

AMENDED AND RESTATED CODE OF REGULATIONS
UNITARIAN UNIVERSALIST CONGREGATION OF CLEVELAND
EFFECTIVE February 1, 2019
Last Amended May 31, 2020

ARTICLE I - THE CONGREGATION

Section 1 This religious corporation (sometimes hereinafter referred to as the "Congregation"), which was organized in 1867 as The Church of the Unity, and into which was merged in 1932 The All Souls Universalist Church of Cleveland, and is the result of the reunification of the First Unitarian Church of Cleveland ("First Unitarian") and the Unitarian Universalist Society of Cleveland (the "Society"), shall be known as the Unitarian Universalist Congregation of Cleveland.

Section 2 This Congregation shall be affiliated with the Unitarian Universalist Association and/or such other bodies as the Members of this Congregation shall determine.

Section 3 In the event of dissolution of the Congregation: All debts, obligations, and liabilities of the Congregation, including costs of dissolution, shall be paid. All remaining Congregation property and assets shall be distributed to the Unitarian Universalist Association, for the benefit of any Unitarian Universalist Church, or Churches, in Cuyahoga, Geauga, Lake, Lorain, Portage, and Summit Counties in Ohio.

ARTICLE II - MEMBERSHIP

Section 1 Immediately upon the effective date of these Regulations, the Members of the Congregation shall include all persons who were considered members of either the Society or First Unitarian, with terms of membership to include the number of years each such person was a member of those congregations.

Immediately upon the effective date of these Regulations, the Friends of the Congregation shall include all persons who were considered friends of either the Society or First Unitarian, with terms of friendship to include the number of years each such person was a friend of those congregations.

Section 2 Thereafter, membership in this Congregation shall be open to any person sixteen (16) years of age or older who makes such desire known to the minister(s). In special circumstances, individuals under the age of 16 may be considered for membership. No applicant who meets the membership criteria shall be denied admission to membership.

A "Member" is one who has affirmed a commitment to the Congregation by signing the membership book and either submitted a pledge or made a financial contribution to the Congregation. Membership shall be effective upon signing the membership book in the presence of a minister or a Trustee. The name of each new Member shall be reported from the pulpit or published in the newsletter.

The list of Members shall constitute the official roll for purposes of reporting membership to the Unitarian Universalist Association.

Section 3 The right to vote at any meeting of Congregation Members shall be limited to those who have been Members for at least ninety (90) days prior to the scheduled meeting.

Section 4 A "Friend" is one who wishes affiliation with the Congregation, has submitted a pledge or made a financial contribution, but has chosen not to sign the membership book. Friends, like Members, are expected to confirm their commitment to the Congregation each year. A Friend may serve on committees and hold appointive positions, but cannot vote at Congregation meetings, serve as committee chairs, serve on ministerial search committees, or hold elective office.

Section 5 Persons who fail to submit a pledge or make a financial contribution within ninety (90) days of the Congregation's Annual Meeting shall be asked whether they wish to maintain their affiliation with the Congregation,

Those indicating that they wish to withdraw from affiliation and those who do not respond, after reasonable efforts to contact them, will be withdrawn from affiliation and the mailing list, except in cases of serious illness or infirmity.

Section 6 The Board of Trustees may expel a Member by at least a two-thirds vote if the Member's actions are harmful or threatening to the Congregation, to the Congregation's employees, Members, or attendees of the Congregation's Sunday School, to any tenants, invitees or lessess of the Congregation, or to the property of the Congregation.

Section 7 Any Member or Friend may withdraw by written notification to the Board of Trustees for any reason, including transfer to another Congregation or religious society.

Persons whose names have been removed from membership, except under Section 6 above, who wish to reinstate their membership, may do so by resigning the membership book and either submitting a pledge or making a financial contribution to the Congregation.

ARTICLE III - MEETINGS OF THE CONGREGATION MEMBERS AND ELECTIONS

Section 1 The Annual Meeting of the Congregation Members shall be held on or between May 1 and the second Sunday in June, as determined by the Board of Trustees.

Section 2 Business to be conducted at the Annual Meeting shall include:

- a) Elections of Trustees and Leadership Development Committee members
- b) Annual report of the Congregational Minister
- c) Treasurer's report
- d) Approval of the budget for the coming fiscal year
- e) Other business raised by the Board of Trustees or any Congregation Member

Section 3 Special meetings of the Congregation Members may be called at any time by the Board of Trustees. In addition, a special meeting shall be called by the President upon written request signed by at least twenty-five (25) voting Members of the Congregation, which request shall set forth the purpose of the meeting.

Section 4 Notice of meetings of the Congregation Members shall be delivered by mail, email or other authorized communication method to the addresses of the Members as they appear in the records of the Congregation, and posted on the Congregation bulletin board for at least fifteen (15) days prior to the meeting. Such notice shall clearly state the time and place of the meeting and, in the case of a special meeting, the specific purpose of the meeting. No matter shall be considered at a special meeting other than those specified in the notice.

Section 5 Twenty percent (20%) of the Members of the Congregation attending in person shall constitute a quorum for all meetings of the Congregation except when the purpose is to call or dismiss a minister, in which case twenty five percent (25%) of the Members of the Congregation attending in person shall constitute a quorum. All actions shall be taken by a majority of the Members present or voting by absentee ballot, unless otherwise specified in these Regulations. All voting shall be by voice or standing for a count or, at the discretion of the President or upon request of at least ten (10) Members present at the meeting, by secret ballot, with verification of member status. At the discretion of the President, a list of those eligible to vote as of the date of any meeting shall be posted at least one month before the meeting. No vote, other than on a motion to adjourn, may be taken in the absence of a quorum.

Section 6 Nominations

- a) The Leadership Development Committee shall present at the Annual Meeting a list of nominees for election to the Board of Trustees sufficient to maintain the composition of the Board set forth in Article IV below, at least two (2) nominees for election to the Leadership Development Committee, and other nominations as may be requested by the Board of Trustees. All such lists and nominations shall be posted on the bulletin board of the Congregation not less than fifteen (15) days prior to the Annual

Meeting. ([amended 2019](#))

- b) A nomination for any specific elective position may also be made by petition to the President signed by at least ten (10) Members, provided that for a period of at least fifteen (15) days prior to the Annual Meeting, such petition shall have been posted on the bulletin board of the Congregation and a copy thereof shall have been presented to the President or Secretary.
- c) All nominees for elective positions shall be Members of the Congregation who have reached the age of eighteen (18). A nominee for election to the Board of Trustees shall have been a Member of the Congregation for at least three (3) years as of the date of the Annual Meeting at which his or her name will be presented.

ARTICLE IV - THE BOARD OF TRUSTEES

Section 1 The governance of the Congregation shall be vested in a Board of Trustees, which shall consist of Members elected in accordance with the provisions of these Regulations.

Section 2 Immediately upon the effective date of these Amended and Restated Regulations, the Initial Board of Trustees (the "Initial Board") shall consist of fourteen (14) members ("Initial Trustees"), selected as follows: eight (8) Trustees elected by the members of First Unitarian by a process determined by the members and board of such organization in their sole discretion; four (4) Trustees elected by the members of the Society by a process determined by the members and board of such organization in their sole discretion; the Past President of First Unitarian, that being the individual serving as the Past President of First Unitarian immediately prior to the effective date of these Regulations, or another individual designated by the Board to serve in such capacity; and the Past President of the Society, that being the individual serving as the Past President of the Society immediately prior to the effective date of these Regulations. All Trustees shall have full

voting rights. The Trustees shall be divided into four classes of Trustees as follows:

- a) One class of four Trustees, comprised of three (3) Trustees elected by the members of First Unitarian and one (1) Trustee elected by the members of the Society, who shall serve for a term of seventeen (17) months;
- b) One class of four Trustees, comprised of two (2) Trustees elected by the members of First Unitarian and two (2) Trustees elected by the members of the Society, who shall serve for a term of twenty-nine (29) months;
- c) One class of four Trustees, comprised of three (3) Trustees elected by the members of First Unitarian and one (1) Trustee elected by the members of the Society, who shall serve for a term of forty-one (41) months; and
- d) One class of two Trustees, comprised of the Past President of First Unitarian, as defined above, or another individual designated by the Board to serve in such capacity, and the Past President of the Society, as defined above, who shall serve for a term of seventeen (17) months or until such time as the term of the first President elected after adoption of these Regulations (the "Initial President") expires and his or her successor is elected.

As the term of each class of Initial Trustees described in subparagraphs (a) through (c) above expires, that class will be replaced by a class of three (3) Trustees elected by the Members of the Congregation at its Annual Meeting, pursuant to the processes set forth in this Code of Regulations. The result of the election of the new classes of Trustees shall be to transition, over a period of forty-one (41) months after the adoption of these Regulations, the size of the Board from its initial fourteen (14) members to the ultimate size of ten (10) members as set forth in Section 3 of this Article IV. For purposes of these Regulations, the term Initial Board shall refer to any Board of Trustees in office during the forty-one (41) month period following adoption of these Regulations, regardless of the size of the Initial Board at that time.

Upon the expiration of the term of office of the Initial President, such person shall become an ex officio member of the Board of Trustees, with voting privileges, as shall each immediate past President subsequently.

Any vacancy in the Initial Board, however occurring, shall be filled by an individual selected by the Initial Board by a vote of a number of Initial Trustees equal to one greater than two-thirds of the total members of the Initial Board, to hold office for the whole or balance of the term to which such Trustee was elected.

Section 3 Upon expiration of the terms of all members of the Initial Board, the Board of Trustees of the Congregation shall consist of ten (10) members, including nine (9) elected members and the Past President of the Congregation. The elected Trustees shall be divided into three groups of three (3) Trustees. Each year, one group of three (3) Trustees shall be elected by the Members at the Annual Meeting to serve a term from July 1 following their election through June 30 following the third Annual Meeting following their election. ([amended 2020](#)) At the end of a Trustee's first three (3) year term, the Trustee may stand for reelection for a second three (3) year term if so nominated by the Leadership Development Committee. After such Trustee is elected for two (2) consecutive three (3) year terms of service, she or he shall not be eligible to stand for election for another term until such time as such Trustee has been off the Board for one (1) full year (being the time from Annual Meeting to Annual Meeting). A Trustee beginning Board service by filling a vacated but unfinished term would be eligible for reelection to two (2) full three (3) year terms, and thus would be eligible to serve longer than six (6) consecutive years (provided that such Trustee would only be eligible for election to two (2) full three (3) terms if the vacated but unfinished term they were appointed to had less than two 2 years remaining; if such appointed Trustee filled a vacancy for greater than

two (2) years then such appointed Trustee would only be eligible for election to one (1) full three (3) year term).

A vacancy on the Board may be filled for the unexpired term by the vote of a majority of the remaining Trustees at a meeting of the Board of Trustees.

The immediate past President shall serve on the board ex-officio for one year, or until the next President's successor is elected and qualified, and shall be a full voting member.

Section 4 Unless otherwise fixed by the Board of Trustees, the fiscal year of the Congregation shall be July 1 through June 30.

Section 5 The Initial Board of Trustees shall have the power to remove for cause any Initial Officer or Initial Trustee by a vote of a number of Trustees equal to one greater than two-thirds of the members of the Initial Board. At any time after the expiration of all the terms of all the Initial Trustees, the Board shall have the power to remove for cause any Officer or Trustee by a vote of not less than two-thirds of the Board.

Section 6 Except as the Board of Trustees may otherwise determine, it shall hold a regular meeting each month, on such date and at such time and place as the Board may designate. Special meetings may be called at any time by the President or any three (3) Trustees. Notice of any meeting shall be given to all Trustees by any method permitted by law at least five (5) days prior to each meeting. In the case of special meetings, the notice shall include the purpose of the meeting. All Congregation Members are welcome to attend Board meetings, except when an Executive Session has been called. Members may address the Board only by prior arrangement with the President.

Any meeting of the Board or its Committees may be held through any form of electronic communication pursuant to which each Trustee is able to hear and participate, or in any other manner permitted under the laws of the State of Ohio. Such participation will constitute attendance at such meeting for purposes of determining quorum or for any other purpose.

At each meeting of the Board, a number of Trustees greater than one-half of the total members of the board will constitute a quorum. Unless otherwise specified, the act of a majority of a quorum at any meeting shall be the act of the Trustees.

Section 7 The Board of Trustees shall act with reasonable diligence to carry out any directions resulting from action taken at any meeting of the Congregation Members, duly called and held.

ARTICLE V - THE OFFICERS

Section 1 Upon adoption of these Regulations, the officers shall consist of those set forth below, and shall serve for a term of seventeen (17) months, until the 2020 Annual Meeting. The Initial Board shall ensure that the Initial President and Initial Vice President are selected from among the members of each of First Unitarian and the Society, and are elected at the first meeting of the Initial Board after the effective date of these Regulations. The Initial President shall be elected by a vote of not less than two-thirds (2/3) of the Initial Board. The Initial President and Vice President shall be elected by the Initial Board no later than its first meeting held after the effective date of these Regulations, and the Initial Secretary and Treasurer shall be elected by the Initial Board no later than its second meeting after the effective date of these Regulations. Thereafter, the officers shall be elected by a majority of the Congregation's Board for the terms set forth below. No person may

hold more than one officer position within the Congregation at the same time.

Section 2 After the Annual Meeting of the Congregation Members, the Board, at its first regular or special meeting, to be held no later than June 30 of the year of the Annual Meeting, shall meet and choose from its members a President, a Vice President, and a Secretary. The Board shall also choose a Treasurer from the Members of the Congregation; not necessarily from the members of the Board. The terms of these Officers will begin immediately following this Board meeting and will continue until the next slate of officers is selected.

Section 3 The President shall preside at all meetings of the Members and of the Board of Trustees and of the Executive Committee. The President or his or her designee shall be an ex-officio member of all permanent Board committees as defined in these Regulations, shall represent the congregation and its Membership on all appropriate occasions, and shall perform such other duties as the Board of Trustees may prescribe.

Section 4 The Vice President shall act for the President in case of the absence, incapacity of, or need for assistance by the President, and shall perform such other duties as the Board of Trustees may prescribe.

Section 5 The Secretary shall be responsible for providing an accurate record of the proceedings of all official meetings of the Members, the Board, and the Executive Committee. He or she shall give appropriate notice of all meetings of Members and of the Board, shall oversee the posting and publication of notices as required by these Regulations, and shall perform such duties as the Board may prescribe.

Section 6 The Treasurer shall be responsible for the receipt and, except as otherwise specifically provided by the Board of Trustees, the safe keeping of all money and other personal property of the Congregation and be its disbursing agent. A surety bond satisfactory to the Board of Trustees may be furnished at the Congregation's expense for the Treasurer and for any employee who regularly handles funds, in such amount as the Board shall determine.

The Treasurer shall attend monthly Board Meetings and/or submit a monthly report thereto. In addition, the Treasurer shall cause to be kept a complete and accurate account of the finances of the Congregation on books which shall remain its property and which shall be open for inspection at any reasonable time to any member of the Board of Trustees; deliver a current report to the Board of Trustees monthly; and, upon request, render a current statement covering the immediately preceding fiscal year to the Members at each Annual Meeting. The Treasurer shall be responsible for ensuring that a statement will be sent to each Member and Friend of the status of that Member's/Friend's current pledge at such times and intervals as the Board may direct.

ARTICLE VI - THE MINISTERS

Section 1 The Congregational Minister shall be either a called minister, an interim minister, a developmental minister, or a contract minister, as described below.

Any called minister by the Congregation shall be chosen by an affirmative vote of at least three-fourths of the Members voting at a meeting of Congregation Members called for that purpose and shall continue in office during mutual satisfaction. Removal shall require a majority of Members

voting at a meeting called for that purpose. Members unable to attend meetings for calling or removing a minister may vote by absentee ballot in a procedure to be determined by the Board. Proxy voting shall not be permitted.

When an interim minister is required, the Board shall appoint an Interim Minister Search Committee, which shall search and make a recommendation to the Board, in accordance with Unitarian Universalist Association guidelines. The Board shall approve or disapprove the recommendation by an affirmative vote of not less than 2/3 of the members of the Board.

When a developmental, contract, or other minister is required, the Board shall hire an individual with the appropriate qualifications for the open position, at its discretion and by a process consistent with the Congregation's established personnel policies.

The Board is responsible for annual written performance reviews of the minister(s).

Section 2 The Congregational Minister, another staff member appointed by the Board, the past President and the Treasurer (or member of the Finance Committee designated by the Chair of the Finance Committee) shall comprise the Leadership Council (the "Council"). If for any reason the Treasurer, Finance Committee designee or the past President is unable to serve on the Council, a member of the Board shall be appointed by the President to serve. ([amended 2020](#)) The Council shall be responsible for the day-to-day operations of the Congregation consistent with policies established by the Board, and may, with the approval of the Board, appoint additional staff persons or Members to serve on the Council.

Section 3 The Congregational Minister shall be responsible for the pulpit; shall serve a leading role on the Congregation's Worship Team, shall have a day-to-day leadership role in general oversight and responsibility for Congregation programs and staff support, shall bring to the attention of the Board any matters which the Minister deems pertinent to the general welfare of the Congregation, and shall work in a collegial and collaborative fashion with the Board and the staff person in charge of religious education in promoting the objectives and purposes of the Congregation. The Congregational Minister shall make a full report to the Annual Meeting of Members.

Section 4 The minister(s) shall have the freedom, both in the pulpit and outside, to express their personal opinions. The ministers' personal opinions are not necessarily endorsed by the Congregation or the Board. A personal opinion or position expressed by a minister shall not serve as a basis for dismissal or any other sanction.

ARTICLE VII - THE CONGREGATION STAFF

Section 1 The Congregation is an equal opportunity employer and shall not discriminate in the employment of its ministers and/or staff on the basis of age, race, color, gender, gender expression, disability, or sexual orientation.

Section 2 The Leadership Council will work cooperatively to provide professional leadership in the execution of the purposes and objectives of the Congregation. As such, the Leadership Council is responsible for the administration and day-to-day management of the Congregation and supervision of both paid and volunteer staff, unless otherwise specified in other sections of these by-laws. The Leadership Council, upon request of the President, reports to the Annual Meeting of the Members.

Section 3 In all actions concerning employees, the Board and the Council shall operate within the Congregation's established personnel policies.

ARTICLE VIII - COMMITTEES

Section 1 General

Committees are established to support the work of the Congregation. Board committees provide strategic support to the Board and are subject to direction by the Board of Trustees. Lines of accountability for these committees shall be determined by the Board of Trustees. These Board committees will never interfere with the delegation of duties from the Board to the Leadership Council for the day-to-day management and administration of the Congregation. Free Standing committees do not report directly to the Board. Special or ad hoc committees (Refer to section 5) may be established for temporary or special reasons (for example, Ministerial Search, Future Search, etc.). All other committees are the volunteer staff committees of the Congregation, which work together with the paid, professional staff doing the work of the Congregation at the direction of the Leadership Council.

Section 2 Appointments

Except where otherwise provided, the President of the Board of Trustees shall appoint from the Members of the Congregation the chairpersons of the Board committees listed in this article and shall appoint or request the chairpersons of the committees to appoint the members of the committees. The President may appoint the chairpersons of subcommittees or may delegate this to the chairpersons of the parent committees. Unless otherwise

specified, membership of all committees shall include only those persons who are Members or Friends of the Congregation.

Section 3 Board Committees

Executive Committee

The Executive Committee shall consist of the following members: the President, Vice President, Secretary, the Treasurer of the Board, and the past President. Initially, upon adoption of these Regulations, the Past Presidents of both First Unitarian and the Society, as defined above in Article IV, or such other person as may be properly designated, shall serve as members of the Executive Committee, until such time as the term of the Initial President expires and his or her successor is elected. During the interim between meetings of the Board of Trustees, the Executive Committee may act for and on behalf of the Board on ordinary or emergency matters, and shall report its acts to the next meeting of the Board.

Finance Committee

The committee shall advise the Board regarding financial policies and procedures, and may include members who are not Trustees. The President shall appoint a Finance Committee Chair from the Members of the Congregation. ([amended 2020](#)) The Chair will be the liaison with the Board. One member of this committee may be designated Assistant Treasurer. The committee shall have supervision over all financial affairs of the Congregation. The committee shall prepare and submit an annual budget to the Board; the Board will review, modify, and submit the budget to the Membership at the Annual Meeting. All fundraising activities must be approved by this committee. The following are subcommittees of this

committee, all of which may include Members who do not serve on the Board, or Friends:

- a) A Stewardship Committee shall direct the annual fund drive.
- b) A Heritage Committee: This committee is responsible for developing programs to assure appropriate giving, e.g. bequests, by Members for purposes other than the support of the Congregation's regular operating expenses.
- c) A Capital Campaign Committee shall direct both major and minor (i.e., "cheerful project") capital campaigns.

Membership Committee

The Membership Committee shall support the recruitment of new members to the Congregation, and shall support programs and activities to enhance member engagement and collegiality among its members.

Investment Committee

The Investment Committee shall supervise the custody and investment of the funds of the Congregation and shall advise the Board with respect to investment policy. The committee shall have at least three (3) members. The chairperson of the Investment Committee shall not also serve as the chairperson of the Finance Committee.

Additional Board Committees

The Board of Trustees may provide for such other Board Committees as it deems desirable to assist the board in fulfilling its responsibilities and discontinue the same at its pleasure. Members of each additional Board Committee may include Members who do not serve on the Board, or Friends. Each Board Committee shall have such powers and perform such duties, not

inconsistent with law, the Articles of Incorporation and this Code of Regulations, as may be delegated to it by the Board of Trustees.

Section 4 Free Standing Committees

Leadership Development Committee

The Leadership Development Committee shall: (a) meet with prospective Trustees and recommend the slate of candidates for election and re-election to the Board; (b) identify and cultivate Members to serve as officers, Board members, and other leadership roles in the Congregation; (c) implement recommendations of the Board regarding the overall composition of the Board to ensure members represent diverse viewpoints and skillsets; (d) consult with committee chairs regarding potential non-board committee members that have potential to serve in leadership roles; and (e) develop and implement process for, and conduct, periodic leadership training for Members of the Congregation.

The Leadership Development Committee shall consist of six (6) members. In total, four members of the Committee, to be divided into two classes, each to serve staggered two-year terms, shall be elected by the voting Members present at the Annual Meeting from candidates nominated by the Leadership Development Committee, by petition as specified by these Regulations, or by nomination from the floor. Of these four members, except as noted below, two shall be elected at each Annual Meeting. In addition, two members shall be appointed by the Board from among its members, at its first meeting following each Annual Meeting, to serve for a period of one year. One Board appointed member will serve as Board liaison and may not be the chairperson of this committee. Upon adoption of these Regulations, and only for the initial composition of the Leadership Development Committee, four

Committee members, divided into two classes, shall be elected by the Members, with one of the classes of elected members serving for an initial term of one year in order to establish the ongoing schedule of staggered two-year terms as set forth above.

Election to the Leadership Development Committee shall require at least two years' Membership in the Congregation. A member of the Leadership Development Committee shall not serve in any other elective position except for the two members appointed by the Board. In addition, no person shall be eligible for re-election within a period of two years of having completed one term on the committee. In this regard, anyone having served greater than one year will be considered to have served one term.

Any vacancy occurring in the Leadership Development Committee shall be filled by appointment by the Board of Trustees, provided that the composition of the committee is maintained as described herein. As soon as feasible after its membership is fully determined, the Leadership Development Committee shall meet and elect one of its members, other than one who is also a member of the Board of Trustees, as Chairperson.

Section 5 With the approval of the Board, the President may create special, temporary Board committees or task forces for specific purposes and appoint their members and chairpersons.

Search Committees: Ministerial Search committees are formed to fill openings for called or interim ministers, in accordance with Unitarian Universalist Association guidelines. A Ministerial Search committee for a called minister is formed from Members of the congregation who are nominated by the Leadership Development Committee and elected by the

Congregation. Other search committees may be formed by action of the Board in its discretion.

Working Groups: The Leadership Council may also establish and manage committees, working groups or task forces as required to help conduct the work of the Congregation.

ARTICLE IX - AMENDMENTS

These Regulations may be amended or repealed in part or repealed entirely and new Regulations adopted at any Annual or Special Meeting of the Members where a quorum is present by a vote of 80% of the Members present during the first 17 months following the effective date of the plan of reunification, and two-thirds of the Members present thereafter, provided the proposed changes shall have been posted on the Bulletin Board of the Congregation and that the attention of the Members shall have been directed thereto in giving notice of the meeting, as provided in Article III, Section 4. At any Special or Annual Meeting, amendments germane to the subject matter contained in the posted proposals may be made without further notice.

ARTICLE X - CONFLICTS OF INTEREST

Section 1 A conflict of interest may exist when the interests or concerns of any Trustee, officer or staff member may be seen as competing with the interests or concerns of the Congregation.

Section 2 Any possible conflict of interest shall be disclosed to the Board of Trustees by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board of Trustees, the interested person shall call it to the attention of the Board of Trustees or its appropriate committee and such person shall not vote on the matter; provided however, that any Trustee disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee thereof.

Section 3 The person having the conflict shall retire from the room in which the Board of Trustees or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Trustees or committee with any and all relevant information.

Section 4

The minutes of the meeting of the Board of Trustees or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is uncertainty as to whether a conflict of interest exists, the matter shall be resolved by a simple majority vote of the Board of Trustees or its committee, excluding the person concerning whose situation the uncertainty has arisen.

Section 5

No employee of the Congregation shall serve as a Trustee nor shall any immediate family member of any member of the Leadership Council serve as a Trustee. For purposes of this provision, an immediate family member means the spouse, parent, child, sibling or domestic partner of a person.

ARTICLE XI INDEMNIFICATION

The Congregation shall indemnify every person who serves or has served as a Trustee, director or Officer of the Congregation to the fullest extent provided by, or permissible under, Section 1702.12(E) of the Ohio Revised Code. The indemnification provided for herein shall not be deemed to restrict the right of the Congregation to indemnify employees, agents and others as permitted by said Section 1702.12(E) and shall not be deemed exclusive of any other rights of indemnification that any person may have in any capacity as a matter of law, under any vote of the Board of Trustees, under any agreement, or otherwise. The Congregation may purchase insurance to cover any of the indemnity obligations of the Congregation.

Board of Directors of the Unitarian Universalist Congregation of Cleveland

Effective February 1, 2019

Class of 2020

Shane Millette Nancy King Smith Melissa Vandergriff

Cat White

Class of 2121

Erika Brown

Steve Doell

Wayne Jennings Susan Paterson

Class of 2022

Carol Gay

Bob Horan

Jennifer Pierce

Tadd Pinkston

Past President, First Unitarian Church of Cleveland

Tom McKenna

Past President, Unitarian Universalist Society of Cleveland Mary Schatzman

Change Log

2019

From:

Article III, Section 6

a) The Leadership Development Committee shall present at the Annual Meeting a list of nominees for election to the Board of Trustees sufficient to maintain the composition of the Board set forth in Article IV below, at least two (2) nominees for election to the Leadership Development Committee, and other nominations as may be requested by the Board of Trustees. All such lists and nominations shall be posted on the bulletin board of the Congregation not less than **thirty (30)** days prior to the Annual Meeting.

To:

Article III, Section 6

a) The Leadership Development Committee shall present at the Annual Meeting a list of nominees for election to the Board of Trustees sufficient to maintain the composition of the Board set forth in Article IV below, at least two (2) nominees for election to the Leadership Development Committee, and other nominations as may be requested by the Board of Trustees. All such lists and nominations shall be posted on the bulletin board of the Congregation not less than **fifteen (15)** days prior to the Annual Meeting.

Rationale:

Aligns nominations with other documents required for the Annual Meeting.

May 31, 2020

From:

Article IV, Section 3

Upon expiration of the terms of all members of the Initial Board, the Board of Trustees of the Congregation shall consist of ten (10) members, including nine (9) elected members and the Past President of the Congregation. The elected Trustees shall be divided into three groups of three (3) Trustees. Each year, one group of three (3) Trustees shall be elected by the Members at the Annual Meeting **to serve a term from the time of election until the third Annual Meeting following their election.**

To:

Upon expiration of the terms of all members of the Initial Board, the Board of Trustees of the Congregation shall consist of ten (10) members, including nine (9) elected members and the Past President of the Congregation. The elected Trustees shall be divided into three groups of three (3) Trustees. Each year, one group of three (3) Trustees shall be elected by the Members at the Annual Meeting **to serve a term from July 1 following their election through June 30 following the third Annual Meeting** following their election.

Rationale:

The amendment will ensure a smooth and orderly transition between Board and Officer classes, provide for continuous financial leadership, allow for onboarding of new Board Members, and the election of new Board Officers.

Article VI, Section 2

Current:

The Congregational Minister, another staff member appointed by the Board, the past President and the Treasurer shall comprise the Leadership Council (the "Council"). If for any reason either the Treasurer or the past President is unable to serve on the Council, another member of the Board shall be appointed by the President to serve. The Council shall be responsible for the day-to-day operations of the Congregation consistent with policies established by the Board, and may, with the approval of the Board, appoint additional staff persons or Members to serve on the Council.

Proposed:

The Congregational Minister, another staff member appointed by the Board, the past President and the Treasurer **(or member of the Finance Committee designated by the Chair of the Finance Committee)** shall comprise the Leadership Council (the "Council"). If for any reason the Treasurer, **Finance Committee designee** or the past President is unable to serve on the Council, **a** member of the Board shall be appointed by the President to serve. The Council shall be responsible for the day-to-day operations of the Congregation consistent with policies established by the Board, and may, with the approval of the Board, appoint additional staff persons or Members to serve on the Council.

Rationale:

The amendment will divide up the responsibilities of the Treasurer and provide maximum flexibility to the Board when asking volunteers to serve. This eases the burden on any one volunteer working on the congregation's finances and provides better checks and balances.

Article VIII, Section 3

Current:

Finance Committee

The committee shall advise the Board regarding financial policies and procedures, and may include members who are not Trustees. **The Finance Committee Chair shall be appointed from the Board.** The Chair will be the liaison with the Board.

Proposed:

Finance Committee

The committee shall advise the Board regarding financial policies and procedures, and may include members who are not Trustees. **The President shall appoint a Finance Committee Chair from the Members of the Congregation.** The Chair will be the liaison with the Board.

Rationale:

The amendment will divide up the responsibilities of the Treasurer and provide maximum flexibility to the Board when asking volunteers to serve. This eases the burden on any one volunteer working on the congregation's finances and provides better checks and balances.