

Bylaws of the First Unitarian Universalist Church of Nashville

Approved Jan. 21, 2001; Amended June 16, 2002, June 11, 2006, June 10, 2007, June 08, 2008, June 14, 2009, June 12, 2011, June 10, 2012, June 09, 2013, June 15, 2014, June 7, 2015, Jan. 29, 2017, June 18, 2017, June 11, 2023, January 28, 2024.

ARTICLE 1: NAME

The name of this Congregation shall be "The First Unitarian Universalist Church of Nashville" (Church).

ARTICLE 2: MISSION, VISION AND COVENANT OF THE CHURCH

SECTION 2.1 The actions of the minister(s), congregation members, staff, the Board of Directors, all committees and all teams at First Unitarian Universalist Church of Nashville shall be guided by the Mission, Vision and Covenant statements that have been approved by congregational vote.

SECTION 2.2

Mission Statement: States the congregation's calling, answering the question of why FUUN exists.

Vision Statement: Articulates the future the congregation wishes to create and is a guiding tool for church leadership.

Covenant: A promise we make together to create a safe environment for our church work and interactions. It is the recommendation that the Covenant be read at each annual meeting.

SECTION 2.3 The Board of Directors of FUUN shall review the Mission, Vision and Covenant statements at the beginning of each church year. The purpose of this review is to:

1. be certain the Board takes actions that are consistent with the Mission, Vision and Covenant of the church, and
2. to determine whether the three statements accurately reflect the current actions and goals of the congregation.

If the statements do not accurately reflect the congregation's current actions and goals, the Board shall initiate a process to revise/re-write the statements.

If the Board feels that a reevaluation of the Mission, Vision and Covenant Statements would be of value to the congregation, the Board should also initiate a process to revise/re-write the statements.

ARTICLE 3: INCLUSION

This Congregation affirms and promotes the full participation of all individuals in carrying out its mission without regard to race, color, gender, gender identity, gender expression, physical or mental disability, sexual orientation, age, class, or national origin, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

ARTICLE 4: MEMBERSHIP

This Congregation shall be comprised of members and friends of the Congregation.

Section 4.1 Members

Any person 14 years or older shall become a member of this Congregation by signing its membership book and pledging time and/or a financial contribution to the operating budget as an indication of commitment to its mission and covenant. The Board shall have the authority to set a minimum level of financial support and determine conditions for any waivers of this requirement. A long-time member who is no longer able to commit time or make financial contributions may be designated member emeritus in accordance with conditions set by the Board.

Section 4.2 Friends

Persons shall become friends of the Congregation by making a recorded financial contribution to the operating budget in the current or previous fiscal year without signing the membership book.

Section 4.3 Termination of Membership

A member may resign from membership upon that member's written notice to the Board. The Board may terminate membership of a member who has not made a recorded financial contribution in the current or previous fiscal year following appropriate inquiry that shall include giving members reasonable notice and opportunity to respond. Any member who is so removed from membership shall be eligible to rejoin the Church at any time.

ARTICLE 5: DENOMINATIONAL AFFILIATION

The Church shall maintain its membership in the Unitarian Universalist Association and participate in the Southern Region of the Unitarian Universalist Association.

ARTICLE 6: CONGREGATIONAL POWERS AND AUTHORITY

Section 6.1 Congregational Authority

In addition to powers stated elsewhere in these bylaws, the Congregation shall have the exclusive authority to approve contracts for the purchase or lease (in which the Church is the lessee) of real estate and to approve contracts for borrowing an amount in excess of five percent (5%) of the annual budget. The Congregation shall have the authority to modify or overrule any action of the Board and to take any other action at a congregational meeting in accordance with procedures set forth in this Article.

Section 6.2 Congregational Meetings

6.2.1 Annual Congregational Meeting

The annual congregational meeting shall be held in Late May or June of each year at such specific time and place as shall be determined by the Board. At this meeting, officers of the Congregation, members of the Board, Trustees, members of the Safe Congregation Panel, and members of the Nominating Committee shall be elected; committee chairs shall be announced; a budget for the following year shall be considered and adopted; annual reports as appropriate shall be made; and any other appropriate business shall be transacted.

6.2.2 Special Congregational Meetings

Special congregational meetings may be called by the Board on its own authority or shall be called by the Board upon written petition addressed to the President, stating the purpose, and signed by ten percent of the voting membership. The meeting shall take place within thirty days

of receipt by the Board of the petition. The meeting notice shall state the business to be transacted, and no other business shall be considered at that special meeting.

6.2.3 Meeting Notice

(a) Notice of all congregational meetings shall be sent at least ten calendar days in advance of the date of such meeting; announced from the pulpit to the Congregation during morning worship for at least two Sundays immediately preceding the date of the meeting; and posted prominently on the Church bulletin board for at least ten calendar days in advance of the meeting.

(b) The notice for the annual congregational meeting shall include the budget proposed by the Board for the ensuing Church year, as well as the nominees for all positions to be elected.

6.2.4 Quorum

A quorum at any congregational meeting shall consist of seventy voting members or twenty percent of the voting membership, whichever is the smaller number. Online/Virtual attendance counts toward voting members.

6.2.5 Procedure

All congregational meetings shall be conducted according to the procedures set forth in the current edition of Robert's Rules of Order, except where they are inconsistent with these bylaws.

6.2.6 Voting

(a) The privilege of voting at congregational meetings shall be open to all individuals who have been members for at least ninety days prior to the date of a meeting at which a vote is to be taken. Members who have not been members for at least 90 days and friends of the Church shall be given the courtesy of the floor at all congregational meetings, but shall not be allowed to vote.

(b) With the exception of the Ministerial Search Committee, as defined in Section 9.1, nominations from the floor shall be allowed provided that the nominee consents to the nomination. If there is no more than one nominee for a given office, the election may be by acclamation. If there is more than one nominee for a given office, voting shall be by ballot. For voting other than elections, the chair shall propose the method of voting, subject to approval by the voting members present.

ARTICLE 7: OFFICERS AND ELECTIONS

Section 7.1 Nominations and Elections

(a) Nominating Committee

(1) The Congregation shall elect a Nominating Committee composed of seven voting members of the Church. Terms shall be for two year terms and shall be staggered so that three members shall be elected at annual congregational meetings in even numbered years and four members shall be elected at annual congregational meetings in odd numbered years. Members of the Nominating Committee shall serve no more than two consecutive full terms. The Nominating Committee shall elect a Chair from among its members.

(2) In the event of vacancies on the Nominating Committee, the Nominating Committee shall recommend candidates to the Board, which shall make an interim appointment. The vacated

position(s) or any position(s) not filled at the annual congregational meeting shall be included on the ballot at the next congregational meeting.

(3) The Nominating Committee shall communicate, as needed, with the Board via the Vice-President/President-Elect.

(b) Nomination Procedures

(1) It shall be the duty of the Nominating Committee to nominate candidates for the elected offices to be filled at the annual congregational meeting of the Congregation, including the Board, the Safe Congregation Panel, the Trust, the Committee on Ministry, and the Nominating Committee. The Nominating Committee shall report its nominations to the Congregation in accordance with these bylaws relating to annual congregational meetings.

(2) In preparing this ballot, the Nominating Committee shall publicize to the Congregation the offices to be filled and the qualifications required or recommended for each office, and shall request suggestions from the congregants for nominees, and may consult with the lead minister.

(3) Prior to the annual congregational meeting, the Nominating Committee, pursuant to the request of the Board, shall select and propose committee chairs and/or co-chairs for appointment by the Board. In the event of a vacancy in a committee chair position, the Nominating Committee shall recommend a candidate to the Board, which shall make an appointment to fill the vacancy.

(c) Elections and Terms of Office

(1) Elections - The officers of the Congregation shall be President, Vice-President/President-Elect, Secretary, and Treasurer. Officers shall be elected by the membership at the annual meeting and shall hold office for two years beginning on July 1 of the year in which they are elected and ending on June 30 two years thereafter, unless their successors have not been duly qualified and elected by that date, in which case they shall hold office until their successors have been duly qualified and elected. The Vice-President/President-Elect shall be elected at each annual meeting, and shall succeed to the presidency after having served one year as Vice-President/President-Elect. The Treasurer shall be elected in even numbered years, and the Secretary shall be elected in odd numbered years.

(2) Terms

(a) President – An individual shall succeed to the office of President of the Board after having served one year as Vice-President/President-Elect, and the term of office will be one year; and becomes, following completion of service as an elected President, an ex-officio member of the Board as Immediate Past President until succeeded by a new Immediate Past President. In the event of a mid-term vacancy in the office of President, the Vice-President/President-Elect shall succeed to the office of President. In the event a Vice-President/President-Elect is unable to succeed to the office of President, a member who has not served as Vice-President/President-Elect may be elected. No individual may serve more than two consecutive terms as President.

(b) Vice-President/President-Elect – An individual shall be elected for a two-year term, the first year serving as Vice-President/President-Elect, the second year serving as President. In the event of a mid-term vacancy in the office of Vice-President/President-Elect, an interim

Vice-President/President-Elect shall be appointed by the Board until an election can be held as a congregational meeting.

(c) Treasurer and Secretary – These officers shall hold office for two years, and serve no more than two consecutive full terms.

Section 7.2 Qualifications

Nominees for officers shall meet the same qualifications as Board members, as stated in Section 8.15, and in addition shall have demonstrated leadership capacity either in this Church or in another organization.

Section 7.3 Duties

Officers shall perform the duties prescribed by these bylaws and by consensus. The duties shall include, but not be limited to, the following:

(a) Duties of the President

- (1) preside at board meetings and at congregational meetings;
- (2) set agendas for board meetings
- (3) sign, with another officer, all legal documents; and
- (4) act for the Board or the Congregation only with the prior authorization of the Board or the Congregation.

(b) Duties of the Vice-President/President-Elect

- (1) serve as board liaison between the Board and Elected Committees;
- (2) plan and coordinate, with the Church Councils and the Church staff, the Church's calendar of events; and
- (3) assume the duties of the president, if the president is unable to perform them, until the Board appoints a successor.

(c) Duties of the Secretary

- (1) keep a record of all the proceedings of the Board and all congregational meetings; and
- (2) maintain a record of policies and procedures adopted by the Board.

(d) Duties of the Treasurer

- (1) receive and disburse all Church funds and shall keep true and complete records of all of the financial affairs of the Church; and
- (2) serve as a member of the Finance Committee.

(e) Order for Presiding

If it is necessary for the President to vacate the chair during a meeting, or if the President is absent, the chair shall be occupied temporarily by officers in the following order: Vice-President/President-Elect, Treasurer, and Secretary.

ARTICLE 8: BOARD OF DIRECTORS

Section 8.1 Powers and Duties

Section 8.1.1 Powers

(a) Except for those powers reserved for the Congregation by these bylaws, the Board of Directors shall have the authority to act for the Church. The Board shall be responsible for the finances, administration, property, personnel and business affairs of the Church.

(b) The powers of the Board of Directors shall include, but are not limited to the authority:

(1) to enter into contracts on behalf of the Church, including:

(i) those for borrowing an amount up to 5% of the annual budget of the Church; and

(ii) those for larger amounts or for purchase or lease of real estate that have been approved by the Congregation;

(2) to authorize the President and any other officer to sign such contracts;

(3) to hire and terminate all employees of the Church except the ministers;

(4) to establish such committees and clusters or councils of committees as it deems necessary; when doing so the board shall specify whether the duration of a committee is for a specific term, a specific task, or indefinite, and whether a staff liaison is appropriate; the board shall annually notify the Nominating Committee of committees for which it is to find chairs;

(5) to provide oversight and guidance for all committees if needed, in the case of those bodies that are elected by the congregation, the board shall provide oversight and guidance on behalf of the congregation if there is clear evidence that the body has failed to fulfill its duties as required under the bylaws and policies of the church;

(6) to set policy for the use of the Church facility by members and by outside groups; and

(7) to oversee the financial management of the Church.

Section 8.1.2 Duties

The Board of Directors shall:

(a) oversee the functioning of the administrative committees of the Church and may require reports as needed from them;

(b) consider implementation of any policies or actions recommended to it by the Church Councils, Elected Committees, Church Staff, and other church groups;

(c) fill by appointment any vacancy in any elected position that occurs more than two months prior to the annual congregational meeting. If any officer or member of the Board misses three consecutive regularly scheduled Board meetings, the position shall be deemed to be vacant;

(d) set the agenda for congregational meetings;

(e) recommend a budget for consideration at the annual congregational meeting;

(f) appoint, prior to the end of each fiscal year, the chairs of all committees for the following year, based upon recommendations of the Nominating Committee;

(g) appoint members to serve two year terms on the Committee on Ministry as provided in Section 10.5;

(h) review the bylaws periodically and recommend appropriate amendments;

(i) ensure that the information necessary for the maintenance of the Policy and Procedures Manual is provided to the Secretary, including the following:

- (1) all general policy decisions of the Church and the Board;
 - (2) detailed job descriptions for all officers, directors, paid staff, and other officials;
 - (3) a list of standing committees and charges;
- (k) designate liaisons to all Board committees.

Section 8.1.3 Policies and Procedures

A current and complete copy of all policies and procedures adopted by the Board shall be available from the Church office and on the Church website for reference by the general membership.

Section 8.1.4 Composition and Quorum

The Board of Directors shall consist of the four (4) officers of the Congregation and four (4) elected members. A quorum shall consist of 5 members, at least two of whom shall be officers.

Section 8.1.5 Qualifications

To be eligible to serve on the Board of Directors, an individual must be at least 18 years of age, have been a voting member of the Church for two years by the beginning of the term of office, and have served on a committee in this Church. In the event of vacancies on the Board of Directors, the Nominating Committee shall recommend candidates to the Board, which shall make an interim appointment. The vacated position(s) or any position(s) not filled at the annual congregational meeting shall be included on the ballot at the next congregational meeting.

Section 8.1.6 Elections, Terms, and Vacancies of Board Members

The Board members who are not officers shall be elected at the annual congregational meeting and take office on July 1. The non-officer Board Members shall serve three year terms that shall be staggered so that no more than one (1) term begin each year. If the Board has filled a vacancy in any elected position during the previous year, the Congregation shall elect someone to fill any unexpired term of the position at the annual congregational meeting. A Board member shall serve no more than two consecutive full terms. No person shall serve on the Board in any capacity for more than six consecutive years except that an individual may serve up to eight if the extra time is from serving as a replacement for a Board member unable to complete their term. The period of ineligibility resulting from either of these circumstances shall last for two years; thereafter, an individual may again run for an officer or a Board position.

Section 8.1.7 Meetings and Procedures

(a) The Board shall hold at least ten meetings per year on a regular schedule. Special meetings may be called by the President or by a petition signed by at least three members of the Board. Notice of special board meetings shall be by telephone, mail, or email, and shall include the purpose or purposes of the meeting. No other business than that stated in the notice may be conducted at that meeting. The quorum requirement applies to special meetings.

(b) The Board's meetings shall be conducted in accordance with principle of consensus. Meetings shall be open to all Church members and friends, unless the board votes by a two-thirds majority that it is essential to a particular item of business that it meet in executive session. Minutes of regular, special, and executive session Board meetings shall be kept in the Church office and shall be available for review by members and friends.

ARTICLE 9: MINISTER

When a vacancy occurs in the position of lead minister, the search committee procedures in Section 9.1 shall be followed to call a new settled lead minister. For the positions of interim lead minister or any other minister, the Board may determine a different process after giving notice to, and receiving input from, the Congregation.

Section 9.1 Selection: Search Committee

9.1 – Selection of Search Committee

- (a) The Congregation shall elect a Ministerial Search Committee (MSC) at a special congregational meeting.
 1. The Board shall present a slate of candidates for the MSC compiled by the Board.
 - A. Candidates shall be selected by the best practices presented in the latest editions of UUA documents related to Ministerial Search
 - B. In accordance UUA best practices, Board Members, Nominating Committee members and other congregational leaders and or/staff shall survey all member and friend households to gather recommendations from the congregation of people they trust to serve on the MSC.
 - C. The data from the survey will be used by the Board to create the slate.
 2. The Board shall present a full slate of 7 candidates at the congregational meeting.
 - A. No nominations, including self-nominations, will be allowed from the floor at the meeting.
 - B. The slate shall be approved by majority vote of members attending the congregational meeting.
- (b) The Elected MSC shall follow the processes presented as best practices documented by the UUA.
 1. The duties of the Ministerial Search Committee shall be as follows:
 - A. Elect one of its members as chair
 - B. Choose candidates for the office of minister from among ministers in fellowship with the Unitarian Universalist Association and according to the procedures recommended in the latest editions of UUA documents related to Ministerial Search.
 - C. Report to the Board at each monthly board meeting, either in person or in writing.
 - D. Report the name of the candidate recommended for approval at a special congregational meeting.

Section 9.2 Approval to call a ministerial candidate shall require a two-thirds majority vote by secret ballot of the voting membership present at a special congregational meeting.

Section 9.3 In the event that the candidate for lead minister is rejected by the Congregation, a new search committee shall be elected and a new search process undertaken.

Section 9.4 Committee on Ministry and the Ministerial Advisory Committees

(a) The Committee on Ministry shall be composed of all of the members of the Ministerial Advisory Committees for all ministers called by the Congregation. Each Ministerial Advisory Committee shall consist of five members nominated by the Nominating Committee, followed by a pastoral review by the ministers, and elected by the Congregation. Each Ministerial Advisory Committee shall elect its own chair and shall meet at least four times per year with its minister. The Committee on Ministry shall elect its chair and shall meet as a whole at least once per year and may establish subcommittees or task forces as needed.

(b) The Ministerial Search Committee shall be the temporary Ministerial Advisory Committee for any newly called minister. Within six months after a minister is employed by the Congregation, a new Ministerial Advisory Committee shall be formed and succeed the Search Committee.

(c) Each member shall serve a two-year term. Terms shall be staggered so that no more than three terms expire in any given year on each Ministerial Advisory Committee. Members shall serve no more than two consecutive full terms. The period of ineligibility shall last for two years.

(d) The purpose of the Ministerial Advisory Committees shall be to meet with the ministers to promote effective ministry in the Congregation, to assist the Congregation in understanding and evaluating the nature and scope of the work of the ministers, to provide feedback to ministers, and to address concerns any congregant has about a minister or the ministry of the church.

(e) The Ministerial Advisory Committees may review the compensation of the ministers prior to the preparation of the annual budget and make recommendations to the Board concerning all contracts and benefits for the minister.

(f) The Ministerial Advisory Committees shall be available to the ministers for job related counsel and support and shall respect the need for confidentiality concerning such discussions as are held for these purposes.

(g) The Ministerial Advisory Committees shall work with the ministers regarding their professional development needs, communicate such needs to the Board and the Congregation, and assist the Board in identifying resources that could be used to meet such needs.

(h) The Committee on Ministry shall assist the Board and the ministers as they develop a covenant setting forth specific goals and responsibilities of the Board, minister, and Congregation in fulfilling the stated mission and covenant and vision of the Congregation. The Committee on Ministry shall also conduct a periodic review of the ministry of the church.

(i) Although both the Committee on Ministry and the Ministerial Advisory Committees work with the ministers, the ministers do not have a vote, cannot chair the meetings, and can be asked to leave, if the committees vote to meet without them.

Section 9.5 Employment and Termination

(a) A minister's employment agreement, negotiated by the Board, shall note in detail the duties, compensation, and other matters agreed upon by the minister and the Board, and the Congregation shall be informed of its terms at the meeting to consider calling the minister before the vote takes place. Among other provisions, the agreements shall require that a minister gives at least a three-month written notice before terminating the agreement.

(b) The dismissal of a minister shall require a majority vote of the voting members at a special congregational meeting. The vote shall be by written ballot.

(c) The duties of a minister shall cease immediately upon the affirmative vote for dismissal, except for such transitional duties as may be mutually agreed upon by the minister and the Board.

(d) Upon dismissal or resignation of a minister, that minister's Ministerial Advisory Committee shall be dissolved.

Section 9.6 Minister Responsibilities

(a) The ministers shall be religious leaders and shall perform duties as authorized by Tennessee law and such other duties as are in keeping with the policies and purposes of the Congregation, and as specified in the bylaws, in the contract, and in the covenant as defined in these bylaws, Article 2.

(b) The ministers shall:

(1) serve an indefinite term;

(2) have letters of agreement approved by the Board, which clearly spell out responsibilities, including any supervision of other Church employees;

(3) have freedom of the pulpit.

(c) The lead minister shall consult with the Personnel Committee and the Board as appropriate, regarding the appointment or dismissal of employees of the Church. The lead minister shall have general responsibility for the supervision of all staff members including other ministers.

Section 9.6.1 The ministers may attend all meetings of the Congregation, all Board meetings and all committee meetings except those of the Nominating Committee; however, the Nominating Committee may consult with the ministers as provided in Section 7.1(a)(4).

ARTICLE 10: FISCAL AFFAIRS

Section 10.1 Fiscal Year

The fiscal year shall begin on July 1 and end on June 30.

Section 10.2 Financial Review

Each year, the board shall either select reviewers to conduct an analysis of specified aspects of the church's accounting system and financial controls or contract for an audit to be done. The reviewers or auditors shall provide a written report to the Board.

Section 10.3 Spending Approval

There shall be no donation of Church funds to any other organization, except as provided in the approved budget or by vote at a congregational meeting.

ARTICLE 11: THE CHURCH TRUST

Section 11.1 Purposes and Structure

(a) Memorial gifts and bequests to the Church shall be deposited into the Church Trust and shall be managed by the Church Trustees for the purposes of administration and investment except as terms of gifts or bequests may provide otherwise.

(b) Five voting members of the Congregation shall be elected at the annual congregational meeting by the Congregation to serve staggered terms, in accordance with Trust bylaws.

Section 11.2 Operation

(a) The Trust shall be operated for the benefit of the Church and shall facilitate gifts and bequests to the Church.

(b) The Trust shall function in accordance with Trust bylaws adopted by the Congregation and are incorporated herein by reference. As such they are a part of the Church bylaws and binding upon the Trust and the Church as fully as if they were printed herein. In the event of vacancies on the Church Trust, the Nominating Committee shall recommend candidates to the Board, which shall make an interim appointment. The vacated position(s) or any position(s) not filled at the annual congregational meeting shall be included on the ballot at the next congregational meeting.

ARTICLE 12: THE SAFE CONGREGATION PANEL

Section 12.1 Purposes and Structure

(a) The Safe Congregation Panel shall have the authority and duties set forth in policies adopted by the board. It shall consider and propose to the board such other policies it deems necessary in order to keep our community safe.

(b) The Safe Congregation Panel shall be comprised of five voting members elected at the annual congregational meeting. Members shall serve two-year terms that are staggered so that two members are elected in even years and three members are elected in odd years. The Safe Congregation Panel shall select its own chair. Members shall serve no more than two consecutive full terms. In the event of vacancies on the Safe Congregation Panel, the Nominating Committee shall recommend candidates to the Board, which shall make an interim appointment. The vacated position(s) or any position(s) not filled at the annual congregational meeting shall be included on the ballot at the next congregational meeting. The Board may establish additional policies and procedures as appropriate.

ARTICLE 13: AUTHORIZED REPRESENTATIVES

No individual or group within the Church is authorized to make any statements that purport to bind or express the sentiment of the Church on issues of public consequence without authorization from the lead minister, the executive committee of the Board, or via instruction from the Congregation; provided however that this shall not limit duly authorized delegates of the Congregation in expressing themselves, or voting, on any matter before any authorized Unitarian Universalist meeting.

ARTICLE 14: AMENDMENTS

These bylaws, as far as allowed by law, may be amended or repealed at any annual or special meeting of the Congregation by a two-thirds majority of those present and qualified to vote. The notice for any such meeting shall include either the text of the existing language and any proposed change or, if the proposed changes exceed two pages in length, a fair summary of all the changes.

ARTICLE 15: DISSOLUTION

Should this Church cease to function and the membership vote to disband, any assets of the Church will be transferred to the Unitarian Universalist Association for its general purpose. This transfer shall be made in full compliance with whatever laws are applicable.

