

BY-LAWS OF ELIOT UNITARIAN CHAPEL  
(approved by the Congregation on May 19, 2019)

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.

ARTICLE IV  
MEETINGS OF THE CONGREGATION

**A. Annual Meeting:** The annual meeting of the congregation shall occur on a Sunday in May at a time and place to be designated by the Board of Trustees.

**B. Special Meetings:** Special meetings of the congregation may be convened by:

1. The Chair of the Board of Trustees; or
2. A majority of the Trustees; or
3. Written petition, signed by one-tenth (1/10) of the Members of the congregation. Such petition shall be delivered to the Chair of the Board of Trustees, or in his or her absence to the Chair-Elect, and shall state the purpose or purposes of the proposed special meeting. Upon receipt of such petition, the Chair or Chair-Elect shall call a special meeting of the congregation. Notice of said special meeting shall be sent not later than fifteen (15) days after receipt of such petition, with the meeting to be held at any time not earlier than seven (7) nor more than thirty (30) days after posting of such notice. If the Chair or Chair-Elect fails to issue the call within fifteen (15) days of receipt of the petition, the Members making such petition may give notice of the special meeting in accordance with Paragraph C of this Article IV.

**C. Congregational Meeting Notice:** A written notice of any special meeting of the congregation shall be posted conspicuously in the Chapel and furnished to each Member, not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, hour, and purpose of the meeting. Notice by newsletter, electronic communication or U.S. Postal Service to the address furnished by the Member shall constitute a written notice.

**D. Member Verification:** All Members attending any annual or special meeting shall have the right to vote. A list of Members shall be posted in a publicly available location within the Chapel at least two (2) Sundays prior to congregational meetings. This list shall be subject to correction up to seventy-two (72) hours prior to the meeting, provided supporting documentation for the requested changes is presented to the church office.

**E. Quorum:** A quorum at the annual or special meeting shall be ten (10) percent of the Membership. For meetings called for the purposes of actions defined in Section F, and for calling or dismissing a called Minister, a quorum shall be defined as twenty (20) percent of the Membership.

**F. Real Estate Decisions:** No mortgage, sale, or purchase of real estate shall occur without the prior approval of the congregation. The affirmative vote of a majority of the Membership present at any annual or special meeting shall be necessary to approve these transactions.

**G. Fiscal Year:** The Chapel's fiscal year shall commence on the first day of July of each year.

**H. Voting; Proxies:** Any matter brought before any meeting of Members shall be decided by the affirmative vote of the majority of Members present in person or represented by proxy at the meeting. Voting may occur by voice vote or a show of hands.

Each Member entitled to vote at a meeting of Members may authorize another Member to act for such Member by proxy, but no such proxy shall be voted or acted upon except at the meeting in respect of which it is given. A proxy may be revoked before the meeting. A Member may revoke any proxy by attending the meeting and voting in person or by delivering to the Secretary of the Board of Trustees a revocation of the proxy or a new proxy bearing a later date. The Board may, by resolution, specify in a notice calling a meeting of Members, a time, preceding the time of such meeting, before which time proxies to be used at such meeting must be deposited with the Secretary.

## ARTICLE V BOARD OF TRUSTEES

**A. Functions:** The Board of Trustees shall provide general direction and policies for governance of Eliot Unitarian Chapel. It may exercise, except as limited by these By-Laws, the powers granted to directors and trustees of charitable and nonprofit corporations by the laws of the State of Missouri.

**B. Composition:** The Board shall consist of seven (7) Voting Trustees. The Treasurer shall be an *ex officio* voting Board member. The Lead Minister shall be an *ex officio* non-voting Board member.

**C. Term:** Elected Trustees shall serve for a term of three (3) years, except that the term of any Trustee selected by the Board for the position of Chair-elect shall automatically be extended, as required, through the completion of his or her term as Chair. Any Trustee may be re-elected for one (1) additional three (3) year term. A Trustee or Treasurer whose first term was extended to serve as Chair may be re-elected to serve no more than six (6) total consecutive years.

**D. Election:** At the annual congregational meeting, the number of Trustees necessary to provide a total of seven (7) Trustees shall be elected, with terms to begin with the new fiscal year. Any Member of Eliot Unitarian Chapel shall be eligible for election to the Board of Trustees, except a member who has served six (6) consecutive years as a Trustee. When at least one (1) year has elapsed after his or her departure from the Board, such member shall again be eligible for election to the Board of Trustees. All elections in which there is more than one (1) candidate for a vacant position shall be conducted by written secret ballot. A majority of the votes cast shall be sufficient to elect a candidate.

**E. Removal:** Any Trustee or the Treasurer may be removed from office, for any reason, by the vote of a majority of Members present at an annual or special meeting of the congregation. If the interests of the Chapel would be so served, the Board of Trustees and Treasurer, by a total vote of six (6), may suspend any Trustee or the Treasurer for a period not beyond the next annual meeting.

**F. Vacancy:** The Members of the Board of Trustees shall have the power to fill any vacancy, occurring for any reason, in Treasurer or Trustee positions which shall arise during the period between annual meetings of the congregation. At the annual meeting following his or her appointment to the vacant position, the appointee shall be eligible for election to a new term or to the unexpired portion of the term if he or she succeeded a Trustee or Treasurer.

**G. Meetings:** The Board of Trustees shall hold regular monthly meetings. Special meetings may be called by the Chair, or by any two (2) Board members, by giving notice of the meeting to each member of the Board of Trustees seven (7) days in advance of the meeting. Notice may be communicated in person, by telephone, by mail, by email or other form of wire or wireless communication. Any member of the Board of Trustees may waive any notice required by this Paragraph, before or after the date and time stated in the notice. The meetings of the Board of Trustees shall be open to Members of the congregation, except to the extent they relate to the following, for which the Board may choose to meet in executive session:

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

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

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

## ARTICLE VI OFFICERS

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

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

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

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

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

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

## ARTICLE VII ELECTION OF OFFICERS

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

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

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

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

## ARTICLE VIII MINISTERS

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

**B. Responsibilities and Accountability:** The Lead Minister is responsible for the worship services of the Chapel and provides general direction to its religious activities. The pulpit of Eliot Unitarian Chapel is a free pulpit. The Minister(s) and the Board of Trustees share responsibility for leadership and ministry of the Chapel. The Minister’s and Board’s leadership shall be in accordance with the Eliot Unitarian Chapel Board Governance Policies.

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

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

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

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

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

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

## ARTICLE IX NOMINATING COMMITTEE

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

**B. Composition and Selection:**

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

**C. Nominations:**

1. The Nominating Committee shall nominate Members of the congregation for each annual election for open Trustee, Treasurer and Nominating Committee positions.
2. The Nominating Committee shall solicit the congregation for suggestions of potential candidates.

3. Any Member may present his or her name or the name of any other Member for consideration by the Nominating Committee.
4. No nominations may occur without consent of the nominee.
5. Nominations for open Trustee positions, the Treasurer position, and open elective positions for the Nominating Committee shall be delivered to the Board Secretary no later than forty-five (45) days prior to the annual meeting and be made publicly available to the congregation no later than thirty (30) days prior to the Annual Meeting.

**D. Meetings:**

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

ARTICLE X  
ENDOWMENT FUND

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

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

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

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

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



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

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

- Chapel Preservation
- Community and World Outreach
- Chapel Operations
- Increase principal of Endowment Fund

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

**I. Principal retention:** The principal of the Endowment Fund shall be held in perpetuity and shall not be dissipated; provided, however, that not more than fifty percent (50%) of the principal of the Endowment Fund may be used in the event of an emergency which threatens the normal function of the church. Examples of such an emergency include a fire or earthquake which destroys all or a substantial portion of the church buildings. The principal of the Endowment Fund shall not be loaned to the church or other church funds.

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

## ARTICLE XI DISTRIBUTION OF FUNDS AND POLITICAL ACTIVITIES

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

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

ARTICLE XII  
GENERAL POWERS

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

ARTICLE XIII  
AMENDMENTS

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

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

ARTICLE XIV  
DISSOLUTION

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

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