DuPage Unitarian Universalist Church
Board of Trustees Meeting Minutes
May 17, 2022, 6:30 pm in-person and via Zoom
(Approval at the June 21, 2022 meeting)

Call to order: Jenny Hobbs

Roll Call: Board members: President: Jenny Hobbs, Ann Arellano, Kelley Trombly-Freytag, Lyndi Sprietsma, Linda Zetterberg, Karen Peck, Pat Lichtman, Diane Gelder and Katie Hay. Ex-Officio member: Connie Grant, Minister.

Board Covenant: We, the elected and ex-officio board members, act as a fully integrated part of our congregation. Guided by our seven UU principles, we encourage unity, honesty, transparency, and communication during this period of intentional change. We model curiosity, patience, and active listening. We are prompt, prepared, focused, respectful, and welcoming to all at meetings. We offer and accept constructive feedback, honor all voices, practice discretion and speak with one voice, unified in our work with the congregation.

Timekeeper: Diane
Process Observer: Karen

Review of Safety Procedures: Kelley

Welcome to Guests: None

Opening Words and Chalice Lighting: Ann

Gratitude:

- Jenny read the following to the Board:

  The Ministerial Search Committee for 2020-2022 is so grateful to the Board of Trustees of the DuPage Unitarian Universalist Church. Your work and leadership for the past several years put our church in a position to attract highly qualified ministerial candidates, especially this year.
  Candidates noted the work that has been done in several areas that made them interested in serving as our next settled minister. Those areas included a strong pastoral ministry program as exemplified by our Pastoral Ministry Associates, engaging Sunday services that include a multigenerational service each month and a Time to Gather for all ages each Sunday, a vibrant youth religious education program led by a credentialled Director of Religious Education, the use of technology to make our services and meetings accessible outside of our physical building and throughout the pandemic, our year-round stewardship program, our environmentally-friendly grounds and sanctuary, and especially the work around policy-based governance.
  Candidates also noted the strong sense of community in our congregation that continued to flourish throughout the pandemic. While we acknowledge that there is work still to do, we want our Board of Trustees to know that the work you have done made our church

attractive to great candidates. We are indebted to you and to those Board members who served in recent years.
We also want to bring to the Board's attention the publication *Widening the Circle of Concern: Report of the UUA Commission on Institutional Change.* This report, published in February 2020, was brought to the attention of the Ministerial Search Committee by ministerial candidates. While not all of us were able to read the complete report, we recognize the significance of this report and recommend that all congregants serving in leadership positions at DuPage read this report to understand what the future of Unitarian Universalism might be. We also want to encourage the board to consider ways DuPage can strengthen our relationship with our denomination. During interviews and pre-candidating weekends, we became aware of many resources and models that could energize our congregation and that would deepen and broaden our understanding and experience of Unitarian Universalism.
Thank you for the opportunity to serve our congregation as your Ministerial Search Committee.
Jane Gano, Kat Gelder, Dave Gorman, Bob Harris, Karen Hutt, Doug Kocher-Cowan and Sarah Lensink

- Pat thanks the North Lot Task force for all they hard work in transforming it. Pat suggests a dedication of the new property. Special shout outs to Susan Camasta and Joe Gano for taking the leads on this!

Check-in: Led by Jenny.

Changes to the Agenda:

- Item 6A added – Approve updated FY 22-23 Budget.
- Item 9Bb added by Ann – additional deepest gratitude.

Consent Agenda:

- Reports from the Minister and Advisory Committees
- Board of Trustees Meeting Minutes - April 19, 2022
- Delegates for GA
    - o Delegates will be Robert Skrocki, Caroline Bailey and Neil Lichtman.
- Endowment Grant Distribution
    - o The revised "Humanist Group - AV and Network Improvement" request for $4250 for Audio Visual improvements in the Learning Center was approved.
    - o The Media Services Backups request for $500 for a networked backup device was approved.
- DUUC Bylaws Final Draft for Presentation to the Congregation at 2022 Annual Meeting

DuPage Unitarian Universalist Church
Bylaws

Legal review: 5/4/2022
Board of Trustees approval: 5/17/2022
Congregational adoption: 6/5/2022

ARTICLE I: NAME AND AFFILIATION
The name of this Church is the DuPage Unitarian Universalist Church. The Church is a member congregation of the Unitarian Universalist Association. The Church maintains an historic affiliation with the American Humanist Association.

ARTICLE II: PURPOSE
Endorsing no creed, the DuPage Unitarian Universalist Church supports the free and responsible search for truth and meaning for all, and affirms the inherent worth and dignity of every person.

ARTICLE III: MEMBERSHIP IN THE CONGREGATION
Section 1. Full and equal membership in the Congregation of this Church will be open to all persons, without discrimination, who are at least sixteen years of age and who complete the joining process in accordance with the Membership Policy.

Section 2. Members will maintain active engagement in the life of the Church, including an annual pledge of financial support and financial contribution of record unless a waiver has been requested and granted.

Section 3. Voting privileges will commence after forty-five days of membership. On matters pertaining to purchase, sale or mortgage of the Church property, only members who are eighteen years of age or older may vote.

Section 4. Membership will cease in accordance with the Membership Policy.

ARTICLE IV: BUSINESS MEETINGS OF THE CONGREGATION
Section 1. As the fiscal year of the Church begins June 1, the annual Business Meeting of the Congregation will be held in the month of June, at a time and place determined by the Board. At this meeting, Officers and Trustees will be elected for the term beginning at the close of the meeting, and the operating budget for the next fiscal year will be adopted. Other business may be transacted. Reports of the committees and program teams will be submitted to the membership, as specified in the Business Meetings Policy.

Section 2. A standard quorum at any Business Meeting of the Congregation will consist of twenty-five percent of the members of the Congregation eligible to vote, except as otherwise specified in Article VII or the Business Meetings Policy. Vote passage will be a simple majority, except as otherwise specified in the Business Meetings Policy.

Section 3. Voting privileges and ballot types are permitted as outlined in the Membership and Business Meetings Policies.

Section 4. Other Business Meetings of the Congregation may be called, as set forth in the Business Meetings Policy. The purpose of such meetings must be stated in the notices of the meetings.

Section 5. Notice of all Business Meetings of the Congregation, including agenda, and - as appropriate - slate of nominees, will be given at least two weeks in advance of the meeting date.

Section 6. Business Meetings will be conducted according to the rules contained in "Robert's Rules of Order" most current edition, in all cases to which the rules are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Church may adopt as noted in the Business Meetings Policy.

ARTICLE V: BOARD OFFICERS AND TRUSTEES

Section 1. The Board of Trustees will exercise the corporate power vested in the Church by the State of Illinois.

Section 2. The Board of Trustees will consist of seven Trustees elected by the Congregation. There will be three Trustees-at-large and four trustees who will also be elected to a designated office as follows: President, Vice President, Treasurer, and Clerk. The Board will meet regularly to focus its energy on the core Board roles of fiduciary oversight, policy creation, delegation of authority, and evaluation of outcomes.

ARTICLE VI: NOMINATION, ELECTION, AND REMOVAL OF OFFICERS, TRUSTEES, AND OTHER DESIGNATED POSITIONS

Section 1. The Nominating Committee, as a standing Committee of the Congregation, will nominate a member of the Congregation for each of the seven Trustee positions and other elected positions as terms end, as described in the Nominating Committee Policy. The election will take place at the annual Business Meeting of the Congregation.

Section 2. Vacancies in any Officer position, Trustee-at-Large position, Nominating Committee position, or other elected position as described in the Policy Manual will be filled by vote of the Board for the remainder of the unexpired term.

Section 3. At a Business Meeting of the Congregation, on written petition by members and delivered to the Board Clerk, a resolution may be considered to remove any Trustee. Details will be as set forth in the Business Meetings Policy. Without limiting the foregoing, a Trustee may be removed from office, or the office may be declared vacant, by a Congregational vote, called in like manner as elections for Trustees, for failure to act, conduct contrary to our Congregational Covenant of Engagement (Policy 8.2.1), failure to uphold the Board Covenant (Policy 3.1.8), or for an abandonment of the Principles of the Church.

ARTICLE VII: MINISTER

Section 1. A person to be called as Minister of this Church must have ministerial standing in the Unitarian Universalist Association.

Section 2. The selection of a minister requires a ninety percent affirmative vote of the members voting at a Congregational meeting for which this agenda item has been legally announced and at which a quorum will be forty percent of the members eligible to vote. Voting privileges and ballot types will be as noted in the Membership and Business Meetings Policies.

Section 3. The Minister will perform duties as noted in the Delegation to Staff Policy.

Section 4. The Minister will be a member *ex officio* of all Boards, Committees, and organizations of the Church but will be without vote except in the Business Meetings of the Church as a member of the congregation.

Section 5. At a Business Meeting of the Church called by the Board of Trustees or on written petition by members and delivered to the Board Clerk, the following resolution to dismiss a Minister may be considered: "Resolved that the present ministerial relations with the Minister will be dissolved and terminated ninety days from the effective date of this resolution." The vote to dismiss a Minister requires a quorum of forty percent and a sixty-six percent affirmative vote of eligible members present at the Business Meeting legally called for that purpose.

ARTICLE VIII: ENDOWMENT FUND

Section 1. An Endowment Fund will exist to receive and invest special gifts apart from the general operating budget and other funds of the church.

Section 2. Income generated by the Fund will be used for the benefit of the church as determined through the budgeting process.

Section 3. All principal amounts must be invested in a wise, prudent and socially responsible manner in United States publicly traded securities.

Section 4. Principal amounts will be retained and, subject to Section 2, only the income expended, except that this Congregation may, in particular, temporary, difficult circumstances, and where the integrity of gift restrictions permit, by action in a duly called Business Meeting with a quorum of forty percent of the members of the Congregation eligible to vote established and a sixty-six percent vote of the membership present and eligible to vote, adopt a resolution to use a portion of the Fund principal for its operating budget.

ARTICLE IX: AMENDMENTS

Section 1. Amendments to the Bylaws may be proposed by the Board or upon written petition to the Clerk as prescribed in the Business Meetings Policy.

Section 2. Amendments so proposed by the Board or by members will be announced to the Congregation two weeks in advance of a regularly scheduled open meeting of the Board at which they will be discussed or further amended.

Section 3. If warranted, the Bylaws may then be amended by a sixty-six percent vote of the members eligible to vote and present at a Business Meeting of the Church.

ARTICLE X: DISSOLUTION OF THE CHURCH

In case of the dissolution of this Church as outlined in the Church Name, Affiliation, and Dissolution Policy, all its properties, real and personal, after paying all just claims upon it, will be conveyed to, and rest in, the Unitarian Universalist Association or its successor or successors, to be used in fostering the growth of Unitarian Universalism.

- **DUUC Policy Manual**

POLICY MANUAL
DuPage Unitarian Universalist Church
May 2022

[The Governance Advisory Committee and the law firm Rolewick & Gutzke have performed a review and alignment of the new Bylaws with this version of the Policy manual. The Governance Committee has communicated questions and gaps to the Board and other policy/procedure "owners" (Staff, Teams, Committees) who have responded and have written or polished the policies in question.

The activities above will provide the necessary level of documentation and detail for the June 2022 adoption of our new Bylaws, and with it our policy-based governance materials and process. Our transition is on a three-year schedule for full implementation, so please bear with us and we hope you participate in the journey.]

Governance
The philosophy of Governance at DuPage UU Church is guided by our policy-driven purpose and process. By governing in a strategic manner, the Board makes it possible for paid and volunteer staff to create, maintain, and monitor the programs for which this beloved community gathers to inspire our personal and spiritual journeys as we go out into the world, live our values and beliefs, so that we may return to share what we have learned.

Policy-driven Purpose and Process
A Policy is an authoritative written statement designed to manage many individual decisions over time. A policy provides the purpose and framework for decisions to be made away from the Board table. It may state intent, and may note rules for a course of action, such as permissions and limitations, or a process.

Policies may note appropriate administrative procedures and forms that comply with corresponding policies or reside in our accompanying Procedures Manual.

All policies, procedures and forms will be published on the church Website.

All policies will:

a. Comply with the Bylaws of DuPage Unitarian Universalist Church and State and Federal law.
b. be approved by the Board.
c. be named and numbered.
d. include the date the Board approved or amended the policy or a sub-policy.
e. include a statement of purpose.
f. be reviewed on a regular basis but no less often than every three years.

Policy Manual Table of Contents

Policy Manual

1.0 Mission Statement
Board reviewed: May 2022
Board approved:
We gather as an inclusive community to grow in character, mind and spirit and to transform the world toward fairness, love and compassion.

2.0 Vision Statement
Board reviewed: May 2022
Board approved:
Shared Values | Diverse Beliefs | Beloved Community

3.0 Board of Trustees
Board reviewed: May 2022
Board approved:

The Board will focus its energy on the core Board roles of fiduciary oversight, policy creation, delegation of authority, and evaluation of outcomes. The Board will engage in a fair and responsive process of decision making as it operates in a strategic manner with an emphasis on setting short- and long-term goals in keeping with the Mission and and Vision of the Church.

3.1 Board Duties and Responsibilities

The Board will govern primarily by discerning mission; planning for the future; partnering with the Minister and staff; and holding leaders of the Church, including its own members, accountable for their performance. Regularly scheduled meetings of the Board and its agenda will be communicated and meetings will be open to members unless prescribed by content of Executive Session.

3.1.1 The Board, Minister, and Staff (as recommended by the Minister) will create an annual church-year Vision of Ministry, based on Congregational conversations and timing noted in the Church calendar, with measurable goals for the Programs of the church for which the Minister and Staff will be held accountable.

3.1.2 The Board, in collaboration with Staff, will revisit the Church's Mission and Vision Statements every three to five years, and if warranted, initiate a collaborative process with the Congregation for its revision.

3.1.3 The Board will, in collaboration with Staff, and involvement of the Congregation, create and/or revise a strategic plan that includes Ends statements every three to five years, to offer guidance (through goal setting) for the prioritized work of the church.

3.1.4 The Board will develop and/or delegate the task of collecting and regularly monitoring data relative to the measurable goals it has set.

Board reviewed: Nov 2021
Board approved: Nov 2021 (3.1.5 and subs)
3.1.5 The Board will be responsible for Policy. The Board will develop a Policy Manual with policies that support the Bylaws and the work of the church, guiding the governance and ministries of DuPage UU Church according to the intent of Policy Based Governance.

3.1.5.1 All policies must be approved by the Board and placed in the Policy Manual to be official.

3.1.5.2 Additionally, procedures detailing how policy will be carried out by the Board and its Advisory Committees will be initially approved by the Board and reviewed thereafter on the governance calendar rotating schedule.

3.1.5.3 Procedures related to Congregational Safety policy will be approved by the Board and Minister.

3.1.5.4 Procedures must note alignment with appropriate policy and be approved and placed in the Procedures Manual to be official.

3.1.5.5 The Board may delegate policy and procedure review, revision, and drafting to the Governance Advisory Committee.

3.1.6 The Board and Minister will agree upon a process to annually assess the work of the Minister. Assessment methodologies will be collaboratively determined by the Board (or its designee) and the Minister.

3.1.7 The Board will approve a budget drafted by the Finance Committee, with or without modification, before that budget is submitted to the Congregation for final approval.

3.1.8 The Board will develop, review and/or revise a covenant for how it performs its work as a governing team. Items may include: preparing for meetings, attending meetings, punctuality, respecting all voices, working toward consensus, voting when necessary, appointing an executive committee, and speaking with one voice once decisions are made.

3.1.9 The Board will engage in self evaluation, based on its covenant and Vision of Ministry goals, at least annually.

3.1.10 The Board will evaluate annually the progress of Advisory Committees that report to the Board relative to the measurable goals it has set.

3.1.11 The Board will participate as designated in the Committees of the Board and Congregation procedure.

3.1.12 The Board will, when necessary to convene a Ministerial Search Committee upon the departure of a called Minister, gather input from the Congregation to nominate a slate of candidates for Congregational approval at a duly called Business Meeting.

3.1.13 The Board, Minister, Staff, and Church Leaders will do their work together in a spirit of openness, fairness, mutual respect, partnership, collaboration, and gratitude.

3.2 Roles of Elected Trustees
The Board will consist of seven members elected on term rotation at the annual Business Meeting of the Congregation; three Trustees-at-large and four trustees who will also be elected to a designated office as follows: President, Vice President, Treasurer, and Clerk. Each role will be a two-year term with a maximum of two consecutive terms in the same role. No person will occupy more than one elected position on the Board or other Committee simultaneously.

3.2.1 All Trustees will agree to and uphold the Board covenant, and perform such duties as may be prescribed by the Board in alignment with the Board Duties and Responsibilities Policy.

3.2.2 The President will preside over all Business Meetings of the Church and of the Board with a prepared agenda that advances the interests of the Church.

3.2.3 The Vice President will act in the absence of the President.

3.2.4 The Treasurer will manage fiscal resources in a responsible, accountable, and confidential manner.

3.2.5 The Clerk will act as secretary of the Congregation and Board of Trustees and will keep minutes of Board and Congregational Business Meetings.

4.0 Committees of the Board and Congregation
Board reviewed: May 2022
Board approved:

Standing Advisory Committees to the Board, and the occasional Ad hoc Committee or Task Force, exist to help the Board govern, but are not for Administration or Program management or to make decisions on the Board's behalf. Committees of the Congregation carry out the tasks necessary to further the ministries of the church by way of seeking leaders who, by employment or volunteering, carry out the work of the Church. (see Organizational Chart)

4.1 Finance Advisory Committee
As an Advisory Committee to the Board reporting monthly, Finance will manage an array of financial resources and activities of the church, including income, pledge payments, fundraising, gift giving including Endowment Fund, and expenses on a monthly basis throughout the fiscal year to ensure continued financial health of the Church.

4.1.1 Finance will propose a draft fiscal year budget, based on input from the Minister and other relevant sources, to the Board of Trustees for discussion, revision as necessary, and approval.

4.1.2 Finance will present the Board-approved budget for congregational review and feedback via discussion forums prior to the congregational vote to adopt at the annual business meeting.

4.1.3 Finance will use an investment strategy for the Church's Endowment Fund that seeks long-term growth of capital, with the secondary objective of obtaining current income. (approved 2/15/2022)

4.1.4 Finance will ensure that Endowment Fund investments are "wise, prudent, and socially responsible," as so deemed in the Fund's 1992 Enabling Resolution. (approved 2/15/2022)

4.1.5 Finance or its designee will evaluate plans for fundraising as to appropriateness, feasibility, potential profitability, volunteer commitment, and coordination with other pre-existing or ongoing fundraising efforts by the church. (approved 2/15/2022)

4.1.6 Finance will ensure that pledge or other donations via non-cash financial instruments are transacted promptly and communicated to the donor as described in the Gift and Stock Donations procedures.(approved 4/19/2022)

4.2 Stewardship Advisory Committee (approved 3/15/2022)
As an Advisory Committee to the Board reporting monthly, Stewardship will empower, inspire, and equip congregants with the knowledge and resources to be intentional year-round about support of the Church.

4.2.1 Stewardship will educate congregants about giving via financial pledging, participation in Auction or other fundraising activity, or in gift-giving through Endowment, as a reflection of their individual ministries in relation to the Church’s Mission and Vision.

4.2.2 Stewardship will engage with the Minister and others, including but not limited to Social Justice leaders, to propose appropriate levels and frequency of fundraising requests made to members for Board-approved external projects or organizations that align with our Mission, Vision, and annual church-year goals.

4.3 Governance Advisory Committee
As an Advisory Committee to the Board reporting monthly, Governance will engage in operational activities that allow the Board to focus on its role as fiduciary and the work of the Church to be accomplished with efficiency.

4.3.1 Governance will create and monitor Church-year calendar timelines and schedules for incoming Board member training, succession planning/leadership building, staff and elected leader evaluations.

4.3.2 Governance will engage in policy review or writing as assigned.

4.4 Personnel Advisory Committee
As an Advisory Committee to the Board reporting quarterly, Personnel will develop and review personnel policies related to employment, retention, performance of all employees, and delegation to Head of Staff. The policies will ensure compliance with applicable laws.

4.4.1 Personnel will maintain a Personnel Manual. The manual will be updated as necessary. The Minister and Staff will be made aware of any changes to policies and will have access to the Manual via the Church’s repository at all times.

4.4.2 Personnel will share oversight and evaluation of the Minister with the Board.

4.4.3 Personnel will seek guidance from UUA staffing updates, such as proposed changes to pay and benefits.

4.5 Nominating Committee
As an elected Committee of the Congregation, Nominating will maintain a roster of Church Officers and elected Committee positions and their term rotations as described in the Elected and Appointed Position Roles procedure. The Committee will nominate a slate of candidates for approval at the Annual Business Meeting.

4.5.1 The Committee will communicate the slate to the Congregation two weeks prior to the Annual Business Meeting, as noted in the Business Meetings procedures.

4.5.2 Nominating will evaluate the criteria for elected positions and the abilities of Church members, providing annual leadership development training for prospective lay leaders.

4.6 Ministerial Search Committee
As an as-needed Committee of the Congregation, members of the Committee will be appointed by the Board following a process of Congregational input.

4.6.1 Ministerial Search will study, follow, and execute the process and tasks aligned with the Unitarian Universalist Association's defined ministerial search timeline and guidelines to find a best-fit candidate for presentation to the Congregation.

4.6.2 A duly called Congregational Business Meeting will follow, to vote to call or not call the candidate as our settled Minister.

4.7 Ad hoc Committees and Task Forces
The Board of Trustees will create additional ad hoc Committees and Task Forces it deems necessary to perform time-limited assessment or tasks for the purpose of fulfilling its annual goals or newly defined projects and responsibilities.

5.0 Delegation to Staff
Board reviewed: May 2022
Board approved:
The Board will delegate the authority for the Minister as Head of Staff to manage the programs and resources of the Church, as prescribed and limited by Church policies. (See Organizational Chart.)

5.1 The Minister will manage the work of the Church in collaboration with and by delegation to the Staff.

5.1.1 The Minister and Staff will develop measurable goals annually for their work, individually and as a team, to accomplish the Mission and goals set by the Board.

5.1.2 The Minister, working with Staff, will annually review programs, teams, and groups regarding their purpose, performance, and intended outcomes in meeting the Mission and Vision of the Church.

5.1.3 The Minister will ensure procedures related to Church programming are written, updated as necessary, and placed in the Procedures Manual to be official. The procedures must note alignment with appropriate policy and be reviewed on the governance calendar rotating schedule.

5.1.4 The Minister and Staff will create additional ad hoc Task Forces it deems necessary to perform time-limited assessment or tasks for the purpose of fulfilling its annual goals or newly defined projects and responsibilities.

5.2 The Minister, as Head of Staff, will report to and be accountable to the Board of Trustees for his or her performance.

5.2.1 Staff will understand they report to and are accountable to the Minister for their performance.

5.2.2 The Minister will be responsible for administering day to day activities associated with selection, hiring, on-boarding, managing, supervising, and discharging of all paid Staff.

5.2.3 The Minister will schedule an annual process of performance evaluation with each member of Staff.

5.3 Staff Reports
The Minister will provide monthly written reports to the Board, including progress on Program and Mission goals delegated to and performed by paid or volunteer Staff. Reports must focus on progress of priorities, as set by the Board through the annual Vision of Ministry, and on compliance with Board policy.

5.4 Board Inquiries
The Board may request, through the Minister as Head of Staff, data, information, or advice from Staff and Program teams to support its regular function. Such requests must come from the Board as a whole and not from individual Trustees.

6.0 Membership
Board reviewed: May 2022
Board approved:
Membership will be open to all people without discrimination. Any person, at least sixteen years of age, may become and remain a member of this Church, provided agreement with the rights and responsibilities as articulated in the Membership procedures.

~~6.1 Members will be able to attend any meetings of the Board of Trustees, Committees, Task Forces, or Program teams, with the exception of meetings or portions of meetings as described in the Participation in Meetings procedure. the Board of Trustees when it meets in Executive Session, and the Personnel Advisory, Nominating, and Ministerial Search (when constituted) Committees.~~

6.1 Members will not be denied participation in any Church function due to a participant's inability to pay the activity fee. -

6.2 Members below the legal age of majority (eighteen in Illinois) will be prohibited from signing binding documents and may not serve as President or in elected office.

6.3 Any change to the Membership Policy will be communicated to the Congregation thirty days before the change takes effect.

7.0 Business Meetings
Board reviewed: Feb 2022
Board approved: 2/15/2022
The President of the Board of Trustees is accountable for the planning and execution of Business Meetings of the Congregation.

7.1 The President, or appointed designee, shall preside at all Business Meetings of the Congregation.

7.2 Voting privileges for any Business Meeting shall commence after forty-five days of membership. Ballots shall be permitted as defined in Business Meetings procedure.

7.3 The purpose of and quorum for any Business Meeting shall be stated in the notice of the meeting.

7.4 Except as otherwise provided, as in Article VII of the Bylaws (Minister) or in the Business Meetings procedure, passage of ballot items will be a simple majority of verified voting members attending the Business Meeting.

7.5 The Board, Committees, and Staff shall provide Annual Reports and the proposed fiscal year budget, available to the congregation two weeks prior to the Annual Business Meeting.

7.6 Other Business Meetings of the Congregation may be called by the Board, by the President, by the Minister, or upon written petition to the Clerk of the Congregation for purposes defined and detailed in the Business Meetings procedure.

8.0 Oversight
Board reviewed: May 2022
Board approved:
The Church will use as a base for its reporting and collaboration structure the Board-approved Organizational Chart that defines relationships for essential work of the Church. Within the daily operations to accomplish and communicate the Mission, Vision, and measurable goals with desired outcomes for the Church community, all participants in the work of the Church will employ a tool to identify parties who will be Responsible, Accountable, Consulted, and Informed (RACI), or another Board-agreed tool, to promote clarity and transparency in the process of those activities. Within those activities are parameters that encourage member participation and awareness and ensure watchful care for the people and resources vital to the health of the Church community.

8.1 Care for Staff
The Church will maintain a respectful work environment free of abuse, molestation, harassment, exploitation, and interpersonal violence, as well as maintain an environment free of discrimination and harassment based on race, color, ethnicity, religion, national origin, age, disability, genetic information, gender, sex, sexual orientation, sex or gender identification, and any other status protected under applicable federal, state, or local law.

8.1.1 The Personnel Manual will include but is not limited to ensuring equal opportunity employment, fair compensation, a process and schedule for annual performance evaluation, a grievance filing and resolution process, and compliance with all applicable laws.

8.1.2 The Personnel Manual will be accessible by Staff and the Congregation on the Church repository.

8.2 Care for People

The Church will be a welcoming community, inclusive and open to all. Staff and Members will be guided by our Principles, Mission, and Vision as we individually and collectively ensure the safety and well-being of our community in ways that include but are not limited to the following:

8.2.1 The Church will maintain a Covenant of Engagement: an environment free of abuse, molestation, harassment, exploitation, and interpersonal violence, as well as maintain an environment free of discrimination and harassment based on race, color, ethnicity, religion, national origin, age, disability, genetic information, gender, sex, sexual orientation, sex or gender identification, and any other status protected under applicable federal, state, or local law.

8.2.2 The Church will be welcoming, embracing, integrating and supportive of people and their families with visible and invisible disabilities, as described in the Accessibility and Inclusion statement.

8.2.3 The Church will welcome all as their full selves, respecting pronouns of choice, and single and family units of any size and description as aligns with the Unitarian Universalist Association's Welcoming Congregation program.

8.2.4 The Church will offer a grievance filing and resolution process for Church members who feel that the Church or individuals have caused a dispute. The process will be available in the Procedures Manual and on the Church website.

8.3 Care for Resources

The Minister, by way of direct oversight and delegation, will ensure reasonable care is taken to prevent harm to the Church's financial assets, property, credit, and tax exemptions and develop and follow administrative practices and procedures designed to prevent such harm.

8.3.1 The Minister must report promptly to the Board on any significant shortcomings in the implementation of the Financial Resources and Controls and Tax Compliance procedures.

8.3.2 Any member of the Congregation will be able to make a written request for financial information to the Treasurer who will provide the information unless it is in conflict with any other policy.

Board reviewed: July 2021

Board approved: July 2021
8.3.3 The Minister will have access to a Minister’s Discretionary Fund (MDF) to assist members and friends of the congregation and members of the larger community in meeting their basic living needs (such as shelter, food, utilities, medical) and other exigencies (such as transportation, fees).

8.3.3.1 Funds may be given as a loan or a gift, depending upon the person’s ability and the circumstances.

8.3.3.2 The minister has discretionary and confidential use of these funds with limitations and required periodic reporting described in the Minister's Discretionary Fund procedures.

Board reviewed: July 2021
Board approved: July 2021
8.3.4 Ministers and Employees will have available an Accountable Reimbursement plan with terms and conditions intended to comply with all applicable tax rules. The church will reimburse only reasonable ministry-related business expenses incurred by a minister or employee, as defined and described in the Accountable Reimbursement procedures.

8.3.5 The Minister will oversee or delegate to Staff the management, esthetics, and upkeep of the facilities, property, and grounds by way of contracting with appropriate businesses, engaging the Congregation for feedback when appropriate, and tapping the expertise of volunteer input and assistance as necessary. The Minister will be bound by scheduled reporting and evaluation of such oversight to the Board.

8.3.5.1 Contractors will be evaluated on an annual basis, according to expectations agreed on at the time of hire.

8.3.5.2 To maintain security for the Church, facilities access will be managed by the Administrator in accordance with the Key Issuance procedure.

8.3.5.3 Expertise of and management by volunteers will be accepted for appropriate tasks as identified in Facilities procedure documents.

8.3.5.4 The Congregation’s input will be sought for various grounds and facilities enhancement projects based on historical interest and future ownership of Church-wide projects.

8.3.6 Use of DuPage UU Church’s name for external purposes will be granted by the Minister when requested and appropriate, to promote the purposes of the Church and support member participation in matters that align with our Principles, Mission, and Vision and as defined in the Use of Church Name procedure.

8.4 Care for Process
Members will be encouraged to maintain church life awareness via church-wide communications and to participate in and provide input regarding the work of the church. In that manner, all Board of Trustees, Committee, Program Team, and Task Force meetings of the Church will be open and accessible, with the exception of meetings or portions of meetings that require confidentiality for the privacy of Staff or Members.

8.4.1 Meeting dates, times, and location/access information (in person or remote) will be posted on the Church calendar.

8.4.2 Among, but not limited to, the meetings that will be closed are Executive Sessions of the Board of Trustees, the Personnel Advisory, Nominating, and Ministerial Search (when constituted) Committees, as well as Pastoral Ministry Associates.

8.4.3 The Board, Committees, Teams, or Task Forces that conduct closed meetings will provide a high-level description of the work that is conducted.

9.0 Church Name, Affiliation, and Dissolution
Board reviewed: May 2022
Board approved:
The name of this Church is the DuPage Unitarian Universalist Church, originally incorporated as The DuPage Valley Unitarian Society.

9.1 The Church is a member of the Unitarian Universalist Association and maintains an historic affiliation with the American Humanist Association or their legal successors, and with other organizations approved by the Congregation.

9.2 In case of the dissolution of this Church, all its properties, real and personal, after paying all just claims upon it, will be conveyed to, and rest in, the Unitarian Universalist Association or its successor or successors, to be used in fostering the growth of Unitarian Universalism in the MidAmerica Region.

- **Business Meeting Procedures edits**

Ballots

- A~~n~~ mail-in ~~absentee~~ ballot for voting in the Annual Business Meeting will be ~~considered~~ provided on an individual basis due to established personal circumstance that prevents the member from attending the Annual Business Meeting in person or virtually~~. Members requesting a mail-in ballot for the Annual Business Meeting should contact the Board President no later than one month prior to the meeting.~~

Trustee removal per IL law - addition

Other Meetings and Removal, Amendment Procedures

Business Meetings for purposes other than business normally transacted at the Annual Business Meeting of the Congregation may be called by the Board, by the President, by the Minister, or upon written petition to the Clerk of the Congregation as described below. The purpose of the meetings will be stated in the notices of the meetings. Notice of these meetings will follow the standard Meeting Notice procedures above.

In addition, requests by the Congregation will follow these steps for placement of a resolution or amendment on the agenda of a scheduled meeting or to initiate a new call for a Business Meeting:

- A resolution to remove any Trustee requires a written petition of thirty percent of the members eligible to vote submitted to the Board Clerk. The Minister, President, and Clerk must be notified of the proposal in writing 30 days in advance of a **scheduled** Business Meeting. If **no scheduled meeting** is planned within one month, the Clerk will announce a date for a meeting within 14 days of the petition's receipt and no further than one month away, providing no less than two weeks' notice of the meeting. Quorum and vote passage is as described above.
    - By the process above and in the spirit of Illinois' Religious Corporation Act: a Trustee may be removed from office, or the office may be declared vacant, by a Congregational vote, called in like manner as elections for Trustees, for failure to act, conduct contrary to our Congregational Covenant of Engagement (Policy 8.2.1), failure to uphold the Board Covenant (Policy 3.1.8), or for an abandonment of the Principles of the Church.
- A resolution to remove the Minister requires a written petition of thirty percent of the members eligible to vote submitted to the Clerk. The Minister, President and Clerk must be notified of the proposal in writing 30 days in advance of a **scheduled** meeting. If **no scheduled meeting** is planned within one month, the Clerk will announce a date for a meeting within 14 days of the petition's receipt and no further than one month away, providing no less than two weeks' notice of the meeting. Quorum and vote passage is as described above.
- Amendment(s) to the Bylaws initiated by the Congregation or amendments germane to a Board-proposed amendment require a written petition of twenty percent of the members eligible to vote submitted to the Board Clerk. The Clerk will publicize the next Board of Trustees meeting where proposed amendments will be discussed at least two weeks in advance of the Business Meeting at which they will be presented for adoption. Quorum and vote passage is as described above.

- **Tax Compliance Procedure**

Tax Compliance

Responsible entity: Finance Advisory Committee
Date Approved: October 2003
Date Reviewed/Revised: 3/8/2022
Approved by the Board of Trustees:

DuPage Unitarian Universalist Church intends to comply fully with all tax regulations.

Income
Taxes
As a church, we are exempt from paying income taxes. The Administrator is responsible for maintaining documentation supporting this tax-exempt status, and for responding to inquiries from taxing authorities. [A copy of 501(c)(3) ruling should be attached.]

Payroll Taxes
The Church must withhold and match Social Security (FICA) and Medicare taxes, as well as withholding and remitting federal and state income taxes. The Controller is responsible for this activity and related reporting to the Internal Revenue Service (IRS) and Illinois Department of Revenue. Social Security and Medicare taxes are typically paid by the minister through the self-employment tax. However, and this is specific to ministers, they can file for an exemption. The Church is not responsible for either paying the tax or managing the exemption status of the minister.

Property Tax
As a church, we are exempt from paying property tax. The Treasurer is responsible for filings with, and responding to inquiries from, taxing authorities, in order to retain tax-exempt status for Church properties. [A copy of IL Dept of Revenue ruling should be attached.]

Sales
Tax
As a nonprofit organization, we are exempt from paying sales tax. The Administrator is responsible for renewing our sales tax exemption with the Illinois Department of Revenue prior to expiration. The Treasurer or Administrator will make available copies of the exemption letter to all persons who purchase goods on behalf of the Church, and will educate the congregation as to the availability of this cost-saving measure. (Note: we are not exempt from hotel, gasoline, and certain other taxes)(es.) [A copy of sales tax exemption letter should be attached.]

Unemployment Tax
Under Illinois law, churches are exempt from unemployment tax (per 8/13/99 memo from Barb Brown, CMwD District Compensation Consultant).

Support for Contribution Deductions
DuPage UU Church will comply with all IRS regulations governing support for contributions received from members and friends of the Church. Current regulations include the following:

$250 rule - Contributors who donate $250 or more are required to obtain a receipt to support tax deductibility of their gift. The Church will undertake to assist contributors in complying with this rule by rendering an annual statement listing gifts received and providing assurance that the donor received nothing of material value in exchange for contributions.

- **Finance Resources and Controls Procedure**

Finance - Financial Resources and Controls
Responsible Entity: Finance Advisory Committee
Reviewed by FAC: 4/12/2022

Reviewed by GAC and Board: May 2022
Approved by Board: Date

Aligns with Policy 8.3 Care for Resources

Expenditure and Contractual Authority

- Paid and volunteer Staff members of the Church will be authorized to expend funds that are delineated in the annual budget lines and for purposes consistent with the programs and activities for which they are responsible.
- The Minister is responsible for monitoring expenditures. If expenditures in a given category are expected to exceed budgeted amounts by more than 10 percent, the Minister will notify the Finance Advisory Committee, who will then make a recommendation to the Board for approval.
- The Minister will request approval from the Board for any unbudgeted expenditures that exceed 5 percent of the total operating budget approved by the Congregation.

Check Signing and Authorized Payments

- The Minister, Treasurer, and Administrator will assess ongoing procedures and efficiencies to determine traditional or electronic transactions as payment methods of choice.
- All transactions will be authorized and monitored, with appropriate documentation.

- **Program-related procedure Policy clarification**

Program-related procedures - policy clarification

Under Board responsibilities

3.1.5.2 Additionally, procedures detailing how policy will be carried out by the Board and its Advisory Committees will be initially approved by the Board and reviewed thereafter on the governance calendar rotating schedule.

3.1.5.3 Procedures related to Congregational Safety policy will be approved by the Board and Minister.

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3.1.5.5 The Board may delegate policy and procedure review, revision, and drafting to the Governance Advisory Committee.

Under Delegation to Staff

5.1.3 The Minister will ensure procedures related to Church programming are written, updated as necessary, approved by the Minister, and placed in the Procedures Manual to be official. The procedures must note alignment with appropriate policy and be reviewed on the governance calendar rotating schedule.

- The Consent Agenda was unanimously approved.

Items Removed from Consent Agenda: No items were removed.

Minister's Report: Rev. Connie

- Discussion was had regarding the new Covenant of Engagement.

Financial Reports: Linda and Lyndi

- Markets are down, so the Endowment Fund has suffered.
- SMILE is getting a lot of contributions and was split out of the Social Action Fund for better tracking.
    - Year-to-date Total Income minus Total Expense is + $56 K.
    - Review of revenue and expenses slides for the Annual Meeting.
        - Deficit budget to be covered by spending down this year's surplus.

New Business:

- Charter Finance Advisory Committee under charter dated 5/10/22
    - **Motion #1:** Linda moved that the Board of Trustees charter the Finance Advisory Committee, using the Charter dated May 10, 2022.
    - Motion seconded by Lyndi.
    - Motion passed unanimously.
- Appoint Kaiya Iverson as VP for 2022-2023
    - **Motion #2:** The Nominating Committee moves that the Board of Trustees appoint Kaiya Iverson as VP for 2022-2023.
    - Motion passed unanimously.
- Appointment to Governance Advisory Committee
    - **Motion #3:** Ann Arellano moves that the Board of Trustees appoint Jenny Hobbs as a member of the Governance Advisory Committee, effective June 2022.
    - Motion seconded by Kelley.
    - Motion passed unanimously.
- Appoint Installation/Ordination Task Force
    - **The ordination for mandi is set for September 17, 2022.**
    - **Motion #4:** Jenny Hobbs moves the Board of Trustees appoint Karen Hutt, Sarah Lensink, Jane Gano, Pat Lichtman, Karen Seymour and Ann Arellano to the Installation/Ordination Task Force.
    - Motion seconded by Karen Peck.
    - Motion passed unanimously.

Old Business:

- Complete Board Self-evaluation.
- Finalize planning for Annual Meeting.
    - Annual Report
        - To be finished by May 20th.
        - Will be distributed with announcement via email.
    - Logistics
        - Ann putting together a letter that outlines everything there is to know about the meeting to go out to the congregation.
    - Meeting Execution
        - Adjusted the agenda times.

Comments, Announcements, Other Business:

- Reports from the Timekeeper and Process Observer
- Other Comments and Announcements
    - Deepest gratitude to all Trustees and Connie from outgoing President, Jenny Hobbs
    - Deepest gratitude to Connie for her leadership, wisdom and knowledge over the past year.
    - Deepest gratitude to Jenny for her leadership and accomplishments during her tenure as board president.

Adjourn:

- Kelley moved to adjourn the meeting.
- Diane seconded the motion.
- The board voted unanimously to adjourn at 9:05 p.m.

Respectfully submitted by Katie Hay
Clerk, DuPage UU Church Board of Trustees