTEE

Whenever the position of Minister of the Church shall become vacant or when it is made known to the Church that the position will become vacant at a particular time, the Prudential Committee shall as soon thereafter as is practical call a special meeting of the Church, or, if more expeditious, at the next annual meeting of the Church. At such meeting the Nominating Committee shall present the slate of nominees for the Ministerial Search Committee. After the opportunity for additional nominations, the Church shall elect a Ministerial Search Committee consisting of at least seven persons. The Church may at any annual meeting or any special meeting called for such purpose select additional members or replace any member of the

Ministerial Search Committee. The committee, in accordance with such rules and directions as shall be established by itself in consultation with the Unitarian Universalist Association, shall recommend to the Church the next Minister of the Church. The Ministerial Search Committee shall consult from time to time with the Prudential Committee but shall be responsible only to the Church. Upon acceptance of the calling of a Minister of the Church, the Ministerial Search Committee shall cease to exist until a new committee shall be elected. However, the committee may continue in existence for not more than six (6) months after the calling of the minister for the purpose of performing such tasks as may be assigned by the Church.

Article XII - CHURCH MEETINGS

- A. Annual Meeting: The annual meeting of the Church for the election of officers, members of the Prudential Committee, the Nominating Committee and the Board of Deacons, and for the transaction of all other proper business shall be held on the Church premises during the spring of each year.
- B. Annual Financial Meeting: The annual financial meeting of the Church for the adoption of a budget and for the transaction of other business relating to the raising and expenditures of money shall be held on the Church premises during the month of May or June in each year.
- C. The Annual Meeting and the Annual Financial Meeting may be combined into one meeting, so long as it is held during the spring.
- D. Special Meetings: Special meetings of the Church shall be held on the Church premises upon the written call of the President or any three (3) members of the Prudential Committee or any ten (10) voting members of the Church, addressed to the Clerk. Special meetings shall be held not more than thirty (30) days after the actual receipt of such call by the Clerk or within such longer period as may be set forth in such call, subject to the requirements of notice. Only such business as shall be set forth in the notices of any special meeting may be transacted at that meeting.
- E. Notice of Meetings: Notice of each meeting of the Church (annual, financial, or special) shall be given from the pulpit of the Church on the two (2) Sundays preceding the meeting and by publication in the Church newsletter or other written means mailed or emailed.
- F. Quorum: Five (5) percent of the most recently reported membership number to the Unitarian Universalist Association or twenty five (25) voting members, whichever is greater, of

the Church shall be necessary to constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time.

G. Approval of Questions: All questions at Church meetings, except as otherwise expressly provided for in the Articles of Incorporation or in these Bylaws, shall be determined by a majority vote of those voting on such questions. Questions may not be voted on by proxy or absentee ballot. However, voting members who are disabled or incapacitated may apply for an absentee ballot seven (7) days before a meeting. Absentee ballots must be received by the Clerk or his or her designee prior to the meeting.

H. Rules of Order: Robert's Rules of Order shall govern all duly called meetings of the Church.

I. Meeting for Calling of Minister. The minister shall be called upon recommendation of the Ministerial Search Committee by an eighty-five percent (85%) majority of the voting members of the congregation present at any meeting legally called for this purpose; quorum for such a meeting is to be constituted by twenty-five percent (25%) of the voting members of the congregation.

Article XIII - FINANCES

A. Fiscal Year: The fiscal year of the Church shall be from the first day of July to and including the last day of June next following.

B. The Budget: The Prudential Committee shall submit at the annual financial meeting of the Church a proposed balanced budget for the next fiscal year for such action as may be deemed appropriate by the Church. If for any reason the Church shall fail to adopt a budget prior to the commencement of any fiscal year, the budget for the prior fiscal year shall be considered to have been readopted and shall remain in effect until a new budget shall properly be adopted.

C. Appropriations: The amounts set forth in the budget adopted by the Church as expenditures shall be deemed to have been appropriated for such purposes. The Prudential Committee may, during any fiscal year, apply the unexpended balances of any appropriation for the payments of deficits which may occur in any other appropriations made during the same fiscal year. The Prudential Committee shall have the power and authority to secure such funds as are necessary to balance the budget.

D. Unrestricted Endowment Funds: Annual distributions of up to 5% of the 36 month rolling average of unrestricted endowment funds may be expended in the following fiscal year. Only in particular, temporary, extraordinary circumstances, and where integrity of gift restrictions permits, may the Church, by a two thirds vote of those present at a duly called meeting, use a portion of the unrestricted funds in excess of this guideline.

E. Unexpended monies: Except for encumbered monies, unexpended monies at the end of the fiscal year shall not be carried over into the next fiscal year.

Article XIV - THE PROFESSIONAL MINISTRY

A. The Minister: The Minister shall be called and his or her salary determined by vote of the Church. A vote of the Church shall be necessary for the termination of the Minister.

B. Associate Minister: An Associate Minister may be called and his or her salary determined by vote of the Church. A vote of the Church shall be necessary for the termination of the Associate Minister.

C. Other Ministers: An Assistant Minister, Minister Emeritus, Interim Minister, Minister for Religious Education, or the like may be called or hired by the Church or the Prudential Committee and his, her, or their salary or salaries determined by the body calling or hiring the same. A vote of the same body shall be necessary for termination.

D. Joint Ministries: Use of the singular shall not be interpreted to preclude a joint ministry.

E. Duties of Minister(s): As a part of the duties of the Minister(s), he, she, or they shall report to the Church and to the Prudential Committee. The Minister(s) may attend any meeting of the Church, or any meeting of any committee of the Church.

Article XV - THE BUILDINGS

A. The Meeting House: Other than for Church functions the meeting house may be used only by permission of the Church or the Prudential Committee, and the right to grant permission may not be delegated to any person or committee, provided that weddings, dedications, memorial services, and the like shall be considered Church functions.

B. Other Buildings: All other buildings and property of the Church may be used at such times and under such rules and conditions as may be established by the Prudential Committee.

Rules and conditions shall include the signing of an appropriate nondiscrimination agreement by the person or responsible representative of the group using the building or property.

Article XVI - THE CEMETERY

Maintenance and Funds: Any sums that may be hereafter received from the sale of cemetery lots shall be deposited in what has heretofore been designated as the "Cemetery Fund". Said fund shall be continued and shall be productively invested and the income therefrom shall be used only for the preservation and ornamentation of the cemetery. However, any income or retained income from said fund which may not be needed for the preservation and ornamentation of the cemetery may, at the discretion of the Prudential Committee, be expended for the general purposes of the Church.

Article XVII - ISSUES OF PUBLIC INTEREST

Whenever it shall appear to the Prudential Committee, under such rules as it may from time to time adopt, that the congregation should be called upon to take a stand on an issue of public interest, it shall call a special meeting of the Church at which a motion shall be presented such that a plebiscite on the issue of public interest should be taken to the congregation. If a majority of the members present at said special meeting approve such a motion, a plebiscite by mail on the issue shall be taken of the members entitled to vote, with provision made to insure secrecy in the plebiscite. If at least one-third of the total eligible voting members shall vote and if two-thirds or more of the ballots returned shall be in favor of the proposition stated in such issue or shall be against the proposition, then the consensus of the congregation shall be deemed to be in favor thereof or against it, as the case may be, and shall be published as the stand of the Church on such issue, with reference being made to the actual number of votes pro and con and the total number of members entitled to vote.

Article XVIII - AMENDMENTS AND REPEAL

Procedure: These Bylaws may be amended or repealed by a vote of two-thirds of the voting members of the Church present at any annual, annual financial, or special meeting of the Church provided that the substance of such amendment or repeal shall be set out in the notice of the meeting, and not otherwise.

Article XIX - Dissolution of the Church

Whenever it shall appear to the Prudential Committee that the Church shall cease to exist, it shall call a special meeting of the Church at which a motion shall be presented such that a plebiscite on the motion to dissolve the Church should be taken to the congregation. If a majority of the members present at said special meeting approve such a motion, a plebiscite by mail or electronic medium on the motion to dissolve the Church shall be taken to members entitled to vote, with provisions made to insure secrecy in the plebiscite. If at least one-third (1/3) of the total eligible voting members shall vote and if two-thirds (2/3) or more of the ballots cast shall be in favor of the proposition stated in the motion or shall be against the proposition, then the consensus of the congregation shall be deemed to be in favor thereof or against it, as the case may be, and shall be published as the decision of the Church, with reference being made to the actual number of votes pro and con and the total number of members entitled to vote. If the Church at its own option shall cease to exist, upon dissolution of the organization, all assets including real, personal, intangible, and digital assets shall be transferred to the Unitarian Universalist Association [UUA], an organization with exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or its successors. In the event that the UUA is unable to accept said assets or has ceased to exist as of the date of distribution then the assets shall be distributed to another organization with exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code.