

BYLAWS OF THE UNITARIAN UNIVERSALIST FELLOWSHIP OF CENTRAL MICHIGAN

ARTICLE 1: Identity and Declaration

1.1 The name of this religious organization shall be the Unitarian Universalist Fellowship of Central Michigan. This Fellowship shall be registered as an ecclesiastical corporation of the State of Michigan and operate in conformity with the purposes described in Section 501(c)(3) of the Internal Revenue Code.

1.2 This Fellowship declares and affirms its special responsibility to promote the full participation of persons in all of its activities without regard to race, color, gender, gender identity, disability, affectional or sexual orientation, age, or national origin, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed or dogma.

ARTICLE 2: Purposes

The purposes of this Fellowship are many, but its primary reason for existence is to create and maintain a diverse, inter-generational liberal religious community that will:

- a) Provide a worshipping and celebrating community engaged in a search for truth and meaning through spiritual growth so that we may live and share it;
- b) Affirm, nurture, and promote our Unitarian Universalist faith, responsibility, freedom of belief, principles, and universal interdependence;
- c) Provide a supportive and stimulating environment through which we can recognize and achieve our human potential and strengthen our own personal value system;
- d) Strengthen and sustain our efforts to live our values by constructively influencing the larger community;
- e) Join together in celebrating life's joys, wonders, and rites of passage while supporting and comforting one another in times of need.

ARTICLE 3: Membership

3.1 Membership in the Unitarian Universalist Fellowship of Central Michigan is open to persons age sixteen (16) years and older who are in sympathy with the purposes and programs of the organization, have signed the Membership Book, and make an annual contribution of record. It is generally understood that all Members should have an understanding of the Unitarian Universalist faith. It is specifically understood that Membership is open to all qualified persons regardless of race, color, gender, gender identity, affectional or sexual orientation, disability, age, or national origin.

3.2 Only Members will be permitted to vote on Fellowship business.

3.3 Members who desire to disaffiliate with the Fellowship may do so by addressing a letter to the Secretary of the Board stating their intention to withdraw.

3.4 A Member who has not made a contribution of record within the previous year, and who does not, upon notice, respond within 30 days to indicate a desire to continue Membership, may be removed from the Membership roll by a majority vote of the Board. A Member who is known to have died, moved away, or cannot be located may also be removed from the Membership roll by a majority vote of the Board.

3.5 A Member, who repeatedly engages in disruptive actions that threaten the safety and well being of the Fellowship, its Members, or friends, may be suspended for up to three (3) years by an affirmative vote of 2/3 of the entire Board. The orderly expression of opinion shall not be deemed “disruptive.” A person whose Membership has been proposed to be suspended will be advised in writing of the reason for and duration of the proposed suspension and given the opportunity to 1) voluntarily withdraw; or 2) be heard by the Board. If a hearing is requested, it will be held at a duly called meeting of the Board with a quorum present. Following the hearing, the Board will vote on the suspension.

3.6 It is expected that the Fellowship will attract people who, for personal or other reasons, are unwilling to sign the Membership book and/or make an annual contribution of record. These people are still welcome and shall be referred to as “Friends”. Friends do not have the power to vote and cannot be Board officers. Friends may be Members of committees.

ARTICLE 4: Denominational Affiliation

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

ARTICLE 5: Sunday Services and Meetings

5.1 Services shall be held every Sunday of each month.

5.2 All meetings of the Fellowship will be open, except the following: committees to evaluate performance of individuals holding paid positions, the Nominating Committee, the Committee on Ministry, and other meetings dealing with confidential information as determined by the Board.

ARTICLE 6: Board Meetings

6.1 The Board shall hold a regular meeting each month to deal with issues relating to the ongoing operations, health, and prosperity of the Fellowship. Special meetings of the Board may be called at the direction of the president or upon written request of a majority of the Board. At meetings of the Board, a majority of the Board Members shall constitute a quorum. Proposals shall be decided by a simple majority vote of Board Members present.

6.2 Special business meetings may also be called at the discretion of the Board or upon written petition signed by 10% of the active Membership. Such a petition shall fully state the purpose of the proposed meeting. The business considered at a special business meeting should be limited to that stated in the notice of the meeting.

ARTICLE 7: Annual Meeting

7.1 This Fellowship shall hold an annual business meeting. The agenda for the Annual Meeting shall be available no less than (7) days prior to the meeting and shall include the proposed budget, any proposed bylaw changes and the list of nominees for any elected position to be voted on at the meeting. At this meeting, time shall be provided for reports by Members of the Board and committee chairs. Fellowship Members shall have the opportunity to offer suggestions and recommendations for future activities and policies of the Fellowship.

7.2 Ten (10) days notice by mail must precede all business meetings.

ARTICLE 8: Voting and Quorum

8.1 A simple majority shall decide all motions requiring a vote of the Members provided that the required quorum is present.

8.2 There shall be no absentee votes.

8.3 A Member may issue a general or limited proxy for use at a business meeting of the Fellowship. Voting by proxy shall be permitted, but no Member shall be entitled to vote more than one (1) proxy. Proxies shall be in writing, shall include the name of the person absent for the vote and their chosen proxy, and shall be turned into the Secretary of the Board before being exercised. Only Members may be named as proxies.

8.4 Thirty percent (30%) of the Members shall constitute a quorum except as otherwise provided in these bylaws. Written proxy votes shall be considered in the quorum.

ARTICLE 9: Board

9.1 The Board shall consist of: President, President-Elect, Secretary, Treasurer, and two Trustees-At-Large, and the Past President. Elections will take place at the annual meeting. Other than the President, President-Elect, and Past President, each officer and the Trustees-At-Large shall serve for two (2) years. The Treasurer and Secretary will serve staggered two (2) year terms as will the two Trustees-At-Large. Each year a new President-Elect shall be elected, who shall succeed to the office of President the following year. The outgoing President shall succeed to the office of Past President. The term of office shall expire when successors are installed, usually on July 1st following an election. All officers and trustees-at-large must be Members of the Fellowship.

9.2 The Board shall have general charge of the property of the Fellowship and the conduct of all of its business affairs and the control of its administration, including the appointment of such

committees as it may deem necessary. It may fill vacancies on the Board until successors are elected and installed. Officers and trustees-at-large shall perform duties ordinarily incumbent upon such officers and trustees-at-large, including but not limited to the specific duties described below. Each officer and trustee-at-large shall keep all official correspondence, records, and written policy associated with their office or submit them to the secretary for filing.

9.3 The Board shall be responsible for long range planning.

9.3.1 A permanent committee on long-range planning will advise the Board. It will consist of the President-Elect, the President, Past-President, all prior Presidents who remain members of the fellowship, and all professional staff. It will be convened by the Past-President and then chaired by either the past President or a prior President, as elected by the attending members.

ARTICLE 10: Board Officers and Trustee-At-Large

10.1 The president shall act as the official representative of the Fellowship. The president shall preside at all business and Board meetings. The president shall form committees as needed, subject to the approval of the Board. The president shall also be responsible for assuring preparation of periodic audits of the Fellowship's financial status, with the proviso that no Member of the Board shall serve as auditor.

10.2 The president-elect shall substitute for the president in the event the president is unable to fulfill the duties of the office, temporarily or permanently. The president-elect will succeed to the office of president after one (1) year.

10.3 The secretary shall assure the recording and filing of the minutes of the Board and of the business meetings of the Fellowship.

10.4 The treasurer is responsible for custody of the Fellowship's funds and for keeping financial records. The treasurer shall serve on the Finance Committee.

10.5 The trustees-at-large shall attend and participate in the Board meetings and shall advise the officers. The trustees-at-large may be assigned committee liaison responsibilities.

10.6 The Past President shall serve in this position for the year immediately following his/her tenure as President. This officer is to provide "institutional memory" to the Board, lead the nominating committee during this term, and undertake committee liaison responsibilities.

ARTICLE 11: The Ministry

11.1 The Fellowship may call a minister to nurture the spiritual and intellectual life of the Fellowship, to be responsible for public worship services, and to perform other duties as are usual and customary or as may be mutually agreed upon with the Board, in cooperation with the Members. The minister shall be an ex officio Member of the Board and of all committees except the Ministerial Search Committee and the Nominating Committee. The minister cannot vote.

11.2 A minister shall be called by Members of the Fellowship upon recommendation of a Ministerial Search Committee at a meeting held for that purpose. A quorum at such a meeting shall consist of forty percent (40%) of the Membership. An eighty percent (80%) majority vote of those present at such a meeting is required to call a minister.

11.3 In the event of the resignation of the minister, the Board shall determine the appropriate terms of severance.

11.4 The minister may be dismissed by a majority vote of the active Members present at a business meeting called for that purpose. A quorum at such a meeting shall consist of seventy-five percent (75%) of the active Membership. An 80% majority vote is required.

ARTICLE 12: Paid Positions

12.1 Paid positions may be, but are not limited to: minister, director of Religious Education, administrative secretary, and music director. Board approval shall be required for creating paid positions and setting the rate(s) of compensation.

12.2 The Board shall appoint a Committee on Evaluation for evaluating the performance of Fellowship employees. Recommendations of the Committee on Evaluation shall be subject to approval by the Board. Contracts will be developed and evaluations performed following guidelines approved by the Board.

ARTICLE 13: Ministerial Search

13.1 Upon the decision of the Fellowship to employ a part-time or full-time minister, the Members shall nominate a slate of at least fourteen Members who consent to serve on the ministerial Search committee. The five Members receiving the highest number of votes shall be elected to the Committee and the two Members who received the next highest number of votes shall serve as alternates in the event of the resignation of a Member of the Committee. The Members shall establish an operating budget for the Ministerial Search committee at the same meeting. The Committee shall elect its own chair, establish its own operating procedures, and generally follow the Unitarian Universalist Association Guidelines including conducting the search in strict confidence.

13.2 No candidate shall be recommended who is not a Member in good standing of the Unitarian Universalist Ministers' Association.

13.3 The Ministerial Search Committee shall negotiate salary and other contractual arrangements as approved by the Board.

13.4 Upon calling a minister or in the event that two successive candidates are rejected, or in the event that no suitable candidate is available, the committee shall be disbanded.

13.5 If the Fellowship participates in a Unitarian Universalist Extension Ministry, the provisions of this article shall not apply, in which case the Board shall conduct the necessary negotiations.

ARTICLE 14: Fiscal Year

The fiscal year of the corporate Fellowship shall run July 1 through June 30.

ARTICLE 15: Committees

The Board each year shall create needed standing and special committees. All special committees shall terminate two years from the date of formation, unless extended by the Board.

ARTICLE 16: Amendments

Changes to the bylaws must be proposed in writing to the entire membership at least 30 days before being voted upon at the annual meeting or other business meeting. Proposed changes become effective when approved by a simple majority vote of Members at the annual meeting.

ARTICLE 17: Indemnification

Any damage, risk, or loss due to or as a result of action by any member of the Board and/or employees of the Fellowship will not cause personal liability to those individuals, excluding gross negligence or personal malfeasance. The Fellowship will indemnify said officers/employees for any costs incurred to the fullest extent permitted by law.

ARTICLE 18: Dissolution

In the event of dissolution of the Fellowship, all outstanding debts shall be paid and the remaining assets, both real and personal, and including all property heretofore and hereinafter donated to said Fellowship, shall become the property of the Unitarian Universalist Association, 25 Beacon Street, Boston, Massachusetts, or its successor, subject to all applicable laws. A court of competent jurisdiction shall dispose of such assets not so disposed of.

Approved May 17, 2009