

Second Unitarian Church of Omaha
Nominations Committee
Responsibilities of Board of Trustees Members

From the Church Bylaws (updated May 15, 2005)

Article 7. Board Of Trustees

Section 7.1. Selection and Term.

The governing body of this church shall be a Board of Trustees consisting of eight members elected for two-year terms by the church membership. Four elective Trustees shall be elected for two-year terms each year at the annual meeting. The terms shall be staggered so that the terms of four Trustees begin each year. No person who has served two successive years on the Board of Trustees is eligible for election or appointment until that person has been absent from the Board for a period of not less than one year. No more than one family member from the same household shall serve on the Board of Trustees at the same time. No member of the congregation shall be eligible to serve on the Board of Trustees if a family member from the same household is an employee of the church. If the number of candidates for election to the Board of Trustees exceeds the number of seats to be filled, then voting at the annual meeting shall proceed by secret ballot with each voting member present at the meeting allowed to vote for a number of candidates equal to the number of seats to be filled. The candidate(s) receiving the highest number of votes shall be elected. There shall be separate nominations and elections for the regular two-year terms and for any unexpired terms. Terms of office for elective Trustees shall begin at the first Board meeting following the annual meeting. All Trustees shall have been Members and actively involved in the Church for at least two years.

Subsection 7.1.a

Four members of the Board of Trustees will be elected at the 2005 Annual Meeting creating a seven member Board for the 2005-2006 church year only. Another four members will be elected to the Board of Trustees at the 2006 Annual Meeting bringing the Board membership to its full complement of eight members starting in 2006.

Section 7.2. Removal.

Any Trustee may be removed from office by majority vote of the voting members present at a membership meeting. Any Trustee who has missed three consecutive meetings or four meetings between annual membership meetings may be considered for dismissal at the next membership meeting.

Section 7.3. Vacancies.

The Board of Trustees may elect a member to complete the unexpired term caused by a vacancy, except when an unexpired elective term extends beyond the next annual membership meeting. Said member shall serve until that annual meeting, when a member will be duly nominated and elected by the membership to fill the remainder of the unexpired term.

Subsection 7.3.a

If there is a vacancy on the board created by resignation or removal, the board may ask a current member completing his or her second year to continue on the board for a third year to provide continuity. Board members who volunteer to stay for a third year will stand for election for a one year term. If no current member wishes to stay for a third year, the board will notify the Nominating Committee. The Nominating Committee will be charged with nominating a member to stand for election for a one year term on the board to fill that vacancy. Preferably this will be a member with previous board experience.

Section 7.4. Legal Authority.

The Board shall be the legal representative of the Church.

Section 7.5. General Responsibilities.

The general responsibilities of the Board, which shall not be delegated, are to:

7.5.a. Provide leadership in advancing the mission (Article 3) of the Church.

7.5.b. Govern and lead the Church as the representative of the Congregation.

7.5.c. Set policies which establish goals with a long-range perspective for church organizational units, and to specify appropriate limits on attaining the goals. These policies shall provide guidelines that empower church organizational units to operate within the guidelines.

7.5.d. Monitor achievement of goals and conformity to limitations on means of attaining the goals, as established in Board policies.

7.5.e. Ensure that all governing documents of the church are followed.

Section 7.6. Specific Responsibilities.

The specific responsibilities of the Board, which shall not be delegated, are to:

7.6.a. Ensure ongoing communication with the Congregation

7.6.b. Meet at a regularly scheduled time once each month, and as often in addition as necessary to carry out the affairs of this church. All regular Board meetings will be publicized, if practicable, in the church bulletin, and any member of the church may attend. A majority of Trustees shall constitute a quorum for the transaction of business.

7.6.c. Submit an annual budget to a membership meeting for approval.

7.6.d. Appoint committee chairs in cooperation with members of the committee.

7.6.e. Adopt and publish a set of rules to be known as the Standing Rules of the Board of Trustees, which will serve as a guide and framework for committees and other church-related activities.

7.6.f. Organize policies by category and number, and place them in a policy book available to all members of the Congregation.

7.6.g. Be the interpreter of the Bylaws, and to conduct a review of them at least every five years.

Section 7.7. Church Records.

The Board of Trustees shall see that all necessary records are kept. These include: 1) accurate minutes of all meetings of the Board and Committees, 2) records of membership as well as voting eligibility of Members, and 3) a roster of pledging units and their pledges. Copies of all these records shall be kept in a secure place. Personal information about Members and Friends shall be treated as confidential.

Article 8. Officers of the Board of Trustees

Section 8.1. Selection and Terms.

At the first meeting of the Board of Trustees after the annual meeting the Trustees shall elect from their number a Chairperson, Vice Chairperson, and Secretary whose terms of office shall be for one year, and shall elect from the general congregation, but not from the Board of Trustees, a Treasurer whose term of office shall be for one year. The retiring Chairperson shall call the meeting to order and shall preside until the new Chairperson is elected.

Section 8.2 Duties of the Officers.

- 8.2.a. The Chairperson shall be the chief executive officer of the church and in addition to those responsibilities usually pertaining to such an office shall preside at all congregational meetings and at all meetings of the Board of Trustees. The Chairperson shall be an ex-officio member of all committees, and shall assure that the Ministerial Compensation Review Committee convenes as provided in Article 10.
- 8.2.b. The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is unable to act or while the office is vacant and until a new Chairperson is elected.
- 8.2.c. The Secretary shall keep full records of all actions of congregational meetings and of the Board of Trustees, shall cause notice to be given of all meetings as provided in the Articles and By-Laws, shall maintain a current roll of voting members of this church and be responsible for certifying voting members as required at membership meetings, and shall distribute and maintain records for keys to the church. The Board Secretary shall set apart in a prominent place in the church a Membership Book that shall be headed by the Articles of Incorporation.

Section 8.3. Vacancies.

The Board of Trustees may elect one of its members to fill any vacancy among the officers, such member to hold office until the next election of officers.

Section 8.4. Removal.

The Board of Trustees may remove an officer from her/his position as an officer of the Board. A majority vote of the Board shall be required for removal.

From the Standing Rules (updated November 10, 2005)

II. The Board of Trustees

The Board of Trustees is the governing body of the church. For instructions on the selection, term, removal, vacancy, legal authority, and responsibilities of Board members, consult the Bylaws. The information in this section defines the Board's mission, startup activities, and board liaison duties. It also defines additional responsibilities that, if they endure, should be considered for future amendment to the Bylaws.

A. Mission

The mission of the Board of Trustees is to provide the leadership to make the church's mission a reality for our religious community.

B. Startup Activities of New Board

1. **Transfer to New Board:** The New Board will take office at the first Board meeting after the Annual Meeting.
2. **Election of Officers** – Consult the Bylaws, Section 8.1, for a definition of the selection and terms of the Board's officers. Additionally, the following suggestions and procedures apply.
 - a) **Nominations** – Nominations will be accepted from the members present for each position, beginning with nominations for Secretary, followed by nominations for Vice Chairperson, and ending with nominations for Chairperson. Members who wish to make a nomination are strongly encouraged to discuss this with the nominee prior to the meeting. This will enable the nominee to review the responsibilities of officer positions and make an informed decision about his/her willingness to serve in this capacity.
 - b) **Vice Chairperson** – Traditionally, at Second Unitarian Church, the previous year's Vice Chairperson is elected to be Chairperson. While this is not a requirement, it has been an effective means of ensuring that the new Board will quickly become active and effective in its service to the congregation.
 - c) The members who are not officers are members-at-large.
3. **Retreat** – The members of the Board and the Minister should attend a daylong retreat soon after the Annual Meeting to discuss the role of the Board, participate in leadership development, and establish goals for the coming year.

C. Board Responsibilities

The responsibilities of the Board of Trustees are defined throughout the Bylaws, with special emphasis in Articles 7 and 8. Listed below are additional responsibilities not found in the Bylaws.

1. **Committee Efficacy** – Ensure, near the beginning of the church year, that committees have sufficient members to achieve their missions. The Board may call a special meeting of a committee if it is failing to exercise its duties.
2. **Fundraising** – Follow the Fundraising Policy. Consider and vote on

fundraising activities undertaken by committees or individual members of the church. The exception is the annual Pledge Drive undertaken by the Finance Committee.

3. **Church Name** – Follow the Church Name Policy. Consider and vote on all uses of the church name and/or funds to support organizations other than Second Unitarian Church, the Prairie Star District, and the Unitarian Universalist Association.
4. **Planning** – Review the church’s Long Range Plan to determine if the organization is on schedule to achieve its goals and if the plan needs to be revised by the Long Range Planning Committee and the Board. Communicate the plans to the membership and obtain membership approval as needed.
5. **Policy and Procedures** – Appoint Ad hoc committees as needed to develop church-wide policies and procedures that are consistent with the church mission and Bylaws. Review and vote on the committee’s recommendations. Communicate the approved policies and procedures to committees and members as appropriate.

D. Officers’ Duties

Specific duties are defined for the Officers of the Board in the Bylaws, Section 8.2. Listed below are additional responsibilities.

1. **Chairperson** – In addition to the duties defined in the Bylaws, the Chairperson’s responsibilities include the following:
 - a) Prepare the agenda for Board and Congregational meetings.
 - b) Ensure that all members have the opportunity to speak on issues during meetings.
 - c) Submit a letter to the congregation in the monthly newsletter.
 - d) Be the legal representative of the church, which includes assuming the authority to sign contracts.
 - e) Complete the UUA annual membership certification, State of Nebraska Not-for-Profit Certification, and the Douglas County Not-for-Profit Certification.
 - f) Ensure that training and development opportunities are available to new and existing church leaders.
2. **Vice Chairperson** – In addition to the duties defined in the Bylaws, the Vice Chairperson's duties include the following:
 - a) Organize and chair at least two (2) meetings of the committee chairs, Minister, church staff, and Board during the church year. The meetings will serve as an opportunity to coordinate staff and committee efforts and activities, share the goals of the Board and Minister, and provide leadership training.
 - b) Ensure that all members of the Board and all committee chairpersons receive copies of the Leadership Handbook that contains governing documents and other pertinent information about the church.

- c) Serve, with the Minister, as the final authority for issues regarding reserved use of the church property and facilities.
 - d) Meet with the Office Administrator at the beginning of the church year to address additions, changes, or corrections to the church calendar. The administrator will work directly with the Vice Chairperson throughout the year on calendar issues that may arise.
3. **Secretary** – In addition to the duties defined in the Bylaws, the Secretary's duties include the following:
- a) Provide a copy of the minutes to the Office Administrator.
 - b) Maintain files that include pertinent information that will be helpful to succeeding members of the Board.
 - c) Maintain a roster of members and whether each member has met the qualifications to vote at congregation meetings as defined in Section 6.4 of the Bylaws.
 - d) Maintain a record of contents of the church's safe deposit box and the location of legal documents and important documents such as the bi-annual audit report.
 - e) Ensure, in conjunction with the Treasurer, that signature cards and officers of record for bank accounts are updated yearly with the election of the new Board.
 - f) Ensure that the Board and committee leadership information, governing documents, and forms are up-to-date on the church web site.

E. Liaison Duties

Each Board member serves as a liaison to two-four committees of his or her choice. Liaison selections will be made at the first regular Board meeting after the Annual Meeting. The liaisons responsibilities are as follows:

1. Share pertinent information from the Board with the committee.
2. Report committee activities to the Board either prior to or during the monthly meeting.
3. Communicate Board goals and the church's mission to the committee.
4. Ensure that the committee's goals are in accordance with the mission of the church.
5. Ensure that the committee records minutes of each meeting and provides those minutes to the administrator in a timely manner.
6. Assist the committee with leadership training and succession.
7. Assist the committee with development of a budget request and spending plan.
8. Alert the Board to potential concerns.