

The Unitarian Church in Westport
Constitution Revision Proposal 2016

Article	Current	Proposed
Article I Name	The Unitarian Church in Westport, Inc.	No Change
Article II Denominational Affiliation & 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.	No Change
Article III Purpose	<p>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.</p> <p>The Congregation affirms and promotes the full <i>participation</i> 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.</p>	<p>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.</p> <p>The Congregation declares and affirms its responsibility to promote the full inclusion of persons in all our activities and endeavors 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.</p>
Article IV Mission Statement	<p>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.</p> <p>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.</p>	No Change

<p>Article V Governance</p>	<p>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.</p>	<p>The Unitarian Church in Westport, Inc. is an independent corporation accountable for the financial and operational management of its assets and programs. All power to act, unless otherwise specifically delegated in this Constitution, shall reside with the congregation's Membership when duly gathered.</p> <p>Responsibility for proposing goals, establishing policies, and monitoring their implementation shall reside with the Elected Board of Trustees.</p> <p>The Senior Minister, called by the congregation, shall be responsible for coordinating the implementation of those goals and policies as CEO and shall also supervise the staff.</p>
<p>Rationale</p>	<p>Governance is the system by which a congregation exercises its authority. A congregation may use any system to govern itself; it may change systems frequently or entirely ignore the systems it claims as its own, but as long as the congregation lives, it will continue to exercise authority. Under Policy Governance, the job “managing the assets and programs” of the congregation shifts from the Board to the Senior Minister who is also the Chief Executive Officer of the Congregation. The Board then becomes responsible for proposing goals, establishing policies and monitoring their implementation. This revision gives clarity to how our congregation is being governed and is needed to empower Rev. John as CEO as per our move to Policy Governance.</p>	

<p>Article VI Membership</p>	<p>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 paying toward a pledge of financial support to the Congregation, or making a recommendation to a donor advised fund in support of the Congregation.</p> <p>Section 2. To maintain membership, congregants must have made a pledge of financial support for the current fiscal year, and have made a payment toward a pledge for either the current or prior fiscal year. A recommendation to a donor advised fund, while not a pledge, shall be considered as both a pledge and payment for purposes of membership in the Congregation.</p> <p>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 review the list of non-supporting members annually and may remove the names of such persons as it deems appropriate.</p>	<p>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 agreement with and understanding of 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 paying toward a pledge of financial support to the Congregation, or making a recommendation to a donor advised fund in support of the Congregation.</p> <p>Section 2. To maintain membership, congregants must have made a pledge of financial support for the current fiscal year, and have made a payment toward a pledge for either the current or prior fiscal year. A recommendation to a donor advised fund, while not a pledge shall be recorded as both a pledge and payment for purposes of membership in the Congregation.</p> <p>Section 3. Any person may terminate membership in the Congregation by giving notice in writing of the intention to do so to the Secretary. The membership roster shall be reviewed at least twice a year, and 30 days prior to any duly called Membership Meeting, by the Directors and Ministers for compliance with membership requirements (Sections 1 & 2 above). Appropriate changes will be made to this roster at these reviews.</p>
<p>Rationale</p>	<p>The changed language in the right hand column reflects current practice, e.g. it is the ministers and staff (Membership Director/Director of Operations) that actually do the hands on work in reviewing the membership roster, not the Secretary (formerly Clerk) of the Board.</p>	

<p>Article VII Membership Meetings</p>	<p>Section 1. <u>Annual Meeting</u>. 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:</p> <ul style="list-style-type: none"> 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. <p>No member may be elected to more than one office or committee.</p> <p>Section 2. <u>Special meetings</u>. 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.</p> <p>Section 3. <u>Notice</u>. 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.</p> <p>Section 4. <u>Quorum</u>. Fifteen percent (15%) of the number of voting members as reported by the Clerk in the last annual report shall constitute a quorum.</p> <p>Section 5. <u>Voting</u>. A member of the Congregation is eligible to vote at a given meeting if in good standing (as per Article VI) 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, <i>[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.</i> <i>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.]</i></p>	<p>Section 1. <u>Annual Meeting</u>. 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:</p> <ul style="list-style-type: none"> a) Election of Trustees and members of other Elected Committees of the Congregation. b) Receipt of Treasurer and Endowment Committee reports on the financial state of the Congregation. c) Ratification of a budget. <p>Section 2. <u>Special meetings</u>. 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 members eligible to vote, <i>as determined by the most recent membership roster review (Article VI, Section 3)</i>. Such request shall specify the purposes of the proposed meeting and no business other than that specified in the notice shall be transacted.</p> <p>Section 3. <u>Notice</u>. The Secretary shall issue the call for all membership meetings by notice to every member of the Congregation at least days before the meeting. Notice may be transmitted by mail or electronically.</p> <p>Section 4. <u>Voting</u>. A member of the Congregation is eligible to vote at a given meeting if in good standing (as per Article VI) as of thirty days prior to the meeting. There shall be no proxy voting. Absentee voting shall be for elections only.</p> <p>Section 5. <u>Quorum</u>. Fifteen percent (15%) of the number of members eligible to vote at a given meeting shall constitute a quorum for Membership Meetings, <i>except for the calling of a Minister or the termination of a called Minister, in which cases the quorum is as specified in Article XII, Sections 4 and 5.</i></p>
<p>Rationale</p>	<p>In Section 1. c) Language on the Budget is changed from “Adoption” to “Ratification” since the Treasurer and Finance Committee have done the work of preparing the Annual Budget, presented it to the Board for approval; the role of the Congregation is to ratify the budget. The material to be removed (in italics and highlighted) is policy and will be added to Policy Manual of the Board.</p>	

<p>Article VIII Board of Trustees</p>	<p>Section 1. <u>Purpose.</u> The Board of Trustees (“the Board”), consisting of nine 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.</p> <p>Section 2. <u>Term and Vacancies.</u> Members of the Board serve three-year terms, elected 3-3-3 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.</p> <p>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.</p> <p>Section 3. <u>Quorum.</u> Six members shall constitute a quorum for the meetings of the Board.</p> <p>Section 4. <u>Executive Committee.</u> <i>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.</i></p> <p>Section 5. <u>Standing Committees of the Board.</u> The Board shall establish at a minimum the following standing committees:</p> <ul style="list-style-type: none"> a) Worship b) Religious Education e) Musie d) Membership e) Communications f) Stewardship (which shall establish Annual Giving and Planned Giving g) Finance h) Buildings and Grounds i) Human Resourees 	<p>Section 1. <u>Purpose.</u> Supervision and direction of the affairs of the Congregation shall be vested in a nine member Board of Trustees (BOT). The BOT is accountable to the Mission of the congregation and as such will focus chiefly on establishing broad written policies reflecting the Board's values and perspectives about ends to be achieved* and means to be avoided*, consistent with the laws of the State of Connecticut, the Articles of Incorporation, and this Constitution. Those policies will direct the staff (including volunteers), but the administrative and programmatic means of attaining the ends to be achieved are staff (including volunteers) responsibilities. [do we add “and measuring” after the word ”establishing”?]</p> <p>Section 2. <u>Composition.</u> The BOT is comprised of nine members elected to serve for staggered 3-year terms. No Trustee may serve consecutively for more than two three-year terms (or six years). However, a Trustee appointed to fill an unexpired term on the Board for a term of less than one year shall be eligible, upon the expiration of that term, for election to a full three-year term and will be eligible for re-election to a second three-year term.</p> <p>Section 3. <u>Authority and Limitations</u> As the fiduciary of congregational assets, the BOT may, among other things, hire or approve the hiring of staff except called ministers, enter into employment agreements, contract for property acquisition and maintenance, and approve the annual budget for presentation to the congregation. The BOT shall not authorize the sale, transfer, encumbrance or disposal of any real assets (land, structures, integrated equipment, and interests in rights) of the congregation except as authorized by the congregation. Subject to the specific requirements set forth in this Article, the Board of Trustees may delegate specific tasks to sub-committees of the Board of Trustees, committees of the congregation, the Senior Minister, or other members of the staff as the Board of Trustees may deem appropriate.</p> <p>Section 4. <u>Officers and terms.</u> The Board shall choose from its ranks, by a majority of those voting, a President, Vice President, Treasurer and Secretary who shall hold their offices for one year, or until their successors shall have been elected and qualified.</p> <p><u>Section 5. Board Governance Policies.</u> The BOT shall make policies for its own governance. Such policies shall be available for inspection by the congregation.</p> <p>Section 6. <u>Quorum</u> Six members shall constitute a quorum for the meetings of the Board.</p> <p>Section 7. <u>Committees of the Board.</u> The BOT may establish any number of committees, task forces, or working groups, to assist in carrying out its duties. Board committees shall be restricted to carrying out duties under established policies, and making recommendations to the Board.</p> <p>5a. <u>Audit Committee.</u> The BOT shall cause an audit to be conducted annually, by an internal Audit Committee, or by an external auditor chosen and overseen by the Audit Committee. Not less than once in five (5) years the Board shall charge the Audit Committee with overseeing an external independent audit.</p> <p>Section 8. <u>Delegations.</u> The Board shall appoint the delegates of the Congregation to the General Assembly of the Unitarian Universalist Association and other denominational meetings or organizations at which the Congregation may be entitled to representation.</p>
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Rationale	<p>New language added limiting the power of Board to sale or otherwise encumbers any of the real assets of the congregation out congregational authorization. Included in real assets are land, structures, firmly attached and integrated equipment (such as light fixtures or pumps), anything growing on the land and all “interests” in the property which are the right of ownership such as the right to drill for oil, the right to get the property sold if it is no longer used for its current purpose (as a religious organization) the right to drill for oil or airspace or easement across another property.</p> <p>Added section on Committees of the Board consistent with Policy Governance: the Board may establish any committees it needs to carry out its fiduciary responsibilities.</p> <p>Deleted Section 4. Executive Committee (in <i>italics</i> and highlighted now in Governing Policies) and Section 5. The listing of Standing Committees of the Board many of which are Ministry and not Governance, and others covered in Policy. Added language establishing the Audit Committee as a Standing Committee of the Board and requiring annual audits.</p> <p>Changed the titles of Chair, Vice Chair and Clerk to President, Vice President and Secretary that are more commonly understood terms.</p>	

Article IX Officers	<p>Section 1. <u>Officers and terms.</u> 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. <i>[A member may hold the office of Chair for up to three consecutive one-year terms.]</i></p> <p>Section 2. <u>Chair.</u> 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:</p> <ul style="list-style-type: none"> 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. <p><i>[The Chair shall be a member ex officio of each committee of the Board. The Chair shall submit a report at the annual meeting.]</i></p> <p>Section 3. <u>Vice Chair.</u> 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. <i>[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 forth remainder of the term.]</i> <i>[The Vice Chair shall be a member ex officio of each committee of the Board].</i></p> <p>Section 4. <u>Clerk.</u> The Clerk shall have oversight of the following duties:</p> <ul style="list-style-type: none"> 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) <i>[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 VI, Section 3 since the last annual meeting]</i> e) Issuing notices of meetings unless some other member is 	<p>This article has been removed.</p> <p>Old Section 1 (Officers and terms) has been incorporated into Article VIII, the Board of Trustees, as Section 7.</p> <p>The remainder of this Article is covered by Board Governing Policies.</p>
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	<p>designated to do so by the Board;</p> <p>f) Publicizing annually, in January, the provision in this Constitution referring to nomination by petition.]</p> <p>g) Facilitating the election and voting process as per ARTICLE VII, Section 5.</p> <p>Section 5. <u>Treasurer.</u> The Treasurer shall be a member of the Finance Committee and have oversight of the following duties:</p> <p>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;</p> <p>b) Authorizing of all expenditures as approved by the Board;</p> <p>c) Accounting accurately for all receipts and expenditures;</p> <p>d) Submitting a report at the annual meeting.]</p> <p>[Section 6. <u>Assistant Treasurer.</u> 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.]</p> <p>Section 7. <u>Additional Officers.</u> The Board may appoint such other officers, as it may deem necessary or advisable.</p>	
Rationale	Removed all detailed language pertaining to what a President, VP, Secretary and Treasurer do (in <i>italics</i> and highlighted) which is found in our Governing Policies.	

<p style="text-align: center;">Article X Elected Committees of the Congregation</p> <p style="text-align: center;">NEW Article IX Elections and Vacancies</p>	<p>Nb. This is a new section; separated the election process from the old Article X.</p> <p>Section 1. <u>Eligibility Requirements and Terms of Office for Election:</u> 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, or 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.</p> <p><u>Terms of Office:</u></p> <ol style="list-style-type: none"> 1. Nominating and Leadership Development Committee: Five members serve for staggered two-year terms. 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 	<p>Section 1. <u>Nominations:</u> The NLDC shall annually announce a slate of nominees for positions on the Board of Trustees and all Elected Committees, including itself, no later than April 1 of the year of the Annual Meeting. The slate and biographical material shall be sent to the Secretary no later than noon on May 1. Additional nominees for any position may be submitted by petition signed by at least 30 members of the congregation eligible to vote at the Annual Meeting, and include the signature of and biographical information on the nominee. Petitions for election must be filed with the Secretary by noon on May 1.</p> <p>Section 2. <u>Eligibility Requirements</u></p> <ul style="list-style-type: none"> • All nominees must be members for at least 12 months prior to the date of the Annual Meeting. • Nominees for election may not be employed by the Congregation; • No person may serve in more than one elected position at a time. • Sitting members of the NLDC are not eligible for nomination to any elected position. • Nominees for each Elected Committee must meet the Committee requirements as stated in Article X. • Sitting members of any Elected Committee may be re-elected to that Committee after being off the Committee for at least three (3) years. <p>Section 3. <u>Certification and Notice to the Congregation</u> The Secretary shall be responsible for certifying eligibility of all nominees. The names and biographical material of all candidates shall be presented to the Congregation not later than May 15 using mail, electronic means, posting on the Congregation's website and in a visible location in the foyer of the Main Building.</p> <p>Section 4. <u>Vacancies.</u> The Board shall fill vacancies occurring in its own ranks or in elected committees. Persons so appointed shall hold office until the next annual meeting, or until successors shall have been elected and qualified.</p>
<p style="text-align: center;">Rationale</p>	<p>The CRTF felt there was the need to pull out the <i>process</i> of nominations, eligibility, elections and vacancies from the description of the elected positions in our congregation. It makes for an easier read and removes a lot of duplication. This is, in effect a new Article X on election process and the following, Article XI is elected positions.</p>	

Article X
Elected Committees
of the Congregation

NB: this is a revised Article from old Article X Elected Committees of the Congregation. The election process (Sect. 1) has been moved to new Article IX. 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, 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*
- 2. 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],*
3. Prepare a slate of nominees for election at each Annual Meeting.

The NLDC shall consist of five members, who serve a single two-year term that begins at the Annual Meeting, elected 2-3 in a two-year rotation. For the first election after this provision takes effect, 2 members (from the current committee) will be elected to a one-year term and 3 to a two-year term.

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 new nominees for the NLDC shall be selected by the sitting Committee. The Committee may nominate no member of the sitting Committee to an elected position.

[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 Board must respond to the annual report of the Auditing Committee 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 1. Nominating and Leadership Development Committee (NLDC): The NLDC is comprised of five members elected to serve for staggered two-year terms.

The NLDC identifies resources to nurture the long-term health and vitality of the congregation's leadership pool and is responsible for preparation of a slate of qualified nominees for election at each Annual Meeting.

~~Auditing Committee language deleted. The Audit Committee is proposed to be a Standing Committee of the Board required to oversee annual audits and external independent audits no less than once in every five (5) years. Article VIII 5.a.~~

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*

Section 2. Endowment Committee

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

The EC is accountable to the Congregation for receiving, investing and managing in a prudent manner all contributions to the Endowment Fund of The Unitarian Church in Westport, in furtherance of the mission as well as the long-term financial security and well-being of the Congregation. If restriction as to use of funds is requested at the time of the contribution and accepted by the Board, the Committee shall honor such instructions and restrictions as feasible consistent with the laws of the State of Connecticut.. The Committee shall have sole discretion with regard to implementing any instructions and restrictions.

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

- i) Not more than ten percent (10%) of unrestricted funds calculated as of the month-end prior to the last Annual Meeting or;
- ii) A greater amount subject to approval by two Member Meetings as described below.

In either of the cases above, should the committee decline such Board request, the Board may call a Member Meeting to recommend an override of the committee's decision.

At all such Member Meetings, members may approve the amount recommended by the Board, or a lesser amount, by a vote of two-thirds of the members present at a duly called meeting. Final action shall not be taken until a meeting, held at least 21 days and no more than 120 days thereafter ratifies this decision. A copy of the motion authorizing this disbursement 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.

Section 3. Committee on Ministries (COM)

The COM is comprised of five members elected to serve for staggered five-year terms. The COM is responsible for ensuring that the Congregation is fulfilling its Mission and Vision. The COM shall, at a minimum, annually give their assessment of the effectiveness of the Congregation's ministry. It shall provide consultation, education, conflict management, and assessment to the leaders and members of the Congregation.

- 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

Special Provision Language to be eliminated in this revision of the Constitution.

Section 4. Ministerial Search Committee (MSC) In the event of a vacancy in the office of any Called Minister, an MSC 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. The MSC shall serve until the adjournment of the meeting at which a congregational vote is taken on the Committee's selected candidate.

Nominations for the MSC 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 (30) members of the Congregation. After obtaining the assent of each nominee, petitioners shall lodge such petitions with the Secretary, 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

	<p>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.</p>	<p>be presented to the congregation not later than fifteen days before the date of such meeting.</p>
<p>Rationale</p>	<p>**Revised: moved the election process from the old Article X to new Article IX (Elections and Vacancies). **Auditing Committee removed from this section, is now a Standing Committee of the Board. **New language describing an override provision in cases where the Board and the EC do not agree on distributions. Our current Constitution is unclear as to whether there any appeal of an EC rejection of a BOT request for disbursement. The new language establishes a clear override procedure while at the same time requiring the Congregation to seriously consider, over time, the consequences of such a decision. Proposes establishment of a higher threshold (2/3) for membership vote to support the disbursement. **Paragraphs with language describing what each of the elected bodies does will be in policy documents.</p>	

<p>NEW Article XI Indemnification</p>	<p>No prior version of our Constitution has included an indemnification clause.</p>	<p>The Congregation shall indemnify any Board member or designated agent (staff or volunteer) against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Congregation to the maximum extent allowable 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 bylaw, agreement, insurance policy, vote of members or otherwise.</p>
<p>Rationale</p>	<p>The congregation would want to indemnify and protect Board or other Elected Committee Member, Minister, employee, volunteer or agent of the congregation, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in that capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by that person in connection with that action, suit or proceeding, including attorney's fees, to the fullest extent permitted by applicable law. The requirement to obtain and maintain directors and officers insurance needs to be made explicit in our Constitution.</p>	

<p>Article XI XII Ministers</p>	<p><u>Section 1.</u> 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.</p> <p><i>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.</i></p> <p>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.</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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 fortypercent.</i></p> <p><i>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.</i></p> <p><i>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</i></p>	<p><u>Section 1.</u> 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 Full Fellowship with the Unitarian Universalist Association.</p> <p><u>Section 2.</u> Race, color, disability, sex, affectional or sexual orientation, marital status, age, or national origin shall have no bearing on the choice or retention of any Minister.</p> <p><u>Section 3.</u> 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. He or she shall have freedom of the pulpit and of speech.</p> <p><u>Section 4.</u> 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.</p> <p><u>Section 5.</u> 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.</p> <p><u>Section 6.</u> The Board, with the agreement of the Senior Minister, shall determine contractual terms, conditions of employment, and responsibilities of 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.</p>
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	<p><i>called but has not yet taken office. The Board shall consult with the Unitarian Universalist Association when hiring an Interim Minister.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p>Section 5. Called Ministers shall be members of the Board, ex officio, without vote</p>	
<p>Rationale</p>	<p>This Article has been re-written add the new title and role for the Senior Minister of Chief Executive Officer of the congregation. Language from our current Constitution that is covered in the contracts of called ministers has been deleted from the new Article XII. Raises the percent voting in favor of calling a minister from 80% to 90% which is usual and customary and the quorum for voting to call a minister is 40% versus 15% for voting at the Annual Meeting. Language in <i>italics</i> and highlighted is in policy not the Constitution.</p>	

Article XII (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.	No change
Article XIII (XIV) Amendments	<p>This Constitution may be amended by the following procedure:</p> <p><u>Section 1.</u> 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.</p> <p><u>Section 2.</u> 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.</p>	<p>This Constitution may be amended by the following procedure:</p> <p><u>Section 1.</u> 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, and no more than 120 days, thereafter.</p> <p><u>Section 2.</u> 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.</p>
Rationale	Added language to make explicit that a vote to ratify Amendments to the Constitution must take place no more than 120 days after to majority vote to amend.	

Article XIV (XV) 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.	No Change
Article XV (XVI) Bylaws Governance Policies	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.	Governance Policies not conflicting with the provisions of this Constitution or with the laws of the State of Connecticut may be adopted and existing Governance Policies changed by the Board. The "Robert's Rules of Order Newly Revised" shall be the guiding principle to parliamentary procedure.
Article XVI (XVII) Effective Date	This Constitution supersedes the Constitution of The Unitarian Church in Westport, Inc., as amended through March 28, 2015 and will be effective on the date of final ratification which shall be no fewer than 21 days after preliminary passage at the March 29, 2015 Meeting of the Congregation.	This Constitution supersedes the former Constitution of The Unitarian Church in Westport, Inc., as amended through March 28, 2015 and will be effective on the date of final ratification. [Change and reword to reflect dates of all past amendments.]
Rationale	Language changes (bylaws to governance policies) and adding dates of prior and current amendments are the only changes recommended in these Articles.	

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By MJ

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