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BY-LAWS OF ELIOT UNITARIAN CHAPEL
(approved by the Congregation on May 21, 2017)

ARTICLE I
NAME

This organization, incorporated pursuant to the laws of the State of Missouri, shall be known as Eliot Unitarian Chapel.

ARTICLE II
PURPOSE

The purpose of this organization is to provide Unitarian Universalist religious services and related activities and to further the mission as determined by the congregation.

ARTICLE III
MEMBERSHIP

A. Membership: Any person, sixteen (16) years of age or older, shall become a Member of Eliot Unitarian Chapel upon participating in the Path to Membership and upon affirmation of his or her Membership by the Board of Trustees.

B. Membership Commitment: Each Member shall be a financially contributing Member of record at Eliot Unitarian Chapel. The Lead Minister may waive this requirement.

C. Creedal Requirement: No subscription to creed or participation in a ceremony will be required of any Member.

D. Resignation: A Member may resign at any time by providing written notice to the Secretary of the Board of Trustees.

E. Rolls: The Lead Minister will verify Member Commitment annually using procedures established by the Board of Trustees and will adjust the Membership Rolls accordingly.

1 other form of wire or wireless communication. Any member of the Board of Trustees
2 may waive any notice required by this Paragraph, before or after the date and time stated
3 in the notice. The meetings of the Board of Trustees shall be open to Members of the
4 congregation, except to the extent they relate to the following, for which the Board may
5 choose to meet in executive session:

- 6
7 1. Legal actions, causes of action or litigation or potential litigation and any
8 confidential communications between the Board and its attorneys. However, any
9 minutes, vote or settlement agreement relating to legal actions, causes of action,
10 litigation or potential litigation, shall be made available to Members of the
11 congregation upon final disposition of the matter voted upon, unless otherwise
12 limited by law or by terms of the settlement agreement or order of court.
13
- 14 2. The discussion and negotiation of specific terms of a transaction for the lease,
15 purchase or sale of real estate where public knowledge of the transaction might
16 adversely affect the legal consideration thereof.
17
- 18 3. Discussion of personnel or members of the congregation, when personal
19 information about said personnel or members of the congregation is discussed.
20 The term “personal information” means information relating to the performance,
21 conduct or merit of personnel or Members of the congregation. The term
22 “personnel” for purposes of this section shall include called Minister(s).
23
- 24 4. Confidential or privileged communications between the Board and its auditor,
25 including all auditor work product; however, all final audit reports issued by the
26 auditor shall be made available to Members of the congregation.
27

28 **H. Quorum:** The presence of five (5) voting members of the Board of Trustees shall
29 constitute a quorum.
30

31 **I. Board Appointed Committees:** The Board of Trustees may form Board committees,
32 task forces and/or groups as it deems desirable or necessary to assist the Board in
33 conducting its business. All meetings of Board-appointed committees, task forces, or
34 groups shall be open to the congregation, except as set out in Article V.G, or unless
35 specific exemptions are included in the Board assignment given to the committee.
36

37 38 ARTICLE VI 39 OFFICERS 40

41 **A. Terms:** The officers shall be: Chair, Chair-Elect, Secretary and Treasurer. Officers
42 shall serve one (1) year terms except that the Treasurer shall serve a three (3) year term.
43

44 **B. Chair:** The Chair shall preside at all meetings of the Board of Trustees and the
45 congregation. He or she shall represent the Chapel on appropriate occasions. The Chair
46 may cast a vote at a Board meeting if his or her vote will affect the outcome.

1
2 **C. Chair-Elect.** The Chair-Elect shall act in place of the Chair during the Chair’s
3 absence, and perform such other duties as may be prescribed. The Chair-Elect shall
4 become Chair after expiration of the sitting Chair’s term.

5
6 **D. Secretary:** The Secretary shall keep an accurate record of the transactions of
7 meetings of the Board of Trustees and congregation, and perform such other duties as
8 may be prescribed.

9
10 **E. Treasurer:** The Treasurer shall provide financial oversight, guidance, and analysis of
11 the Chapel to the Board and shall perform such other duties as may be prescribed.

12
13 **F. Minutes and Reports:** The minutes kept by the Secretary and financial reports kept
14 by the Treasurer shall remain the property of Eliot Chapel, and shall, upon request, be
15 made available for inspection, at a reasonable time and place, to Members of the Chapel.
16 Individual pledge records are confidential.

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19 ARTICLE VII
20 ELECTION OF OFFICERS

21
22 **A. Chair-Elect:** The Chair-Elect shall be selected by the Board of Trustees at its regular
23 February meeting.

24
25 **B. Secretary:** The Secretary shall be selected by the Board of Trustees at its first
26 meeting of the fiscal year.

27
28 **C. Treasurer:** The Treasurer shall be elected at the Annual Congregational Meeting for
29 a term of three (3) years. Any Member of the Chapel with financial or accounting
30 knowledge shall be eligible for election.

31
32 **D. Vacancy:** Should an officer's position become vacant, the Board of Trustees shall
33 choose a successor from those persons eligible for the position.

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36 ARTICLE VIII
37 MINISTERS

38
39 **A. Definition:** A called Minister (herein referred to as “Minister”) is any person called
40 to the service of Eliot Unitarian Chapel by its Members. A non-called minister is an
41 employee of the Chapel and not called to service by the congregation’s Members.

42
43 **B. Responsibilities and Accountability:** The Lead Minister is responsible for the
44 worship services of the Chapel and provides general direction to its religious activities.
45 The pulpit of Eliot Unitarian Chapel is a free pulpit. The Minister(s) and the Board of
46 Trustees share responsibility for leadership and ministry of the Chapel. The Minister’s

1 and Board's leadership shall be in accordance with the Eliot Unitarian Chapel Board
2 Governance Policies.

3
4 **C. Election:** Ministers shall be called by a three-fourths (3/4ths) vote of those
5 Members of the congregation present and voting at an annual or special meeting of the
6 congregation convened for the primary purpose of calling a Minister. The quorum
7 requirement for this meeting is contained in Section IV.E.

8
9 **D. Term:** Ministers shall be called for a term of indefinite duration, subject to the terms
10 of paragraphs E and F of this section.

11
12 **E. Dismissal:** A Minister may be dismissed by the vote of a majority of the Members of
13 the congregation present and voting at an annual or special meeting of the congregation
14 convened for the primary purpose of discussing the dismissal of the Minister. The
15 quorum requirement for this meeting is contained in Section IV.E. Should the Minister
16 be dismissed pursuant to the foregoing procedure, his or her compensation shall be
17 continued according to the Minister's current Letter of Agreement.

18
19 **F. Resignation:** A Minister shall submit to the Chair of the Board of Trustees written
20 notice of his or her resignation in accordance with the Minister's current Letter of
21 Agreement. The Board of Trustees may waive this notice requirement, if the Board
22 deems it necessary or desirable.

23
24 **G. Relief of Duties:** Upon the effective date of a Minister's resignation or dismissal, the
25 Minister is relieved of all duties.

26
27 **H. Vacancy:** If a dismissal of a Minister occurs, or if notice of resignation is tendered
28 by a Minister, or if the Board of Trustees determines that it is in the best interests of the
29 Chapel to call an additional Minister, or if there is for any other reason a vacancy in the
30 called ministry of the Chapel, the Board of Trustees shall promptly select a Ministerial
31 Search Committee, consisting of five (5) or seven (7) Members of the congregation, to
32 nominate a Ministerial candidate for election. The Ministerial Search Committee will
33 seek appropriate input from the congregation and staff, but their meetings will be closed.
34 The Board of Trustees will make necessary arrangements to temporarily fulfill the duties
35 of the Minister in the event of any vacancy.

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38 ARTICLE IX
39 NOMINATING COMMITTEE

40 **A. Purpose:** The Nominating Committee shall nominate Members for open positions
41 on the Board of Trustees, including the office of Treasurer, and for congregation-elected
42 positions on the Nominating Committee. The Nominating Committee may perform other
43 duties as appropriate.

44
45 **B. Composition and Selection:**
46

- 1 1. The Nominating Committee shall be comprised of five (5) Members of the
2 Chapel, three (3) to be elected by the congregation at its annual meeting for
3 staggered three (3)-year terms and two (2) to be appointed by the Board of
4 Trustees for staggered two (2)-year terms. Terms will begin with the new fiscal
5 year and will be non-renewable.
6
- 7 2. In the first year following adoption of these By-Laws, staggered terms shall be
8 achieved by one (1) Nominating Committee member elected to a one (1)-year
9 term, one (1) member to a two (2)-year term, and one (1) to a three (3)-year term.
10 Similarly, one (1) Board-appointed Nominating Committee member shall be
11 appointed for a one (1)-year term, and the other shall be appointed for a two (2)-
12 year term.
13
- 14 3. Vacancy: Members of the Nominating Committee may fill any vacancy,
15 occurring for any reason, for an unexpired term.
16
- 17 4. Chair: The Nominating Committee shall elect its own Chair.
18

19 **C. Nominations:**

- 20 1. The Nominating Committee shall nominate Members of the congregation for each
21 annual election for open Trustee, Treasurer and Nominating Committee positions.
22
- 23 2. The Nominating Committee shall solicit the congregation for suggestions of
24 potential candidates.
25
- 26 3. Any Member may present his or her name or the name of any other Member for
27 consideration by the Nominating Committee.
28
- 29 4. No nominations may occur without consent of the nominee.
30
- 31 5. Nominations for open Trustee positions, the Treasurer position, and open elective
32 positions for the Nominating Committee shall be delivered to the Board Secretary
33 no later than forty-five (45) days prior to the annual meeting and be made publicly
34 available to the congregation no later than thirty (30) days prior to the Annual
35 Meeting.
36

37 **D. Meetings:**

- 38
- 39 1. A majority of Nominating Committee members shall constitute a quorum.
40
- 41 2. The Chair of the Board of Trustees and/or the Lead Minister may, at their
42 discretion, make input to the Nominating Committee.
43
- 44 3. Deliberations of the Nominating Committee shall be confidential. At the
45 discretion of the Nominating Committee Chair, the Committee may receive
46 comments from Members, Ministers, or staff.

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3 ARTICLE X
4 ENDOWMENT FUND
5

6 **A. Introduction:** The church may accept gifts, devises and bequests made to its
7 Endowment Fund, for the uses and purposes and with the powers and duties set forth
8 herein.
9

10 **B. Composition:** The Endowment Fund of Eliot Unitarian Chapel shall consist of money
11 and other property specifically given to the Endowment Fund or given to the church as an
12 unrestricted gift and allocated to the Endowment Fund by the Board of Trustees.
13

14 **C. Administration:** The Endowment Fund shall be administered and managed by the
15 Board of Trustees of Eliot Unitarian Chapel.
16

17 **D. Principal Investment:** The principal of the Endowment Fund shall be invested as
18 directed by the Board of Trustees.
19

20 **E. Status:** The Treasurer shall report the status and condition of the Endowment Fund to
21 the Board at each of its regularly scheduled meetings.
22

23 **F. Co-Mingling:** Money and other property of the Endowment Fund may be co-mingled
24 with other money and property of the church and its other funds, provided that
25 appropriate records of the share of the Endowment Fund are maintained.
26

27 **G. Accumulation and Distribution of Income:** The income of the Endowment Fund
28 shall be accumulated and held as principal until the principal of the Fund is at least
29 \$100,000.00. Thereafter the income of the Endowment Fund shall be distributed at least
30 annually. Unless a donor specifies special restrictions on a particular donation, all
31 Endowment fund income shall be divided among the following categories, in percentages
32 established by the Board of Trustees when the income is distributed:
33

- 34 Chapel Preservation
 - 35 Community and World Outreach
 - 36 Chapel Operations
 - 37 Increase principal of Endowment Fund
- 38

39 **H. Fiscal year:** The fiscal year of the Endowment Fund shall be the same as the fiscal
40 year of the church. The Treasurer shall submit a full report regarding the Endowment
41 Fund, including its investment balances, at the annual meeting of the Members of the
42 church.
43

44 **I. Principal retention:** The principal of the Endowment Fund shall be held in perpetuity
45 and shall not be dissipated; provided, however, that not more than fifty percent (50%) of
46 the principal of the Endowment Fund may be used in the event of an emergency which

1 threatens the normal function of the church. Examples of such an emergency include a
2 fire or earthquake which destroys all or a substantial portion of the church buildings. The
3 principal of the Endowment Fund shall not be loaned to the church or other church funds.
4

5 **J. Upon Dissolution:** In the event of the dissolution or termination of the existence of
6 Eliot Unitarian Chapel, the funds comprising the endowment Fund shall be distributed in
7 the same manner as other church property is distributed in accordance with Article XIV
8 of these By-laws.
9

10 ARTICLE XI
11 DISTRIBUTION OF FUNDS AND POLITICAL ACTIVITIES
12

13 **A. Distribution:** No part of the net earnings of the Chapel shall inure to the benefit of or
14 be distributable to its Members, officers, or other private persons except that the Chapel
15 shall be authorized and empowered to pay reasonable compensation for services rendered
16 and to make payments and distributions in furtherance of the purpose set forth in Article
17 II hereof.
18

19 **B. Activities:** Social justice activities of the Chapel shall be consistent with the current
20 Internal Revenue Service Codes 501(c)(3) and 170(c)(2) or with corresponding
21 provisions of any future United States Internal Revenue law.
22

23 ARTICLE XII
24 GENERAL POWERS
25

26 **A. General Powers:** The Chapel shall have the power to do any and all act or acts, thing
27 or things, necessary to or incidental to the accomplishment of the purpose hereinbefore
28 set forth, and generally to do any and all things not herein specifically enumerated which
29 may tend to promote the purpose hereinbefore set forth, provided that such act or thing is
30 permitted to corporations organized under the laws of the State of Missouri, and
31 permitted under the Internal Revenue laws of the United States to an organization
32 described in Section 501(c)(3) of the current Internal Revenue Code or the corresponding
33 provision of any future United States Internal Revenue law.
34

35 ARTICLE XIII
36 AMENDMENTS
37

38 **A. Voting:** These By-Laws may be amended at an annual meeting of the congregation,
39 or at any special meeting called for that purpose, by a majority vote of the Members
40 present and voting.
41

42 **B. Communication:** Proposed By-Law amendments shall be communicated to the
43 membership in writing at least once at least two (2) weeks prior to the meeting at which
44 the amendments shall be considered and shall be made available or posted in the Chapel.
45 Written notice is defined in Article IV.C.
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ARTICLE XIV
DISSOLUTION

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4 **A. Asset Distribution:** Upon the dissolution or termination of the existence of the
5 Chapel, the Board of Trustees shall after paying or making provisions for the payment of
6 all liabilities of the Chapel, transfer any and all remaining assets to such organization or
7 organizations as at the time qualify as exempt organizations under Section 501(c)(3) of
8 the current Internal Revenue Code or the corresponding provision of any future United
9 States Internal Revenue law, as the Board of Trustees in its discretion sees fit. However,
10 should there exist any Unitarian Universalist organizations in the St. Louis area at the
11 time of dissolution, and they are qualified organizations pursuant to the Internal Revenue
12 Code, the Board of Trustees shall distribute all the remaining assets to such organizations
13 unless it is unreasonable or imprudent to do so.
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