

**UNITARIAN UNIVERSALIST CONGREGATION
OF GRAND TRAVERSE**

BYLAWS

Adopted at the Annual Meeting, April 23, 1979.
Amended 1980, 1981, 1986, 1989, 1990, 1992, 1993,
1996, 1997, 1998, 2000, 2001, 2005, 2006, 2007, 2010, and 2011.

ARTICLE I. NAME.

The Unitarian Universalist Congregation of Grand Traverse

ARTICLE II. PURPOSE.

The purpose of this Congregation shall be to encourage and strengthen each other in the search of free minds toward a valid experience of liberal religion. To further this purpose this Congregation declares and affirms its special responsibility to promote the full participation of its members in all activities and endeavors without regard to race, color, gender, disability, affectional or sexual orientation, age, gender expression, class or national origin.

ARTICLE III. DENOMINATIONAL AFFILIATION.

This Congregation shall be a member of the Unitarian Universalist Association and of the Unitarian Universalist Heartland District. It is the intention of this Congregation to make annual financial contributions equal to its full fair share as determined by the Association and the District.

ARTICLE IV. MEMBERSHIP.

A. Membership carries with it the privileges of voting on matters affecting the Congregation, serving in any elected or appointed leadership positions, and serving as a delegate to the annual meetings of the Unitarian Universalist Association and the Heartland District. All persons are welcome to take part in Sunday services, serve on committees, and participate in activities of this Congregation without regard to membership.

B. Membership is open to all 16 years of age or older who find value in the purpose of this Congregation and have signified their commitment by signing the membership register in the presence of the Minister or a Board member. Membership is open to all without regard to race, color, gender, disability, sexual orientation, gender expression, class or national origin. Members actively support the operation of the Congregation through attendance, service, and an annual pledge commitment.

C. Members shall be entitled to all rights and privileges of membership immediately, except that the right to vote shall take effect 4 weeks after signing the register.

D. The annual membership count reported to the UUA shall be determined in January of each year according to the Board's Membership Policy.

ARTICLE V. MEETINGS

- A. Sunday Services.** The time and place of the regular services of the Congregation shall be determined by the Board of Trustees.
- B. Annual Meeting.** The Annual Meeting shall be held each year before the first Sunday in June at the time and place fixed by the Board of Trustees, which shall give the membership written notice 10 days from the date of mailing. Notice may be by email if the Member has agreed to be notified in this way. The notice of the meeting shall include a slate of candidates for the elected positions to be filled, proposed Bylaw amendments, a proposed annual budget, and such other agenda items as the Board determines. The Annual Meeting shall elect officers and trustees. Twenty percent (**20%**) of the membership shall constitute a quorum.
- C. Special Meetings.** Special meetings may be called by the Board, or by petition to the Board, of **20%** of the membership. Notice for the special meeting shall be in writing and mailed to each member of the Congregation 10 days in advance of the meeting, and shall include an agenda of the meeting. Notice may be by email if the Member has agreed to be notified in this way. A majority vote of those members present and voting shall be required to transact business unless otherwise specified by the Bylaws.

Thirty percent (30%) of the membership shall constitute a quorum for a special meeting except in instances regarding the calling or dismissing of a Minister and incurring indebtedness, which require a quorum of 40%.

- D. Procedures.** Points of order raised in any meeting shall be resolved in accordance with Roberts Rules of Order unless contrary to present law and these Bylaws.
- E.** Members may request an absentee ballot from the Congregational Administrator if they will be unable to attend a Congregational meeting held to conduct business. The ballot must be returned to the office before the meeting commences. The absentee ballots shall be opened, counted, and included in the official count to establish a quorum.

ARTICLE VI. BOARD OF TRUSTEES

- A. Method of election, composition, terms of office and removal from office.** A Board of Trustees, consisting of four Officers (President, Vice President, Secretary, and Treasurer) and three Trustees at Large shall be elected by the Congregation at the Annual Meeting. The Members of the Board shall be elected from the membership by a majority vote of a quorum. Trustees shall serve two-year terms. Officers shall serve one-year terms. Terms of office begin July 1. Officers and Trustees may serve sequential terms. The Senior Minister shall serve as ex-officio member of the Board without a vote. Elected Members of the Board may be removed from office at the Annual Meeting or at a Special Meeting by a majority vote of a quorum.
- B. Purpose and Responsibilities.** The purpose of the Board of Trustees shall be to realize the mission statement and goals of the Congregation through visioning, goal setting, and oversight of the staff and committees. The responsibilities of the Board of Trustees shall be to:
- Act as fiduciary in managing the property of the Congregation,
 - Ensure proper management of the business affairs of the Congregation,

- Set annual Congregational goals in consultation with the Senior Minister,
- Establish processes for the assessment of the Congregation's goals,
- Approve all UUCGT policies, and to
- Establish standing and ad hoc committees as needed to meet Congregational needs.

The duties of the Officers and Trustees shall be stated in the *Manual on Board, Staff, and Committees*, and shall undergo a formal review in even-numbered years.

C. Meetings. The Board shall meet at least 9 times a year. A quorum shall consist of a majority of the Board.

D. Vacancies. A vacancy in an office of the Board may be filled by a majority vote of the remaining members of the Board, for a term that shall continue until the next Annual Meeting.

E. Staff Appointments. The Board shall approve any appointments to staff positions, including but not limited to the Director of Religious Education, the Congregational Administrator, the Accountant, and the Facilities Director. The Senior Minister shall oversee the staff with the exception of the Accountant, who will report to the Treasurer.

F. Standing Committees. The purpose and responsibility of standing committees shall be approved by the Board and set forth in the *Manual on Board, Staff, and Committees*. Standing committees shall submit a report to the Board annually, or more frequently if requested by the Board.

G. Ad Hoc Committees. Single purpose, temporary ad hoc committees may be established by the Board or by the various committees as needed. The appointer is responsible for determining an appropriate charge and duration, and this information should be promptly added to the *Manual on Board, Staff, and Committees*.

ARTICLE VII. FINANCIAL ADMINISTRATION

A. Fiscal year. The fiscal year of the Congregation shall begin on July 1 and end on June 30.

B. Annual budget. The Board of Trustees shall present a budget for consideration by the Congregation at the Annual Meeting. The annual budget is a fiscal document and may be amended by a majority vote of the Board so long as the result does not exceed the adopted budget by more than 15%.

C. Indebtedness. The Board shall not incur any debt in the name of the Congregation without an 80% vote of those members present at a properly convened meeting of the Congregation. The quorum for a meeting at which indebtedness is considered shall be 40% of the membership of the Congregation.

D. Endowment Fund Committee. The Congregation shall elect Directors of the Endowment Committee as provided in the amended resolution establishing the Endowment Committee.

ARTICLE VIII. LEADERSHIP DEVELOPMENT COMMITTEE.

The Leadership Development Committee shall present a slate of candidates for a vote at the Annual Meeting. The slate shall include candidates for open positions to be nominated from the congregation's voting membership. The Leadership Development Committee will present its slate for Congregational review on each of 3 Sundays prior to the Annual Meeting and announce that any 2 members of the Congregation may nominate, in writing to the Leadership Development Committee, not later than 14 days before the Annual Meeting, additional candidates for open offices.

ARTICLE IX. THE SENIOR MINISTER.

- A.** The Ministerial Search Committee shall recommend candidates for the position of Senior Minister to the Congregation. The Ministerial Search Committee shall consist of seven members, four elected by the Congregation and three appointed by the Board.
- B.** The Senior Minister shall be called upon recommendation of the Ministerial Search Committee by an 80% majority of the voting members of the Congregation present at any meeting legally called for the purpose as outlined in Article V, Section C. The quorum for such a meeting is 40% of the voting members.
- C.** The terms of employment shall be agreed upon by the Senior Minister and the Board of Trustees.
- D.** The Senior Minister may be dismissed by an eighty percent 80% majority vote of the qualified members of the Congregation present at any meeting legally called for the purpose as outlined in Article V, Section C. Quorum for such a meeting is 40% of the voting members.
- E.** The Senior Minister shall be responsible for nurturing, facilitating, and leading the Congregation's diverse intellectual and spiritual life, pastoral care and educational program. He/she shall serve as a consultant and professional resource for organizational matters and community outreach efforts of the Congregation. The Senior Minister shall have freedom of the pulpit as well as freedom to express his or her opinions outside the pulpit.

ARTICLE X. THE COMMITTEE ON MINISTRY

A Committee on Ministry of at least three members shall be appointed by the Board in consultation with the Senior Minister for staggered terms of three years.

ARTICLE XI. AMENDMENTS.

The Bylaws, so far as allowed by law, may be amended or repealed at a Special or Annual Meeting of the Congregation by a 67% vote of members present and voting. Notice of any proposed change shall be contained in the notice of the meeting.

ARTICLE XII. DISSOLUTION.

In the event of the dissolution of the Congregation, all outstanding debts shall be paid and the remaining assets, both real and personal, and including all property heretofore and hereinafter donated to said Congregation, shall become property of the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, or its successor, subject to all applicable laws.

ARTICLE XIII. ENDOWMENT FUND.

An Endowment Fund, whose purpose, governance and operational procedures shall be defined by special resolution adopted by the Congregation, shall be established.

The resolution establishing the Endowment Fund was passed by the Congregation in April 1996 and amended in April 1997. The complete Resolution follows:

A. Resolution to Implement the Endowment Fund

“WHEREAS, stewardship involves the faithful management of all the gifts we have been given—time, talents, the created world and money, including accumulated, inherited and appreciated resources; and

WHEREAS, we can support the work of this Congregation through bequests in wills, charitable remainder and other trusts, charitable gift annuities, assignment of life insurance, and transfers of property (cash, stocks, bonds, real estate); and

WHEREAS, it is the desire of the Congregation to encourage, receive and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this Congregation;

THEREFORE BE IT RESOLVED, that this Congregation, in Annual Meeting assembled on April 13, 1996, approve and establish on the records of the Congregation a new and separate fund to be known as THE UNITARIAN UNIVERSALIST CONGREGATION OF GRAND TRAVERSE ENDOWMENT FUND (hereinafter called the “FUND”);

BE IT FURTHER RESOLVED, that the purpose of this Fund is to enhance the mission of the Congregation apart from the general operation of the Congregation; that only in particular, temporary, difficult circumstances and where integrity of gift restrictions permit, may this Congregation, by action in meeting assembled use a portion of the FUND income for its own support services; that, except where authorized otherwise in terms of the gift, all principal amounts will be retained and only the income expended;

BE IT FURTHER RESOLVED, that the following Plan of Operation set forth the administration and management of the FUND.

B. Plan of Operation

1. The Committee

The COMMITTEE shall consist of five directors, all of whom shall be voting members of the Congregation. Except as herein limited, the term of each member shall be three (3) years. Upon adoption of this resolution by the Congregation, it shall elect five (5) members of the COMMITTEE: two (2) for a term of three (3) years; two (2) for a term of two (2) years; and one (1) for a term of one (1) year.

Thereafter, at each annual meeting, the Congregation shall elect the necessary number for a term of three (3) years.

No member shall serve more than two consecutive three (3) year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected. The Senior Minister, the President and Vice President of the Executive Board shall be advisory members of the COMMITTEE.

The Board of Trustees of the Congregation shall nominate for the COMMITTEE and report at the annual congregational meeting in the same manner as for other offices and committees. In the event of a vacancy on the COMMITTEE, the Board shall appoint a member to fill the vacancy until the next Annual Meeting of the Congregation, at which time the Congregation shall elect a member to fulfill the term of the vacancy.

The COMMITTEE shall meet at least quarterly, or more frequently as deemed by it in the best interest of the Fund. A quorum shall consist of three (3) directors. A majority present and voting shall carry any motion or resolution.

The COMMITTEE shall elect from its membership a chairperson, financial secretary and recording secretary. The chairperson, or member designated by the chairperson, shall preside at all committee meetings.

The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to each member of the committee. Each member shall keep a complete copy of minutes to be delivered to his or her successor. The secretary shall also supply a copy of the minutes to the Congregation Board.

The financial secretary shall assist the Congregation's Treasurer in maintaining complete and accurate books of accounts for the FUND, and shall sign checks and all other necessary documents on behalf of the Congregation in furtherance of the purposes of the FUND. The Endowment Fund shall be reviewed annually by the Congregational Accountant or Treasurer. After the Endowment Fund balance is greater than \$50,000, fund proceeds may be utilized for an independent review if authorized by the Board of Trustees.

The COMMITTEE shall report on a quarterly basis to the Board of Trustees and, at each annual or special meeting of the Congregation, shall render a full and complete audited account of the administration of the FUND during the preceding year.

The COMMITTEE may request other members of the Congregation to serve as advisory members, and, at the expense of Endowment Fund income, may provide for such professional counseling on investments or legal matter as it deems to be in the best interest of the fund.

Members of the COMMITTEE shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct, and shall not be liable for the acts or omissions of any other members. No member shall engage in any self dealing or transactions with the

FUND in which the member has direct or indirect financial interest and, shall at all times refrain from any conduct in which their personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of the Unitarian Universalist Congregation of Grand Traverse Endowment Fund.

Decisions to hold, sell, exchange, rent, lease, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the COMMITTEE with subsequent execution by the delegated director of the COMMITTEE.

2. Distribution of Income

The COMMITTEE shall determine what is principal and income according to accepted accounting procedures.

Gifts and bequests to the FUND shall accumulate until principal amount of fifty thousand dollars (\$50,000.00) is achieved, after which 90% of the income generated from the investment of the principal may be expended.

Unrestricted gifts are encouraged. Restrictions designated by the donor will be reviewed and approved by the COMMITTEE before acceptance of the gift.

Income from the FUND, excluding 10% reserved for reinvestment, may be distributed annually or such other times as deemed necessary and/or feasible to accomplish the following purposes:

- Up to one-third (1/3) for the physical plant of the Congregation, such as but not limited to, maintenance of buildings, capital improvements or renovations, or debt reduction.
- Up to one-third (1/3) for outreach into the community, including, but not limited to, local social service agencies, institutions to which this Congregation relates, and to special programs designed for those persons in our community who are in spiritual and/or economic need.
- Up to one-third (1/3) for the wider mission of Unitarian Universalism, including, but not limited to, grants to the UUA for new church development, professional leadership, educational ministries, world mission, and capital financing, or scholarships or grants to members of the Congregation for the purpose of attending theological school, for UU related camping or leadership conferences, or such other training which enables members of this Congregation to grow in faith and service to Unitarian Universalism.

Programs for support shall be recommended by the COMMITTEE and approved by the Board of Trustees of the Congregation for funding. Suggestions or requests for funding may be made by Congregation committees or members of the Congregation. These

requests are due three months prior to commencement of the fiscal year. Should an emergency or unanticipated need arise at other times, the COMMITTEE will review and process the request provided funds remain available.

Unused funds will be added to the following year's earnings.

3. Amending the Resolution

BE IT FURTHER RESOLVED, that any amendment to this resolution, which will change, alter or amend the purpose for which the FUND is established shall be adopted by a two-thirds vote of the members present at an annual meeting or at a special meeting of the Congregation called specifically for the purpose of amending this resolution.

4. Disposition or Transfer of Funds

BE IT FURTHER RESOLVED that in the event the Unitarian Universalist Congregation of Grand Traverse ceases to exist, either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Board of Trustees of the Congregation in conformity with the approved congregational constitution and in consultation with the Unitarian Universalist Association.