

**BYLAWS OF
SECOND UNITARIAN CHURCH
AS REVISED January 2004**

A Not-for-Profit Corporation duly organized and existing under the laws of the State of Illinois.

ARTICLE I: NAME AND AFFILIATION

Section 1. Name. The Name of this corporation shall be the Second Unitarian Church, hereinafter referred to as the Church.

Section 2. Denominational Affiliation. This Church shall be an affiliate of the Unitarian Universalist Association and its regional and area organizations.

ARTICLE II: OBJECT

Amended Section 1. Inclusive Community. This is a warm and open community, where all
5/22/89 who come with open minds and kind hearts are welcome. We honor the richness which diversity brings to our congregation. No one shall be excluded from membership or employment because of race, color, sex, gender expression, affectional or sexual orientation, physical capability, age (if over age of consent), class, ethnic, or national origin, martial status, veteran status, or religious background. Employment at the Church shall be determined solely by qualifications for and performance on the job.

Amended Section 2. Object. The object of the Church shall be to affirm and promote:
5/22/89

- A. The inherent worth and dignity of every person;
- B. Justice, equity and compassion in human relations;
- C. Acceptance of one another and encouragement to spiritual growth;
- D. A free and responsible search for truth and meaning;
- E. The right of conscience and the use of the democratic process within the Church and in society at large;
- F. The goal of world community with peace, liberty, and justice for all;
- G. Respect for the interdependent web of all existence of which we are a part.

ARTICLE III: MEMBERS

Amended Section 1. Membership Requirements. Any person shall become a member of
5/20/79 the Church who is in sympathy and agreement with its program and purpose who:

- A. Is at least sixteen years of age, and

Amended

6/20/01 B. Attends services on at least three separate Sundays, and

1/11/04 C. Attends a program of orientation to the Church as prescribed by the Board and

Amended

5/22/89 D. Signs the official membership record book in the presence of two trustees, or the minister and one trustee.

Amended E. Members have the following rights and responsibilities:

1/11/04 i. Contributing to the democratic life of the community including participation in Town Hall and business meetings. A member may vote at the first business meeting following a 15 - day waiting period after signing the membership book or after reinstatement.

ii. Contributing to the community in time and money. In order to retain membership, members are required to make an identifiable financial contribution annually. In addition, the church offers numerous opportunities to support the institution, including committees, workdays, social events, group ministries, etc.

Amended F. Role of friends of the Church.

1/11/04 A "friend of the church" is defined as a person who participates and supports some facet of our church community without formally joining the church as a member. We welcome the participation of non-members in all aspects of the community except the formal governance of the Church. Friends of the church may be present in meetings and may offer opinions at non-business meetings but may not vote.

Amended

1/11/04 Section 2. Affirmation of Membership. Each calendar year each member shall affirm membership by making an identified financial contribution of any amount to the Church, as an evidence of continued interest. In the case of households with multiple members, a single identified financial contribution may serve as affirmation for all, if so intended. The Board of Trustees or the Minister may offer a waiver of this provision at a duly called meeting, in individual instances.

Amended

1/11/04 Section 3. Resignation. Membership may be terminated at the request of a member by written resignation delivered to the church or by oral declaration to both the Minister and a Board member. Termination by resignation is effective upon receipt. Resignations will be documented in the Board meeting minutes.

Amended

1/11/04 Section 4. Termination. Membership may be terminated by the Board of Trustees by failure to affirm membership, by death or as the consequence of disruptive behavior. Termination by failure to affirm is effective in the following calendar year, thirty days after notice of failure to affirm has been sent to the last known address of the member involved. Termination as a consequence of disruptive behavior can be completed by a two-thirds majority at a duly called meeting of the Board of Trustees in accordance with the Disruptive Behavior Policy. Terminations shall be documented in the Board meeting minutes.

Section 5. Reinstatement. Members who resign may be reinstated by making a written request for such action, delivered to the Church. Membership terminated by the Board of Trustees due to disruptive behavior may be reinstated by a two-thirds majority at a duly called meeting of the Board of Trustees. Members terminated due to failure to affirm may be reinstated by making an identified financial contribution.

Amended **ARTICLE IV: BOARD OF TRUSTEES**
6/20/01

Amended Section 1. Designation. The Board of Trustees shall be composed of:
6/20/01

Amended Ten Trustees, of which one shall be Chair, Chair-Elect, Past Chair,
1/24/99 one Secretary, one Treasurer; and one Chair of the
Church Council.

Amended Section 2. General Powers. The Board of Trustees shall have responsibility for
6/20/01 the business, property, assets, and affairs of the Church business meetings, fix
the hour and place of the Church business meetings, make recommendations to the
Church, and shall perform other duties as specified by these bylaws. The Board
shall be subject to the orders of the Church, and none of its acts shall conflicts with
action taken by the Church. The Board shall be bound to uphold the mission and
vision of Second Unitarian and honor the Unitarian Universalist Principles.

Amended Section 3. Meetings. Unless otherwise ordered by the Board, regular meetings
6/20/01 of the Board of Trustees shall be held monthly. Special meetings of the Board
may be called by the Chair and shall be called upon written request of three
members of the Board.

Amended Any member of the Church may attend any general meeting of the Board. Any
6/20/01 member may be recognized to speak on any matter or to make or second any
motion, provided that such matter or motion is a proper matter for that meeting.

Section 4. Notice. Notice to the members of the Church of a meeting of the Board
of Trustees shall be given by publication in the newsletter, if possible, and at a
Sunday Service, except that for cause the Board may waive such notice. Notice to
the Trustees of any meeting of the Board shall not be required except that in the
event of a special meeting, an attempt shall be made to notify each Trustee at least
24 hours before such meeting.

Section 5. Proxy. No Trustee may vote by proxy at any meeting of the Board of
Trustees.

Amended Section 6. Election and Term of Office. The officers shall be elected at the 5/22/83
annual meeting in accordance with Article IX.

5/19/02

Amended The terms of the Chair-Elect, Chair, and Past Chair shall be one year in a three
1/24/99 year progression. The terms of the Secretary, Treasurer and Chair of the
Church Council shall each be two years, arranged so that the terms of the Secretary
and Treasurer expire in the following year. The terms of the remaining four trustees
shall be three years arranged in a rotating basis. The officers shall serve for the
terms specified above or until their successors are elected. Their terms shall begin
on July 1 following the annual meeting at which they are elected.

Amended Vacancies among the officers may be created by, among other circumstances,
6/20/01 an increase in the number of officers, failure to elect at the annual meeting
enough officers to fill all vacancies then existing, resignation or removal.

Vacancies among the officers may be filled by a majority vote of the Board. An
officer appointed by the Board shall serve until the next July 1st; the successor to
any officer appointed by the Board shall be elected at the annual meeting next following the
occurrence of the vacancy involved.

Amended Generally, if the Chair-Elect is unwilling to serve as Chair, the nominating 6/20/01
committee shall give preference to a current member of the Board.

Amended

6/20/01 Section 7. Eligibility. Each officer must be a member of the Church and must
have been a member for at least one year preceding taking office.

Section 8. Removal. If a Trustee is absent from Trustee meetings for two
consecutive months, without notice and without reasonable cause, or is absent from
Church services for six months or more, the Board may declare that office vacant.

Section 9. Compensation. Trustees shall not receive any compensation for
services performed or merchandise provided, except as reimbursement for
authorized expenses.

Amended

6/20/01 Section 10. Conflicts of Interest. A Trustee shall not vote on any matter before the
Trustees in which the Trustee has a direct personal interest. If any matter comes
before the Board which a Trustee has a personal interest, the Trustee must
immediately inform the Board.

Amended

6/20/01 Section 11. General Duties. The officers shall perform the duties prescribed by
these bylaws and by the parliamentary authority adopted by the Church. Trustees
are expected to attend meetings of the Board of Trustees or to notify the Chair or
the Secretary if they cannot do so.

Section 12. Duties of the Chair. The Chair shall be in the chief executive officer of
the Church; shall see that the orders and resolutions of the Board of Trustees are
carried into effect; shall preside over all meetings of the Church and of the Board of
Trustees; and shall in general, perform all duties incident to the office of the Chair of
a corporation subject to control by the Board, and such other duties as may be
assigned by the Board. In the event of the absence, disability, or refusal to act of

the Chair, the Board shall have all the powers of and be subject to all the restrictions upon the Chair.

Amended 6/20/01 Section 13. Duties of the Chair-Elect. The Chair-Elect will assume the office of Chair upon the death, removal, or resignation of the Chair, If the Chair is deemed by a two-thirds vote of the Board to have a long-term disabling condition that prohibits her/him from carrying out the duties of the office, the Chair will be removed and replaced by the Chair-Elect.

Section 14. Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Church and of the Board of Trustees; shall give all notices required by statute, bylaw or resolution; shall be responsible for entries in the official membership record book; and shall in general perform all duties incident to the office of secretary of a corporation, subject to control by the Board, and such other duties as may be assigned by the Board.

Section 15. Duties of the Treasurer. The Treasurer shall be the chief financial officer of the Church; shall have custody of the funds and securities of the Church; and shall in general perform all duties incident to the office of treasurer of a corporation, subject to control by the Board, and such other duties as may be assigned by the Board.

Section 16. Duties of the Chair of the Church Council. The Chair of the Church Council shall preside over meetings of the Church Council; shall represent the Church Council to the Board of Trustees; and shall perform such other duties as may be assigned by the Board.

ARTICLE V: MEETINGS

Amended 5/19/85 Section 1. Annual Meeting. The annual meeting of the Church shall be business meeting and shall be held each fiscal year in May, at a time and place determined by the Board, unless otherwise ordered by the Church.

Amended 6/20/01 Section 2. Special Meetings. Special meetings of the Church, also known as a congregational meeting, shall be business meetings and may be called by the Board. A special meeting must be called by the Board promptly upon receipt of a written request for such a meeting signed by at least the number of members needed to constitute a quorum at a business meeting, provided that such request states the purpose of the special meeting.

Other meetings may be called, also known as Town Hall meetings, may be called to discuss an issue without taking binding action. A Town Hall meeting may be organized by one or more church members to present a subject for discussion.

Section 3. Notice. Notice of the annual meeting or of any special meeting of the Church shall be mailed to all members at their address of record at least 15 days prior to such meeting. In addition, notice of such meeting shall be made at the service, if any, on each of the two Sundays immediately prior to such meeting. Such notice shall state the time, date, place and purpose of such meeting. The statement of the Secretary shall be conclusive evidence that due notice has been

given.

Section 4. Quorum. A quorum at any business meeting of the Church shall consist of twenty-five percent of the members, as verified by the Secretary. If a quorum as defined above is not present at any meeting of the Church, those present may adjourn the meeting to a later date, and from time to time thereafter until a quorum is present. Notice of the adjourned meeting shall not be required.

Amended Section 5. Proxy. Generally, no member may vote at any meeting by proxy.
6/20/01 In cases of extreme hardship, the Board shall have the authority to allow for proxy vote, i.e. for hospitalizations. It shall be the duty of the Secretary to certify the proxy vote.

Section 6. Procedure. The majority vote at any business meeting of the Church at which a quorum is present shall be the act of the Church, unless the act of a greater number is required by law, or the Church's parliamentary authority or by some provision of these bylaws.

Amended **ARTICLE VI: MINISTER**
5/19/02

Section 1. Search Committee. A Search Committee, elected in accordance with Article IX, shall be called to fill a ministerial vacancy caused by retirement, resignation, termination or death. Once formed, vacancies on the Search Committee caused by resignation shall be filled by recommendation of the Nominating Committee and majority vote of the Board of Trustees.

Section 2. Calling a Minister. The Search Committee shall follow the guidelines set forth by the UUA in selecting a candidate to recommend to the congregation. The candidate recommended by the Search Committee shall be voted on at an Annual or special meeting of the Church. The notice of the meeting shall state that the vote will be taken at that meeting. No Minister shall be called who does not receive the affirmative vote of at least three-quarters (3/4) of the eligible voting members present at such a meeting.

Section 3. Dismissing a Minister. A Minister may be removed only by a vote of at least two-thirds (2/3) of the eligible voting members present at an Annual or special meeting of the Church. When removal of a Minister is scheduled for action at such a meeting, the meeting notice shall so state.

Section 4. Duties and Salary. The specific duties and salary of the minister shall be determined by the Board of Trustees. The minister shall serve as ex officio member of all Church committees except the Nominating Committee.

Section 5. Intern Ministers. An Intern Minister shall be called by the Board after consultation with the Minister and after receiving an advisory affirmative vote of at least two-thirds (2/3) of the eligible voting members present at an Annual or special meeting called for that purpose. Final decision for termination of employment rests with the Board after consultation with the Minister.

ARTICLE VII: COMMITTEES

Section 1. Appointment. One or more committee chairs shall be appointed by the Board Chair as the Church or the Board of Trustees shall from time to time deem necessary to carry on the work of the Church. The Chair shall be ex-officio a member of all committees or councils except the Nominating Committee.

Section 2. Termination. Appointments to committees or councils shall terminate at the end of the fiscal year, unless terminated sooner by resignation, termination of Church membership or action of the Board.

Amended 5/31/87 Section 3. Church Council. The Church Council shall consist of the Chair of the Church Council, the Chair of each committee designated by the Board of Trustees as a Church Council committee, and such other individuals as the Board may designate. The Board may authorize election by the Congregation of a specific number of at-large Council members for specified terms. At-large Council members shall be subject to the same conditions of nomination, election, eligibility, removal, compensation, and conflicts of interest as Trustees.

ARTICLE VIII: ADMINISTRATIVE ROUTINE

Section 1. Gifts. Only the Board of Trustees may accept on behalf of the Church any contribution, gift, bequest or devise for the general purposes or for any specific purposes of the Church.

Section 2. Contracts. The Board of Trustees may enter into any contract or execute and deliver any instrument in the name of the Church, unless otherwise directed by some provision of these bylaws or by order of the Church.

Section 3. Indebtedness. No unbudgeted borrowing may be made in the name of the Church except upon approval at a business meeting of the Church.

Section 4. Fiscal Year. The fiscal year of the Church shall begin on July 1 and end on June 30 of the following year.

Section 5. Financial Records. The financial records including the books of account shall remain the property of the Church at all times. These records shall be open to inspection by any member of the Church, except for records of pledges of other members, and where a donor has requested anonymity.

Amended 6/20/01 Section 6. Records. The records of the Church including minutes of business meetings and Church Council meetings shall remain the property of the Church at all times. These records shall be open to inspection by any member of the Church.

Section 7. Deposits. All funds of the Church shall be deposited promptly to the credit of the Church in such banks or other depositories as the Board may determine.

Section 7. Checks. All checks drawn in the name of the Church shall be signed by two trustees.

Section 8. Audit. The Board shall select an auditor who shall audit the Church's financial statements and books of account each fiscal year, and make an audit report to the Board. The Board shall make this report available to the members of the Church.

Section 9. Dissolution. In the event of dissolution, the Church shall, after payment of all liabilities, distribute any remaining assets to the Central Midwest District (Unitarian Universalist) or its legal successors, for the extension of denominational work.

Section 10. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Church in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Church may adopt.

Adopted

1/11/04 **ARTICLE IX: ENDOWMENT FUND**

Section 1. Endowment Committee. The Endowment Committee (hereinafter "Committee") shall consist of three members, each of whom shall serve for a term of three years, except as limited herein. The minister and the Chair, or the Chair's designee from among the members of the Board, shall be non-voting advisory members of the Committee. In the event of a vacancy on the Committee the Board shall select a member to fill the vacancy until the next annual meeting, at which time the congregation shall elect a member to fulfill the term of the vacancy. The Committee may request other members of the congregation to serve as advisory members. Members of the Committee shall receive no compensation from the Fund or otherwise for their work on the Committee.

Section 2. Initial Appointment. Upon creation of the Committee the congregation shall elect one member to the Committee for a three-year term, one member for a two-year term, and one member for a one-year term. Thereafter, Committee members shall be nominated by the Nominating Committee and elected to three-year terms by the congregation.

Section 3. Endowment Fund. There is established a separate Second Unitarian Church of Chicago Endowment Fund ("Fund") apart from the general operating and capital funds of the congregation. The Fund shall support the religious mission and work of the congregation through receipt and management of, for example, gifts of property (cash, stock, bonds, real estate), charitable bequests in wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans. All assets of the Fund are to be held in the name of Second Unitarian Church. All gifts to the Fund shall be deemed in compliance with Article VIII, Section 1 of these By-Laws. The Fund shall not be the source of any loans and shall not be pledged as collateral for any loan.

Section 4. Management of Fund. The Committee shall be the custodian of the Fund. The Committee shall manage the assets of the Fund, including, but not limited to, stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, provided that the Committee shall make such management decisions pursuant to a written

investment policy approved by the Board. The Committee shall abide by and keep a record of the terms and restrictions of all gifts to the Fund and shall determine what is principal and what is income according to generally accepted accounting principles. The Committee shall lead or assist Board-approved efforts to inform members of the congregation of the purposes of the Fund and provide members information that members may share with their own financial and legal advisors when making contributions to the Fund. At the expense of the Fund the Committee may provide for such professional counseling, advice, representation and review on investment, accounting, legal, or other matters pertaining to the Fund as it deems to be reasonably necessary, provided that such paid advisors shall be independent from the congregation.

Section 5. Committee Proceedings. The Committee shall meet at least quarterly. A quorum shall consist of two members. A two-vote majority is required to carry any motion or resolution. The Committee shall elect from its membership a chair and a secretary, who shall keep a complete copy of minutes and assist the Treasurer in maintaining complete and accurate books of accounts for the Fund.

Section 6. Audit. The books of the Fund shall be audited annually by a certified public accountant or other appropriate person who is not a member of the Committee. Such person may be paid as provided in Section 4. The Committee shall report on a quarterly basis to the Board and, at each Annual Meeting of the congregation, shall render a full and complete account of the administration of the Fund during the preceding year. The identity of contributors to the Fund and the amounts of their contributions shall not be publicly disclosed in any report to the Board or the congregation or otherwise except with the consent of the contributor.

Section 7. Liability. Members of the Committee shall not be liable for any losses that may be incurred upon the investment of the assets of the Fund except to the extent that such losses shall have been caused by their bad faith or gross negligence. No member of the Committee shall be personally liable as long as she or he acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or gross negligence and shall not be liable for the acts or omissions of any other member. No member of the Committee shall engage in any self-dealing with the Fund or in any transactions with the Fund in which the member has a direct or indirect financial interest, and shall at all times refrain from any conduct in which her or his personal interests would conflict with the best interests of the Fund.

Section 8. Distributions. Gifts, bequests and income to the Fund shall accumulate until the principal amount of \$75,000 is achieved, after which some or all of the income generated from the investment of principal may be expended pursuant to a written distribution policy approved by the Board. Such policy will be designed to, at a minimum, preserve the principal of the Fund. Distributions from the Fund may be made annually to programs in the following categories based on recommendations made by the Committee and approved by the Board after consultation with the congregation at the Annual Meeting:

1. Outreach into the community to further the church's mission of supporting individual and collective service to the larger community, including, but not limited to, grants to local social service agencies or

institutions to which this congregation relate and to programs designed to assist and empower those persons throughout the world who are in spiritual and/or economic need;

2. Supporting the wider mission of Unitarian Universalism, including, but not limited to, grants to the UUA or its successor and to UUA-affiliated theological schools, conferences and camps;
3. Scholarships or grants to members (including children) and staff of Second Unitarian for the purpose of attendance at UU-related conferences, or such other education and training that will enable members and staff of this congregation to grow in faith and service to the community and Unitarian Universalism; and
4. Capital improvements or debt reduction associated with the physical plant of the Church, but only upon a showing of compelling need.

No more than 75 percent of the money distributed annually from the Fund shall be distributed to projects in any one of the first three categories unless approved by a vote of the congregation. The congregation must approve the use of any money from the Fund for capital improvements or debt reduction associated with the physical plant of the Church by a two-thirds vote of the members of the congregation present at a meeting called specifically for the purpose of considering such question. Money distributed from the Fund shall not be used for general operating purposes. The Board shall report to the congregation annually the distributions from the Fund.

Section 9. Amending this Article. Any amendment to this Article that will change, alter or amend the purpose for which the Fund is established must be adopted by a two-thirds vote of the members of the congregation present at an Annual Meeting called specifically for the purpose of amending this resolution.

Section 10. Disposition of Fund. In the event that Second Unitarian ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be at the direction of the Board in conformity with these by-laws after consultation with the Unitarian Universalist Association and other appropriate experts. If specifically authorized by a two-thirds vote of the congregation a portion of the Fund may be transferred to support a new Unitarian-Universalist congregation established under the auspices of Second Unitarian.

Adopted **ARTICLE X: ELECTIONS**

5/19/02 Section 1. Nominating Committee. It shall be the duty of the nominating committee to nominate a candidate or candidates for the offices to be filled at the next annual meeting. The nominating committee shall consist of seven members, of which four are elected by the members of the Church and three are appointed by the Board of Trustees. The term of office for nominating committee members shall be one year. Vacancies occurring during the year will be filled by appointment by the Board of Trustees.

Amended

1/11/04 Section 2. Nominations. Nominations for Trustees, for the Nominating Committee, the Endowment Fund Committee and for a Search Committee when required shall

be made by the sitting Nominating Committee prior to the Annual or special meeting at which elections will be held. Nominations may be made from the floor immediately prior to the election. Nominations shall be made only with the consent of the person nominated.

Section 3. Notification. The names of persons nominated under Section 2 of this Article shall be published at least twenty (20) days in advance of the meeting where elections will be held.

Section 4. Election. Election shall be by ballot, except that if there be only one nominee for an office, or if the number of nominees for an office is equal to the number of identical offices to be filled, then the elections for that office may, at the Chair's discretion, be by voice vote. For the number of offices to be filled, the same number of persons receiving the highest number of votes shall be declared elected. In case of a tie which requires a new ballot, only the nominees involved in the tie shall be included in the tie-breaking ballot.

ARTICLE XI: AMENDMENT OF BYLAWS

Section 1. Amendments. These bylaws may be amended at any business meeting of the Church by a two-thirds vote, provided that notice for such meeting states intention to amend the bylaws and includes a copy of any proposed amendment.

Adoption and Amendment Summary:

Constitution Adopted	January 1937
Constitution Renamed Bylaws	May 1971
Bylaws Amended	May 1975
Bylaws Revised	April 1978
Bylaws Amended	May 1979
Bylaws Amended	May 1983
Bylaws Amended	May 1985
Bylaws Amended	May 1987
Bylaws Amended	May 1989
Bylaws Amended	January 1999
Bylaws Amended	May 2001
Bylaws Amended	May 2002
Bylaws Amended	January 2004