

Bylaws of the Unitarian Universalist Fellowship of Central Michigan

ARTICLE 1: Identity

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.

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 worshiping 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

3.0 Membership in the Unitarian Universalist Fellowship of Central Michigan is open to persons aged 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 or expression, sexual orientation, disability, age, national origin, or other irrelevant criteria, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed or dogma.

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

3.2 The Fellowship may 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 teams.

ARTICLE 4: Denominational Affiliation

This Fellowship shall be a Member of the Unitarian Universalist Association and of the MidAmerica Region. 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 Region.

ARTICLE 5: Sunday Services and Meetings

5.0 Services shall be held every Sunday of each month.

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

ARTICLE 6: Board Meetings

6.0 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 or upon written petition signed by 10% of the active Membership. 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.

6.1 The ministers or their designees are ex-officio members.

6.2 Board meetings are open to the congregation so that members may have the benefit of observing Board business. All formal action by the Board takes place during the public meetings. Closed sessions may be held to discuss personnel issues. Public commentary is allowed at the beginning of each meeting and at the end, limited to five minutes per person.

ARTICLE 7: Congregational Meetings

7.0 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 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 team chairs. Fellowship Members shall have the opportunity to offer suggestions and recommendations for future activities and policies of the Fellowship.

7.1 Special congregational 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.

7.2 Seven (7) days notice by mail or e-mail must precede all congregational business meetings.

ARTICLE 8: Voting and Quorum of Congregational Meetings

- 8.0 A simple majority shall decide all motions, other than motions regarding the UUFCM Endowment (See Article 8.1), requiring a vote of the Members, provided that the required quorum is present.
- 8.1 When voting on issues regarding the UUFCM Endowment (See Article 14), voting requirements are as follows:
 - 8.1.1 A proposed action involving the UUFCM Endowment must be approved first by a simple majority of a voting quorum of the Board of Trustees (See Article 6) before the proposed change in accounts may be considered by the Congregation.
 - 8.1.2 A Board-of-Trustees-approved proposal involving the UUFCM Endowment must be approved by a 2/3 “super majority” of a voting quorum of the Congregation.
- 8.2 There shall be no absentee votes or proxy votes.
- 8.3 Thirty percent (30%) of the Members shall constitute a voting quorum, except as otherwise provided in these bylaws.

ARTICLE 9: Board of Trustees

- 9.0 The Board of Trustees shall consist of the following Trustee positions to be filled by Members of the Congregation for the indicated term:

Trustee Position	Duration of Term
President	1 year
President-Elect	1 year
Secretary	2 years
Treasurer	2 years + 4 months
Trustee-At-Large 1	2 years
Trustee-At-Large 2	2 years
Trustee-At-Large 3	1 year

- 9.1 Elections shall occur annually so that the results are determined prior to the end of the UUFCM operating year on June 30 in accordance with Article 8 of these by-laws. Each Trustee shall assume responsibility of the office at the beginning of the next UUFCM operating year on July 1. At each annual election the Congregation shall elect a Member to each of the offices of President-Elect and Trustee-At-Large 3. In years ending in an odd digit (i.e., 1, 3, 5, 7, and 9), the Congregation shall elect a Member to each of the offices of Secretary and Trustee-At-Large 1. On years, ending in an even digit (i.e., 0, 2, 4, 6, and 8) the Congregation shall elect a Member to each of the offices of Treasurer and Trustee At-Large 2.
- 9.2 A Nominating Committee appointed by the Board shall consist of two Board members, and one non-Board member. The Team shall announce the open positions on the Board in January, accept suggestions of interested candidates from the membership, and then nominate one candidate for each vacancy on the Board of Trustees. The slate of candidates shall be sent in writing to the entire membership at least six weeks prior to the Annual Meeting.
 - 9.2.1 Alternative Nominating Procedure: After publication of the Nominating Committee’s slate, other consenting candidates to the Board of Trustees may be nominated by petitions

signed by three church members. Petitions must be presented to the Nominating Committee chair at least four weeks before the Annual Meeting.

- 9.2.2 All candidates nominated, either by the Nominating Committee or by the alternative nominating procedure, will be presented on the ballot at the Annual Meeting. The election will be conducted with a written ballot.
- 9.3 On July 1 of each new UUFCM operating year, the President-Elect from the previous term shall succeed to the office of President; and the outgoing President shall leave the Board of Trustees to serve as a supportive consultant when needed.
- 9.4 Trustees are eligible to serve up to two consecutive terms with three exceptions:
 - a. The President-Elect/President position serves one two-year term.
 - b. The one-year Trustee position may serve the one-year position and then up to two consecutive two-year terms.
 - c. Because the treasurer is a skilled position, a treasurer can be re-elected for more than two terms.

All Board member positions are eligible to be elected again after at least a one-year hiatus.

- 9.5 Should a Trustee retire from the Board of Trustees prior to completing the term, the Board of Trustees shall find a suitable candidate(s) from among the Members of the Congregation to fulfill the term of the retiring Trustee. The Congregation shall indicate approval of the replacement Trustee by election in accordance with Article 8 of these bylaws.
- 9.6 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.
- 9.7 The Board shall be responsible for long range planning.

ARTICLE 10: Board Officers and Trustees-At-Large

- 10.0 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.
- 10.1 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.
- 10.2 The secretary shall assure the recording and filing of the minutes of the Board and of the congregational meetings of the Fellowship.

- 10.3 The treasurer is responsible for custody of the Fellowship's funds, for keeping financial records, and for preparing the draft annual budget. The Board may designate a co-treasurer to assist with treasurer responsibilities when needed.
- 10.4 The trustees-at-large shall attend and participate in the Board meetings and shall advise the officers. The trustees-at-large may be assigned team liaison responsibilities.
- 10.5 The treasurer shall serve two years in office, plus four months as consultant to the newly elected treasurer.

ARTICLE 11: The Ministry

- 11.0 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 teams except the Ministerial Search Team and the Nominating Committee.
- 11.1 A Minister shall be called by Members of the Fellowship upon recommendation of a Ministerial Search Team at a meeting held for that purpose. Notice of such meeting shall be given as specified in the bylaws. A quorum at such a meeting shall consist of forty percent (40%) of the Membership. An eighty percent (80%) majority vote by secret ballot of those present at such a meeting is required to call a minister.
- 11.2 In the case that a face-to-face meeting cannot be held for the actual vote and an electronic vote (or other method accessible to all members) is necessary, a quorum for such a vote shall consist of participation of forty percent (40%) of the Membership. An eighty percent (80%) majority vote by secret ballot of those members voting is required to call a minister.
- 11.3 The Minister will be evaluated in accordance with UUA guidelines and action taken accordingly.
- 11.4 The Minister may be dismissed by a simple majority of votes cast by secret ballot. No vote shall be binding unless at least 40% of the congregation has voted by a method accessible to all members.

ARTICLE 12: Paid Positions

- 12.0 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.
- 12.1 The Minister as head of staff or their designee shall evaluate all other paid staff in collaboration with congregational leadership when appropriate. The minister shall make recommendations to the board regarding the evaluated staff. Contracts will be developed as necessary reflecting the decision of the Board.
- 12.2 In the absence of a Minister the Board shall appoint a team on evaluation who will evaluate the performance of Fellowship employees. Recommendations of the Team on

Evaluation shall be subject to approval by the Board. Evaluations will be performed and contracts developed following guidelines approved by the Board.

ARTICLE 13: Ministerial Search

The search process, including electing the search team, will follow the best practices of the UUA.

ARTICLE 14: UUFCM Endowment

- 14.0 UUFCM shall designate money for long-term financial planning of UUFCM and name the accounts holding the money for long-term financial planning the “UUFCM Endowment.”
- 14.1 Accounts comprising the UUFCM Endowment shall be separate from any banking accounts used to maintain the day-to-day operations of UUFCM.
- 14.2 The Treasurer shall keep a record of all holdings and accounts comprising the UUFCM Endowment on behalf of the Board of Trustees and the Congregation.
- 14.3 Any actions regarding investments, accounts, institutions holding accounts, plans for using the UUFCM Endowment money, or disbursements or disbursement rates shall be approved by the Board of Trustees and congregation by a special voting procedure describe in Article 8.1. Policy regarding governance of the UUFCM Endowment:
 - 1.0 Governance
 - 1.1 The UUFCM Endowment may include any number of accounts and of any type (e.g., banking, money market, common endowment funds) provided the institution holding an account part of the UUFCM Endowment is appropriately and legally licensed and insured to provide appropriate financial management.
 - 1.2 The Treasurer shall keep a record of all holdings and accounts comprising the UUFCM Endowment on behalf of the Board of Trustees and the Congregation.
 - 1.3 The Treasurer shall make at least quarterly a report regarding UUFCM Endowment holdings and activities to the Board of Trustees.
 - 1.4 The Board of Trustees shall at least annually report regarding UUFCM Endowment holdings and activities to the Congregation.
 - 2.0 Plans
 - 2.1 The Board of Trustees shall develop a Plan for the UUFCM Endowment Fund. A Plan shall include the following components:
 - 2.1.1 Goal: The future use of the money in the fund;
 - 2.1.2 Target Amount: The amount of money necessary to achieve the Goal;
 - 2.1.3 Target Date: The date at which the money is needed.
 - 2.2 A Plan or changes to a current Plan shall be approved by the Board of Trustees and Congregation as described in Article 8.1 of the By-Laws of the UUFCM.
 - 2.3 There may be more than one active Plan at a time.

- 2.4 The Treasurer with the consent of the Board of Trustees shall execute a Plan approved by the Congregation.
- 3.0 Contributions
- 3.1 Contributions made to UUFCM Endowment are accepted at any time.
- 3.1.1 Checks or distributions from Donors are to be payable to “UUFCM” and indicated to the Treasurer to be deposited in an account of the UUFCM Endowment.
- 3.1.2 The Treasurer shall ensure that contributions to UUFCM Endowment are deposited in a UUFCM Endowment account.
- 3.2 Contributions made to the UUFCM Endowment shall be added to the fund and included in the active Plans.
- 3.2.1 A contribution to the UUFCM Endowment is not to be accepted for non-Plan activities or used to create a new Plan.
- 3.2.2 Contributions to UUFCM Endowment shall not be added to the general banking accounts used for day-to-day operations of UUFCM.

ARTICLE 15: Fiscal Year

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

ARTICLE 16: Teams

- 16.0 The Board each year shall staff needed standing teams to execute the regular business and activities of UUFCM as follows:

<i>Team</i>	<i>Description and Composition</i>
Adult Religious Education Team	<ul style="list-style-type: none"> • Providing a wide range of educational programs (workshops, lectures, etc.) to support the mission of UUFCM and serve the interests of different groups in the congregation • Comprising volunteers from the Congregation
Building, Grounds and Safety Team	<ul style="list-style-type: none"> • Maintaining the building, grounds, and safety and security of the UU Center • Comprising volunteers from the Congregation
Communications Coordinating Team	<ul style="list-style-type: none"> • Coordinating internal and external communications • Comprising volunteers from the Congregation, with the Administrative Assistant as a non-voting member
Fellowship Life Coordinating Team	<ul style="list-style-type: none"> • Managing activities for membership, caring, hospitality, and social fun, in coordination with communications and building and grounds • Comprising volunteers from the Congregation
Finance Team	<ul style="list-style-type: none"> • Advising the Board of Trustees on budgetary issues and long-term financial planning

Shared Ministry Team	<ul style="list-style-type: none"> • Comprising the current Treasurer and past Treasurers • Supporting the professional development of the minister, evaluating the effectiveness of the fellowship's many ministries, and engaging in conflict resolution
Social Justice Coordinating Team	<ul style="list-style-type: none"> • Comprising four members appointed by the Board, not including any current Board members, with two members appointed by the Board, and two by the minister • Educating the Congregation of social justice opportunities; organizing volunteers for social justice activities • Comprising volunteers from the Congregation
Worship Team	<ul style="list-style-type: none"> • Organizing and planning worship and music for weekly services • Comprising the Minister, the Choir Director, the Director of Religious Education, and two members appointed by Board—one of whom shall be a Lay Worship Leader
Youth Religious Education Team	<ul style="list-style-type: none"> • Organizing and staffing religious education programs for youth and Our Whole Lives (OWL) courses • Comprising the Director of Religious Education and volunteers from the Congregation

The President of the Board shall assign one Board member to each of the standing teams to act as board-team liaison.

- 16.1 The Board shall create special (ad hoc) task forces as needed. The Board shall define their responsibilities and duration of service.

ARTICLE 17: Amendments

- 17.1 Bylaws will be reviewed and subject to revision annually. The Board will form a Bylaw revision committee to bring text to the Board. The Board will then decide what modifications to recommend to the general membership.
- 17.2 Any individual Member who wishes to propose changes to the bylaws may submit written suggestions to the president by January 1st for consideration at the annual meeting of that year. If the Board accepts this language as appropriate for consideration for inclusion in the bylaws, then it goes on the ballot at the annual meeting. If not, then the Board will notify the proposing member by the last day of February. In that case, the new language can appear on the ballot only by petition of five members submitted to the Board by March 31.
- 17.3 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 or other business meeting.

ARTICLE 18: 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 19: 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, 24 Farnsworth Street, Boston, Massachusetts, 02210-1409, or its successor, subject to all applicable laws. A court of competent jurisdiction shall dispose of such assets not so disposed of.

Amended January 21, 2023