

Report to UUCGT Members re Bylaws revisions

Prepared to explain bylaws amendments to be considered at 2021 Annual Meeting
Prepared by Tom Darnton, 4/11/21

A. Background:

1. Legally, UUCGT is a Michigan nonprofit membership corporation. The foundational authority of a nonprofit corporation comes from the membership. The membership adopts its fundamental governing structure by means of bylaws. Current "best practices" for church nonprofits advise that the bylaws establish a purpose for the congregation and empower a board of directors to manage the affairs of the congregation in pursuit of that purpose.
2. Article II of our bylaws establish our purpose by stating: "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."
3. Bylaws may be changed only by the membership. Changes require the approval of 2/3rds of those present at a membership meeting where those changes appear on the agenda.
4. As part of the overall effort to prepare for a new settled minister, your UUCGT Board reviewed our bylaws. We found three changes that we believe need to be made to better prepare us for a new settled minister and two areas where improvements could be make.

B. Changes which we believe are necessary:

1. A significant revision to Article IX of the bylaws, the article which sets forth the basic relationship between the congregation and a settled minister should be adopted.
 - a. We need to return to use of the term "minister" in place of the phrase "spiritual leader." We, in fact, returned to both the letter and the spirit of that model for our relationship with our senior professional when we hired Beth Marshall as a contract minister in March of 2019.
 - b. The premise for the proposed revisions to Article IX is that the settled minister has responsibilities for overall ministry and leadership, with details to be established by contract. This allows flexibility without having to amend bylaws if duties are, for example, narrowed by hiring of additional staff.

Background Information for Proposed Bylaws Revisions
April 12, 2021

c. ¶A of the proposed Article IX is added for clarification and to permit the board to contract with interims, contract ministers, etc. without having to rethink all the roles the bylaws established for a settled minister.

d. Other sections of the proposed Article IX are reworks of existing sections. They were reworked by separating sections containing multiple points into additional, more focused sections. These are not substantive changes but we believe this format will make the bylaws easier to understand and follow.

2. Article V of our bylaws establishes the procedures for holding meetings of the congregation. It currently does not provide for use of technology for such meetings. We have been using technology based on the Covid emergency for over a year without a bylaws provision approving it. Such use is based on the inherit power of corporations to respond to emergencies. However, we may well wish to continue using remote meeting technology after the crisis has past. Therefore your board proposes adding a ¶ G to Article V to expressly permit using technology for future meetings of the membership, the board and our committees.

3. Our bylaws reference a single Manual on Board, Staff and Committees. We now have two separate collections of polices and procedures, one for staff and one for the board and committees. Our bylaws need to be changed to recognize that distinction.

C. Changes we believe are appropriate updates:

1. We propose a rearrangement and clarification of Article VI, the article which sets up the board of Board of Trustees by separating existing provisions into a larger number of shorter, more targeted provisions.

2. We propose a change of wording in Article VII, the Financial Administration article. ¶ D of that section references "the amended resolution establishing the Endowment Committee". That amended resolution is now Article XIII of the bylaws. We believe the bylaws should reference it that way, to avoid sending anyone off in search of a separate "amended resolution." Revisions of Article XIII are needed to be consistent with this change.

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, 2011, 2014, 2016, 2018, 2019, 2021

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 Mid America Region. 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 Mid America Region. 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 sixteen (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. 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

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determined by the Board of Trustees.

B. **Annual Meeting.** The Annual Meeting shall be held each year before or no later than the first Sunday in June at the time and place fixed by the Board of Trustees, which shall give the membership written notice ten (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 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 ten (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.

D. 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%.

E. **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.

F. Members may request an absentee ballot from the Office 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.

G. Meetings of the membership and of the committees established by these bylaws may be conducted remotely, in whole or in part, using technology and software, so long as all participants are able to hear, and be heard by, the others attending the meeting. The Board shall establish policies for using such technology no less than 30 days prior to the meeting where remote participation will be available.

ARTICLE VI. BOARD OF TRUSTEES

A. **Election:** The Congregation elects the Board of Trustees at the Annual Meeting, by a majority vote of a quorum.

B. **Composition:** Seven Members serving as Trustees constitute the Board of Trustees.

C. **Terms of Office:** Terms of Office are for a three year period. Terms are staggered so that no more than three positions are open for election in any given year. Trustees may serve sequential terms. Terms of office begin July 1.

D. **Vacancy:** If a Trustee is unable to complete a term of office, a majority of the remaining Trustees may select a Trustee to fulfill the unexpired term, subject to the approval of the

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congregation at the first annual meeting following the appointment.

E. Removal: 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.

F. Election of Officers. At their first meeting following the annual meeting, and prior to July 1 following said meeting, the Board shall select trustees to serve as President, Vice-President, Secretary, and Treasurer.

G. 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 Spiritual Leader,
- Establish processes for the assessment of the Congregation's goals,
- Approve all UUCGT policies, and
- Establish standing and ad hoc committees as needed to meet Congregational needs.

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

I. Meetings: The Board shall meet at least nine (9) times a year. A quorum shall consist of a majority of the Board.

J. The Minister shall serve as ex-officio member of the Board without a vote.

K. Staff Appointments: Policies regarding staff appointments and the role of the minister with respect to the staff shall be set forth in a Staff Procedure Manual.

L. Interim or Contract Ministers: The board's responsibility for staff appointments includes responsibility for engaging and managing ministers to supplement or replace the services of the Settled Minister chosen by the congregation as provided in Article IX of these bylaws. The board shall follow UUA practices and protocols with respect to these positions whenever possible but may also consider other options based on the needs of the congregation.

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

N. Special Purpose Teams: Single purpose, temporary ad hoc committees, advisory groups, and work teams may be established by the Board or by the standing committees as needed. The appointer is responsible for determining an appropriate charge and duration..

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 Article XIII of these bylaws.

ARTICLE VIII. LEADERSHIP DEVELOPMENT COMMITTEE

The Leadership Development Committee (LDC) 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. Any member of the congregation may nominate a candidate to be considered by the LDC. Nominations by members must be presented to the LDC no later than 60 days prior to the Annual Meeting. The Leadership Development Committee will present its slate on each of three (3) Sundays prior to the Annual Meeting.

ARTICLE IX. THE SETTLED MINISTER

- A. Where the word "Minister" appears in these bylaws, it means the Settled Minister, called as described below.
- B. The Ministerial Search Committee shall recommend candidates for the position of Settled Minister to the Congregation. The Ministerial Search Committee shall consist of seven members, four elected by the Congregation and three appointed by the Board.
- C. The 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.
- D. The 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 Minister shall be in Fellowship with the Unitarian Universalist Association, and a member in good standing of the Unitarian Universalist Ministers Association.
- F. The minister shall have freedom of the pulpit. The minister shall also have the freedom to

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express their opinions outside the pulpit, but not to represent the congregation without authorization from the Board or the membership.

G. The duties of the Minister shall be as prescribed by the Letter of Agreement, agreed to by the Minister and Board of Trustees. In general, the Minister shall provide overall leadership and guidance in accordance with the established purposes and policies of the congregation. The minister shall have responsibility for the conduct of worship services and shall serve as spiritual advisor to congregation members.

H. The minister shall be an ex officio, non-voting member of the Congregation Board. Other specific duties shall be negotiated between the minister and the board in a Letter of Agreement.

ARTICLE X. THE COMMITTEE ON MINISTRY

A Committee on Ministry of at least three (3) members shall be appointed by the Board in consultation with the Minister for staggered terms of three years.

ARTICLE XI. AMENDMENTS

These 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, or its successor, subject to all applicable laws.

ARTICLE XIII. ENDOWMENT FUND

A. The UUCGT Endowment Fund (hereafter called the Fund) is hereby established to create a reliable source of income in perpetuity to enhance the mission of the Congregation apart from the general operation of the congregation.

B. The Fund shall be administered by Five (5) Directors (hereafter called the Committee). Directors, nominated by the Leadership Development Committee, shall be elected for three (3) year staggered terms at the Annual Meeting. All Directors shall be voting members of the Congregation and shall serve no more than two (2) consecutive three (3) year terms.

C. The Committee shall meet at least quarterly with a quorum consisting of three (3) Directors.

D. A chairperson, financial secretary and recording secretary shall be elected from its members.

E. In the event of a vacancy, the Board of Trustees may appoint a congregational member to fill the vacancy on an interim basis until a member is elected at the next Annual Meeting to

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fulfill the term of vacancy.

F. The Committee shall give a financial report of the Fund at each Annual Meeting. Decisions to hold, sell, exchange, rent, lease, convert, invest, reinvest, and in all other respects to manage and control the assets of the Fund, are to be made by the committee.

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

H. Any bequest or memorial contribution, not otherwise specified, that comes to the Unitarian Universalist Congregation of Grand Traverse shall be added to the UUCGT Endowment Fund.

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

J. Distribution of Income

1. The Principle of the FUND shall not be distributed but will be re-invested for Fund growth.

2. Ninety percent (90%) of the income generated from the investment of the principle may be distributed annually by the Committee to enhance the mission of the Congregation apart from the general operation of the congregation. The recommendation of the Endowment Committee for the distribution of funds must be presented to the Board for their approval prior to disbursement.

K. Exigency Clause: In the event of temporary, difficult circumstances, the congregation may vote to use Fund monies for emergency expenditures. Such emergency expenditures would require a vote of 2/3 of the membership.