

THE UNITARIAN UNIVERSALIST CHURCH OF LITTLE ROCK

ARTICLES OF INCORPORATION

(AS AMENDED MAY 29, 1980)  
(AS AMENDED MARCH 30, 1982)  
(AS AMENDED MAY 12, 1985)  
(AS AMENDED MARCH 20, 1988)  
(AS AMENDED MAY 19, 1996)  
(AS AMENDED JUNE 11, 2000)  
(AS AMENDED JUNE 13, 2004)  
(AS AMENDED JUNE 12, 2005)  
(AS AMENDED JUNE 11, 2006)  
(AS AMENDED JUNE 8, 2008)  
(AS AMENDED APRIL 18, 2010)

WE, THE UNDERSIGNED, IN ORDER TO FORM A CORPORATION FOR THE PURPOSES HEREINAFTER STATED, UNDER AND PURSUANT TO THE LAWS OF THE STATE OF ARKANSAS AND IN EVIDENCE THEREOF, DO HEREBY EXECUTE THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I NAME**

The name of the Corporation shall be the Unitarian Universalist Church of Little Rock. It shall be referred to herein as "Congregation" or "Church."

**ARTICLE II PURPOSE**

The purpose of this Congregation is to foster liberal religious attitudes and mature living through group study, worship, service, work and recreation; to affirm and promote the full participation of persons in all our activities, including membership, programming, hiring practices and the calling of religious professionals, without regard to race, color, gender, gender expression, physical ability, affectional or sexual orientation, age, or national origin; to do everything necessary, proper, advisable, convenient, or appropriate for the accomplishment of any of the purposes or powers herein set forth; to exercise all powers granted to business corporations by the nonprofit corporation laws of Arkansas; and to do every other act and thing incidental thereto and connected therewith provided the same be not forbidden by the laws of the State of Arkansas; and provided further that nothing contained herein shall be construed to authorize the conduct by the Corporation of any business not authorized under the nonprofit corporation laws of the State of Arkansas. The enumeration of specific powers herein is not intended as an exclusion or waiver of any powers, rights or privileges granted or conferred by the corporation laws of Arkansas now or hereafter in force, or the laws of such other states in which the Corporation may from time to time be conducting its business and under which the Corporation may from time to time qualify.

**ARTICLE III TERM OF EXISTENCE**

The period of existence of this Corporation shall be perpetual.

**ARTICLE IV REGISTERED AGENT**

The name of the registered agent of this Corporation is the Reverend Robert J. Klein whose address is the Unitarian Universalist Church of Little Rock, 1818 Reservoir Road, Little Rock, Pulaski County, Arkansas 72227.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1 Number:** The number of Directors shall be (11).

**Section 2 Composition:** The Board of Directors shall be composed of the following members, who shall perform their duties as outlined in the Bylaws and in the Rules and Regulations:

- President,
- President-Elect,
- Secretary,
- Treasurer,
- Immediate Past President,
- The Settled Minister (without vote), and
- five (5) Members at Large.

**Section 3 Terms of Office:** All Members at Large shall be elected to two-year terms with two (2) members elected in even numbered years and three (3) members elected in odd numbered years. The President will serve three years on the Board; one as President-Elect, one as President and one as Immediate Past President. All other officers will be elected for a term of one-year.

Election of members of the Board of Directors shall take place at the Annual Congregational Business Meeting, and members shall be installed at the beginning of the church fiscal year. Members shall serve until their successors are installed.

Any person who has served on the Board of Directors for a total of six (6) consecutive years shall be ineligible for re-election to the Board until he or she shall have remained off the Board for at least one (1) year.

All Board members shall be voting members, in good standing, of the Church.

**Section 4 Vacancy in Office:** When a vacancy occurs on the Board of Directors between annual elections, the Nominating Committee shall present to the Board within thirty (30) days a list of candidates for the vacant position; Board and Congregation members may nominate candidates as well. The Board shall elect one of the candidates to fill the vacancy until the next annual election.

The voting membership shall be given at least seven (7) days' written notice of any board meeting at which an election for a vacant office is to be held. Nominations by Board members or by the voting membership shall be made at the Board meeting at which the election is to be held.

**Section 5 Duties:** The Board of Directors, on behalf of the Church, shall have general charge of the Church's property, the conduct of its business affairs, the control of its administration, participation in the discipline and/or termination of all non-professional employees, and the interpretation of its Articles of Incorporation and Bylaws.

Members of the Board shall be responsible for attending Board meetings. If any member is absent from three (3) consecutive, regularly scheduled monthly Board meetings during the fiscal year, said person shall be automatically removed from the Board. Such person may be reinstated at the next regularly scheduled Board meeting if that person explains his or her reasons for absence and the other members then vote to retain him or her on the Board. Results of this vote shall be conveyed to the congregation in a report of the minutes for that Board meeting.

## **ARTICLE VI MEMBERSHIP**

**Section 1 Definition of Membership:** Any person shall be a member of the Church with full voting privileges who has signed the official Membership Book, who is sixteen (16) years of age or older, and who has made an identifiable financial contribution to this Church during the twelve (12) months preceding certification or belongs to a household which has made such a contribution. Any person desiring to be a member who cannot make such a contribution due to his or her economic circumstances shall qualify for voting privileges by stating in writing to the Minister his or her desire to enjoy voting privileges, provided that the other requirements of membership are met.

Membership shall automatically terminate upon death, written resignation, holding membership in another church in another denomination, transferring to another church or fellowship in the Unitarian Universalist Association, or failure to provide the church with a current mailing address. Membership shall also terminate upon failure to satisfy the identifiable financial contribution requirements of membership unless the written request for voting privileges cited above is submitted to the Membership Committee. The Board may exempt an individual from any of the provisions in this section.

**Section 2 Certification of Voting Membership:** The Treasurer and the Membership Committee shall review the membership rolls at least once each fiscal year, and shall maintain a current list of those persons who have qualified as voting members of the Church. Persons who have ceased to qualify as voting members shall be removed from said list after being given ten (10) days' written notice. Persons who are not voting members of the Church shall not be entitled to receive notices of meetings and shall not be included in statistical reports of the Church.

Membership may be terminated for cause by three-fourths (3/4) vote of the Board of Directors on the recommendation of the Executive Committee. A person whose membership has been terminated may be restored to membership by three-fourths (3/4) vote of the Board of Directors on the recommendation of the Executive Committee.

**Section 3 The Privilege to Vote:** Voting privileges will commence 30 days after membership is established or re-established.

**Section 4 Powers:** These powers shall be reserved to the voting membership of the Church: approving the acquisition or disposal of real property of the Church; authorizing disbursements of the principal of the Endowment Fund; approving the annual budget, except that the Board of Directors may subsequently reallocate funds within the approved budget if necessary; committing the Church to a public position or action on a controversial issue; amending the Article of Incorporation or the Bylaws; and calling or dismissing a minister. Although the minister is referred to herein in the singular person, the term minister shall include Associate, Assistant, Affiliated, and Interim ministers called by the Congregation.

## **ARTICLE VII DENOMINATIONAL AFFILIATION**

This Congregation shall be a member of the Unitarian Universalist Association and of the appropriate district or Conference thereof.

## **ARTICLE VIII MEETINGS**

**Section 1 Definition of Meetings:** Church meetings shall be open to all members and friends of the Church, except that all voting on business matters shall be done by voting members of the Church as defined by Article VI herein. Church meetings shall include worship services, a business meeting held for the purpose of electing officers or approving the annual Church budget, and any special business meetings. Annual or special business meetings shall include any meeting which involves consideration of personnel, budget, property, or other policy matters by the congregation.

**Section 2 Business Meeting Requirements:** Annual or special business meetings shall be called by giving at least fourteen (14) days' written notice via timely mailing to all voting member households in the Church at their last known addresses. Such written notice shall state the topics to be considered at the meeting. A congregational meeting shall be held for the purpose of electing officers, for approving the annual church budget and for other church business. The meeting shall be held at a time and place designated by the Board of Directors.

**Section 3 Quorum:** All business matters shall be decided only with the presence of a quorum, which shall consist of at least twenty-five (25) voting members or twenty-five percent (25%) of the voting membership, whichever is smaller. The quorum for a congregational business meeting having as its purpose the calling or dismissing of a minister shall be at least forty percent (40%) of the voting membership.

**Section 4 Decisions:** All business matters shall be decided by a majority vote of the voting members present and voting; except that committing the Church to a public position or action on a controversial issue, or amending the Articles of Incorporation shall require a two-thirds (2/3) majority vote. The action of calling a minister shall require a four-fifths (4/5) majority vote; dismissing a minister shall require a two-thirds (2/3) majority vote.

**Section 5 Special Meetings:** The President shall call a special business meeting by the above procedure if requested to do so by ten percent (10%) of the annual membership certified to the Unitarian Universalist Association. Such a request shall be in writing and shall state the topics to be considered at the meeting. Such call shall be issued within seven (7) days of receiving the request. The meeting shall be held within 28 days following the request.

The President shall also call a special business meeting by the above procedure if instructed to do so by a majority vote of the Board of Directors. Such a call shall be issued within seven (7) days of the authorizing vote. The meeting will be held within 28 days following the authorizing vote.

## **ARTICLE IX MINISTER**

**Section 1 Duties and Responsibilities:** The minister shall be responsible for the conduct of worship within the Church and for the Church's spiritual interests and affairs. The minister shall have freedom of the pulpit as well as freedom to express his or her opinions outside the pulpit. The minister shall be an *ex officio* member of the Board of Directors and of the Executive Committee without vote.

**Section 2 Calling the Minister:** The minister shall be called on recommendation of the Pulpit Committee by a four-fifths (4/5) majority vote, using secret ballot, of the qualified voting members of the Church present and voting at any meeting legally called for the purpose; a quorum for such a meeting is to be constituted by at least forty percent (40%) of the voting members rather than the normal business quorum set forth in Article VIII herein; provided, however, that the Board of Directors may, by a four-fifths (4/5) majority vote, recommend to the congregation candidate(s) for a) Affiliated Minister and b) Minister Emeritus only, which candidate(s) shall be called by the qualified voting members of the Church as provided in this Section.

**Section 3 Tenure:** The tenure of the minister shall be indefinite unless the minister and the Board of Directors approve a contract or letter of agreement for a definite term.

**Section 4 Dismissing the Minister:** If dismissal of the minister is sought, a statement of the proposed reasons shall be made to the minister, and he or she shall have an opportunity to respond to those reasons before a final vote is taken. Should the minister be dismissed, dismissal shall be by a two-thirds (2/3) majority vote, using secret ballot, of the qualified voting members of the Church present and voting at any meeting legally called for that

purpose; a quorum for such a meeting is to be constituted by at least forty percent (40%) of the voting members rather than the normal business quorum set forth in Article VIII.

**Section 5 Notice:** The minister shall give three (3) months' notice if he or she resigns, unless the Board and the minister agree to waive this requirement. The minister shall be given (3) months' notice if he or she is dismissed, unless the Board and the minister agree to waive this requirement.

**Section 6 Contract:** The Church's contract or letter of agreement with the minister shall be approved by the minister and the Board of Directors. The contract or letter of agreement shall include no terms which conflict with the Articles of Incorporation or the Bylaws of this Church.

#### **ARTICLE X RULES OF ORDER**

All business meetings shall be conducted by parliamentary procedures as stated in the current edition of Robert's Rules of Order Newly Revised, or by parliamentary procedures as stated in some other standard resource which may be adopted from time to time by the Board of Directors.

#### **ARTICLE XI BYLAWS**

Other rules necessary for the routine business of this Congregation shall be detailed in the Bylaws and the Rules and Regulations. The Bylaws may be adopted or changed by a simple majority of the voting members present and voting under the rules of these Articles of Incorporation. The Rules and Regulations may be changed by a 2/3 majority of the currently seated members of the Board of Directors.

#### **ARTICLE XII ASSUMPTION OF RIGHTS AND LIABILITIES**

This Corporation is a successor corporation to the Unitarian Universalist Church (of Little Rock), and it assumes all the rights and liabilities now existing of the Unitarian Universalist Church (of Little Rock).

#### **ARTICLE XIII DISSOLUTION**

This corporation may be dissolved upon a 4/5 majority vote of all members eligible to vote (whether attending or absent). In the event of dissolution of this corporation, all assets of the corporation will revert to the Unitarian Universalist Association to be held in trust until such time as a new congregation is formed in this geographic area.

#### **ARTICLE XIV AUTHORITY**

These Articles of Incorporation and Bylaws shall supercede all previous governing documents of this Church, and any subsequent amendments shall be effective immediately upon adoption.

# UNITARIAN UNIVERSALIST CHURCH OF LITTLE ROCK

## BYLAWS

(as amended May 29, 1980)  
(as amended March 30, 1982)  
(as amended May 12, 1985)  
(as amended March 20, 1988)  
(as amended May 25, 1988)  
(as amended March 19, 1989)  
(as amended May 19, 1996)  
(as amended June 11, 2000)  
(as amended June 13, 2004)  
(as amended June 12, 2005)  
(as amended June 11, 2006)  
(as amended June 8, 2008)  
(as amended June 14, 2009)  
(as amended April 18, 2010)

### **BYLAW B-1 QUORUMS**

No business shall be transacted by the Board of Directors in the absence of a quorum. A quorum shall consist of a majority of the Board members.

### **BYLAW B-2 OFFICERS**

**B-2-1 Election of officers:** The following officers shall be elected annually:

- a. President-Elect. The President-Elect will serve for three years, the first as President-Elect, the second as President and the third as Immediate Past President.
- b. Secretary: for a term of one-year.
- c. Treasurer: for a term of one-year.
- d. Disbursing officer: for a term of one-year.

**B-2-2 Duties of the officers:** The following duties are prescribed:

- a. The **President** serves as chair of the Board of Directors, and presides at all business meetings of the Church and of the Board. He or she is an *ex officio* member of all Committees. Subject to Board approval, the President shall appoint the Chair of each Standing and *ad hoc* Committee, except as otherwise provided in the Bylaws or in the Rules and Regulations. Such committees shall be generally responsible to the Board for their work.
- b. The **Immediate Past President** shall be secretary of the Program Council.
- c. The **President-Elect** shall act in the place of the President during his or her absence, shall serve as an *ex officio* member of the Nominating Committee and shall serve as Chair of the Program Council. In the event a vacancy occurs in the office of President, the President-Elect shall fulfill the duties of President until a successor takes office.
- d. The **Treasurer** shall receive and safely keep all monies and other property of the Congregation entrusted to his or her care. He or she shall keep, or cause to be kept, a complete account of the monies received by the Congregation on books which shall remain the property of the Congregation, and which shall be open for inspection at any time to the Board of Directors. He or she shall be a member of the Finance Committee. He or she shall furnish statements of pledge status to the membership of the Church.

- e. The **Disbursing Officer** shall disburse funds, or cause funds to be disbursed, under the direction and to the satisfaction of the Board of Directors. He or she shall keep, or cause to be kept, a record of funds disbursed for the Congregation. This record shall be opened for inspection at any time by the Board of Directors and shall remain the property of the Congregation. He or she shall make available a current statement of disbursements at every meeting of the Board and of the Congregation. He or she shall be a member of the Finance Committee. His or her annual statement for the fiscal year may be audited and certified by persons designated by the Board of Directors.
- f. The **Secretary** shall keep, or cause to be kept, minutes of all Board meetings and congregational business meetings. He or she shall report said minutes or a summary thereof to the congregation through the Church newsletter. He or she shall handle all Board correspondence. The Secretary shall annually prepare, by February first, for the Chair of the Nominating Committee a list of anticipated vacancies to be filled by election at the Annual Meeting. The Secretary shall file an amended copy of the Articles of Incorporation with the Secretary of State whenever that document is amended, and shall keep a current copy of the Articles of Incorporation, the Bylaws and the Rules and Regulations on file at the Church office and see that these are posted to the Church website.

### **B-2-3 Vacancies in office**

- a. In the event that the office of President shall become vacant, the President-Elect shall fill that office for the remainder of the term or until a successor is installed.
- b. In the event that the office of Immediate Past President shall be vacant, the office may be filled as follows:
  - 1. If the vacancy is apparent before the annual election, some one among the recently serving past presidents will be elected by the congregation to fill the one-year term of Immediate Past President.
  - 2. If the vacancy is not apparent before the annual election but occurs when at least six months of the term of office remain, the replacement process shall be that specified in the Articles of Incorporation for vacancies on the Board.
  - 3. If less than six months of term remain when the vacancy occurs, the President may appoint (with Board approval) a member of the Congregation to fill the vacancy.
- c. Other officers: the process specified in the Articles of Incorporation for the filling of empty seats on the Board will be followed.

### **BYLAW B-3 STANDING COMMITTEES**

**B-3-1 Standing Committees** may be established either in these Bylaws or in the Rules and Regulations. In general, when the members of a standing committee are elected by the congregation, the committee will be established in the Bylaws; when the committee is established and appointed by the Board and the President, it will be established in the Rules and Regulations.

### **B-3-2 Executive Committee**

- a. Composition: The Executive Committee shall consist of the President, the Immediate Past President, the President-Elect, and the Minister (without vote).
- b. Charge: The Executive Committee may act on any matter on which the Board of Directors is authorized to act provided that any action taken by the Executive Committee shall be submitted by the President for ratification by the Board of Directors at its next regularly scheduled meeting. Failing ratification at that meeting, the interim acts of the Executive Committee shall be void.

### **B-3-3 Nominating and Leadership Committee**

- a. Composition: The Nominating and Leadership Committee shall include eight (8) members.
- b. One (1) person from the previous year's Committee shall be appointed annually by the President and shall serve without a vote. This member will serve a one-year term.
- c. Three additional members will be nominated by the Nominating and Leadership Committee and elected by the congregation. These members will serve staggered two year terms.
- d. Two members will be nominated from the floor during the business meeting and be elected by the congregation. These members will serve one year terms.
- e. The President-Elect shall be a member *ex officio* and without vote.
- f. The Nominating and Leadership Committee will consult with the minister and Coordinator of Lay Ministry when appropriate.
- g. The President shall appoint one of the elected members as Chair, with the approval of the Board of Directors.
- h. In the case of a vacancy on the Nominating and Leadership Committee, the President shall appoint a replacement, with the approval of the Board of Directors.
- i. Charge:
  1. The Nominating and Leadership Committee will nominate candidates for vacancies on the Board in accordance with the Articles of Incorporation. The Nominating and Leadership Committee shall nominate candidates for all elected Church offices in all regular and special elections, except as particularly specified elsewhere in the Articles of Incorporation, the bylaws or the Rules and Regulations.
  2. The Nominating and Leadership Committee shall work in collaboration with the staff to identify Program Council Liaisons.
  3. The Nominating and Leadership Committee will serve as the leadership development committee for the congregation. In this role, the committee will be charged with holding leadership development and training sessions as needed, and with identifying and helping to train and promote future leaders for the congregation.

### **B-3-4 The Endowment Fund Committee**

- a. Composition: the Endowment Fund Committee shall consist of five (5) members elected by the congregation, who will serve as Trustees of the Endowment Fund.
- b. Each elected Committee member shall serve a term of five (5) years, and terms of office shall be staggered so that one member is elected each year.
- c. Endowment Committee members who have served for two consecutive terms are not eligible for re-election or appointment until they have been off of the Committee for two-years.
- d. Nominees for the Endowment Fund Committee should be selected considering the following factors:(1) the consistent and effective management of the Fund, (2) financial and investment experience of the nominees, and (3) the benefits of adding new members from time to time.
- e. In the case of a vacancy in the Endowment Fund Committee, the vacancy will be filled by election at the next general meeting of the Congregation.
- f. If there is more than one vacancy on the Endowment Fund Committee, the President, with the approval of the Board of Directors, shall appoint such members as will bring the number serving to four. Members appointed annually by the President will be confirmed or rejected by the Congregation at its next meeting.
- g. Charge: The Trustees will be responsible for investing the assets of the Endowment Fund in a manner consistent with the Trust Document establishing the Endowment

Fund. The specific terms of the Trust Document shall be approved by the Board of Directors. The Committee shall elect its Chairperson annually by majority vote; shall meet as often as necessary but no less frequently than quarterly; shall make the information available concerning lifetime and testamentary gifts to the Church or the Endowment Fund; and shall be responsible for the filing of the Endowment Fund's annual tax returns, if required.

### **B-3-5 Committee on Ministry**

- a. Composition: The Committee on Ministry shall be composed of seven (7) members:
  1. Four (4) members will be elected by the voting membership of the Church.
  2. Two (2) members will be appointed by the minister.
  3. One (1) member will be appointed by the Director of Religious Education (DRE).
  4. Elected members will serve for two-year terms; two members will be elected each year.
  5. The seven members of the Committee on Ministry shall elect one of the elected members as Chair of the Committee.
  6. In the case of a vacancy on the Committee on Ministry:
    - i. If the vacancy is of a member appointed by the minister or DRE, the minister or DRE shall appoint a replacement.
    - ii. If the vacancy is of an elected member, a replacement shall be appointed annually by the President, with the approval of the Board of Directors, and shall serve out the remaining term allocated to that vacant position.
- b. Charge:
  1. The purpose of the Committee on Ministry is to strengthen the quality of ministry within the congregation. It serves as a communication channel between the minister, the DRE and the congregation.
  2. It also reviews the work of ministry in general within the congregation.
  3. The Committee shall facilitate a constructive and harmonious relationship between the congregation and the minister and the DRE; serve as a liaison for the constructive exchange of views on ministry, the minister, and the DRE; annually solicit the congregation's opinions regarding the various aspects of the ministry; make annual recommendations to the Finance Committee regarding the salary and other benefits of the minister and the DRE; and meet at least once each quarter of the fiscal year with reasonable notice of said meetings to the congregation.
  4. At least once each quarter the Committee shall submit a written report to the Board of Directors through the Board President.

### **B-3-6 The Memorial Woodlands Committee**

- a. Composition: The Memorial Woodlands Committee shall be composed of five (5) members elected by the Congregation.
  1. The term of office is five-years, with terms staggered so that one member shall be elected each year.
  2. Memorial Woodlands Committee members who have served for two consecutive terms are not eligible for re-election or appointment until they have been off of the Committee for two-years.
  3. In the case of a vacancy in the committee, the President may appoint a successor with the consent of the Board, who shall be confirmed by the Congregation at its next meeting, and who will serve for the remaining term of the vacancy.
  4. The chair of the Memorial Woodlands Committee shall be selected from among the elected members by the members of the committee.
- b. Charge: the Memorial Woodlands Committee is charged to administer the land set aside as a Memorial Woodlands under the policy originally adopted by the Board of Directors in 1994. The duties include but are not limited to the following:

1. Educate the Congregation about the Memorial Woodlands and the policies that govern its use.
2. Accept and process applications to reserve spaces in the Memorial Woodlands. Applications shall be accompanied with the reservation fee. The Treasurer shall provide the Committee with an annual report at the end of each fiscal year.
3. Deposit all funds received for reservations with the Treasurer who will maintain a separate bank account for the Memorial Woodlands.
4. Maintain records of the spaces reserved and the spaces that have been used. Copies of these records shall be kept by the minister and in the official church files.
5. Assist persons needing to use the reserved places with the necessary arrangements.
6. Arrange for the necessary maintenance of the Memorial Woodlands.
7. Raise funds and accept gifts for the preservation, maintenance, and improvement of the Memorial Woodlands. Reservation fee shall be determined by the committee on an annual basis.
8. Submit an annual report of its activities to the Board of Directors and to the Congregation in May of each year.

### **B-3-7 Strategic Planning Committee**

- a. Composition: The Strategic Planning Committee shall be comprised of five (5) members elected by the congregation for five-year terms of office.
  1. Terms of office will be staggered so that one member is elected each year. The initial five members will be elected for terms of 1, 2, 3, 4 and 5 years.
  2. Strategic Planning Committee members who have served for two consecutive terms are not eligible for re-election or appointment until they have been off of the Committee for two-years.
  3. The member with the longest tenure on the Strategic Planning Committee shall serve as chair.
  4. In case of vacancy, the President shall appoint a successor with the approval of the Board. That appointee shall fill out the term of office of that position.
- b. Charge: The Strategic Planning Committee is charged with the development and maintenance of a long range plan.
  1. The Strategic Planning Committee will be responsible for the creation, assessment and maintenance of a long range plan. The committee may call on the resources of other committees, the elected leadership and the staff in its work.
  2. The Strategic Planning Committee shall be responsible to present, at least annually, an updated long range plan to the Board for consideration.
  3. The long range plan shall extend not less than five-years into the future as of the date of its presentation to the Board.
  4. The Strategic Planning will respond to comments and suggestions of the Board sufficiently that an updated long range plan shall be presented as part of the Annual Report material presented annually to the membership at the annual business meeting.

### **BYLAW B-4 AD HOC COMMITTEES**

**B-4-1 *Ad hoc* committees** are established for a specified task for a specified period of time by the Board of Directors. No *ad hoc* committee will have a charge extending for more than two-years; the committee may be reformed for an additional period by an action of the Board of Directors.

**B-4-2 The Pulpit Committee** shall, as an *ad hoc* Committee, make recommendations to the congregation concerning the calling of a minister. The Nominating Committee shall present to

the voting membership a list of candidates for Chairperson and for other members of the Pulpit Committee; the congregation may nominate other candidates as well. The voting membership shall elect the Pulpit Committee Chairperson and the other members of the Pulpit Committee in accordance with Article VIII of the Articles of Incorporation. The Pulpit Committee shall have whatever number of members the Board of Directors deems necessary to fulfill the Committee's purposes, provided that there shall be at least (5) members. The procedures of the pulpit Committee shall be in accordance with the recommended procedures of the Unitarian Universalist Association.

#### **B-4-3 Personnel Committee**

1. Composition: There shall be four members of the Personnel Committee:
  - a. The Immediate Past President, who shall serve as chair.
  - b. Two members nominated by the Nominating Committee and approved by the board.
  - c. The President-Elect, without a vote.
2. Charge: The Personnel Committee is charged with the oversight of all non-professional employees of the Church and shall be established whenever the Church has hired non-professional employees not directly supervised by professional employees. Duties will include:
  - a. "Non-professional" employees shall denote all employees other than ordained ministers and the Director of Religious Education.
  - b. Participation in the hiring of new non-professional employees not directly supervised by professional employees .
  - c. Participation in the establishment of job descriptions and hiring agreements for all non-professional employees not directly supervised by professional employees .
  - d. Annual (or more frequent) evaluation of non-professional employees not directly supervised by professional employees.
  - e. Making recommendations annually to the Finance Committee regarding salary adjustments for non-professional employees not directly supervised by professional employees.
  - f. Participation in the discipline and/or termination of non-professional employees not directly supervised by professional employees when that action is required.

#### **BYLAW B-5 COMMITTEES AND AFFILIATED ORGANIZATIONS**

**B-5-1 Committees:** Each Standing and *ad hoc* Committee of the Church shall be responsible through its Chairperson to the Board of Directors for the Committee's use of Church facilities, supplies, funds, or auspices. Except as otherwise provided in the Bylaws or the Rules and Regulations, the congregation President shall appoint the Chair of each Committee, subject to approval by the Board: the Chair of each Committee shall appoint all other members of the Committee, subject to approval by the Board; and each Committee shall have whatever number of members the Chair deems necessary to fulfill the Committee's purposes.

**B-5-2 Affiliated Organizations:** Each affiliated organization of the Church shall be responsible through its President to the Board of Directors for the organization's use of Church facilities, supplies, funds, or auspices. Each affiliated organization shall choose its officers, set its membership requirements, and direct its activities according to the wishes of its members.

**B-5-3 Use of facilities:** Use of church facilities, supplies, funds or auspices by any Committee or affiliated organization of the Church, or by any person from outside the Church, shall require general approval by the Board.

#### **Bylaws B-6 PROGRAM COUNCIL**

- a. Composition: Chaired by the President-Elect; membership is the following:

1. Worship Arts team Liaison
  2. Fellowship Team Liaison
  3. Lifespan Faith Development Team Liaison
  4. Facilities Team Liaison
  5. CAYRE Team Liaison
  6. Faith in Action Team Liaison
  7. Communications Team Liaison
  8. Immediate Past president, serving as secretary.
- b. Charge: Following the annual planning meeting, the Program Council will meet at least quarterly and more often as needed during the church year to consider issues of implementation of the annual plan set at the meeting, necessary steps for successful implementation and progress in carrying out the shared ministry of the church.