

BIRMINGHAM UNITARIAN CHURCH

BYLAWS

(Amended and Restated November 16, 2025)

ARTICLE I. NAME

1.1. The name of this Congregation is Birmingham Unitarian Church.

ARTICLE II. PURPOSE

2.1. The purpose of this Congregation is to provide and maintain an environment for Unitarian Universalists and like-minded people to grow and prosper ethically, spiritually, intellectually, emotionally and socially. Its purpose is also to encourage its members to contribute their time, talent, and resources to the betterment of the Congregation and the world in which they live.

ARTICLE III. NON-DISCRIMINATION

3.1. This Congregation affirms and promotes the full participation of persons in all of its activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals without regard to age, race, color, gender, class, ethnic background, national origin, physical challenge, affectional orientation, citizenship, economic or social status or creedal tests.

ARTICLE IV. CONGREGATION MEMBERSHIP AND VOTING

4.1. Membership in this Congregation shall be open to any person aged 16 years and older, who expresses agreement with its purposes by signing the membership book in the presence of the Minister or a member of the Board of Trustees and making the financial pledge described in Section 4.2.

4.2. A member must also participate in the maintenance of the Congregation by annually making and fulfilling a written pledge of financial support of the Congregation, or in case of financial hardship by

requesting and receiving a waiver from the Minister. Payment of the annual pledge is due no later than the last day of the fiscal year for which the pledge is made.

4.3. The Minister shall maintain the official list of members, which shall include the member's mailing address and email address, if the member wishes to receive email notices. A member may resign at any time by submitting a written request to the Minister or the Secretary that the member be removed as a member. If the member fails to timely make or fulfill the member's annual pledge the member shall be removed from membership, after written notice and an opportunity to pledge, pay or obtain a financial hardship waiver as the case may be.

4.4. Policies approved by the Board of Trustees shall be posted on the Congregation's website and posted in the Church building. Copies shall be made available to members on request. Members shall be expected to become familiar with and follow all Board policies.

ARTICLE V. AFFILIATION

5.1. This Congregation shall be a member of the Unitarian Universalist Association and of such affiliated regional and area organizations as the Board may designate.

ARTICLE VI. WORSHIP SERVICES

6.1. Subject to the consent of the Board, the Minister shall designate when and where public services for worship are to be conducted.

ARTICLE VII. BOARD OF TRUSTEES

7.1. There shall be a Board of Trustees consisting of a President, Vice President, Secretary, Treasurer, and three additional at-large Trustees, all of whom must be members.

7.2. The members shall elect at-large Trustees to those positions which are vacant or expiring at each annual meeting of the members for terms beginning July 1st. Those elected shall serve until their respective successors have been elected and the terms of their successors commence.

At the annual meeting, one or two Trustees will be elected for terms of three years each. Additional Trustees will be elected for terms of one or two years as required to fill vacancies and to ensure that at least one term expires each year.

7.3. The Board shall fill a vacancy in its own membership from the members of the Congregation, and a Trustee so appointed shall serve until the next annual meeting.

7.4. No person shall serve as an elected member of the Board for more than six consecutive years.

7.5. The Board shall have control of the property of the Congregation, its business affairs, and its administrative policies. The Board may delegate any aspects of such control as it deems appropriate; but shall retain all responsibility for oversight, shall maintain prudent and ethical standards of behavior in all of the activities of the Congregation and shall conform itself to its governance policies.

7.6. The President shall call regular meetings of the Board, preside at meetings of the members and of the Board, and represent the Congregation on all appropriate occasions.

7.7. The Vice President shall serve in the absence of the President with the same powers and duties and shall perform such other duties as the Board may prescribe.

7.8. The Secretary shall keep accurate records of all meetings of the members and of the Board, shall maintain an electronic repository for Board minutes and other documentation, shall give proper notice of all meetings of the Board and of the members, and shall perform such other duties as the Board may prescribe.

7.9. The Treasurer shall report to and advise the Board on the financial affairs and financial condition of the Congregation at such times as the Board may direct and shall perform such other duties as the Board may prescribe.

7.10. The Board shall meet as needed, but at least monthly, at a date, time and place that the President designates. The President may call special meetings of the Board at any time; and shall call such meetings upon the written request of three members of the Board. All regular and special meetings of the Board shall be scheduled by written notice to Trustees as determined by the Board, in which the purpose of any special meeting is also fully stated. Notices of all Board meetings (except executive sessions) shall also be given by email to members who have provided email addresses or by other methods prescribed by the Board.

7.11. Executive sessions of the Board may be called to review employment matters affecting the Minister, the purchase or sale of real property, litigation involving the Congregation, personnel matters and other matters deemed by the Board to require confidentiality.

7.12. All meetings of the Board are open to members of the Congregation with the exception of executive sessions.

7.13. Four members of the Board shall constitute a quorum. All questions shall be decided by a majority vote of those present, except as otherwise provided in these Bylaws.

ARTICLE VIII. MEETINGS OF THE MEMBERS

8.1. The Board shall designate the day during the month of May, and the time and place for the annual meeting of the members.

8.2. The Board may call special meetings of the members and shall call special meetings upon written request of ten percent of the members, in which request the purpose of the special meeting shall be fully stated.

8.3. Any meeting of the members may be held at or by any of the following, or in combination: at the Church or any other location selected by the Board, by video conference or by similar electronic means. Votes at member meetings may be cast using paper ballots, electronic ballots, online voting, by a combination of these methods or other methods approved by the Board.

8.4. The right to vote at a meeting of the members is limited to those who have been recorded by the Minister as members of the congregation for at least 45 days prior to the date of the meeting. The Minister is charged with certifying the list of qualified members for each meeting of members.

8.5. The Minister shall provide and certify a list of members at least 30 days before an annual meeting and as soon as practicable before any voting occurs for any special meeting of the Congregation.

8.6. Notice of the time, place, and purpose of any meeting of the members shall be posted in the Church building and sent by U.S. mail to members whose email addresses have not been furnished for the certified list of members and by email to members whose email addresses are on the certified list of members at least twenty-eight (28) days before the date of the meeting. Other methods for sending notice may be determined by the Board. However, the Board may call a special meeting of the members on not fewer than three days' notice except in case of an emergency, as determined by the President and in that case serve notice of the meeting to members in as expeditious a manner as practicable.

8.7. At the annual meeting, the members shall elect the President, Vice President, Secretary, and Treasurer for terms of one year each, beginning July 1. The officers shall serve until their successors have been elected and the terms of their successors commence. The at-large Trustees shall be elected as set forth in Article 7.2. Nominating Committee members shall be elected as set forth in Article 10.1.

8.8. The list of nominations for Trustees, Officers and Nominating Committee members shall be prepared by the Nominating Committee for recommendation to the members at the annual meeting in accordance with Article 10.1. A ballot containing the list (including any additional nominations furnished by the Nominating Committee) and any other resolutions or other matters to be voted upon shall be posted in the Church building and sent with notice of meeting in the manner prescribed in Article 8.6 at least twenty-eight (28) days before the annual meeting. Any additional nominations must be made in accordance with the procedures of

Article 10.1. No nominations shall be made from the floor at the meeting.

8.9. Electronic ballots must be completed and validated, and paper ballots completed, signed, returned and validated, no later than the date and time set by the Board and set forth in the notice of meeting. Any member who has not voted electronically or by mail prior to the meeting may do so in person on the day of the meeting at the meeting location so long as such member's ballot is completed and validated prior to the time set by the Board for such meeting. Except as provided in Section 8.11, no voting on matters contained in the Nominating Committee ballot will be permitted or taken at the meeting.

8.10. In the event that any person nominated by the Nominating Committee withdraws before the annual meeting or is otherwise unavailable to serve, the Committee shall nominate a replacement and determine, in consultation with the Secretary, the most expedient manner to correct the ballot and otherwise advise the members. If necessary, the ballot may be corrected at the meeting and a vote taken by those members present in person or by video conference regarding the change made to the ballot.

8.11. Twenty percent (20%) of members shall constitute a quorum for a meeting. All such members present in person or by video conference at the meeting, and all members not present whose ballots have been received and validated shall be counted in determining whether a quorum is present. Nominating Committee ballot matters shall be decided by a majority vote of those members whose votes have been validated. All other questions except those taking a position on societal issues shall be decided by a majority vote of those members present at the meeting, either in person or by video conference. Questions involving societal issues shall be decided by at least seventy-five percent (75%) of members present in person or by video conference. Voting on a settled minister is governed by Article 9.4.

ARTICLE IX. MINISTER

9.1. The Minister shall be in charge of the spiritual welfare of the congregation and its public worship services; shall be head of staff; and shall perform such other duties as are usual and customary, in accordance

with a form of letter of agreement recommended by the Unitarian Universalist Association (UUA) and Unitarian Universalist Ministers Association, the terms of which shall be determined by the mutual agreement of the Board of Trustees and the Minister, and executed upon the Minister's calling by the Congregation.

9.2. In the absence of a minister, the Board of Trustees shall determine who shall be responsible for the duties of the minister.

9.3. When the election of a minister is needed, a ministerial search committee shall be formed by the Board in accordance with UUA procedures then in effect, subject to approval of the Committee by the members at an annual meeting or a special meeting called for that purpose.

9.4. Meetings of the members to call a settled minister shall be scheduled in the manner set forth in Article 8.6. However, the election of a minister shall require a 90% affirmative vote of the members present at a meeting of the members called for this purpose. Only members who attend this meeting in person or by video conference will be allowed to vote. The vote will be taken and validated at the meeting.

9.5. The Board shall determine the salary of the Minister and any allowances and other compensation or benefits as part of the Minister's contract.

9.6. In case of need, the Board may hire an "interim" or contract minister whose tenure shall follow to the extent practicable the guidelines of the Unitarian Universalist Association then in effect, upon such terms as the Board may determine and without the necessity of confirmation at or prior reference to a meeting of the members.

9.7. In the event of a negotiated resignation of a minister or in the event of a member vote to dismiss, the Board shall determine the appropriate terms of severance.

9.8. The Minister shall be a non-voting member of the Board and of all committees except the Nominating Committee.

9.9. The Minister may bring to the attention of the Board or a meeting of the Congregation any matters pertinent to the general welfare of the Congregation and make such recommendations as the Minister deems proper.

ARTICLE X. NOMINATING COMMITTEE

10.1. The Nominating Committee is established to directly serve the Congregation. The purpose of the Nominating Committee is to identify and nominate persons annually for the positions of Board Trustees at-large, President, Vice President, Secretary, Treasurer, and the succeeding year's Nominating Committee members.

10.2. The Committee shall consist of seven persons, each serving a two-year term. In alternating years, at the annual meeting, the members shall elect three or four persons from the candidates nominated, as needed.

10.3. Each year, the Committee shall prepare a list of nominees for all the positions to be elected at the annual meeting. No nominee shall be listed without the prior consent of the nominee.

10.4. Additional nominees may be recommended for election at the annual meeting if submitted in writing by at least ten (10) members at least 10 days before the annual meeting, which includes a statement that the person(s) nominated have consented to be listed as nominees. The additional nominations shall be presented to the members by the chair of the Nominating Committee at the annual meeting.

10.5. The members of the Committee shall elect their chair annually and shall meet as frequently as required to fulfill their duties.

ARTICLE XI. DELEGATION OF DUTIES

11.1. Board Delegation. The Board of Trustees is empowered to create, supervise and appoint committees, teams, task forces, or other groups of members on a long-term, temporary or ad-hoc basis to assist the Board in carrying out its duties, including managing Congregational property, revenue and finances.

11.2. Ministerial Delegation. The Minister is empowered to create, supervise and appoint committees, teams, task forces or other groups of members on a long-term, temporary or ad-hoc basis to assist the Minister in carrying out ministerial and programmatic duties.

ARTICLE XII. ENDOWMENT

12.1. The Board shall delegate to a person or group of persons the duty to select a professional manager who shall direct the investment of the Congregation's endowment fund assets in accordance with the endowment investment policy of the Board. The endowment shall maintain accounts separate from the other accounts of the Congregation.

12.2. Those responsible for the endowment shall keep detailed records and report not less than annually to the Board with detailed financial information and to the members at the annual meeting.

12.3. Fund assets shall be invested to achieve purposes consistent with the principles of Unitarian Universalism. Permissible investment categories and distribution amounts shall be set by the Board in an endowment investment policy statement.

12.4. The Board shall distribute to the Congregation annually out of the balance of the General Endowment Fund and the Music Endowment Fund a percentage of their value as of December 31 of the prior year, as follows:

12.4.1. General Endowment Fund: 1% when year-end balance is \$0-\$100,000; 2% when year-end balance is \$100,001-\$250,000; 3% when year-end balance is \$250,001-\$500,000; 4% when year-end balance is \$500,001-\$1,000,000; 5% when year-end balance is >\$1,000,000.

12.4.2. Music Endowment Fund: 5% of the year-end balance.

12.5. The Board may distribute to the Congregation annually out of the Memorial Glen Endowment Fund 5% percent of the fund's balance as of December 31 of the prior year; however:

12.5.1. The distribution shall not reduce the fund below its balance as of January 1 of the prior year unless the amount in the fund exceeds the long-term needs of the fund as determined by the Memorial Glen policies and the Minister.

12.5.2. If past annual disbursements have not been requested or paid out, those past distributions may be added to the current year's disbursement.

12.6. The Board by a 3/4 vote may increase these distributions, but only out of the funds' current year earnings and only for an emergency and not for current operations.

12.7. Any action of the Committee may be revised or reversed by the Board by a 3/4 vote, or by the members by a 2/3 vote of those members present in person or by video conference.

ARTICLE XIII. FISCAL

13.1. The fiscal year of the congregation shall end June 30.

13.2. The Board shall cause an annual budget to be prepared and shall approve an annual budget in advance of each fiscal year.

13.3. The Board may arrange for an audit or financial review of the accounts of the Congregation.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

14.1. The rules contained in the then-current *Robert's Rules of Order, Revised* shall govern meetings of the members, member committees and the Board where applicable and not inconsistent with these Bylaws. Other recognized rules of order may be substituted by the Board.

ARTICLE XV. NOTICES

15.1. Any notice required by law or by these Bylaws to be given to the Trustees or to any Officers or members, unless otherwise provided herein or in any statute, shall be sufficient if given by depositing the same in a

United States post office box or receptacle in a sealed, prepaid envelope, addressed to such Trustee or Officer or member at their last address as the same appears on the records of the Congregation, and such notice shall be deemed to have been given at the time of such mailing. In the alternative, notice may be given by electronic mail to an electronic mail address furnished for that purpose by such person, or by facsimile transmission to a facsimile telephone number furnished for that purpose by such person and shall be deemed to have been given at the time of confirmation of such electronic mail or facsimile transmission.

ARTICLE XVI. INDEMNIFICATION

16.1. The Congregation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, including any civil, criminal, administrative, or investigative proceeding, whether formal or informal as a result of such person serving at the request or on behalf of the Congregation as a Trustee, Officer, employee, or agent in accordance with the indemnification provisions set forth in the Congregation's Articles of Incorporation, as amended.

ARTICLE XVII. AMENDMENTS

17.1. These Bylaws may be amended at any meeting of the members by a two-thirds vote of the members present in person or by video conference whose votes have been validated. Notice of any proposed changes shall be contained in the notice of the meeting.

ARTICLE XVIII. REVERSIONARY CLAUSE

18.1. In the event of the dissolution of the Congregation, all outstanding debts shall be paid, and the remaining assets, both real and personal, including all property donated to the Congregation on any date, shall become the property of the Unitarian Universalist Association, 24 Farnsworth Street, Boston, Massachusetts, or its successor, subject to all applicable laws.

ARTICLE XVIX. EFFECTIVE DATE OF RESTATED BYLAWS

19.1. These bylaws shall become effective on the date of their adoption by the Congregation, except that the number of members of the Board of Trustees and Nominating Committee will remain unchanged until the next annual meeting. The Nominating Committee in existence when these restated Bylaws are adopted will nominate the number of members of the Board of Trustees and Nominating Committee required by the restated Bylaws.