

THE UNITARIAN CHURCH IN WESTPORT  
CONSTITUTION

Approved September 25, 2011

ARTICLE I Name

The name of this religious corporation is THE UNITARIAN CHURCH IN WESTPORT, INC. (“The Congregation”).

ARTICLE II Denominational Affiliation and Support

The Congregation is a member of the Unitarian Universalist Association of Congregations (UUA), a Massachusetts corporation, or any successor thereto, and of such other denominational bodies as the Board may determine, and it supports the principles of the Unitarian Universalist Association.

ARTICLE III Purpose

The purpose of the Congregation is to sustain and further a program of religious worship and education, and the practice and extension of Unitarian Universalist principles and teachings.

The 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, disability, affectional or sexual orientation, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

ARTICLE IV Mission Statement

The Unitarian Church in Westport is a diverse and welcoming religious community, free of creed and dogma, and open to people of all backgrounds and beliefs.

WE INSPIRE and support individual spiritual growth.

WE CONNECT through worship, music, learning, and caring ministries.

WE ACT in the service of peace and justice.

ARTICLE V Governance

The Unitarian Church in Westport, Inc. is an independent corporation accountable for the financial and operational management of its assets and programs. This accountability rests with the voting members of the Congregation. The Congregation will be governed by democratic methods applied with care and respect for every member and friend.

ARTICLE VI Membership

Section 1. Any person fourteen years of age or older may become a member of the Congregation by 1) signing the membership book, thus affirming sympathy and understanding with the purposes and programs of the Congregation and the Unitarian Universalist Association, and 2) indicating a willingness to join with other members in supporting the activities of the Congregation with their time and talent, and 3) making and fulfilling a pledge of financial

support to the Congregation, or making a charitable trust gift recommendation in support of the Congregation.

Section 2. The right to vote is afforded to those members of the Congregation who have made and fulfilled a pledge of financial support, or a charitable trust gift recommendation, within the last twelve months.

Section 3. Any person may terminate membership in the Congregation by giving notice in writing of the intention to do so to the Clerk. The Board shall, from time to time, review the list of non-supporting members and may remove the names of such persons as it deems appropriate.

#### ARTICLE VII Membership Meetings

Section 1. Annual Meeting. The Annual Meeting of the Congregation shall be held no later than the second Sunday in June.

The business to be transacted at the annual meeting shall include, but not be limited to:

- a) Election of Trustees, Nominating and Leadership Development Committee, Auditing Committee, Endowment Committee, Committee on Ministries;
- b) Receipt of reports;
- c) Adoption of a budget.

No member may be elected to more than one office or committee.

Section 2. Special meetings. Special meetings of the Congregation may be called at the request of the Board or upon the written request of at least ten percent (10%) of the voting members as reported by the Clerk in the last annual report. Such request shall specify the purposes of the proposed meeting and no business other than that specified in the notice shall be transacted.

Section 3. Notice. The Clerk shall issue the call for all membership meetings by notice to every member of the Congregation at least twenty-one days before the meeting. Notice may be transmitted by mail or electronically.

Section 4. Quorum. Fifteen percent (15%) of the number of voting members as reported by the Clerk in the last annual report shall constitute a quorum.

Section 5. Voting. A member of the Congregation is eligible to vote at a given meeting if in good standing (as per Article VI, Section 1) as of thirty days prior to the meeting as determined by the Clerk.

There shall be no proxy voting.

Absentee voting shall be for elections only, using ballots obtained from the Congregation Office. Signed ballots must be returned to the office no later than seven days before an election. The Clerk shall be responsible for logging in these absentee ballots prior to the meeting and presiding over a process for counting them.

The Chair shall appoint two members of the Congregation who are not Trustees to count all ballots with the Clerk including absentee ballots as well as those cast during the annual meeting and report the results to the Chair.

The Clerk is responsible for issuing voting cards to eligible voting members who have not already voted absentee at any meeting.

#### ARTICLE VIII Board of Trustees

Section 1. Purpose. The Board of Trustees (“the Board”), consisting of eleven voting members of the Congregation, shall be responsible for the conduct of the program and business affairs of the Congregation and the use of its property. The Board shall meet at least ten times annually.

Section 2. Term and Vacancies. Members of the Board serve three-year terms, elected 4-4-3 in a three-year rotation. No Trustee may serve consecutively for more than two three-year terms (or six years). No person may serve simultaneously as an employee and a member of the Board.

The Board shall fill vacancies occurring in its own ranks or in the Nominating and Leadership Development Committee, Auditing Committee, Endowment Committee, Committee on Ministries or Ministerial Search Committee, and persons so appointed shall hold office until the next annual meeting, or until their successors shall have been elected and qualified.

Section 3. Quorum. Seven members shall constitute a quorum for the meetings of the Board.

Section 4. Executive Committee. The Executive Committee shall consist of the four officers of the Board, namely the Chair, Vice-Chair, Clerk, and Treasurer. Two members of the Executive Committee shall constitute a quorum. Minutes of the meetings shall be kept, and actions taken shall stand unless disavowed by the Board. The Executive Committee shall be responsible for the conduct of the affairs of the Congregation between meetings of the Board and shall have such other duties and perform such functions as are delegated by the Board. Any action taken by the Executive Committee must be ratified by the full Board at the next meeting.

Section 5. Standing Committees of the Board. The Board shall establish at a minimum the following standing committees:

- a) Worship
- b) Religious Education
- c) Music
- d) Social Justice
- e) Membership
- f) Communications
- g) Stewardship, which shall establish Annual Giving and Planned Giving
- h) Finance
- i) Buildings and Grounds
- j) Human Resources

#### ARTICLE IX Officers

Section 1. Officers and terms. The members of the Board shall choose from their ranks by a majority of those voting, a Chair, Vice-Chair, Clerk and Treasurer, all of whom shall hold their offices for one year, or until their successors shall have been elected and qualified. A member may hold the office of Chair for up to three consecutive one-year terms.

Section 2. Chair. The Chair shall be Chief Executive Officer of the Congregation and shall have such duties as are usually associated with the office including, but not limited to:

- a) Presiding at all duly called congregational meetings and representing the Congregation at all ceremonies;
- b) Chairing the Board and its Executive Committee;
- c) Representing the Board at staff meetings.

The Chair shall be a member ex officio of each committee of the Board and of any Ministerial Search Committee. The Chair shall submit a report at the annual meeting.

Section 3. Vice Chair. The Vice Chair shall preside at all meetings of the Board and at all called congregational meetings in the absence of the Chair, and shall assist the Chair whenever possible. In addition, the duties of the Vice Chair shall include responsibility for the function of strategic planning. In case of the death, resignation or disability of the Chair, the Vice Chair shall succeed to that office for the remainder of the term.

The Vice Chair shall be a member ex officio of each committee of the Board and of any Ministerial Search Committee.

Section 4. Clerk. The Clerk shall have oversight of the following duties:

- a) Keeping a permanent record of the meetings of the Congregation and of the meetings of the Board and its Executive Committee;
- b) Serving as Secretary of the Board and supervise the correspondence of the Congregation;
- c) Keeping a register of the members and voting members of the Congregation with the dates of their admission, withdrawal or death
- d) Submitting a report to the Annual Meeting, which shall, among other things, contain the names of those persons whose membership has terminated, and names of those persons placed on the inactive list pursuant to ARTICLE IV, Section 3 since the last annual meeting
- e) Issuing notices of meetings unless some other member is designated to do so by the Board;
- f) Publicizing annually, in January, the provision in this Constitution referring to nomination by petition.
- g) Facilitating the election and voting process as per ARTICLE VII, Section 5.

Section 5. Treasurer. The Treasurer shall be a member of the Finance Committee and have oversight of the following duties:

- a) Receiving and holding of all moneys, securities and other such property as shall from time to time be paid or delivered to the Congregation, and the earnings thereof;
- b) Authorizing of all expenditures as approved by the Board;
- c) Accounting accurately for all receipts and expenditures;
- d) Submitting a report at the annual meeting.

Section 6. Assistant Treasurer. An Assistant Treasurer, who may or may not be a member of the Board, shall be appointed by the Board to assist the Treasurer in all stated functions and, in the case of death, disability or resignation of the Treasurer, to assume that office and, if not already a member of the Board, be appointed to the Board to fill the unexpired term of the Treasurer.

Section 7. Additional Officers. The Board may appoint such other officers as it may deem necessary or advisable.

#### ARTICLE X Elected Committees of the Congregation

##### Section 1. Eligibility Requirements and Terms of Office for Election:

At each Annual Meeting a slate of nominees to fill positions on the elected committees of the Congregation shall be presented. To serve on an elected committee one must be a voting member for at least 12 months prior to the date of the Annual Meeting and may not be an employee of the Congregation, nor a member of the Board (except that one Board member may be elected to a Ministerial Search Committee – see Section 6 below). No person may serve on more than one elected committee at a time. The Clerk shall be responsible for certifying eligibility of all nominees.

##### Terms of Office:

1. **Nominating and Leadership Development Committee:** Five members serve a single one-year term. Only one member may have served on the previous year's Nominating and Leadership Development Committee.
2. **Auditing Committee:** Two members serve for one-year terms with a limit of five years.
3. **Endowment Committee:** Five members serve for staggered five-year terms so that one member retires at the conclusion of each year's Annual Meeting.
4. **Committee on Ministries:** Five members serve for staggered five-year terms so that one member retires at the conclusion of each year's Annual Meeting. Members who have served five-year terms are eligible for re-election only after being off the Committee for three full years.
5. **Ministerial Search Committee:** In the event of a vacancy in the office of a called minister, nine members shall be elected by the Congregation to serve on the Ministerial Search Committee to fill the vacancy, and shall serve until the end of the meeting at which a congregational vote is taken on the Committee's selected candidate.

##### Section 2. Nominating and Leadership Development Committee

The Nominating and Leadership Development Committee (NLDC or "Committee") shall:

1. Gather information on the interests, abilities and talents of all members and make this information available to standing and elected committees of the Congregation as needs arise; and,

2. Publicize opportunities for greater involvement in Congregational life including information on open positions on the Board and Elected Committees, and solicit applications from among members; and
3. Identify and maintain an ongoing and updated list of members of the congregation who have indicated interest in serving in volunteer or elected positions; and,
4. Prepare a slate of nominees for election at each Annual Meeting.

The NLDC shall consist of five members, who serve a single one-year term that begins at the Annual Meeting.

The NLDC shall obtain the assent of each nominee and shall announce its slate no later than April 1 of the year of the Annual Meeting. The Committee shall then submit the list and biographical material to the Clerk not later than May 1. This information shall be presented to the congregation not later than May 15 of the year of the Annual Meeting by mail, electronic means, inclusion in the newsletter and posting on the Congregation's website.

Additional nominees for any position may be submitted by petition. Each such petition must be signed by at least thirty voting members. After obtaining the assent of each nominee, petitions shall be filed with the Clerk, together with biographical material, not later than May 1 and presented to the congregation not later than May 15 using the means described above.

The five nominees for the NLDC shall be selected by the sitting Committee. No more than one of these nominees may be a member of the sitting Committee. Other than for the successor NLDC, no member of the sitting Committee may be nominated to an elected position by the Committee.

### Section 3. Auditing Committee

At each Annual Meeting there shall be elected an Auditing Committee consisting of two voting members who shall hold office until the next Annual Meeting, or until their successors shall have been elected and qualified. The Treasurer, members of the Finance Committee or the Board may not serve on the Auditing Committee. The Auditing Committee shall audit the financial procedures and accounts of the Congregation before the Annual Meeting and shall report the results of its audit to the Board and subsequently at the Annual Meeting.

The annual report of the Auditing Committee must be responded to by the Board with a letter addressing any issues identified.

The Auditing Committee may, from time to time, be asked by the Board or its Executive Committee to audit programmatic expenses in greater detail.

### Section 4. Endowment Committee

The Endowment Committee shall manage all capital funds of the Congregation in furtherance of the long-term security and well being of the Congregation. The Committee shall accept, invest and manage all contributions to the capital of the Congregation and, if restricted as to use, and such restriction is accepted by the Board, shall follow the instructions and restrictions of donors insofar as feasible at the Committee's sole discretion.

At each Annual Meeting there shall be elected one member of a five-member Endowment Committee who shall serve until the fifth Annual Meeting thereafter. A member of the Committee shall be a voting member and may not serve simultaneously as a member of the Board. In case of a vacancy, the Board may appoint a replacement to serve until the next Annual Meeting. No member of the Committee who has served more than four years shall be eligible for election to a consecutive term. The Committee shall elect a Chairman and a Treasurer each to serve for a term of one year and who may serve up to two consecutive terms.

On request by the Board, the Committee may, by a majority of the Committee members, approve disbursements, loans or encumbrances in an aggregate amount in a Fiscal year of:

- a) Not more than ten percent (10%) of unrestricted funds calculated as of the month-end prior to the Annual Meeting or;
- b) A greater amount if approved by not less than two-thirds of the members present at a duly called meeting of the Congregation.

The Committee shall submit a report at the Annual Meeting setting forth the beginning and ending value of the funds and any additions and disbursements, loans or encumbrances during the last Fiscal year.

#### Section 5. Committee on Ministries

The Committee on Ministries (COM) is responsible for ensuring that the Congregation is fulfilling its Mission and Vision guided by the seven Principles of the Unitarian Universalist Association. The COM focuses on the Congregation's ministries including professional religious leadership, music, social justice, religious education, pastoral care, membership, and lay leadership mentoring and development. It shall provide consultation, education, conflict management, and assessment to the leaders and members of the Congregation and is specifically charged with:

- Holding the Board and the Congregation accountable to its mission and vision;
- Assessing how the Congregation allocates its resources and programs to respond to the diverse ministry needs of its gathered congregation and surrounding community;
- Responding promptly to any conflicts, expressed controversies or activities that have the potential to adversely affect the Congregation's ministry;
- Continually developing means to assess various aspects of congregational life; and,
- Annually reporting back to the Congregation on its work.

The Committee on Ministries (COM) shall meet regularly throughout year and at each year's Annual Meeting give their assessment of the effectiveness of the Congregation's ministries. Specific areas of assessment each year shall include:

- Small Group Ministries
- Pastoral care by both professional and lay leadership
- Religious Education
- New member inclusion
- Leadership development
- Stewardship
- Worship and congregational life

The following Special Provision shall be in effect for the first five years of the Committee on Ministries:

Because of the special nature of the work of the COM, for the first election of a full committee, a preliminary slate of members shall be selected by the Nominating and Leadership Development Committee to be reviewed and agreed upon by the Board and the professional staff prior to being presented to the Congregation for election.

Members of the first elected COM shall be nominated for 1, 2, 3, 4, and 5-year terms. The following year, the member who was elected for a one-year term shall be eligible for re-election to a five-year term. In each of the subsequent four years, as one member rotates off, one new member shall be elected to a five-year term. The members who serve two-, three-, and four-year terms shall be eligible for re-election to a five-year term after being off the Committee for at least one year.

After five years from the date of the election of the first COM this Special Provision of the Constitution shall be removed.

#### Section 6. Ministerial Search Committee

In the event of a vacancy in the office of Senior Minister, or upon the determination of the Board in the event of a vacancy in the office of any Called Minister, a Ministerial Search Committee of nine members shall be elected by a majority of those voting at an Annual Meeting or at a special meeting of the Congregation called for that purpose.

Nominations for the Ministerial Search Committee shall be made by the Board, which shall obtain the assent of each nominee. The names of the nominees and biographical material shall be sent to the Congregation not later than 35 days before the date of the meeting called for the purpose of such election. Additional nominations may be made by petition, each such petition signed by at least thirty voting members of the Congregation. After obtaining the assent of each nominee, petitioners shall lodge such petitions with the Clerk, together with biographical material, not later than twenty days before the date of the meeting called for the purpose of such elections. This information shall be presented to the congregation not later than fifteen days before the date of such meeting.

Absentee ballots shall follow the provision set forth in Article VII, Section 5. There shall be no nominations from the floor.

No more than one voting member of the Ministerial Search Committee shall be a member of the Board. The Board shall select one of the members of the Ministerial Search Committee to be its Chair. The Chair and Vice Chair of the Board shall be members ex officio of the Ministerial Search Committee without a vote.

### Article XI Ministers

Section 1. All the Ministers of the Congregation, whether called, hired, or endorsed, with the exception of an Intern Minister or a Minister who is ordained by the Congregation for a specific purpose or function, shall have Preliminary or Full Fellowship with the Unitarian Universalist Association. Race, color, disability, sex, affectional or sexual orientation, marital status, age, or national origin shall have no bearing on the choice or retention of a Minister.

The Board shall, as it deems appropriate, establish categories of ministers. These shall include but are not limited to Called Ministers (Senior Minister, Associate Minister, Co-minister, Minister of Music, Minister of Education, etc.), Hired Ministers (Assistant Minister, Consulting Minister, Interim Minister, etc.), Endorsed Ministers (Community, Social Justice, etc.), and Intern Ministers.

Each of the Called Ministers shall be chosen by a vote of at least eighty percent of those members present and voting by written ballot at a meeting of the Congregation duly called for that purpose. The quorum for a meeting to call a Minister shall be forty percent of the members as certified by the Clerk at the last Annual Meeting. There shall be no absentee ballots for the call of a Minister.

Contractual terms and conditions of employment of Assistant, Consulting, and Intern Ministers shall be the responsibility of the Board in consultation with the Senior Minister.

All categories of Ministers shall have Letters of Agreement, or contracts, which will include provision for regular review as measured by established goals. The Clerk will keep such letters and contracts on file.

A Minister who is called to the Congregation serves on a continuing basis, subject to the obligation of the Minister to give the Congregation ninety days notice of intent to resign, and the Congregation's obligation to give the Minister ninety days notice of the termination of his/her services. Both these ninety-day periods may be shortened by mutual consent.

Notice of termination by the Congregation shall be given only after a vote to terminate such relationship by a majority of those present and voting at a meeting duly called for that purpose. The quorum for such a meeting shall be forty percent.

A Called Minister's compensation shall be set by the Board and not reduced without the consent of the Called Minister, except by a majority of those members present and voting at a duly called meeting of the Congregation.

Section 2. When a vacancy occurs in the office of a Called Minister, the Board may establish the office of Interim or Transition Minister and hire a minister to fill such office for a specific term while the Ministerial Search Committee is in the course of conducting a search and/or a minister has been called but has not yet taken office. The Board shall consult with the Unitarian Universalist Association when hiring an Interim Minister.

Section 3. The Senior Minister, in concurrence with the Worship Committee, shall have responsibility for the religious meetings of the Congregation and of its spiritual program and shall have charge of other Congregational activities subject to approval by the Board. The Board shall determine the responsibilities of Ministers, other than the Senior Minister, with the concurrence of the Senior Minister. The responsibilities of any Minister that are set forth in an agreement between the Board and that Minister shall not be altered without the consent of such Minister.

Section 4. The Senior Minister shall bring to the attention of the Board any matters pertinent to the general welfare of the Congregation and may make recommendations with respect thereto. The final decision in matters of basic policy shall remain with the Congregation. The Senior Minister shall make a report at the Annual Meeting.

Section 5. Called Ministers shall be members of the Board, ex officio, without vote.

## ARTICLE XII Fiscal Year

The fiscal year is July 1 to June 30. The budget for said fiscal year shall be adopted by a majority vote of those present and voting at the Annual Meeting.

#### ARTICLE XIII Amendments

This Constitution may be amended by the following procedure:

Section 1. The proposed amendment shall be presented at any duly called meeting of the Congregation at which there is a quorum. Revisions may be made at this time by majority vote, but approval of the whole on this first reading shall be made by two-thirds of the members present and voting, and final action shall not be taken until a meeting held at least 21 days thereafter.

Section 2. A copy of the proposed amendment shall be included in the call for the later meeting, at which final approval, without further revision, shall be by at least two-thirds of the members present and voting.

#### ARTICLE XIV Dissolution

The Unitarian Church in Westport, Inc. may be dissolved by a vote of at least two-thirds of those voting members present and voting at a meeting duly called for that purpose. In the event of such dissolution, the property, both real and personal, belonging to the Congregation shall be deeded over and transferred to the Unitarian Universalist Association, a corporation of the Commonwealth of Massachusetts, or its successors or assigns.

#### ARTICLE XV Bylaws

Bylaws not conflicting with the provisions of this Constitution or with the laws of the State of Connecticut may be adopted and existing bylaws changed by the Board. The "Robert's Rules of Order Newly Revised" shall be the guiding principle to parliamentary procedure.

#### ARTICLE XVI Effective Date

This Constitution supersedes the Constitution of The Unitarian Church in Westport, Inc., as amended through September 24, 2011 and will be effective on the date of final ratification which shall be no fewer than 21 days after preliminary passage at the September 25, 2011 Annual Meeting of the Congregation.