

Proposed UUCA Governing Documents for the April 28, 2007 Annual Meeting

At the April 28, 2007 Annual Meeting of the UUCA, the congregation will be voting on new governing documents. There will be separate votes for the Amended and Restated Articles of Incorporation which would replace our current UUCA Constitution and Amended and Restated Bylaws which would replace our current UUCA Bylaws. In accordance with our current Constitution and Bylaws, the proposed documents are being distributed to all voting members of the UUCA.

These documents have been in work and under review since last summer. They were to be voted upon at the Congregational Meeting on February 24, 2007, but a lack of a quorum prevented any official decisions.

At the February meeting, church members discussed the proposed UUCA Articles of Incorporation and Bylaws that were put before the congregation. One of the key points of the discussion was whether or not to allow proxy voting at future meetings, something that is new in the proposed bylaws. Proxy voting is a mechanism that is intended to allow a wider degree of participation in governance by people who cannot attend a meeting of the congregation in person. Some members are concerned that the proxy voting provision could be abused or it may not be appropriate for deliberative type decisions.

The task force that developed the draft documents reexamined the proxy voting provision in light of the comments of church members and recommended changes to address some of the concerns. The Board approved these revisions and several other revisions listed below at the March 21, 2007 Board Meeting. One of these other changes modified the provision that defines the requirements for becoming a member.

At the Annual Meeting, the congregation will be asked to consider the Bylaws with the revised proxy voting provision and other updates as well as the revised Articles of Incorporation. Following normal meeting rules, members will have an opportunity to propose amendments to the UUCA documents that are put before the congregation.

Summary of Recent Changes

Below is a summary of all changes that have been made in the proposed UUCA documents since Feb. 24, 2007.

Changes to the Articles of Incorporation

- 1) Changed the date in the introduction to April 28, 2007, the date of adoption of the Articles.
- 2) Added wording in Article 12 on amendment of articles to explicitly define who can propose amendments (The Board or any 10 voting members) and explicitly require that proposed amendments are delivered to members before the meeting.

Changes to the Bylaws

- 1) Removed two requirements for becoming an associate member (Article 4.3) and a voting member (Article 4.4): i) declaration of acceptance of the UUA principles and ii) participation in the Congregation's religious and social activities. These two items were removed so that there would not be a change from the existing provisions in UUCA Constitution
- 2) Moved a comma in Article 4.10 so that it now reads: "One third of Voting Members, present in person or by proxy, at any duly called and noticed meeting of members shall constitute a quorum for the meeting." The change was made to clarify the intent of the article. Previously it said: "One third of Voting Members present, in person or proxy, at any ..."
- 3) Added several limitations to the proxy provision in Article 4.11. i) one member cannot serve as proxy for more than two other members. ii) the proxy is limited to one meeting and iii) the proxy expires within 60 days (the time period for which a meeting can be continued after adjournment).

The full provision now reads:

4.11. Proxies. At any meeting of members, except as otherwise provided in these Bylaws, a Voting Member may vote in person or by proxy, so long as the substitute is another Voting Member. A Voting Member shall not serve as a proxy for more than two other Voting Members at any one meeting. All proxy authorizations shall:

- a. be in writing;
- b. name the substitute Voting Member;
- c. identify the meeting for which the proxy is granted;
- d. state the date on which the proxy expires, which shall not be longer than sixty days from the date of the meeting for which the proxy is granted;
- e. be signed and dated by the Voting Member;
- f. be delivered to the UUCA's Secretary at the beginning of the meeting;
- g. be recorded in the minutes of the meeting.

- 4) Added the word "in person" to the Article 7.4, to indicate that proxy voting is not permitted at a meeting for the removal of a minister.
- 5) Added wording in Article 13.2 on amendment of Bylaws to explicitly define who can propose amendments (The Board or any 10 voting members) and explicitly require that proposed amendments are delivered to members before the meeting.
- 6) Changed the date in the final paragraph to April 28, 2007, the date of adoption of the Bylaws.

Attachments:

- 1) Amended and Restated Articles of Incorporation
- 2) Amended and Restated Bylaws
- 3) Example Proxy Form – for reference only, not to be voted upon

Note: this is the proposed version for the April 28, 2007 Congregational Meeting

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

UNITARIAN UNIVERSALIST CHURCH OF AKRON

The members of the Unitarian Universalist Church of Akron adopted the following amended and restated Articles of Incorporation at a meeting duly called for that purpose on the 28th day of April 2007.

Article 1
Name

The name of the corporation is the Unitarian Universalist Church of Akron, which may also do business as the Unitarian Universalist Congregation of Akron (the “UUCA”).

Article 2
Affiliation

The UUCA shall be a member of the Unitarian Universalist Association of Congregations or its successor (the “Association”).

Article 3
Existence

3.1. ***Continuous Existence.*** On March 5, 1836, the Ohio Legislature adopted an act incorporating the First Universalist Society of Akron. In December 1872, the First Universalist Church of Akron filed Articles of Incorporation with the Clerk of Courts for Summit County, Ohio, the official then having responsibility for corporate filings. The First Universalist Society of Akron and the First Universalist Church of Akron are predecessors to the current UUCA. The UUCA, through its predecessor religious societies, has been continuously in existence since at least December 1872.

3.2. ***Perpetuity.*** The UUCA shall exist in perpetuity, unless the members dissolve it sooner in accordance with the requirements of the Association and the laws of the State of Ohio.

Article 4 **Purpose**

The UUCA is organized for the purpose of engaging in any lawful activity a religious society may conduct. Without in any way limiting the generality of the foregoing, the UUCA's purpose includes the following:

- to promote religious freedom and social justice,
- to celebrate diversity,
- to provide a caring community,
- to nurture life-long spiritual development through our daily lives as individuals and as a congregation,
- to respect diverse sources of religious inspiration, and
- to endeavor to teach the UUCA's members, their children and others to live with reverence for life and in harmony with all creation.

Article 5 **Membership**

5.1. ***Eligibility.*** Any person sixteen years of age or older who accepts the essential principles of a free faith as set forth by the Association is eligible for membership in the UUCA. Any person younger than sixteen years of age is eligible for membership in the UUCA if the Minister and Director of Religious Education make such a recommendation to the congregation after the person completes an approved course of study.

5.2. ***Categories.*** The UUCA shall have two categories of membership: an Associate Member and a Voting Member. Each category of membership shall have the rights and responsibilities as set forth in the UUCA's Bylaws, as the members may amend from time-to-time.

5.3. ***Voting Members.*** Only Voting Members shall have voting privileges at congregational meetings and shall be eligible to serve in elective or appointive positions of leadership. The Bylaws may allow for proxy voting at congregational meetings.

Article 6 **Board of Trustees**

A Board of Trustees (the "Board") shall administer the affairs of the UUCA. The UUCA's Bylaws shall establish the number of Trustees, which may be amended from time-to-time, but the Board shall never consist of fewer than three Trustees. The Bylaws of the UUCA shall set forth the Board's composition, its powers and duties, the terms of its members, their manner of election, and their manner of removal. The President of the congregation shall serve as the Board's chairperson.

Article 7
Officers

The officers of the UUCA shall be a President, President-Elect, Treasurer and Secretary, and such other officers as the members shall provide for in the Bylaws. The Bylaws shall establish the powers and duties of the congregation's officers, their terms, and their manner of election and removal.

Article 8
Principal Office

The corporation shall maintain its principal office at 3300 Morewood Road, in the City of Fairlawn, State of Ohio, or at such other place as the Board of Trustees may direct from time-to-time.

Article 9
Statutory Agent

The Board of Trustees shall appoint a person or entity as the UUCA's statutory agent for the purposes set for in O.R.C. § 1702.06, and the UUCA's principal office may serve as the agent's business for this purpose.

Article 10
Bylaws

The members may adopt, repeal, amend or add new Bylaws for the corporation at any regular meeting or at any special meeting called for that purpose. The Bylaws shall establish the manner for amending the Bylaws. No provision of the Bylaws shall conflict with any requirement of these Articles or the laws of the State of Ohio. In the event of an emergency, as O.R.C. § 1701.01, or its successor statute, defines the term, the Board is authorized to adopt emergency Bylaws that are operative only during the emergency. The laws of the State of Ohio shall determine the manner for repealing the Bylaws.

Article 11
Disposition of Assets

11.1. *Conveyances and Mortgages.* Neither the Board nor the officers shall convey or mortgage any of the UUCA's real property or a substantial portion of all of the UUCA's assets without the prior approval of a two-thirds vote of the Voting Members at a meeting duly called and noticed to consider the matter, and at which a quorum is present. Sixty percent of the UUCA's Voting Members shall constitute a quorum for any such meeting. If the Bylaws authorize proxies, the Voting Members may be present in person or by proxy.

11.2. *Dissolution.* In the case of dissolution of this corporation, all of its property, real and personal, subject to all just and legal claims upon it, shall vest in the Association and shall be held in trust for the benefit of a future Unitarian Universalist congregation in the vicinity of Akron, Ohio, or the Association may use the assets to further the Association's work. In the event of dissolution, the UUCA shall comply with

the laws of the State of Ohio then in effect and the requirements, if any, of the Association.

Article 12
Amendment of Articles

These Amended and Restated Articles of Incorporation may be amended by an affirmative vote of the Voting Members present at a meeting duly called and noticed for such purpose. Sixty percent of the Voting Members shall constitute a quorum for any such meeting. If the Bylaws authorize proxies, the Voting Members may be present in person or by proxy. The Board or any ten (10) Voting Members may propose amendments. Any proposed amendments shall be in writing which shall be included in the notice of the meeting at which it will be considered.

FOR THE MEMBERS

Steven A. Maurer,
President of the Congregation

Note: this is the proposed version for the April 28, 2007 Congregational Meeting

**AMENDED AND RESTATED
BYLAWS
OF
UNITARIAN UNIVERSALIST CHURCH OF AKRON**

**Article 1
Affiliation**

The Unitarian Universalist Church of Akron, which may do business as the Unitarian Universalist Congregation of Akron (“UUCA”), shall be a member of the Unitarian Universalist Association of Congregations or its successor (the “Association”).

**Article 2
Statement of Inclusion**

The UUCA affirms and promotes the full participation of persons in all our activities and endeavors without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age, class, or national origin. This principle shall guide all of the UUCA’s activities, including by way of illustration not limitation, membership, programming, hiring practices and the calling of religious professionals.

**Article 3
Office**

The UUCA’s principal office shall be located at 3300 Morewood Road, Fairlawn, Ohio, unless the Board of Trustees adopts a resolution establishing a different principal office.

**Article 4
Members**

4.1. Eligibility. Any person sixteen years of age or older who accepts the essential principles of a free faith as set forth by the Association is eligible for membership in the UUCA. Any person younger than sixteen years of age is eligible for membership in the UUCA, if the Minister and Director of Religious Education make such a recommendation to the Congregation after the person completes an approved course of study.

4.2. Categories of Membership; Congregation. The UUCA shall have two categories of membership: an Associate Member and a Voting Member. For purposes of these Bylaws, the term “Congregation” means all of the UUCA’s Associate and Voting Members.

4.3. Associate Member. To be an Associate Member of the UUCA’s Congregation, an eligible person must sign the UUCA’s membership book.

4.4. Voting Member. To be a Voting Member of the UUCA's Congregation, an eligible person must sign the membership book and make a recorded financial contribution to the UUCA or have made a financial contribution to the UUCA in the immediately preceding year. For new Voting Members, the person may either make the recorded financial contribution or pledge to make a financial contribution. A Voting Member's contribution must equal or exceed the minimum annual contribution established by the Board of Trustees. In cases of hardship, the President of the Congregation may waive or reduce the financial contribution requirement. A Voting Member may elect to become an Associate Member by sending a written notice to the Secretary.

4.5. Privileges of Membership. Membership shall entitle the holder thereof to all of the privileges of membership. However, only Voting Members shall have voting privileges at Congregational meetings and shall be eligible to serve as a member of the Board of Trustees, as an officer of the UUCA, or as a chairperson of a committee or task force.

4.6. Regularly Scheduled Meetings. The Board of Trustees shall hold at least two regularly scheduled Congregational meetings—one in the spring and one in the fall. The Board of Trustees shall hold the spring meeting in the second calendar quarter of each year on a date and at an hour the Board shall establish by no later than April first of each year. The spring meeting shall be held for the following purposes: electing the UUCA's officers and Board of Trustees, and transacting such other business as may come before the meeting. The Board of Trustees shall hold the fall meeting in the last calendar quarter of each year on a date and at an hour the Board shall establish by no later than October first of each year. The fall meeting shall be held for the following purposes: adopting a budget for the next fiscal year, electing any officers or members of the Board necessary to fill vacancies, and transacting such other business as may come before the meeting. If, for any reason, the Board of Trustees cannot or does not hold either meeting in the calendar quarter provided for in these Bylaws, the Board of Trustees shall hold the meeting as soon thereafter as is reasonable. The Secretary shall give notice of meetings in accordance with the requirements of Article 4.8.

4.7. Special Meetings. Special meetings of the members may be called at any time by the President, by any three members of the Board, or upon written request from ten or more of the Voting Members. The Voting Members shall deliver their written request for a special meeting to any member of the Board of Trustees, and their request shall state the meeting's purpose. Promptly thereafter, the Board of Trustees shall call a meeting on a date and hour as the Board specifies in the meeting notice. The meeting shall be held not less than ten and not more than sixty days after the date the Voting Members deliver their written request to the Board member. If the written request specifies a date for the meeting, the Board of Trustees shall hold the meeting on that date, if reasonable. The purpose of the meeting shall be as stated in the notice of the meeting, and for no other business.

4.8. Notice of Meetings; Place of Meetings. The UUCA's Secretary shall give at least ten days prior written notice of each meeting to the members using one of the following methods: (a) by mailing a copy of the notice by U.S. first class mail, postage

prepaid; (b) by hand delivery; (c) by facsimile, if the member has previously advised the Secretary in writing to send notices by facsimile, and the member has provided a local or toll free number to which the notice should be sent; or (d) by electronic mail (“E-Mail”), if the member has previously advised the Secretary in writing to communicate with the member by E-Mail and the member provided his or her E-Mail address. The Secretary shall address the notice to the member’s address last appearing in the UUCA’s records, street address or E-Mail address, and the notice shall state the purpose of the meeting. A notice of a meeting placed in the UUCA’s monthly newsletter that is distributed to its members by one of the foregoing methods qualifies as effective notice under this section. The Secretary shall also post the notices at the UUCA’s building of meeting in Fairlawn, Ohio (the “Meetinghouse”), shall insert the notice in any weekly publication for worship services and shall post the notice on the UUCA’s website. A member of the Board of Trustees shall read a notice of the meeting from the pulpit on at least two consecutive Sundays immediately preceding the meeting. All member meetings shall be held at the Meetinghouse, unless the Board of Trustees determines otherwise and announces the change of venue in the notice to members.

4.9. Organization. The President or President-Elect, if the President is not available, shall call meetings of the members to order and act as chairperson of the meetings. The Secretary shall take minutes of the meetings. The Secretary shall publish a summary of the minutes of the meeting in the next monthly newsletter issued to the members and shall post a full set of the minutes at the Meetinghouse.

4.10. Quorum. One third of Voting Members, present in person or by proxy, at any duly called and noticed meeting of members shall constitute a quorum for the meeting. A majority of the Voting Members present at a meeting, whether or not a quorum is present, may adjourn the meeting without further notice for a period of not more than sixty days at any one adjournment. If a quorum is present, in person or by proxy, at the adjourned meeting, the Voting Members may transact any business that might have been transacted at the meeting originally noticed. The Voting Members present at a duly called meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough Voting Members to leave less than a quorum.

4.11. Proxies. At any meeting of members, except as otherwise provided in these Bylaws, a Voting Member may vote in person or by proxy, so long as the substitute is another Voting Member. A Voting Member shall not serve as a proxy for more than two other Voting Members at any one meeting. All proxy authorizations shall:

- h. be in writing;
- i. name the substitute Voting Member;
- j. identify the meeting for which the proxy is granted;
- k. state the date on which the proxy expires, which shall not be longer than sixty days from the date of the meeting for which the proxy is granted;
- l. be signed and dated by the Voting Member;
- m. be delivered to the UUCA’s Secretary at the beginning of the meeting;
- n. be recorded in the minutes of the meeting.

Each proxy shall be revocable, and shall be automatically revoked upon the member’s death or the termination of membership. The Secretary shall retain all proxy

authorizations for at least two years from the date of the meeting. A Voting Member may revoke a proxy by delivering a signed and dated notice of revocation to the Secretary at or before the meeting identified in the proxy.

4.12. Voting Power. Except as is otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the Voting Members present, in person or by proxy, and voting on any matter that may be determined by the members shall be sufficient to determine that matter, so long as the meeting is duly called and noticed, and a quorum is present at the meeting. An evenly divided vote shall defeat the matter.

4.13. Action in Writing Without Meeting. Any action that could be taken by members at a meeting may be taken without a meeting with the affirmative vote or approval, in writing, of all of the Voting Members of the UUCA.

4.14. Change of Address. A member may change his or her address by notifying the UUCA in writing. The member's notification shall take effect no later than seven days after receipt by the UUCA.

4.15. Annual Review; Termination. The Board of Trustees or its delegatee shall review all members' status at least once each year and shall update the UUCA's membership list as appropriate. Membership in the UUCA shall terminate on the earliest of the following events: (a) a member delivers written notice to the Secretary that she or he resigns from the UUCA, which notice shall be effective upon receipt; (b) a Voting Member fails to make her or his financial contribution in the year in which it is due and fails to respond within thirty days to a written inquiry from the Board of Trustees or its delegatee; (c) an Associate Member fails to respond within ninety days to a written inquiry from the Board of Trustees or its delegatee; and (d) upon a member's death.

Article 5 **Board of Trustees**

5.1. Number of Trustees. The UUCA shall have a Board of Trustees comprised of nine members, consisting of five at-large Voting Members and the following officers: President, President-Elect, Treasurer and Secretary. By resolution, the Board of Trustees may increase or decrease the number of Trustees from time-to-time, but the number shall not be fewer than three or more than nine.

5.2. Terms. The at-large Trustees shall serve staggered terms of two years each. At each spring meeting, the members shall elect one Trustee for a term of two years to replace the Trustee whose term then expires. Each Trustee shall hold office until his or her successor is elected and qualified. All Trustees shall take office immediately following the meeting at which the Trustee is elected.

5.3. Powers and Duties. The Board of Trustees shall administer the business affairs of the UUCA, and shall have the following powers and duties.

- a. The Board shall be responsible for assuring the effective and efficient functioning of the UUCA, and for assuring the UUCA's compliance with its Articles of Incorporation, these Bylaws and applicable laws.

- b. The Board shall supervise the UUCA's officers, employees and agents, ensuring that they properly and timely perform their duties.
- c. The Board shall have the authority to employ and dismiss any UUCA employee or independent contractor, except any Minister.
- d. The Board shall prepare and submit an annual budget to the Congregation for its approval at the fall meeting. The Board shall distribute a proposed budget to the members by no later than thirty days before the meeting. Once the Congregation approves a budget, the Board may authorize and expend the funds as budgeted, unless revenues are substantially less or expenses substantially more than projected. In such case, the Board shall revise the budget and call a special meeting of the members to discuss and approve the revised budget.
- e. Consistent with the approved budget, the Board is authorized to enter into contracts on behalf of the UUCA. The Board shall not enter into any contract or make any obligation that exceeds five percent of the UUCA's total annual budget without the prior approval of a majority of the Voting Members at a meeting duly called and held for that purpose. The Board may require a bond of any Trustee, officer or employee handling or managing in any respect the funds and accounts of the UUCA. The UUCA shall pay the cost of the bond.
- f. The Board shall have responsibility for and shall care for all of the UUCA's property. The title of all real or personal property owned by the UUCA shall be vested in the UUCA, but the property shall be under the Board's control. The Board shall not convey or encumber the UUCA's real property or a substantial portion of the UUCA's assets without the prior approval of the Voting Members in accordance with the Articles of Incorporation.
- g. The Board shall prepare and maintain a complete, accurate record of all its acts and the UUCA's affairs. The Board shall present a summary of its acts and the UUCA's affairs to the members at the spring meeting.
- h. The Board shall timely notify the members whenever a Trustee or officer resigns or dies.
- i. The Board may adopt, and amend, procedures to manage its meetings in an orderly and efficient manner. Any such procedures may limit the participation of the members in the Board's meetings, but not the members' attendance at the Board's meetings, except for Executive Sessions.
- j. The Board may convene Executive Sessions only for considering personnel matters, which includes performance reviews, or obtaining legal advice. The Board shall make all final decisions on personnel matters in open session.

5.4. Election. Unless the Voting Members determine otherwise, the members shall vote for the Trustees by secret ballot. An affirmative majority vote of the Voting Members present, in person or by proxy, shall determine the election of each Trustee.

Cumulative voting is not permitted. The three members of the Nominating Committee, or their appointees, shall serve as vote tabulators.

5.5. Compensation. Unless otherwise determined by a majority of the Voting Members at a meeting duly called and noticed for such purpose, the UUCA shall not pay any Trustee for any service rendered to the UUCA as a Trustee. However, the UUCA may reimburse any Trustee for his or her actual expenses incurred in the performance of his or her duties so long as the UUCA's approved budget provides for the expenses.

5.6. Regular Meetings. The Board of Trustees shall hold regular meetings at the Meetinghouse on such dates and at such hour as the Trustees may establish from time-to-time by resolution. The Board shall give notice to the members of its regular meetings by publishing the dates and time of the meetings in the UUCA's monthly newsletter to members, and posting the information at the Meetinghouse and on the UUCA's website. All Board meetings, regular or special, shall be open to all members, except for Executive Sessions.

5.7. Special Meetings. The President, any three members of the Board of Trustees, or ten Voting Members, may call for a special meeting. The person or persons authorized to call the special meetings may fix the date and time for the meeting consistent with the requirements of these Bylaws.

5.8. Notice; Place of Meetings. The person or persons authorized to call the special meeting shall give at least seven days prior written notice to all of the Trustees of the time and date of the meeting, but the notice need not include the purpose of the meeting or the business the Board is to transact. The Secretary, or the Secretary's designee, may deliver the written notice personally, send the notice by E-Mail, or send the notice by U.S. first class mail. The Secretary shall also post the notice at the Meetinghouse and on the UUCA's website. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any Board meeting shall constitute a waiver of notice of the meeting, except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.9. Quorum. A majority of the Trustees at any duly called and noticed meeting shall constitute a quorum for such meeting. In the event enough Trustees withdraw from the meeting leaving less than a quorum, the Trustees present shall not continue to transact business. If less than a quorum is present at a meeting, a majority of the Trustees present may adjourn the meeting from time-to-time without further notice for a period of up to thirty days.

5.10. Voting Power. A vote of the majority of the Trustees voting on any matter that may be determined by the Trustees at a duly called and noticed meeting shall be sufficient to determine the matter. Any evenly divided vote of the Trustees shall serve to defeat the matter. The Board of Trustees or a committee of the Board may participate in a meeting of the Board or any committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. A Trustee's participation in the meeting shall constitute presence in person.

5.11. *Presumption of Assent.* A Trustee who is present at a meeting of the Board of Trustees at which any action is taken shall be presumed to have assented to the action, unless the Trustee's dissent is entered in the minutes of the meeting.

5.12. *Action in Writing Without Meeting.* Any action that could be taken by the Trustees at a meeting may be taken without a meeting with the written affirmative vote or approval of all of the Trustees.

5.13. *Resignation.* Any Trustee may resign at any time by giving written notice to the President or to the Secretary. The resignation shall take effect at the time specified therein. Unless otherwise specified in the notice, the Board of Trustees is not required to accept the resignation to make it effective. Except for good cause shown, any Trustee who fails to attend three consecutive meetings of the Board of Trustees shall be deemed to have resigned as a Trustee as of the date of the last missed meeting.

5.14. *Removal and Replacement.* Any Trustee may be removed from the Board of Trustees, with or without cause, by a two-thirds vote of the Voting Members present, in person or by proxy, at a meeting called for such purpose. Within forty-five days of a death, resignation or removal of a Trustee, the remaining Trustees shall select that Trustee's successor who shall serve until the next regularly scheduled meeting of members, when the Voting Members shall elect a Trustee to complete the term of the deceased, resigned or removed Trustee.

5.15. *Vacancies.* Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees even though less than a quorum. A Trustee elected to fill a vacancy shall serve until the next meeting of the members.

5.16. *Executive Committee.* The Board of Trustees shall have an Executive Committee consisting of the President, the President-Elect, the Treasurer and the Secretary. The President, and in her or his absence the President-Elect, shall serve as the Executive Committee's Chairperson. Except as is expressly provided for in these Bylaws, the Executive Committee shall have full authority to act on behalf of the Board of Trustees or in its stead whenever a matter requires the immediate attention of the Board, and it is not feasible for the Board of Trustees to meet. The Executive Committee shall promptly notify all members of the Board of Trustees of any action taken or decision made.

5.17. *Committees.* By resolution adopted by a majority of the Trustees, the Board of Trustees may appoint such committees as the Board deems necessary to manage and direct the UUCA's affairs. A committee shall consist of one or more members with a Voting Member serving as the committee's chairperson. The Board of Trustees shall appoint members to serve for a period of one year. The committee shall have such powers and duties as the Board of Trustees delegates to it. Except as these Bylaws or the Board of Trustees otherwise provide, all meetings of the UUCA's committee shall be open to all members.

5.18. Nominating Committee. The Nominating Committee shall be a standing committee. The Nominating Committee shall consist of three Voting Members. The members shall elect the members of the Nominating Committee at each spring meeting to prepare for the elections held at the following spring meeting or for vacancy elections. The Nominating Committee shall propose a slate of members for election to the Board of Trustees, the officers or for any vacancy. In performing its duties, the Nominating Committee shall consult with the President-Elect.

Article 6 **Officers**

6.1. Enumeration of Offices. The officers of the UUCA shall be a President, a President-Elect, Secretary, Treasurer, Associate Treasurer, Collector and Assistant Collector. The officers shall have such authority and perform such duties as provided for in these Bylaws or as directed by the Board of Trustees. Each officer must be a Voting Member of the UUCA.

6.2. Selection and Term. The Voting Members shall elect all officers of the UUCA at the spring membership meeting, and they shall serve a term of two years or until their successors are elected, or until their resignation, removal or death. An affirmative vote of a majority of the Voting Members present, in person or by proxy, shall elect each officer. The President-Elect shall succeed to the Presidency at the end of the first year of her or his term, or upon any vacancy in the office of the President. Elections for the President-Elect shall be held each year. Elections for the Secretary, Associate Treasurer and Collector shall be held in even-numbered years, and elections for the Treasurer and Assistant Collector shall be held in odd-numbered years. All officers shall take office immediately following the meeting at which they are elected.

6.3. Resignation and Removal. Any officer may be removed from office, with or without cause, by a two-thirds vote of the Voting Members, in person or by proxy, at a meeting called for such purpose. Any officer may resign at any time by giving written notice to the Trustees, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the Board of Trustees is not required to accept the resignation to make it effective.

6.4. Vacancies. Any vacancy occurring among the officers may be filled by the affirmative vote of a majority of the Board of Trustees. A person elected to fill a vacancy by the Board of Trustees shall serve until the next meeting of the members.

6.5. Powers and Duties. The officers shall have the following powers and duties.

A. **President.** The President shall preside at all meetings of the Board of Trustees and the Congregation, unless the members elect a moderator to preside; have the authority to implement the Board of Trustees' resolutions and directions; sign all deeds, easements, assessment liens, pleadings, affidavits, written agreements and any other instrument requiring the signature of an officer of UUCA, unless the Board of

Trustees authorizes and directs another officer to execute the documents; be a joint signatory on all bank or other financial institutional accounts; and have such other power and duties as the Board of Trustees may delegate or direct.

- B. President-Elect. The President-Elect shall prepare for the position of President; provide coordination among the various committees the Board appoints; be a joint signatory on all bank or other financial institutional accounts; and have such other powers and duties as the Board of Trustees or the President may delegate or direct. The President-Elect shall act in the absence of or at the request of the President, at which time the President-Elect shall have the President's powers and functions.
- C. Secretary. The Secretary shall record the votes and keep accurate minutes of the meetings of the Trustees and of the Congregation; maintain the UUCA's corporate records and status; prepare and serve notice of meetings of the Trustees and of the members; ensure that appropriate and current records are kept showing the names and addresses of the UUCA's members; and have such other duties as the Board of Trustees or President may delegate or direct.
- D. Treasurer. Through direct action and/or supervision of the Associate Treasurer or the UUCA's administrator, the Treasurer shall be responsible for all of the UUCA's monies and all of the UUCA's bank or other financial institutional accounts of any kind; invest the UUCA's monies as directed by the Board of Trustees; disburse such funds consistent with the approved annual budget or as directed by the Board of Trustees; be a joint signatory on all bank or other financial institutional accounts; maintain proper books of account prepared according to the principles of fund accounting; reconcile all accounts on at least a monthly basis; prepare an annual budget; prepare and submit to the Board of Trustees monthly financial statements; prepare a statement of income and expenditures for presentation to the members at each regularly scheduled meeting of the members; and perform such other duties as the Board of Trustees or President may delegate or direct.
- E. Associate Treasurer. The Associate Treasurer shall assist the Treasurer; perform those duties the Treasurer delegates; in the Treasurer's absence, the Associate Treasurer shall act on behalf of the Treasurer so long as those actions are consistent with the resolutions of and directions from the Board of Trustees; be a joint signatory on all bank or other financial institutional accounts; and perform such other duties as the Board of Trustees or President may delegate or direct.
- F. Collector. The Collector shall receive and promptly deposit to the UUCA's bank or other financial institution accounts all monies donated or paid for any reason to the UUCA; report all deposits to the Treasurer with such frequency as the Treasurer shall direct; maintain accurate and timely records of all monies donated or paid to the UUCA; receive and maintain an accurate record of all pledges the members make and accurately record the members' donations when received; provide the Board of Trustees with a report of the pledges received with such frequency as the Board shall direct; maintain an accurate record of all Voting Members; and perform such other duties as the Board of Trustees or Treasurer may delegate or direct.

G. Assistant Collector. The Assistant Collector shall assist the Collector; perform those duties the Collector delegates; act on the Collector' behalf in the Collector's absence; and perform such other duties as the Board of Trustees or Treasurer may delegate or direct.

Article 7 **The Ministry**

7.1. Religious Affairs. A Minister, with the assistance of the Board of Trustees and such committees as may be appropriate, shall guide the UUCA's religious affairs in furtherance of the UUCA's purposes as stated in the Articles of Incorporation. The Minister shall establish and maintain religious services, ceremonies, programs and observances consistent with the Association's principles, and shall perform such other duties as the Board may delegate. Any Director of Religious Education will work in concert with and under the direction of the Minister to develop, implement and maintain age appropriate programs that further the UUCA's purposes. During any vacancy in the position of the Minister, the Board of Trustees shall have temporary responsibility for the UUCA's religious affairs.

7.2. Minister's Qualifications. Any candidate for the position of Minister of the UUCA must hold fellowship in the Association

7.3. Ministerial Call. Upon notification of an immediate or future vacancy of the Minister, the Board of Trustees shall call a special meeting of the Congregation for the purpose of electing a Ministerial Search Committee consisting of five members, three of whom must be Voting Members. The Ministerial Search Committee shall identify, screen and bring to the UUCA for consideration one or more candidates for the position of Minister. The Congregation shall call a Minister by the affirmative vote of a four-fifths majority of the Voting Members present, in person, at a special meeting duly called for that purpose.

7.4. Removal. The Board of Trustees may recommend to the Congregation that it remove a Minister. The Board may recommend removal with or without cause. Removal shall be effective upon the affirmative vote of four-fifths of the Voting Members present, in person, at a special meeting duly called for that purpose.

7.5. Quorum. Seventy-five percent of the Voting Members, in person, of the Congregation shall constitute a quorum for a meeting to call or remove a Minister.

Article 8 **Books and Records**

Except for personnel files and minutes of any Executive Session of the Board of Trustees, the books, records and financial statements of the UUCA shall be available during normal business hours or under other reasonable circumstances for inspection by members.

Article 9
Electronic Mail

E-Mail constitutes written notification for all purposes. E-Mail is effective upon sending, so long as a member has previously authorized the UUCA to communicate with the member by E-Mail and provided an E-Mail address to the UUCA. The member is responsible for notifying the UUCA whenever his or her E-Mail address changes.

Article 10
Fiscal Year

The calendar year shall be the UUCA's fiscal year.

Article 11
Indemnification

The UUCA may indemnify and pay the expenses of any Minister, Trustee, officer, employee or agent to the fullest extent and as prescribed and permitted by the Ohio Non-Profit Corporation Code.

Article 12
Dissolution

In the case of dissolution of the UUCA, all of its property, real and personal, subject to all just and legal claims upon it, shall vest in the Association and shall be held in trust for the benefit of a future congregation in the vicinity of Akron, Ohio, or the Association may use the assets to further the Association's work. In the event of dissolution, the UUCA shall comply with the laws of the State of Ohio then in effect and the requirements, if any, of the Association.

Article 13
Emergency Bylaws and Amendments

13.1. *Emergency Bylaws.* Notwithstanding anything contrary in these Bylaws, the Board of Trustees may adopt emergency Bylaws, which shall be operative during any emergency resulting from an attack on the United States or any nuclear or natural disaster. The Board of Trustees is authorized to adopt any provision that may be practical and necessary for the circumstances and duration of the emergency.

13.2. *Amendments.* Any or all of these Bylaws may be amended or repealed, or new provisions added, by the affirmative vote of a majority of a quorum of Voting Members, in person or by proxy, at a regular or special meeting called for such purpose. The Board or any ten (10) Voting Members may propose amendments. Any proposed amendments shall be in writing which shall be included in the notice of the meeting at which it will be considered.

The undersigned, being the President of the UUCA, certifies that the UUCA's members adopted these Amended and Restated Bylaws to be duly adopted at a meeting called for that purpose on the 28th day of April 2007.

UNITARIAN UNIVERSALIST CHURCH OF AKRON

Steven A. Maurer,
President of the Congregation

----- EXAMPLE PROXY FORM -----

UNITARIAN UNIVERSALIST
CHURCH OF AKRON

PROXY

I, _____ [Insert Name] _____, a Voting Member of the Unitarian Universalist Church of Akron (“UUCA”), hereby appoint _____ [Insert Name] _____, another Voting Member of the UUCA, to act in my stead and on my behalf at the _____ [Insert Description, e.g., Spring] _____ Meeting of the UUCA currently scheduled for _____, 20____, by casting my vote on all matters to which I am entitled to vote.

This proxy expires at 11:59 P.M. on _____, 20____.*

I have signed this proxy on _____, 20____.

Signature

Print Name

Print Address

*The date the proxy expires must not be longer than sixty days from the date of the meeting for which the proxy is granted.