

# **The Unitarian Church in Westport Constitution**

Ratified June 11, 2017

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THE UNITARIAN CHURCH IN WESTPORT  
CONSTITUTION

Ratified June 11, 2017

ARTICLE I Name

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

ARTICLE II Denominational Affiliation and Support

The Congregation is a member of the Unitarian Universalist Association of Congregations (UUA), a Massachusetts corporation, or any successor thereto, and it supports the principles of the Unitarian Universalist Association.

ARTICLE III Purpose

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

The Congregation 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 or identity, family structure, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

ARTICLE IV Mission Statement

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

WE INSPIRE and support individual spiritual growth.

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

WE ACT in the service of peace and justice.

ARTICLE V Governance

The Unitarian Church in Westport, Inc. is an independent corporation accountable for the financial and operational management of its assets and programs. All power to act, unless otherwise specifically delegated in this Constitution, shall reside with the Congregation's Membership when duly gathered.

Responsibility for proposing goals, establishing policies, and monitoring their implementation shall reside with the Elected Board of Trustees.

The Senior Minister, called by the Congregation, shall be responsible for the implementation of those goals and policies as Chief Executive Officer (CEO) and shall also supervise the staff.

## ARTICLE VI Membership

Section 1. Any person fourteen years of age or older may become a member of the Congregation by 1) signing the membership book, thus affirming 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 a documented financial contribution or making a recommendation to a donor advised fund.

Section 2. To maintain membership, congregants must have made a documented financial contribution, or a recommendation to a donor advised fund, for the current or prior fiscal year.

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.

## ARTICLE VII Membership Meetings

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

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

- a. Election of Trustees 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.

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

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

Section 4. Voting. 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.

Section 5. Quorum. Fifteen percent (15%) of the number of members eligible to vote at a given meeting shall constitute a quorum for Membership Meetings, 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.

ARTICLE VIII Board of  
Trustees

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

Section 2. Composition. The Board 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.

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

The Board shall not authorize the acquisition, 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.

In the event of a dire catastrophe that creates substantial damage to the church properties, the Board may approve a temporary unsecured “bridge” loan or draw on a Letter of Credit to cover operating, recovery and construction expenses equal to three months of operating expenses based on the operating budget approved for such fiscal year. A special meeting of the Congregation must be called within two months to explain the issue.

Any larger debt must be approved by a super majority of at least 66% of the vote at a duly called member meeting.

Section 4. Officers and Terms 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.

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

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

Section 7. Committees of the Board. The Board 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.

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

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

## ARTICLE IX Elections and Vacancies

Section 1. Nominations: The Nominating Committee 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.

### Section 2. Eligibility Requirements

- 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 Nominating Committee are not eligible for nomination to any elected position.
- Nominees for the Board and each Elected Committee must meet the Committee requirements as stated in Articles VIII, X.
- Once a sitting member of any Elected Committee or the Board has finished the allowed term(s), they may be re-elected to that committee/board only after being off the committee/board for at least three (3) years.

### Section 3. Certification and Notice to the Congregation

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.

Section 4. Vacancies. 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.

## ARTICLE X Elected Committees of the Congregation

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

Section 2. Nominating Committee (NC): The Nominating Committee is comprised of five members elected to serve for staggered two-year terms.

The NC is responsible for preparation of a slate of qualified nominees for election at each Annual Meeting, as stated in Article IX.

Section 3. Endowment Committee (EC): The 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 Endowment Committee may, by a majority of its 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 if approved by not less than two-thirds of the members present at a duly called meeting of the Congregation.

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

- i) At the first such Member Meeting, members may approve the amount recommended by the Board, or a lesser amount, by a vote of two-thirds of the members present.
- ii) Final action shall not be taken until a second Member meeting, held at least 21 days and no more than 120 days thereafter to ratify this decision. A copy of the motion approved at the first meeting 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 4. Committee on Ministries (COM): The COM is comprised of five members elected to serve for staggered five-year terms.

The COM is responsible to the Congregation for ensuring that the Congregation, in its programs and ministries, 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 on an ongoing basis.

Section 5. Ministerial Search Committee (MSC): In the event of a vacancy in the office of any Called Minister, a 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.

## Article XI Indemnification

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 their 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.

## ARTICLE XII Ministers

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

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

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

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

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

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

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

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

### ARTICLE XIII Fiscal Year

The fiscal year is July 1 to June 30. The budget for said fiscal year shall be the one ratified at the prior June Annual Meeting.

### ARTICLE XIV Amendments

This Constitution may be amended by the following procedure:

Section 1. The proposed amendment shall be presented at any duly called meeting of the Congregation at which there is a quorum. Revisions may be made at this time by majority vote, but approval of the whole on this first reading shall be made by two-thirds of the members 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.

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

### ARTICLE 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.

### ARTICLE XVI Governance Policies

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 XVII Effective Date

This Constitution supersedes the Constitution of The Unitarian Church in Westport, Inc. first adopted February 27, 1953, as amended through ~~1957, 1958, 1963, 1964, 1969, 1971, 1976, 1981, 1984, 1994, 1997, 1999, 2001, 2004, 2011, 2016~~, May 7, 2017 and is effective as of June 11, 2017