

**AMENDED AND RESTATED BYLAWS
OF
UNITARIAN UNIVERSALIST CONGREGATION OF THE QUAD CITIES**

Article I – Name and Status

Section 1. The name of this organization is Unitarian Universalist Congregation of the Quad Cities, located at 3707 Eastern Avenue, Davenport, Scott County, Iowa, 52807.

Section 2. This Congregation is affiliated with the Unitarian Universalist Association of Congregations (UUA), Boston, Massachusetts, and with the MidAmerica Region of that Association.

Section 3. The Congregation, founded in 1868, is a non-profit corporation incorporated in the State of Iowa according to the document entitled “Articles of Incorporation of The Unitarian Church”, filed with the Iowa Secretary of State on January 23, 1968.

Article II – Purpose

Section 1. We join together as a liberal religious caring community, to affirm the inherent worth and dignity of individuals and their right to freedom of belief, bound by no creed; to nurture quests for religious, ethical, spiritual and moral truths and their expressions in our lives; and to strengthen our resolve and capacity to live morally good lives, both personally and for the public good.

Section 2. We affirm and encourage the participation of all persons in our endeavors, with appreciation for diversity as regards race, color, age, national origin, gender, disability, sexual orientation, gender identity, and gender expression.

Article III – Membership

Section 1. Membership is open to any individual, sixteen (16) years of age or older, who concurs with the Unitarian Universalist Principles and the Mission and Vision of this Congregation and agrees to support the Congregation financially.

Section 2. An individual becomes a member upon (a) signing the Membership Book in the presence of the Minister or the person(s) responsible for new member coordination or a member of the Board of Trustees; and (b) making a financial pledge to the operations of the Congregation; and (c) paying an installment toward that pledge.

Section 3. A new member is eligible to vote in Congregational Meetings sixty (60) days after becoming a member as set forth above.

Section 4. Membership shall continue as long as an identifiable annual financial contribution to the operating budget is made, or until the individual resigns by giving written notice to the Board of Trustees or the Administrative Leader. A member who has not contributed financially during January 1-December 31 of a given year shall be notified by mail no later than January 31 that his/her membership has become

inactive and is thus ineligible to vote. Membership will be reinstated if an identifiable annual contribution to the operating budget is made prior to five (5) days before the annual Congregational meeting in May. If no payment has been received by five (5) days before the annual Congregational meeting, membership terminates. Completion of the new membership process will be required to be reinstated as a member.

Section 5. A member may be removed for cause from membership by a two-thirds (2/3) vote of the Board of Trustees for actions that threaten the well being of the Congregation. When a member is removed for cause, the member shall have the right to appear before the Board and the right to appeal to a meeting of the Congregation.

Section 6. For purposes of counting the roll for reporting annually to the Unitarian Universalist Association and MidAmerica Region, a member's identifiable annual financial contribution must have been made within the preceding calendar year.

Section 7. Members of the Congregation enjoy freedom in their words and beliefs so long as they do not, either expressly or by implication, indicate they speak for the Congregation, unless the Congregation has given them the authority to do so.

Section 8. In limited circumstances, the Board, at its discretion, may designate a member as a Life Member. A Life Member is exempted from the annual financial contribution as set forth above.

Section 9. The Board may establish policies relating to non-member participants.

Article IV – Congregation

Section 1. Members of the Congregation, in service of the Mission and Vision, participate in the Congregation's ministries and governance.

Section 2. Members of the Congregation shall have the authority to:

- a. Elect the Board of Trustees, the Treasurer, the Clerk, members of the Leadership Development Committee, and four (4) members of the Search Committee for a Settled Minister;
- b. Call a Settled Minister;
- c. Dismiss a Settled Minister;
- d. Approve the annual operating and capital budgets;
- e. Amend these Bylaws and the Articles of Incorporation;
- f. Dissolve the Congregation;
- g. Act as outlined elsewhere in these Bylaws.

Article V – Congregational Meetings

Section 1. Congregational Meetings are held for the purpose of conducting Congregational business. The Congregation exercises its authority at the Annual meeting and at other specially called Congregational Meetings. At all Congregational Meetings only items listed on the Notice and Agenda shall be considered. The Chair of the Board of Trustees presides at all Congregational Meetings.

Section 2. At the Annual Congregational Meeting, which shall be held in May, the Congregation shall adopt annual operating and capital budgets, elect successors for Trustees, Officers, and Leadership Development Committee members, and shall transact such other business as set forth in the Notice and Agenda.

- a. Terms for the new Trustees and Officers will begin at the conclusion of the June Board Meeting.
- b. Newly elected members of the Leadership Development Committee shall assume office at the conclusion of the Annual Congregational Meeting.

Section 3. Congregational Meetings shall be called by the Board of Trustees. The Agenda, time, and place for a Congregational Meeting shall be set by the Board of Trustees. However, ten (10) percent of the members of the Congregation may, by written petition to the Board, request a Congregational Meeting. The Board shall then call such a meeting at a time agreeable to at least half (1/2) of the petitioners, and the Clerk shall post the petition in the Notice and Agenda.

Section 4. Notice of Congregational Meetings shall be posted in a prominent area of the building and shall be mailed to all members at least ten (10) days prior to any Congregational Meeting.

Section 5. Ten (10) days prior to any Congregational Meeting, the Clerk shall post a preliminary list of the names of current members eligible to vote. Five (5) days prior to any Congregational Meeting, the Clerk shall post a final list.

Section 6. For Congregational Meetings, a quorum shall consist of twenty (20) percent of the membership, except in instances where a different quorum requirement is specified in these Bylaws.

Section 7. Each member is entitled to one (1) vote at a Congregational Meeting; there shall be no proxy voting. All decisions, unless otherwise specified in these Bylaws, are made by majority vote. Before voting, members will sign in to record their attendance at the meeting.

Section 8. Nominations and Elections.

- a. All elections shall be by written ballot. Other votes shall be by voice vote or by show of hands, unless a written ballot is specifically requested up to and including the time of the vote.
- b. Nominees shall be chosen from the voting members of the Congregation. The Congregation shall be notified of the slate of nominees from the Leadership Development Committee at least thirty (30) days prior to the Annual Congregational meeting.
- c. With the exception of ministerial search committee, additional nominations for any elective office to be filled at the Annual Congregational Meeting may be made by a petition signed by five (5)% of the voting members and submitted to the Clerk at least fifteen (15) days prior to the Annual Congregational Meeting. No one may be nominated without his or her prior consent. The additional nominee(s) shall be included in the Notice and Agenda.

Section 9. Absentee ballots are permitted and will be accepted by the Clerk up until the time of the beginning of the Congregational Meeting. The absentee ballot shall contain a list of all items of business to be acted upon at such meeting and a list of all candidates for office as set forth in the Notice and Agenda. Members who vote by absentee ballot may vote only on items listed on the absentee ballot or

for candidates whose names appear on the Notice and Agenda. The Clerk shall deliver any absentee ballots to the tellers or other persons responsible for tabulating the results of the vote.

Article VI – Board of Trustees

Section 1. The Board of Trustees is the governing body of the Congregation. The Board governs primarily by:

- a. Discerning and articulating the Congregation’s Mission and Vision of ministry,
- b. Setting goals and making strategic choices,
- c. Creating written policies to guide the Congregation’s ministry, and
- d. Supporting, monitoring and providing oversight of the Congregation’s leadership, programs, and the Board itself.

Section 2. The Board of Trustees shall consist of seven (7) persons elected from among voting members of the Congregation: five (5) Trustees, a Clerk and a Treasurer. Each Board member shall have one (1) vote. All Board members shall be elected to two (2) year terms, and may serve for no more than two (2) consecutive terms. After an absence of at least one (1) year, a previous Board member may serve again for any position on the Board. Three (3) Trustees are elected in even years and two (2) in odd years. The Treasurer shall be elected in even years and the Clerk in odd years. For the year 2016 only, the Congregation will elect three (3) Trustees for two (2) year terms and one (1) year term.

Section 3. Members of the Board elected at the Annual Meeting shall assume office at the conclusion of the June Board meeting at which time they shall elect the new Chair and Vice Chair. The Chair shall not vote except in case of tie.

Section 4. The Board of Trustees shall fill any vacancy, which may occur on the Board of Trustees or among the Officers, by appointing a replacement to fill out the remainder of the term. If the appointee serves more than half (1/2) of this vacancy term, it shall be counted as a full term with respect to the two (2) term limits as set forth in Section 2, above. If the appointee serves less than half (1/2) of this vacancy term, it shall not be counted as a term. Only voting members of the Congregation may be appointed to fill vacancies among the Board of Trustees and Officers.

Section 5. The regular meeting of the Board of Trustees shall be monthly. In addition, the Board may meet at other times as needed. Meetings may be called by or at the request of the Chair or any two (2) members of the Board.

Section 6. A quorum at a Board meeting consists of a majority of Board members.

Section 7. A Board member may be removed from the Board for cause by an affirmative vote of at least five (5) Board members. Written notice shall be given to the Board member at least seven (7) days prior to the date of the special Board meeting called for that purpose. The Board member has the opportunity to be heard at the special Board meeting prior to the vote

Section 8. A Board member may be removed from the Board for cause by a two-thirds (2/3) vote of those voting members present at a duly noticed Congregational Meeting. Written notice shall be given to the Board member at least ten (10) days prior to the date of the Congregational Meeting called for that purpose. The Board member has the opportunity to be heard at the Congregational Meeting prior to the

vote.

Section 9. Any Board member may resign from the Board by notifying the Board in writing.

Section 10. All meetings of the Board of Trustees, except Executive Sessions, are open to members of the Congregation. The Board of Trustees may hold an Executive Session with or without the Minister, as the Board deems necessary. Minutes of Executive Sessions will remain confidential to meeting participants and kept securely on the church premises or at another secure location as approved by the Board.

Section 11. The Board of Trustees is permitted to conduct a vote by telephone or electronic means when, in the judgment of the Chair or Vice Chair, prompt action is demanded by circumstances. At the next meeting of the Board of Trustees, the proceedings shall be reported as to the question and result of the vote.

Section 12. The Board of Trustees shall post approved minutes of its meetings in a timely manner.

Article VII – Officers

Section 1. The Officers shall be Chair, Vice Chair, Clerk, and Treasurer. The Chair and Vice Chair shall be elected by the incoming Board from among its members at the conclusion of the June Board Meeting and shall take office immediately following this meeting. The Clerk of the newly elected Board shall act as Chair during this particular vote.

Section 2. Duties of the Chair. The Chair shall:

- a. Preside at meetings of the Board of Trustees;
- b. Preside at Congregational Meetings;
- c. Preside at Executive Committee meetings;
- d. Cast a vote only to break a tie in any vote of the Board of Trustees;
- e. Perform all duties incident to the office of Chair, and other duties as may be assigned by the Board of Trustees.

Section 3. Duties of the Vice Chair. The Vice Chair shall:

- a. Perform the duties of the Chair in his/her absence;
- b. Perform other duties as assigned by the Chair or the Board of Trustees.

Section 4. Duties of the Clerk. The Clerk shall be responsible for:

- a. Keeping minutes of all meetings of the Board of Trustees and of all meetings of the Congregation.
- b. Polling members of the Board when requested by a Board member and record the results.
- c. Maintaining a roster of the names and addresses of each member of the Congregation.
- d. Reporting any changes to the Congregation's membership roll and recording them in the minutes of each regular monthly Board meeting.
- e. Posting notices and notifying the Membership of all Congregational Meetings and the matters to be voted upon pursuant to the noticing requirements as set forth in these Bylaws;

- f. Prior to a Congregational Meeting, preparing and posting the list of voting members along with the membership requirements as set forth in these Bylaws.
- g. Reporting data to the UUA and the MidAmerica Region as requested.
- h. Performing other duties incident to the office of the Clerk and as assigned by the Chair of the Board of Trustees.

Section 5. All records of the Clerk shall remain the property of the Congregation.

Section 6. Duties of the Treasurer. The Treasurer shall be responsible for:

- a. Presenting a current financial statement at each regular meeting of the Board of Trustees.
- b. Presenting the annual financial report at the annual Congregational Meeting.
- c. Ensuring that an Annual Audit is performed.
- d. Furnishing a record of contributions to donors in accordance with state and federal laws.
- e. Performing all the duties incident to the office of the Treasurer and such other duties as assigned by the Chair or the Board of Trustees.

Section 7. In the event of a change of the person holding the office of Treasurer or Minister, persons designated by the Board of Trustees shall perform an audit of the finances of the Congregation.

Section 8. All Financial records shall remain the property of the Congregation and are confidential.

Section 9. Executive Committee.

- a. The Executive Committee shall consist of the Chair, Vice-Chair, Clerk, and Treasurer. The Minister is a nonvoting, ex officio member of the Executive Committee.
- b. The purposes of the Executive Committee are to prepare Board meeting agendas, to expedite matters between meetings of the Board, and to act in the event of emergencies.
- c. The Executive Committee shall:
 - i. Consider requests for Board agenda items;
 - ii. Prepare and transmit the agenda to members of the Board and Congregation at least five days prior to the Board meeting;
 - iii. Keep minutes of any meeting where the Executive Committee takes action. The Executive Committee shall report such action at the next regularly scheduled Board meeting.
- d. Any member of the Executive Committee can call a meeting of the Executive Committee.
- e. Any three (3) members of the Executive Committee may act to expedite matters between meetings of the Board or in the event of an emergency.

Article VIII – Minister

Section 1. The Minister, in service of the Mission and Vision of the Congregation, provides overall religious leadership and guidance and represents the Congregation in the community.

Section 2. The Minister, in service of the Mission and Vision of the Congregation, provides

administrative leadership as Lead Administrative Officer of the Congregation.

Section 3. The Minister of the Congregation is responsible for supervision of the staff and all Ministry Teams.

Section 4. The Minister is a non-voting, ex-officio member of the Board of Trustees and its committees.

Section 5. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.

Section 6. The Minister will be called, upon the recommendation of the Ministerial Search Committee, and by no less than a four-fifths (4/5) vote of the quorum present at a special Congregational Meeting. The vote shall be by written ballot.

Section 7. The Minister shall serve under such terms and conditions as set forth in a Letter of Agreement approved by the Board of Trustees.

Section 8. The Minister may be dismissed by a two-thirds (2/3) vote at a Congregational Meeting. At least fourteen (14) days prior to this meeting, the Minister shall be notified of such meeting. It shall be the duty of the Chair of the Board of Trustees to notify the Minister in writing should there be a decision for dismissal. The vote shall be by written ballot.

Section 9. Pulpit Vacancy:

- a. When the pulpit is vacant or about to become vacant, the Board of Trustees shall initiate the process to fill the pulpit vacancy, which may include transitional ministry, according to the guidelines of the UUA and the MidAmerica Region.
- b. At an appropriate time in this process, the Board of Trustees shall direct the Leadership Development Committee to prepare a slate of candidates for positions on the Ministerial Search Committee for a settled minister.
- c. The Ministerial Search Committee shall consist of seven (7) members and shall be formed as follows:
 - i. Four (4) members shall be elected at a Congregational Meeting from a slate of four (4) or more candidates submitted by the Leadership Development Committee. Nominations from the floor shall not be accepted.
 - ii. Thereafter, the Board of Trustees shall appoint the remaining three (3) members in order to provide a committee representative of the Congregation.
 - iii. Only voting members shall be considered as candidates for the Ministerial Search Committee.
- d. The Ministerial Search Committee shall follow UUA search and candidating procedures. The Ministerial Search Committee shall recommend its choice of a candidate to the Congregation.
- e. The procedure for negotiating a Settled Minister's total compensation package shall follow UUA guidelines.

Article IX – Committees and Teams

Section 1. The Board of Trustees may create committees as needed. The Board shall define their

purpose(s) and provide oversight according to Board policy. Only members of the Congregation are eligible to serve as chair.

Section 2. The Minister may create teams as needed. Only members of the Congregation are eligible to serve as chair. See also Article VIII section 3.

Section 3. The Standing Committees of the Board shall include but are not limited to: Finance Committee and Governance-Bylaws Committee. The scope and duties of the Standing Committees shall be determined by the Board.

Section 4. Leadership Development Committee

- a. The purposes of this Committee shall be to:
 - i. Develop and implement, in consultation with the Board, Minister, Staff, and Congregation, the means for identifying, cultivating, and developing leaders for the Congregation;
 - ii. Prepare a slate of candidates in consultation with the Board and the Minister for the positions of Clerk and Treasurer, and each open position on the Board of Trustees and Leadership Development Committee
 - iii. Recommend nominees to the Board of Trustees to fill vacancies on the Board and the Leadership Development Committee that occur between annual Congregational meetings;
 - iv. Prepare a slate of candidates for positions on the Ministerial Search Committee for a settled minister, as set forth in Article VIII, Section 9.a through 9.c.
- b. The Leadership Development Committee shall consist of five (5) voting members of the Congregation who shall be elected at an Annual Congregational Meeting.
- c. Members of the Leadership Development Committee shall be elected for staggered two (2)-year terms. Three (3) members of the Committee shall be elected in even calendar years and two (2) elected in odd calendar years. Members may serve for no more than two (2) consecutive terms.
- d. When a vacancy occurs on the Leadership Development Committee prior to the next Annual Congregational Meeting, the Board shall appoint a voting member to serve until the next Annual Congregational Meeting.

Article X – Endowment Fund

Section 1. The purpose of the Endowment Fund is to help secure, strengthen and extend the long-term survival and mission of the church. In accordance with this purpose the Endowment Fund may provide a source of income for special projects and programs not otherwise available. The Endowment Fund shall not be used to finance the annual operating budget.

Section 2. A five (5) member Endowment Committee, appointed by the Board of Trustees, will manage the Endowment Fund. Terms shall be overlapping five (5) year terms.

Section 3. Financial management of the Fund shall follow State and Federal laws regarding tax-exempt organizations.

Article XI – Resolutions on Public Issues

Section 1. The Congregation may express itself on any public issue by way of congregational resolution, provided that such congregational resolution is approved by a two-thirds (2/3) favorable vote at a Congregational Meeting.

Article XII – Operational Limitations

Section 1. The Congregation shall be operated exclusively for those purposes allowed an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist (or the corresponding provisions of any future United States Internal Revenue Tax Law).

Section 2. No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Congregation's Articles of Incorporation and Bylaws.

Section 3. Notwithstanding any other provisions of these Articles, the Congregation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

Article XIII – Amendments

Section 1. The Governance-Bylaws Committee shall review these Bylaws at least every three (3) years.

Section 2. Amendments to the Bylaws may be proposed by the Governance-Bylaws Committee, the Board of Trustees, or by petition of ten (10) percent of the Voting Members of the Congregation.

Section 3. Amendments recommended by the Governance-Bylaws Committee shall be provided to the Board of Trustees for review prior to submission to a Congregational vote.

Section 4. Proposed amendments shall be contained in the Notice and Agenda of a Congregational meeting.

Section 5. Bylaws may be amended by a majority vote at a Congregational Meeting.

Article XIV – Dissolution

Section 1. The Congregation may be dissolved as follows: (1) by a majority vote of the Board followed by (2) a two-thirds (2/3) affirmative vote by the Members of the Congregation present at a special Congregational Meeting held for that purpose, or by a majority of the total Members of the Congregation eligible to vote, whichever is less.

Section 2. Upon dissolution, and after completion of the winding up of the Congregation's affairs, the remaining property of the Congregation shall be transferred to the Unitarian Universalist Association of Congregations, Boston, and Massachusetts.

Article XV –Fiscal Year

Section 1. The fiscal year begins on the first (1st) day of July each year and ends on the thirtieth (30TH) day of June of the following year.

Article XVI – Parliamentary Authority

Section 1. The current edition of Roberts Rules of Order, Newly Revised shall govern meetings of the Board of Trustees and of the Congregation in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Trustees or the Congregation may adopt.

Article XVII – Miscellaneous Provisions

Section 1. The terms “written,” “writing,” “mail,” “mailing,” “post”, and “notify” when used in these Bylaws, includes electronic transmission of such information unless otherwise specified.

Restated by the Congregation: October 3, 2010

Amended by the Congregation: May 18, 2014

Amended by the Congregation: May 24, 2015

Amended by the Congregation: May 22, 2016