

BYLAWS
PRAIRIE CIRCLE UNITARIAN UNIVERSALIST CONGREGATION

Adopted February 10, 2004; amended June 3, 2007;
amended June 8, 2008; amended June 7, 2009; amended February 27, 2011

ARTICLE 1. NAME

The name of this church shall be Prairie Circle Unitarian Universalist Congregation. Prairie Circle Unitarian Universalist Congregation is located in Grayslake, Illinois.

ARTICLE 2. MISSION

Prairie Circle Unitarian Universalist Congregation strives to be a warm and welcoming spiritual home committed to:

- Encouraging individual spiritual development
- Seeking to apply spiritual values to everyday life
- Nurturing understanding and respect for all people of the world, their cultures and their religious traditions
- Participating actively in the communities it serves
- Nurturing a responsible and healthy relationship with the environment

ARTICLE 3. MEMBERSHIP

SECTION 3.01 BECOMING A MEMBER

Any person 18 years of age or older desiring to become a member may do so by signing the membership book.

SECTION 3.02 RESPONSIBILITIES OF MEMBERSHIP

Each member shall be responsible for learning the purposes and principles of Unitarian Universalism; participating in church activities, including its governance; volunteering in some capacity to fulfill its needs; and contributing to its financial support.

SECTION 3.03 REAFFIRMATION OF MEMBERSHIP

Each member or member family unit shall reaffirm membership annually by making a pledge of financial support and a financial contribution of record. The Church Board may determine a minimum pledge or financial contribution for members. Members may, in the case of economic hardship, reaffirm their desire for membership and request that the minimum pledge or

contribution be waived by contacting the minister, a member of the Church Board or the chair of the annual canvass.

SECTION 3.04 TERMINATION AND REINSTATEMENT OF MEMBERSHIP

Membership status shall be terminated (a) upon voluntary resignation by the member or (b) when a member has not reaffirmed membership in compliance with Section 3.03. For termination under subsection (b), the following rules apply. The church shall give written notice of the need to comply with Section 3.03. Written notice is effective when delivered in person, sent electronically pursuant to Section 12.02, mailed through the U.S. postal service or placed with an overnight courier service. If the member complies with Section 3.03 within 30 days of the effective date of the notice, membership shall not be terminated. If notice was effective 30 or more days before a regular or special meeting of the membership occurring in the last fiscal quarter, termination occurs 30 days after the effective date of notice or 7 days before the meeting of the membership, whichever is later. If notice was effective within 30 days of the end of a fiscal year, termination occurs 30 days after notice. In all other circumstances, termination occurs at the end of the fiscal year. Notwithstanding the occurrence date of termination, the termination shall be logged on the official membership list as of the date determined in Section 3.06. Membership status shall be reinstated upon compliance with Section 3.03.

Notwithstanding anything to the contrary in these by-laws, the church reserves the right to exclude from, restrict, or terminate the membership of any person who is determined to constitute a threat to the welfare or safety of the church environment by unanimous vote of voting members of the Church Board. A Church Board member shall have no vote on an issue addressed in the previous sentence if either the Church Board member or an individual with whom the Church Board member has a significant, personal relationship is the accuser/accused.

SECTION 3.05 VOTING

Each person who has been a member for at least 30 days shall be entitled to vote in person at regular and special meetings of the membership. The 30-day requirement will not apply to the congregation's first membership meeting.

SECTION 3.06 MEMBERSHIP LIST

The Church Board, or a committee or other division of the church as designated by the Board, shall maintain an official membership list of all members. The official membership list shall contain the name and contact information for all members and the date of membership. The official membership list shall be updated from time to time to reflect new members, change of member contact information, membership terminations, limitations on membership and other necessary changes, as well as the date of all updates. Membership terminations for failure to reaffirm membership under Section 3.03 shall be logged on the official membership list as of 30 days following the last financial contribution of record by the member or the first day of the fiscal year of termination, whichever is earlier.

ARTICLE 4. DENOMINATIONAL AFFILIATION

The church may be a member of the Unitarian Universalist Association (UUA) and related regional and local Unitarian Universalist organizations.

ARTICLE 5. GOVERNANCE

SECTION 5.01 POWERS RESERVED TO MEMBERS

The following actions are reserved to the voting members, acting in accordance with these bylaws:

- (a) Calling and dismissal of called ministers;
- (b) Approval of the annual budget;
- (c) Election of officers and directors of the Church Board and members of the Nominating Committee;
- (d) Purchase, sale and encumbrance of real property, and the leasing of real property for a period of more than one year;
- (e) Authorization of any capital fund drive(s);
- (f) Approval of any plans for expansion, renovation or changes to church property which are not part of the annual church budget;
- (g) Approval and revision of the bylaws; and
- (h) Dissolution of the church.

SECTION 5.02 ELECTED LEADERSHIP

All officers and directors of the Church Board and members of the Nominating Committee shall be members of the church. They shall be elected at the annual meeting. All terms are for 2 years and shall begin on July 1 and end on June 30. Terms shall be staggered so that no more than one-half of the Board is elected in a given year. In the event any of the above named individuals become unable to serve, the President of the Church Board shall appoint a member to fill the unexpired term, in consultation with the Nominating Committee and any called minister.

SECTION 5.03 TENURE

No elected leadership identified in Section 5.02 shall serve concurrently as a voting member of the Church Board and the Nominating Committee.

When an individual holding an elected position becomes unable to complete his or her full term in office, he or she may submit a letter of resignation to the Secretary of the Church Board.

SECTION 5.04 CHURCH FISCAL YEAR

Both the church year, which marks the change in the church leadership, and the church fiscal year shall begin July 1 and end on June 30.

SECTION 5.05 REGULAR MEETINGS

An annual meeting of the church membership shall be called by the President of the Church Board in the fourth quarter of each fiscal year to:

1. Receive reports from the Church Board, the minister and the director of religious education regarding their activities during the church year.
2. Elect the leadership of the church for the coming church year.
3. Receive reports on the current budget and canvass results, and adopt an operating budget for the following fiscal year.
4. Consider such other matters as may be presented by the Church Board or the membership.

SECTION 5.06 SPECIAL MEETINGS

Special meetings of the membership shall be called upon written request by a majority of the Church Board or ten percent (10%) of the membership.

SECTION 5.07 MODERATOR

Each meeting of the membership shall be chaired by a moderator appointed by the President of the Church Board. The moderator shall be a member of the church.

SECTION 5.08 NOTICE

The business to be transacted at all membership meetings of the membership shall be set forth in the notice of the meeting, which shall be posted to all members by first class mail not less than 10 days or by bulk mail not less than 30 days before the meeting date, or sent electronically pursuant to Section 12.02 not less than 10 days before the meeting date. Such notice shall contain the date, time and place of the meeting, and the specific purpose(s) of the meeting. Notice mailed to a household shall be deemed to be notice to each member of the household.

SECTION 5.09 QUORUM AND VOTING REQUIREMENTS

Except as specifically provided in other sections of these bylaws, a quorum for all meetings of the membership shall be twenty percent (20%) of the membership determined by a review of the official membership list. A vote of two-thirds of those members present and voting shall determine each question. Proxies will not be honored at meetings of the membership.

SECTION 5.10 DELEGATION OF FUNCTIONS TO A CALLED MINISTER

Except for the actions itemized in Section 5.01, the membership, acting through the Church Board, shall delegate to the called minister(s) such functions as it deems appropriate. The called minister(s) shall be responsible to the membership, through the Church Board, for the performance of such functions.

ARTICLE 6. CHURCH BOARD

SECTION 6.01 COMPOSITION, MEETINGS AND VOTING

The Church Board shall consist of six voting directors elected at the annual meeting, all of whom shall be members of the church. From those six, the membership shall elect a President, a Secretary and a Treasurer. The membership also will elect a President-Elect. The President-Elect will become the President of the Church Board at the end of the President's term, or if the President cannot complete the current term. The minister(s) shall be non-voting members(s) of the Church Board.

The Church Board shall meet at least 6 times each year. All meetings of the Church Board shall be open to the membership. The Church Board may conduct executive sessions as it deems appropriate. A quorum for all meetings of the Church Board shall consist of 4 directors. A majority of those present and voting at a duly convened Church Board meeting shall determine each question. Proxies will not be honored at meetings of the Church Board.

SECTION 6.02 AUTHORITY AND RESPONSIBILITIES

The management of the affairs of the church, unless otherwise addressed in these bylaws, shall be vested in the Church Board. The Church Board shall provide support to the minister(s) and staff, and will provide assistance and direction for the ministry of the church.

Except with regard to called ministers addressed in Article 8, the Church Board has authority, on behalf of the membership, to hire, contract with, terminate contracts with, negotiate with, supervise, manage, fire, accept resignations from and otherwise perform all functions of an employer or principal with regard to all employees and independent contractors of the church (including but not limited to transitional ministers as that term is used herein). With regard to called ministers, the decision to call, hire, contract with, modify the contract with, terminate the contract with, fire or accept a resignation from a called minister shall be made by the membership as set forth in Article 8. Notwithstanding the foregoing, the Church Board shall have the authority and responsibility to handle all operational details to implement the decision of the membership on a topic addressed in the previous sentence.

The Church Board shall create standing committees to include but not be limited to: Religious Education, Membership, Social Action, Worship, Finance, and Committee on Ministry. The Church Board will affirm chairpersons for these committees upon recommendations from each committee. The Church Board must reaffirm these chairpersons annually. The Church Board shall appoint and supervise ad hoc committees and task forces, including their chairpersons, as it deems appropriate to carry out the work of the Church Board. These ad hoc committees and task forces must be reappointed annually.

The Church Board shall recommend to the church membership what it believes to be appropriate positions on matters reserved to the membership for decision.

The Church Board shall guarantee freedom of the pulpit.

The Church Board shall strive to manage the finances of the church consistently with the budget approved by the membership. The Church Board has discretion to deviate from the budget when in its discretion it determines that it is appropriate to do so, not to exceed 5% of the total approved budget for the fiscal year.

ARTICLE 7. NOMINATING COMMITTEE

The Nominating Committee shall consist of no more than six and no less than three members. The committee shall elect its own chairperson from among its members. Vacancies for unexpired terms on the committee shall be filled by a vote of the remaining committee members, subject to confirmation by the Church Board.

The Nominating Committee shall recommend to the membership at the annual meeting qualified members who are willing and able to serve in the elected positions provided for in these bylaws. The committee will also recommend to the Church Board the names of qualified members to fill any vacancy that may occur.

The Nominating Committee shall recommend a Search Committee for a called minister as provided in Section 8.02.

ARTICLE 8. STAFF

SECTION 8.01 SELECTING A MINISTER

The decision to pursue the engagement of a new minister shall be made at a duly called membership meeting. If it is determined then that a search for a candidate for a called ministry shall be undertaken, the procedures set forth in Section 8.02 shall be followed. If it is determined then that a search for a candidate for a transitional ministry shall be undertaken, the procedures set forth in Section 8.06 shall be followed.

SECTION 8.02 SELECTING CALLED MINISTER(S)

The Nominating Committee shall recommend to the membership at a congregational meeting a Search Committee of not less than five members, all of whom shall be members of the church. Upon being elected by the membership, the Search Committee shall conduct a conscientious search and shall recommend a candidate to the membership. The Search Committee shall review and seek to follow applicable Unitarian Universalist Association (UUA) guidelines for such searches. The Search Committee shall receive input from the membership, the Church Board and committees as it deems appropriate, and shall recommend a candidate and terms of engagement for the candidate.

A recommended candidate for a called minister shall be voted upon at a special meeting of the membership called for such a purpose. A quorum for such meeting shall be fifty percent (50%) of the membership as determined by a review of the official membership list. An eighty-five

percent (85%) vote of those members present and voting at this special meeting shall be necessary to call a minister.

SECTION 8.03 DISMISSAL OF CALLED MINISTER

While the term of a called minister upon being called shall be indefinite, a majority of voting members present and voting at a duly convened membership meeting called for such a purpose may dismiss a called minister. A quorum for such a meeting shall be fifty percent (50%) of the membership as determined by a review of the official membership list.

SECTION 8.04 RESPONSIBILITIES OF A CALLED MINISTER

In addition to such other duties and responsibilities as may be determined pursuant to Section 5.10 at the time of the called minister's engagement and included in his or her call, the called minister shall:

- (a) Be responsible for the conduct of worship within the church and the church's spiritual interest and affairs.
- (b) Be responsible for leadership, guidance and inspiration in advancing the life of the church.
- (c) Be a non-voting member of the Church Board and all committees of the church unless otherwise indicated.
- (d) Report at each regular meeting of the Church Board and at the annual meeting of the membership.
- (e) Be involved in budgeting and other operational matters of the church, as necessary.

SECTION 8.05 OTHER CALLED MINISTERS

If the congregation has a called minister and the membership calls another minister, the duties, responsibilities and titles of all other called ministers shall be determined pursuant to Section 5.10 at the time of their engagement and be included in their call.

SECTION 8.06 SELECTING A TRANSITIONAL MINISTER

As used in these bylaws, "transitional minister" shall mean any minister that is not a called minister. Only called ministers are subject to Sections 8.02 through 8.05.

If, at the congregational meeting referenced in Section 8.01, the membership determines that the services of a transitional minister are indicated, then the Church Board may engage, by employment or independent contract, a transitional minister, including but not limited to consulting or interim ministers, as may be appropriate from time to time. The Church Board may appoint a transition ministry search committee or task force to recommend a candidate. Such transitional ministers shall report to the Church Board and shall have such authority and responsibilities as the Church Board determines. Notwithstanding the foregoing, the Church Board shall document the objectives, duties and responsibilities of transitional ministers in writing at or about the time of engagement.

SECTION 8.07 RETENTION OR DISMISSAL OF A TRANSITIONAL MINISTER

If the Church Board engages a particular transitional minister for a period longer than one year, the Church Board shall take appropriate steps before the end of each year of the transitional minister's engagement to determine the wishes of the membership with regard to the continued relationship with the transitional minister. Appropriate steps may include, but are not limited to, conducting a membership survey, holding a congregational retreat or addressing the ministerial relationship at a congregational meeting. Engaging a minister for more than one year (including by renewal of a previous term of engagement) shall require at least a two-thirds vote of the Church Board. The Church Board may not engage a transitional minister for more than two years (including by renewal of a previous term of engagement) unless the action has been approved by majority vote of the membership at a duly convened membership meeting.

SECTION 8.08 MINISTERS AND UUA POLICY GUIDELINES

The Church Board and the membership shall strive to respect current Unitarian Universalist Association policy guidelines with regard to called and transitional ministers.

SECTION 8.09 OTHER STAFF

The Church Board may engage, by employment or independent contract, individuals to fulfill other responsibilities of the church as it deems reasonable and prudent, including but not limited to one or more directors of religious education, administrative staffers, choir leaders, musicians, etc. Such staff members shall have such authority and responsibilities as the Church Board determines.

ARTICLE 9. DISSOLUTION

In the event of dissolution of Prairie Circle Unitarian Universalist Congregation, the Church Board shall pay or make provisions for payment of all liabilities of the corporation and then shall dispose of all the remaining assets of the corporation to the Unitarian Universalist Association or its successor organization(s) which shall be organized and operated exclusively for religious purposes and shall at the time qualify as an exempt organization (s) under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal revenue law) as the Church Board shall determine. All assets not so disposed shall be disposed of by the Circuit Court of Lake County, Illinois exclusively for such purpose(s) and to such organization (s) as the Court shall determine.

ARTICLE 10. AMENDMENT AND REVIEW

These bylaws may be amended by a two-thirds vote of the members present and voting at a duly convened meeting of the membership called for such purpose.

Every five years the Church Board shall appoint a Bylaws Committee of at least three members to review these bylaws. The Bylaws Committee shall report to the Church Board within three months that either the bylaws are adequate for the operation of the church or that they may require revision. The Church Board shall take such action on the committee's report as it deems appropriate.

ARTICLE 11. INDEMNIFICATION

Prairie Circle Unitarian Universalist Congregation shall indemnify the current and former minister(s), directors and officers of this church against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they or any one of them are made parties or a party by reason of being or having been so affiliated with the church, except in relation to matters as to which any such individual shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such potential liability. The church may purchase insurance to cover such actual or potential liabilities and expenses.

ARTICLE 12. MISCELLANEOUS PROVISIONS

SECTION 12.01 MEETING RULES

All meetings held pursuant to these bylaws shall be governed by Robert's Rules of Order.

SECTION 12.02 ELECTRONIC NOTICE TO MEMBERS

Unless otherwise provided for in these by-laws, whenever the by-laws require notice to members notice may be sent electronically by e-mail, fax or other electronic method that is generally accepted as reliable under the following conditions. (1) The sender must reasonably expect that the electronic notice will be received by the member. For example, if the congregation has contacted the member in the past by e-mail to a certain e-mail address, then notice to the member sent to that e-mail address would meet this condition. (2) Any member may elect to receive written notice rather than electronic notice.