

# CONSTITUTION

## FIRST UNIVERSALIST SOCIETY OF CINCINNATI HERITAGE UNIVERSALIST UNITARIAN CHURCH

### 1. NAME

- 1.1 The name of the church is the First Universalist Society of Cincinnati, which was organized and first met on May 25, 1827, and which was incorporated under the laws of the state of Ohio on March 12, 1844. This congregation may also use the name Heritage Universalist Unitarian Church.
- 1.2 For the purpose of this constitution, the word “church” shall mean the legal church organization as set forth in paragraph 1.1. The phrase “a vote of the church,” or any similar phrase shall mean a vote of the active members of the church present at any duly called meeting.

### 2. OBJECT

- 2.1 The object of this church shall be the enrichment and ennoblement of human lives through the study, practice, and promotion of liberal religion, especially as follows:
  - (a) By maintaining a church for religious worship and the expression of religion which is free from all doctrinal emphasis: a church permitting each member complete freedom of belief and opinion; a religion advancing as human knowledge advances.
  - (b) By maintaining a free pulpit in which ministers shall be free to declare the truth as they see it, and to bring to bear upon the life and problems of our time, the message of our free religious faith.
  - (c) By maintaining democratic control in the conduct of the affairs of the church, recognizing that the government of the church should be vested in those who continue in active association with it, as provided in the constitution.
  - (d) By providing for the religious education of youth and adults, imparting the fundamentals of free religion.
  - (e) By maintaining and supporting civil and religious liberties.

- (f) By functioning as, and conducting the business of, a non-profit organization, namely, a church.
- (g) Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. We pledge to replace such barriers with ever-widening circles of solidarity and mutual respect. We strive to be a congregation that truly welcomes all persons and commits to structuring congregational life in ways that empower and enhance everyone's participation.

We affirm and promote the full participation of all persons without regard to race, color, sex, gender identity or expression, affectional or sexual orientation, age, mental or physical challenges, or national origin in any church-sponsored activity, including programming, hiring and the calling of religious professionals. We are committed to this value in all our practices and in building membership.

### 3. MEMBERSHIP

- 3.1 Any person who is in sympathy with the objects of this church as stated in 2.1 may become a member of the church, pursuant to the membership provisions of this constitution. Members eighteen years of age or older are eligible to vote in all congregational matters and are eligible for election to the Board of Trustees.
- 3.2 Membership in the church is attained by expressing in writing to the Board of Trustees the desire to accept the rights and responsibilities thereof and by signing the membership book. Acknowledgement of new members shall be recorded in the official minutes of Board of Trustees. Acceptance into membership may be followed by formal recognition at a service or public meeting of the church.
- 3.3 A member may at any time withdraw his/her membership by making a written request to the Board of Trustees.
- 3.4 If the following conditions are met with regard to a church member:
  - (a) the member has not made a verifiable financial contribution within the past twelve months, and
  - (b) a member of the Board, or another person designated by the Board, has made an effort in the past four months to talk with the church member, to understand the member's situation, and/or to encourage the member's greater participation in the church,

then the Board may decide, after seeking appropriate input and after considering any knowledge of financial hardship of the member, to ask the member in writing whether the member wishes to continue membership. If the Board does not receive

within thirty days an expression of a desire to be retained as an active, contributing member, the person will be removed from the membership roll.

- 3.5 The Board may, at its discretion, designate persons who are no longer active, contributing members with a status that indicates nonvoting membership or affiliation.
- 3.6 A membership book shall be maintained by the church staff along with a complete and accurate list of current members, including name, address, telephone number and other contact information, and date of membership.
- 3.7 The membership list shall constitute the official accreditation for voting on all church matters requiring a vote of the active membership.
- 3.8 The Board of Trustees may revoke membership where there is evidence of misconduct or other action that is considered prejudicial to the interests of the church. This shall require a two-thirds vote of the Board of Trustees. The revokee(s) shall have the right of appeal, provided the Board of Trustees is notified within ten days following the notice of revocation. In this event, the Board shall, within sixty days from the date of the appeal notice, call a face-to-face meeting of the congregation. A majority vote of the church membership present and voting shall be required to overturn the Board's decision and reinstate membership.
- 3.9 There shall be no creedal tests or doctrinal provisions for membership in this church. We do not discriminate on the basis of race, color, sex, gender identity or expression, affectional or sexual orientation, age, mental or physical challenges, or national origin.

#### 4. BOARD OF TRUSTEES

- 4.1 The governing body of this church shall be the Board of Trustees, consisting of seven members. This Board shall have general charge of the administration of the church and the responsibility for its property both real and personal. The policies and activities of all subsidiary organizations shall be subject to the control of the Board. The Board may, at its discretion, delegate certain administrative responsibilities to an Executive Committee, thereof, whose actions shall be subject to review and ratification of the full Board. The Board shall also have the powers which the church itself has, except those reserved by law and those reserved by this constitution.
- 4.2 Without specific congregation approval, the Board of Trustees may:
  - (a) incur debts or obligations up to three thousand one hundred dollars (\$3,100) for needs that it approves, regardless of the availability of funds, or

- (b) spend up to twenty-three thousand three hundred dollars (\$23,300) for needs that it approves, if sufficient funds are available in appropriate special or reserve funds of the church.

Unless authorized to do so by a majority vote of the active membership present at an annual or special meeting of the church, the Board of Trustees shall not incur any debts or obligations, or spend any funds, more than the limitations above; or convey, assign, or mortgage any real estate belonging to the church.

- 4.3 The title to all property owned by the church shall be vested in the church and under the control of the Board of Trustees. Any transfer of property owned by the church shall be signed by both the President and the Vice President of the Board. This dual signature shall be the attestation that such sale or transfer has been authorized by the Board of Trustees and shall be sufficient protection for the other parties to the transaction.
- 4.4 The Board of Trustees shall have authority to make all contracts and to hire and to fix the wage or salary for anyone whom it deems necessary to engage for the operation of the church. Such expenditures shall be within the budget approved by the congregation.
- 4.5 The term of office for each member of the Board of Trustees shall be three years, beginning July 1 of the year in which elected. However, when a Trustee has been absent from three or more consecutive regular meetings of the Board (and such absence has not been excused by the Board for good cause), then, at the discretion of the Board, the term of such Trustee shall be declared vacant and filled by appointment or election in accordance with paragraph 4.13 or 8.1, whichever is appropriate. The provisions of 4.7 shall not apply to this paragraph 4.5.
- 4.6 No fewer than sixty days prior to the annual meeting of the church, the President of the Board shall appoint a Nominating Committee. This committee shall seek and select nominations through their own efforts and through open solicitation from the congregation, striving to represent the diversity of the congregation as expressed in section 2.1g, to fill those vacancies for those Board members whose terms will expire on June 30 of the current year and other positions to be voted on by the congregation. Anyone who has served a full term on the Board shall not be eligible to serve on the Board again until one year has passed. No two members of the same family shall be eligible to serve on the Board at the same time. No person who is a paid staff person or a family member of a paid staff person is eligible to serve on the Board.
- 4.7 Any member of the Board of Trustees is subject to removal. If the Board, by majority vote, determines that there may be reason to remove a member of the Board, then the Board will notify the subject Board member of a hearing by the Board at which the Board member's removal will be discussed. The subject Board member may at such hearing present reasons why they should not be removed. At the hearing the

rules of evidence shall not apply, and the subject Board member shall not get a vote. If the result of the hearing is that two thirds of the voting Board members vote to recommend removal of the subject Board member, then the Board will call a special congregational meeting concerning the removal of the subject Board member. A two-thirds vote of the active membership present and voting at the special, face-to-face congregational meeting shall be required to sustain the Board's recommendation.

- 4.8 A quorum for a meeting of the Board of Trustees shall be five members.
- 4.9 Meetings of the Board of Trustees shall be held monthly at a time and place designated by the Board. Special meetings may be called by the President of the Board or upon petition signed by three members of the Board. As much advance notice as possible shall be given of all special meetings.
- 4.10 The Senior Minister of the church shall be considered an ex-officio member without voting privileges of the Board of Trustees and of all committees. Whenever possible, the Senior Minister shall attend all Board meetings. (See 4.12)
- 4.11 All meetings of the Board of Trustees shall be open sessions during which any member of the church may attend and be recognized to address the Board.
- 4.12 By majority vote of the Trustees present, the Board may adjourn a meeting and immediately reconvene in executive session from which the ministers and all visitors shall be excluded.
- 4.13 In the interval between annual elections, any vacancy occurring on the Board of Trustees shall be filled by appointment by the Board. The person so appointed shall serve until June 30 of the current fiscal year, except an appointment made in the last quarter of the church year shall have a term extending to June 30 of the following year.

## 5. OFFICERS

- 5.1 In July of each year, following the annual election, the new Board of Trustees shall meet for the purpose of selecting its officers for the ensuing year. The offices to be filled are President, Vice President, Secretary, and up to two Treasurers: an Accounts Receivable Treasurer and an Accounts Payable Treasurer.
- 5.2 The President and Vice President must be Trustees and must be elected to office by the Board of Trustees. However, the other officers, namely Secretary and the Treasurer(s), need not necessarily be Trustees inasmuch as the Board, at its discretion, may fill these offices by appointment from the active church membership. Only those officers who are also Trustees shall have voting rights.

- 5.3 In cases where a paid staff person performs duties related to accounts receivable and/or accounts payable, such paid staff person shall not be considered a “Treasurer” and shall not be an officer of the Board.
- 5.4 The President shall preside at meetings of the Board of Trustees and at congregational meetings. For an electronic meeting of the congregation as described in paragraph 8.11, the President may designate another member of the church to act as “presiding officer” of the electronic meeting. The President shall be the administrative officer in charge of all church affairs, subject to the restrictions imposed by the constitution.
- 5.5 The Vice President of the Board shall carry out the duties of the President in the latter’s absence and shall be charged with organizational responsibilities related to the standing committees of the church.
- 5.6 The Secretary of the Board shall be responsible for:
- (a) notifying the Trustees and the church membership of all regular and special meetings where their attendance is required;
  - (b) recording the minutes of all Board and congregational meetings;
  - (c) preserving the official church records and business documents;
  - (d) performing other duties ordinarily associated with the office or as directed by the President of the Board.
- 5.7 The Treasurer(s) shall be responsible for:
- (a) collecting and disbursing all church funds and keeping an adequate accounting record thereof;
  - (b) preparing monthly and annual financial reports in such form as is approved by the Board;
  - (c) preparing data for the annual budget in such form as is approved by the Board;
  - (d) preserving in a safe place all financial records and documents pertaining to all real and personal property of the church.
- 5.8 The records and accounts of the Treasurer(s) shall be audited annually in a manner as determined by the Board.
- 5.9 Any Treasurer(s) and paid staff persons handling church funds shall be bonded for an amount as determined by the Board.

## 6. COMMITTEES AND REPRESENTATIVES

6.1 The STANDING COMMITTEES of the church shall be:

- (a) A Finance Committee: It shall be the duty of the Finance Committee to monitor revenues and spending against the current budget, to conduct a stewardship campaign, and to prepare a proposed budget for the next fiscal year.
- (b) A Committee on Ministry: It shall be the duty of the Committee on Ministry to counsel and support the ministers, and to care for and strengthen the overall shared ministry of the church.
- (c) An Endowment Committee: It shall be the duty of the Endowment Committee to manage and operate the church's endowment fund, with any major shifts in investment philosophy first requiring the approval of the Board of Trustees.

6.2 Each standing committee shall develop and implement charters detailing how membership in the committee is determined and maintained, and specifying how it operates. Such charters shall be reviewed by, and require the approval of, the Board of Trustees.

6.3 The church may designate representatives to outside organizations. Such representatives shall be either elected at a congregational meeting or appointed by the Board of Trustees, the manner of selection to be determined by the Board of Trustees taking into account the requirements of the outside organization.

6.4 The Board of Trustees shall appoint a member as liaison for each standing committee, and may also appoint liaisons to other committees and groups at its own discretion. The Vice President of the Board shall be responsible at the beginning of each fiscal year for all organizational matters pertaining to standing committees of the church.

6.5 Other committees, teams, or working groups shall be accountable to the Board of Trustees.

## 7. FISCAL YEAR

7.1 The fiscal year of the church shall be July 1 through June 30.

## 8. ANNUAL, SPECIAL MEETINGS AND ELECTIONS

8.1 The Annual Meeting of the congregation and the annual election of the Board of Trustees shall take place during the fourth quarter of the fiscal year and shall be held as a face-to-face meeting. The time and place shall be designated by the Board

- of Trustees. Members of the church shall be notified not less than ten days in advance of calling an Annual Meeting or special meeting of the church membership.
- 8.2 All subsidiary organizations operating within, or under the auspices or sponsorship of the church shall submit a written report of their previous year's activities to the Secretary of the Board at the Annual Congregational Meeting.
  - 8.3 The Senior Minister shall furnish a report covering his/her activities during the fiscal year which shall be read at the Annual Meeting and placed in the official record.
  - 8.4 The Senior Minister shall attend the Annual Meeting or a special meeting of the congregation unless his/her exclusion has been specifically requested by the Board of Trustees.
  - 8.5 Special meetings of the church may be called by the Board of Trustees whenever deemed advisable, or by petition signed by not less than 20% of the members of the church or 10 members, whichever is greater. Some special meetings may be held by either a face-to-face meeting or an electronic meeting, at the Board's discretion. Special meetings must be face-to-face meetings if they are to call a minister, to dismiss a minister, to complete the action of removing someone from the Board, to appeal the decision of the Board to remove someone from church membership, to amend the constitution or to dissolve the church.
  - 8.6 A quorum for any annual or special meeting of the congregation shall be 40% of the members of the church or twenty-five members, whichever is greater.
  - 8.7 Members who are unable to attend a meeting at which an election for members of the Board of Trustees is held, and such absence is due to illness, absence from the city, or infirmities, shall receive an absentee ballot from the Secretary of the Board upon request. To be valid, this ballot must be voted and returned to the Secretary not later than thirty minutes before voting in the election is to begin. The Secretary shall deposit the ballot in the ballot box and enter the member's name on the registration list with a notation indicating absentee ballot. No church business other than the election of the Board of Trustees shall be voted by absentee ballot.
  - 8.8 Persons voting by absentee ballot for members of the Board of Trustees shall not be counted to execute a quorum.
  - 8.9 A number smaller than a quorum, in any case, shall cause the meeting to be adjourned until a later date.
  - 8.10 The election concerning the Board of Trustees shall be by secret written ballot. Only members of the church in good standing may vote, and all voters shall be checked against a registration list before obtaining a ballot.

- 8.11 When a special congregational meeting is conducted as an electronic meeting, it shall be carried out using the process described below.
- (a) The meeting will have three phases: Electronic Discussion, Electronic Voting, and Electronic Results Announcement.
  - (b) The Electronic Discussion phase must last at least three weeks. The presiding officer will send each church member a draft resolution for comment, using email. In cases where a person does not have an email address or where the person has formally notified the Board that they prefer paper communication to be provided to them, the draft resolution will be hand-delivered to the individual, mailed by U.S. Postal Service, or sent by another document delivery service.
  - (c) During the Electronic Discussion phase, email and letter recipients may respond by asking questions, making suggestions, and raising points pro and con. At least three times during this phase, at roughly even intervals, the presiding officer shall make a list of all responses received at the same or nearly the same level of detail as it was received, and will send this list back out to the church members using the method by which they were sent the original draft resolution. The presiding officer, at their option, may choose to respond to questions, suggestions, and pro-and-con points.
  - (d) The presiding officer may choose to repeat the Electronic Discussion phase with a revised draft resolution. Each such repeated Electronic Discussion phase must last at least three weeks.
  - (e) The Board of Trustees may choose to end the Electronic Meeting after the Electronic Discussion phase. In such a case, the Electronic Voting phase does not take place, and the motion is considered to have been tabled. If the Electronic Meeting is ended after the Electronic Discussion phase, the presiding officer shall send a notice of this fact using the same approach of emails and letters as was used for the Electronic Discussion phase.
  - (f) The Electronic Voting phase must last at least a week, and must be initiated within two weeks of the Electronic discussion phase. To initiate the Electronic Voting phase, the presiding officer sends the final form of the resolution using the same approach of emails and letters as was used for the Electronic Discussion phase. No amendments are allowed for the motion. Members then reply by email, letter or note with a vote In Favor or Opposed. To be valid, a vote must come from an email address that is on record as belonging to a member, or must be on a piece of paper signed by the member and mailed or delivered to the presiding officer. Enough valid votes in total must be received to constitute a quorum as defined elsewhere in the constitution.

- (g) The motion passes if it receives the percentage of favorable votes required for its type of motion.
- (h) During the Electronic Results Announcement phase, the presiding officer sends email messages and letters, using the same individual email addresses and mailing addresses as were used in the prior phases, announcing the results of the vote.

## 9. THE MINISTERS

9.1 To conduct a search for a Senior Minister or any other called minister, there shall be an ad hoc Search Committee of seven (7) members. A nominating committee appointed by the Board shall submit a slate of five (5) members to a special or regular meeting of the membership. Nominations from the floor shall also be accepted at this meeting. With the election of five (5) members, the Board shall appoint two (2) additional members to the Search Committee to constitute a seven (7) member Search Committee. This Search Committee shall be responsible for conducting a thorough search and recommending a ministerial candidate to the membership.

At a face-to-face meeting of the congregation called by the Board, the congregation by secret ballot shall express approval or disapproval of the Search Committee's recommendation in accordance with the following:

- (a) Calling a minister shall require a confirming vote of at least 75% of the members present and voting.
  - (b) Dismissal of a called minister shall require a confirming vote of at least 51% of the members present and voting.
- 9.2 All called ministers shall serve for an indefinite term. All called ministers shall be responsible to the Board of Trustees for observance of its policies and adherence to the constitution of the church and the Unitarian Universalist Ministers Association Guidelines.
- 9.3 The Senior Minister shall have charge of all religious services of the church. The Senior Minister shall also perform or supervise all duties usually considered those of a minister. The Senior Minister shall be head of staff and is the supervisor of all paid staff except in cases when such supervision is contractually delegated to another staff member.
- 9.4 The Board of Trustees may hire additional ministers as needed for specific purposes.
- 9.5 A register shall be provided which shall be the property of the church in which the Senior Minister shall record all christenings, dedications, marriages and funerals performed and/or attended by the Minister.

- 9.6 The salaries of all ministers shall be fixed for the coming year as a part of the annual budget.
- 9.7 Eligibility for minister of the church shall not be restricted on the basis of race, color, sex, gender identity or expression, affectional or sexual orientation, age, mental or physical challenges, or national origin.

## 10. RELIGIOUS EDUCATION

- 10.1 Religious education for children and youth shall be the responsibility of the Board of Trustees, which may hire a professional staff member to oversee and administer the program.
- 10.2 Religious education for adults shall be the responsibility of the Senior Minister, who may delegate another staff member or a lay volunteer to oversee and administer the program.

## 11. CHURCH RECORDS

- 11.1 All church records and documents of all types, including those of the Secretary and Treasurer, shall be and shall remain the property of the church.
- 11.2 All records of the church other than those of a personal nature shall be made available, by appointment, for inspection by any member of the church.

## 12. DISSOLUTION

- 12.1 Any action to dissolve the church must be approved by a three-fourths (3/4) vote of eligible voting members of the church present at a face-to-face meeting called to specifically consider such action, for which meeting written notice has been issued to all members eligible to vote in accordance with the provisions of this constitution. If the church shall cease to exist, all property real or personal shall be transferred to the Unitarian Universalist Association or its successors.

## 13. CONSTITUTION EFFECTIVE DATE AND DISTRIBUTION

- 13.1 This constitution dated April 24, 1983, shall take effect, and be in force, immediately following its adoption by the active membership. Its adoption shall terminate the constitutions previously in effect.

14 AMENDMENTS

14.1 Amendments to the constitution may be proposed by one of two methods:

- (a) a resolution passed by a two-thirds vote of the Board of Trustees, or
- (b) a petition signed by twenty percent (20%) of the voting membership. The Board shall call a congregational meeting within sixty days of receiving such petition.

Official adoption of the amendment shall require a two-thirds vote of the active members present and voting at a duly called meeting of the congregation.

Last amended June 4, 2017.