

1 THE UNITARIAN CHURCH IN WESTPORT

2 CONSTITUTION

3 Proposed May 15, 2016

4 ARTICLE I Name

5 The name of this religious corporation is THE UNITARIAN CHURCH IN WESTPORT, INC.
6 (“The Congregation”).
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8 ARTICLE II Denominational Affiliation and Support

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

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16 The purpose of the Congregation is to sustain and further a program of religious worship and
17 education, and the practice and extension of Unitarian Universalist principles and teachings.
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19 The Congregation declares and affirms its responsibility to promote the full inclusion of persons in
20 all our activities and endeavors without regard to race, color, gender, disability, affectional or
21 sexual orientation or identity, family structure, age, or national origin and without requiring
22 adherence to any particular interpretation of religion or to any particular religious belief or creed.

23 ARTICLE IV Mission Statement

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

- 26 WE INSPIRE and support individual spiritual growth.
- 27 WE CONNECT through worship, music, learning, and caring ministries.
- 28 WE ACT in the service of peace and justice.

29 ARTICLE V Governance

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31 The Unitarian Church in Westport, Inc. is an independent corporation accountable for the
32 financial and operational management of its assets and programs. All power to act, unless
33 otherwise specifically delegated in this Constitution, shall reside with the Congregation's
34 Membership when duly gathered.
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36 Responsibility for proposing goals, establishing policies, and monitoring their
37 implementation shall reside with the Elected Board of Trustees.
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39 The Senior Minister, called by the Congregation, shall be responsible for the implementation
40 of those goals and policies as Chief Executive Officer (CEO) and shall also supervise the
41 staff.

42 ARTICLE VI Membership

43 Section 1. Any person fourteen years of age or older may become a member of the Congregation
44 by 1) signing the membership book, thus affirming agreement with and understanding of the
45 purposes and programs of the Congregation and the Unitarian Universalist Association, and 2)
46 indicating a willingness to join with other members in supporting the activities of the
47 Congregation with their time and talent, and 3) making and paying toward a pledge of financial
48 support to the Congregation, or making a recommendation to a donor advised fund in support of
49 the Congregation.

50 Section 2. To maintain membership, congregants must have made a pledge of financial support
51 for the current fiscal year, and have made a payment toward a pledge for either the current or
52 prior fiscal year. A recommendation to a donor advised fund, while not a pledge, shall be
53 recorded as both a pledge and payment for purposes of membership in the Congregation.

54 Section 3. Any person may terminate membership in the Congregation by giving notice in writing
55 of the intention to do so to the Secretary. The membership roster shall be reviewed at least twice a
56 year, and 30 days prior to any duly called Membership Meeting, by the Directors and Ministers
57 for compliance with membership requirements (Sections 1 & 2 above). Appropriate changes will
58 be made to this roster at these reviews.

59 ARTICLE VII Membership Meetings

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

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

- 63 a. Election of Trustees and members of other Elected Committees of the Congregation.
- 64 b. Receipt of Treasurer and Endowment Committee reports on the financial state of the
65 Congregation.
- 66 c. Ratification of a budget.

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68 Section 2. Special meetings. Special meetings of the Congregation may be called at the request of
69 the Board or upon the written request of at least ten percent (10%) of the members eligible to
70 vote, as determined by the most recent membership roster review (Article VI, Section 3). Such
71 request shall specify the purposes of the proposed meeting and no business other than that
72 specified in the notice shall be transacted.

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74 Section 3. Notice. The Secretary shall issue the call for all membership meetings by notice to
75 every member of the Congregation at least twenty-one (21) days before the meeting. Notice
76 may be transmitted by mail or electronically.

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78 Section 4. Voting. A member of the Congregation is eligible to vote at a given meeting if in good
79 standing (as per Article VI) as of thirty days prior to the meeting. There shall be no proxy voting.
80 Absentee voting shall be for elections only.

81
82 Section 5. Quorum. Fifteen percent (15%) of the number of members eligible to vote at a given
83 meeting shall constitute a quorum for Membership Meetings, except for the calling of a Minister or
84 the termination of a called Minister, in which cases the quorum is as specified in Article XII,
85 Sections 4 and 5.

ARTICLE VIII Board of
Trustees

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90 Section 1. Purpose. Supervision and direction of the affairs of the Congregation shall be vested
91 in a nine member Board of Trustees (“the Board”). The Board is responsible for ensuring the
92 Congregation is financially healthy, well governed and achieving its mission.

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94 Section 2. Composition. The Board is comprised of nine members elected to serve for staggered 3-
95 year terms. No Trustee may serve consecutively for more than two three-year terms (or six
96 years). However, a Trustee appointed to fill an unexpired term on the Board for a term of less
97 than one year shall be eligible, upon the expiration of that term, for election to a full three-year
98 term and will be eligible for re-election to a second three-year term.

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100 Section 3. Authority and Limitations As the fiduciary of congregational assets, the Board has the
101 authority to enter into contracts, and shall be consulted on the hiring of staff.

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103 The Board shall not authorize the acquisition, sale, transfer, encumbrance or disposal of any real
104 assets (land, structures, integrated equipment, and interests in rights) of the congregation except
105 as authorized by the Congregation.

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107 Section 4. Officers and Terms. The Board shall choose from its ranks, by a majority of those
108 voting, a President, Vice President, Treasurer and Secretary who shall hold their offices for one
109 year, or until their successors shall have been elected and qualified.

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111 Section 5. Board Governance Policies. The Board shall make policies for its own governance
112 and operations and shall make them available for inspection by the Congregation.

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114 Section 6. Quorum Six voting members shall constitute a quorum for the meetings of the Board.

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116 Section 7. Committees of the Board. The Board may establish any number of committees, task
117 forces, or working groups, to assist in carrying out its duties. Board committees shall be restricted
118 to carrying out duties under established policies and making recommendations to the Board.

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120 An Audit Committee shall be a standing committee of the Board and shall be responsible for the
121 conduct of an annual audit of any and all Congregation functions. Not less than once in five (5)
122 years the Board shall charge the Audit Committee with overseeing an external independent audit.

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124 Section 8. Delegations. The Board shall appoint the delegates of the Congregation to the General
125 Assembly of the Unitarian Universalist Association and other meetings or organizations at which
126 the Congregation may be entitled to representation.

ARTICLE IX Elections
and Vacancies

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131 Section 1. Nominations: The Nominating and Leadership Development Committee shall annually
132 announce a slate of nominees for positions on the Board of Trustees and all Elected Committees,
133 including itself, no later than April 1 of the year of the Annual Meeting. The slate and

134 biographical material shall be sent to the Secretary no later than noon on May 1.
135 Additional nominees for any position may be submitted by petition signed by at least 30 members
136 of the Congregation eligible to vote at the Annual Meeting, and include the signature of and
137 biographical information on the nominee. Petitions for election must be filed with the Secretary
138 by noon on May 1.

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140 Section 2. Eligibility Requirements

- 141 • All nominees must be members for at least 12 months prior to the date of the Annual
142 Meeting.
- 143 • Nominees for election may not be employed by the Congregation.
- 144 • No person may serve in more than one elected position at a time.
- 145 • Sitting members of the NLDC are not eligible for nomination to any elected position.
- 146 • Nominees for the Board and each Elected Committee must meet the Committee
147 requirements as stated in Articles VIII, X.
- 148 • Once a sitting member of any Elected Committee or the Board has finished the allowed
149 term(s), they may be re-elected to that committee/board only after being off the
150 committee/board for at least three (3) years.

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152 Section 3. Certification and Notice to the Congregation

153 The Secretary shall be responsible for certifying eligibility of all nominees. The names and
154 biographical material of all candidates shall be presented to the Congregation not later than May
155 15 using mail, electronic means, posting on the Congregation's website and in a visible location
156 in the foyer of the Main Building.

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158 Section 4. Vacancies. The Board shall fill vacancies occurring in its own ranks or in elected
159 committees. Persons so appointed shall hold office until the next annual meeting, or until
160 successors shall have been elected and qualified.

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162 ARTICLE X Elected Committees of the Congregation

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164 Section 1. Elected Committee Policies: Elected Committees shall make policies for their
165 own governance and operations and shall make them available for inspection by the
166 Congregation.

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168 Section 2. Nominating and Leadership Development Committee (NLDC): The NLDC is
169 comprised of five members elected to serve for staggered two-year terms.

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171 The NLDC is accountable to the Congregation to nurture the long-term health and vitality of the
172 Congregation's leadership pool. It is responsible for preparation of a slate of qualified nominees
173 for election at each Annual Meeting, as stated in Article IX.

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175 Section 3. Endowment Committee (EC): The EC is comprised of five members elected to serve
176 for staggered five-year terms.

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178 The EC is accountable to the Congregation for receiving, investing and managing in a prudent
179 manner all contributions to the Endowment Fund of The Unitarian Church in Westport, in

180 furtherance of the mission as well as the long-term financial security and well-being of the
181 Congregation. If restriction as to use of funds is requested at the time of the contribution and
182 accepted by the Board, the Committee shall honor such instructions and restrictions as feasible,
183 consistent with the laws of the State of Connecticut. The Committee shall have sole discretion
184 with regard to implementing any instructions and restrictions.
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186 Only upon request of the Board, the Endowment Committee may, by a majority of its members,
187 approve disbursements, loans or encumbrances in an aggregate amount in a fiscal year of:

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

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193 Should the Endowment Committee decline any Board request for a disbursement, loan, or
194 encumbrance, the Board may recommend to the Congregation an override of the committee's
195 decision by calling two Member Meetings:

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197 i) At the first such Member Meeting, members may approve the amount recommended by
198 the Board, or a lesser amount, by a vote of two-thirds of the members present.
- 199 ii) Final action shall not be taken until a second Member meeting, held at least 21 days and
200 no more than 120 days thereafter to ratify this decision. A copy of the motion approved at
201 the first meeting shall be included in the call for the later meeting, at which final approval,
202 without further revision, shall be by at least two-thirds of the members present and voting.
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204 Section 4. Committee on Ministries (COM):

205 The COM is comprised of five members elected to serve for staggered five-year terms.
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207 The COM is responsible to the Congregation for ensuring that the Congregation, in its programs
208 and ministries, is fulfilling its Mission and Vision. The COM shall, at a minimum, annually give
209 their assessment of the effectiveness of the Congregation's ministry. It shall provide consultation,
210 education, conflict management, and assessment to the leaders and members of the Congregation
211 on an ongoing basis.
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213 Article XI Indemnification

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215 The Congregation shall indemnify any Board member or designated agent (staff or volunteer)
216 against any liability asserted against such person and incurred in the course and scope of their
217 duties or functions within the Congregation to the maximum extent allowable by law, provided the
218 person acted in good faith and did not engage in an act or omission that is intentional, willfully or
219 wantonly negligent, or done with conscious indifference or reckless disregard for the safety of
220 others.

221 The provisions of this article shall not be deemed exclusive of any other rights to which such
222 person may be entitled under any bylaw, agreement, insurance policy, vote of members or
223 otherwise.

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ARTICLE XII Ministers

Section 1.UUA Fellowship: All the Ministers of the Congregation (other than Intern Ministers or Ministers who are ordained by the Congregation for a specific purpose or function) shall have Preliminary or Final Fellowship with the Unitarian Universalist Association.

Section 2.Non Discrimination: Race, color, disability, sex, affectional or sexual orientation or identity, family structure, marital status, age, or national origin shall have no bearing on the choice or retention of any Minister.

Section 3. Senior Minister: The Senior Minister shall be the religious and spiritual leader of the Congregation, the Chief Executive Officer, and a non-voting member of the Board. The Senior Minister shall have freedom of the pulpit and of speech.

Section 4. Called Ministers: Called Ministers shall be chosen by a vote of at least ninety percent of those members present and voting by written ballot at a meeting of the Congregation called for that purpose. The quorum for such a meeting shall be forty percent of the members eligible to vote at that meeting. There shall be no absentee ballots for the call of a Minister.

Section 5. Termination: Notice of termination of a Called Minister shall be given only after a vote to terminate such relationship by a majority of those members present and voting by written ballot at a meeting of the Congregation called for that purpose. The quorum for such a meeting shall be forty percent of the members eligible to vote at that meeting. There shall be no absentee ballots for the termination of a Minister.

Section 6. Contractual Terms: The Board shall determine contractual terms, conditions of employment, and responsibilities of the Senior Minister.

The Board, with the agreement of the Senior Minister, shall determine contractual terms, conditions of employment, and responsibilities of other Called Ministers.

The Senior Minister, with the agreement of the Board, shall determine contractual terms, conditions of employment, and responsibilities of Hired Ministers. However, the Board alone shall determine contractual terms, conditions of employment, and responsibilities of an Interim Minister.

ARTICLE XIII 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 XIV 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

268 present and voting, and final action shall not be taken until a meeting held at least 21 days, and
269 no more than 120 days, thereafter.
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271 Section 2: A copy of the proposed amendment shall be included in the call for the later meeting,
272 at which final approval, without further revision, shall be by at least two-thirds of the members
273 present and voting.
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275 ARTICLE XV Dissolution
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277 The Unitarian Church in Westport, Inc. may be dissolved by a vote of at least two-thirds of
278 those voting members present and voting at a meeting duly called for that purpose. In the
279 event of such dissolution, the property, both real and personal, belonging to the
280 Congregation shall be deeded over and transferred to the Unitarian Universalist
281 Association, a corporation of the Commonwealth of Massachusetts, or its successors or
282 assigns.
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284 ARTICLE XVI Governance Policies
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286 Bylaws not conflicting with the provisions of this Constitution or with the laws of the State
287 of Connecticut may be adopted and existing bylaws changed by the Board. The "Robert's
288 Rules of Order Newly Revised" shall be the guiding principle to parliamentary procedure.

289 ARTICLE XVII Effective Date
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291 This Constitution supersedes the Constitution of The Unitarian Church in Westport, Inc.
292 first adopted February 27, 1953, as amended through ~~1957, 1958, 1963, 1964, 1969, 1971,~~
293 ~~1976, 1981, 1984, 1994, 1997, 1999, 2001, 2004, 2011,~~ March 28, 2015 and will be effective
294 on the date of final ratification which shall be no fewer than 21 days after preliminary
295 passage at the May 15, 2016 Meeting of the Congregation.