

# NORTHWEST UNITARIAN UNIVERSALIST CONGREGATION

## BYLAWS

*Amended June 15, 2014*

### **Article I. Name and Location**

This religious organization shall be known as Northwest Unitarian Universalist Congregation. It shall be located in the metropolitan area of Atlanta, Georgia.

### **Article II Mission Statement**

Our congregation creates loving community, inspires joy and spiritual growth, and supports courageous action. We are a dynamic and diverse religious community. We encourage, support, and inspire each other to live as compassionate, spiritual, and ethical people. We affirm, promote, celebrate, and live our shared Unitarian Universalist principles through worship, religious education, social action, and an open exchange of ideas.

### **Article III. Denominational Affiliation**

**Section 1. Membership in UUA and Mid-South District.** This Congregation shall be a member of the Unitarian Universalist Association and of the Mid-South District of the Unitarian Universalist Association.

**Section 2. Acknowledgement of UUA Guidelines and Procedures.** This Congregation acknowledges its responsibility to consider guidelines and procedures of the Unitarian Universalist Association in the conduct of its professional and business affairs.

### **Article IV. Membership**

**Section 1. Requirements for Membership.** Any person who has either attained the age of 16 or successfully completed the NWUUC Coming of Age program, who is in sympathy with the Mission of the congregation, and who signs the membership roll may be a member.

**Section 2. Rights and Expectations of Membership.** Members are eligible to participate in all activities and processes of congregational life and governance, to hold office, to represent the Congregation in the denomination, and to vote. Members are expected to contribute freely of opinion, knowledge, skill and talent, and to support the Congregation financially.

**Section 3. Right to Vote.** The right to vote at any meeting shall be reserved for those persons who have been members for at least 30 days prior to the meeting.

**Section 4. Withdrawal and/or Purge from Membership.** Withdrawal from membership may be made by written request of the member to the Secretary of the Congregation. The Board shall purge the membership roll annually of non-participating members, but only after the Secretary or a person designated by the Secretary has contacted these members and they have chosen to be removed, or after reasonable effort has been made to locate these members and such effort has been unsuccessful, but in no event earlier than 60 days after the effort at contact is made.

**Section 5. Participation Without Discrimination.** This Congregation affirms and promotes the full participation of persons in all our activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals; without regard to race, ethnicity, gender identity or expression, physical or mental challenge, affectional or sexual orientations, age, class, or national origin.

## **Article V. Board of Trustees**

**Section 1. Authority of the Board.** The Board of Trustees shall be the governing body of the Congregation. The functions, business, and government of the Congregation shall be directed by the Board. The powers of the Congregation shall be vested in the Board which shall have the authority to perform all acts and functions not inconsistent with the direction of the Congregation, these bylaws, the Articles of Incorporation, and applicable laws, ordinances, and regulations. In the event of inconsistencies in these bylaws, the Board shall interpret the meaning in a manner consistent with the general intent of these bylaws and notify the congregation of the inconsistency and of the Board's interpretation in the next monthly newsletter. Resolving the inconsistency shall be placed on the agenda of the next congregational meeting.

**Section 2. Terms of Trustees.** The terms of trustees shall coincide with the church year, July 1 to June 30 of the next year. See Article VI, Section 1.

**Section 3. Number of Trustees.** The Board of Trustees shall be composed of a total of seven to nine trustees, the number to be determined by the Board, to be elected by the congregation at the General Meeting, and up to four ex-officio, non-voting members, as designated below.

A. **Officers.** The board shall include three designated officers: president of the congregation, secretary, and finance trustee, to be elected at the General Meeting.

B. **Non-Officers.** The responsibilities or focus areas of the other trustees, including the president elect, will be assigned by the board as needed.

C. **Term.** Each trustee, including the officers, will be elected to serve a two-year term of office. The president-elect shall be elected for two years to serve one year as president-elect and the second year as president. A new president-elect shall be elected each year.

D. **Ex-officio Non-voting Members.** The minister, the director of religious education, the director of music and the immediate past president of the congregation shall serve as ex-officio, non-voting members.

**Section 4. Number of Meetings and Quorum.** The Board shall meet not less often than six times annually. A quorum shall consist of a majority of the voting members of the Board.

**Section 5. Annual Recommendation of Budget.** The Board shall recommend for the Congregation's approval annually a budget to guide all expenditures of money.

**Section 6. Transaction of Business with Trustee or Trustee Firm.** The Congregation may transact business with one or more Trustees or with any firm in which they hold an interest. Disclosure of that interest prior to the consideration of and beginning of the business transaction is the responsibility of the Trustee. In meetings of the Board in which a Trustee discloses such an interest, the interested Trustee shall be counted in determining whether a quorum is present, but shall not be counted in calculating the vote necessary to approve the transaction of such business.

**Section 7. Approval of Associated Organizations.** The Board shall review and approve all applications of all organizations wishing to become associated with the Congregation and to become a part of its structure.

**Section 8. Open Meetings/Closed Sessions.** All meetings of the Board shall be open to the members of the Congregation, who may be given the courtesy of the floor at the discretion of the President. The Board shall be authorized, however, to convene in closed session to protect individual privacy.

**Section 9. Role of President.** The President shall preside over the business meetings of the Congregation and of the Board and shall represent the Congregation to the denomination and to the community. The President shall be ex officio a member of all committees of the Congregation except the Non-program Committees.

**Section 10. Role of Secretary.** The Secretary shall keep and maintain accurate records of the business meetings of the Congregation and the Board, establish and maintain a roster of members of the Congregation qualified to vote, and notify the membership of all meetings and the business to be conducted therein.

**Section 11. Role of Finance Trustee.** The Finance Trustee shall be the principal financial officer of the Congregation and shall conduct the financial business of the Congregation. In collaboration with the Board, the Finance Trustee shall be responsible for preparing the annual budget for presentation to the Congregation at a General Meeting in May, shall supervise the Every Member Canvass and all other fund-raising activities of the Congregation, and shall be cognizant of the financial condition of the Congregation, reporting thereon at each regular meeting of the Board and at the General Meeting, and providing to the Congregation not later than August 15 of each year a written report concerning the previous fiscal year.

**Section 12. Bond for Finance Trustee and Designee.** The Board shall establish policies and procedures for providing bond for the Finance Trustee and any nonprofessional staff designated by the Finance Trustee, at the expense of the Congregation.

**Section 13. Resignation of Trustee.** If a trustee resigns by giving written notice to the President or Secretary of the Board or is unable to serve for any reason, the remaining members may appoint a replacement to serve until the next general meeting of the congregation, at which time the congregation will elect a replacement.

## **Article VI. Business of the Congregation**

**Section 1. Church and Fiscal Year.** The church year and fiscal years of the Congregation shall commence on July 1 of each year and continue through June 30 of the following year.

**Section 2. Matters Requiring Approval of Congregation and Percent of Vote Required.** In all the matters listed in this section, the members present or voting by proxy in accordance with Section 3 (C) of this Article, at a legally called meeting must provide their affirmative vote, by a majority unless a greater proportion of the vote is required in these bylaws, in order for a decision on the matter to be valid:

- A. **Expenditures in Excess of \$5,000.** Expenditures in excess of \$5,000 which are not included in the approved budget, unless the failure to make the expenditure immediately will result in a substantial chance of property damage or personal injury.
- B. **Amendments to Bylaws.** Amendments to these bylaws, which require approval by a two-thirds majority of members present or voting by proxy.
- C. **Election and Removal of Minister.** The election of a Minister requires 90% approval and removal of a minister by a two-thirds majority of members present or voting by proxy.
- D. **Annual and Deficit Budget.** Approval of the Annual budget by majority; however, approval of a deficit budget shall require a two-thirds majority vote of members present or voting by proxy.
- E. **Deferral of Decision to Congregation.** Any matter as to which the Board has voted to defer a decision to congregational vote.

**Section 3. Requirements for Open Meetings.** The business of the congregation shall be conducted in open meetings in accordance with the following provisions:

- A. **Timing and Publication of Notice of Meetings.** Notice of all general and special meetings of the membership of the congregation shall be provided in writing to the membership, either by publication in the monthly newsletter or by a separate mailing including the option of electronic mailing at least two weeks prior to the scheduled meeting in a manner intended to reach every member. The notice shall contain at a minimum the time and place of the meeting and the business to be conducted at that meeting. The Board shall determine the manner appropriate for providing written notice.
- B. **Quorum.** A quorum for special or general meetings shall consist of 20% of the membership of the Congregation eligible to vote pursuant to Article IV,

Section 3 of these bylaws, either present or voting by proxy in accordance with Section 3 (C) of this Article. However, for meetings in which matters specified in Section 2 (B, C & E) above will be presented, 40% of the membership of the Congregation eligible to vote pursuant to Article IV, Section 3 of these bylaws, either present or voting by proxy in accordance with Subsection C of this Section, shall constitute a quorum.

- C. **Voting by Proxy.** Members who cannot be present at a congregational meeting may vote through use of a proxy. The signed proxy identifying the designated agent and the absent voter must be given to the Board Secretary before the start of the congregational meeting.

**Section 4. General and Special Meetings.** There shall be at least one congregational General Meeting to be held between April 15 and May 30 of each year that will include consideration of the budget, and such other special meetings as shall be called pursuant to this section.

- A. **Location of Congregational Meetings.** Congregational meetings shall be held in the usual place of worship unless a casualty prevents holding the meeting there, in which event the meeting shall be held within five miles of the church building at a location designated by the Board.
- B. **Order of Business at General Meeting.** The order of business at the General Meeting shall consist of:
  - i. Summary and approval of minutes of the preceding General Meeting, minutes to be available in written form.
  - ii. Report of the Finance Trustee and approval of the budget.
  - iii. Reports of the President, Ministry Team Leaders, Directors of Religious Education and Music, and Minister.
  - iv. Election of Trustees and the nominating and endowment committees.
  - v. Such other matters as are included in the notice of the meeting.
- C. **Special Congregational Meetings.** Special congregational meetings may be called by the Board on its own motion and shall be called if requested by at least 30 members or if for any reason no quorum is present at an annual congregational meeting. Special meetings called by petition of 30 or more members shall be held within 30 days of submission of the petition to the Secretary and upon at least two weeks notice to the membership.
- D. **Audit.** The Board may arrange for an audit of the financial records of the congregation, making an appropriate report thereon to the congregation.
- E. **Disbanding of Congregation.** Should the Congregation cease to function, any assets of the Congregation remaining after the settlement of debts shall be transferred to the Unitarian Universalist Association for its general purposes. This transfer shall be made upon the affirmative vote of the membership to disband and in compliance with applicable laws, ordinances, and regulations.

## **Article VII. Minister**

**Section 1.** A Minister called shall:

- A. **Recommendation of Minister.** Be recommended to the Congregation by the Ministerial Search Committee according to the accepted procedures of the Transitions Office of the Unitarian Universalist Association;
- B. **Voting for Minister.** Be called by a ninety percent (90%) majority written ballot cast by qualified voting members of the Congregation present at a meeting called for that purpose or voting by proxy as specified in Article VI, Section 3 (C);
- C. **Ministerial Agreement.** Serve the Congregation according to the terms of a written Ministerial Agreement signed on behalf of the Congregation by the President of the Congregation, which Agreement shall specify responsibilities and privileges of the Minister, compensation, and accountability of the Minister to the Congregation.

**Section 2.** A Minister serving shall:

- A. **Responsibility of Minister.** Be responsible for the religious meetings of the Congregation and its spiritual interests and affairs;
- B. **Ministerial Freedom.** Have freedom of the pulpit and freedom to express the Minister's opinion outside the pulpit;
- C. **Contractual Obligations.** Perform the duties and responsibilities detailed in the Minister's contract with the Congregation;
- D. **Assistance in Personnel Matters.** Assist the Congregation in personnel matters by
  - i. Coordinating the responsibilities and supervising and evaluating the performance of the non-ministerial professional staff in collaboration with the appropriate Trustees and committees; and
  - ii. Employing and supervising all non-professional employees of the Congregation in conformance with the provisions of the approved budget and program of the Congregation.
- E. **Membership on Board of Trustees and Ministry Teams.** Be a member, ex officio without vote, of the Board of Trustees and all ministry teams. The Minister's attendance at ministry team meetings shall be at the Minister's discretion.
- F. **Performance Review.** Receive an annual review of performance by the Board upon an evaluation of the ministry of NWUUC by the Committee on the Ministry.

**Section 3.** A Minister's services may be terminated by:

- A. **Resignation of Minister.** Resignation by the Minister upon giving 3 months written notice to the Secretary of the Congregation. The Congregation shall provide termination compensation as specified in the contract in the event such notice is given. During the term of the notice, the Board shall have the discretion to discontinue all or any portion of the duties required of the Minister.
- B. **Dismissal of Minister.** Dismissal by the Congregation upon a vote of two-thirds of written ballots cast by qualified voting members of the Congregation present at a meeting legally called for that purpose or voting by proxy as specified in Article VI, Section 3 (C).

## **Article VIII. Directors of Religious Education and Music**

- Section 1. Steps in Employing a Director.** Employment of a Director shall be by:
- A. Recommendation to the Board by the appropriate Search Committee according to provisions of Article X, Section 1 (B)(ii) of these bylaws;
  - B. Election by an affirmative vote of a majority of the voting Trustees at a legally called meeting of the Board;
  - C. Execution of a written contract signed on behalf of the Congregation by the President of the Congregation, which contract shall specify responsibilities and privileges of the Director, compensation, and accountability of the Director to the Congregation.

- Section 2. Duties of a Director.** A Director shall:
- A. Perform the duties and responsibilities detailed in the Director's contract with the Congregation;
  - B. Be a member, ex officio without vote, of the Board of Trustees and of the Religious Education and Music Committees as appropriate;
  - C. Receive an annual review of performance by the Board upon evaluation by the Minister.

- Section 3. Termination of Director's Services.** A Director's services may be terminated by
- A. Resignation by the Director upon giving written notice to the Secretary of the Congregation in accordance with the Director's contract. During the term of the notice, the Board shall have the discretion to discontinue all or any portion of the duties required of the Director.
  - B. Dismissal by the Board upon a vote of two-thirds of its voting members at a legally called meeting.

## **Article IX. Ministries and Ministry Team Leaders**

- Section 1. Function of Ministries.** Ministries may be established to serve the mission of the Congregation and to fulfill functional responsibilities of congregational operation, as determined by the Board from time to time, to be appropriate to the needs and priorities established by the Congregation.

- Section 2. Selection and Term of Ministry Team Leaders.** Ministry Team Leaders shall be nominated by the Nominating Committee, appointed by the Board, and presented to the Congregation for information at the General Meeting. Only voting members of the Congregation shall serve as a Ministry Team Leader; only a nonvoting member of the Board of Trustees may serve as a Ministry Team Leader. Terms of office shall be up to two years. Ministry Team Leaders shall select additional persons as required to serve on their Ministry Teams.

- Section 3. Removal of Ministry Team Leader.** The Board may remove a Ministry Team Leader or fill a Ministry Team Leader vacancy at any time

## **Article X. Non-Program Committees**

**Section 1.** The Board may assign administrative responsibilities to non-program committees which may include:

A. **Standing Committees.** Standing Committees as follow:

- i. **Nominating Committee.** A Nominating Committee, which shall consist of 5 members: the Immediate-Past-President of the Congregation, who shall serve as a member ex officio, and four persons broadly representative of the interests and needs of the congregation who have been elected by the Congregation at the General meeting. Of the four elected by the congregation, two will be elected each year to serve a two-year term. Members may not be re-elected to the Committee for a period of three years. The Committee shall submit a slate of Trustees and Nominating Committee members for election by the congregation as required by these bylaws, to be published not less than two weeks in advance of the General Meeting. The Committee shall also submit at that time a slate of program chair nominees for approval by the Board. In the event of vacancies in program chair positions during the church year, the Committee, at the request of the Board, shall nominate replacements.
- ii. **Committee on the Ministry.** A Committee on the Ministry, which shall consist of three to five members appointed by the Board with the approval of the minister. Appointments shall be for two years, staggered so as to provide for continuity. The Committee shall:
  - a. engage with the Minister and NWUUC lay leaders in an ongoing evaluation of the ministries of NWUUC, which shall encompass the performance of the Congregation ministry teams and the Minister in furthering the Mission of NWUUC as set out in Article II of these bylaws;
  - b. facilitate the working understanding of the Congregation and the Board with regard to the Minister's and ministry teams' responsibilities;
  - c. provide the Minister and ministry team leaders with candid assessment of their respective ministries' perceived effectiveness in the Congregation; and
  - d. advise the Board not less than annually in matters of ministerial and ministry team performance.
- iii. **HR Committee.** An HR Committee, which shall consist of four members appointed by the Board with the approval of the Minister. Appointments shall be for two years, staggered so as to provide for continuity. The Committee shall collaborate with the Minister to prepare and provide to the Board annually an evaluation of non-ministerial professional staff performance.
- iv. **Religious Education and Music Relations Committee.** Director of Religious Education and Director of Music Relations Committees, which shall consist of four members each, appointed by the Board with the approval of the appropriate director. The Committees shall provide



support to the Directors and collaborate with the Minister in evaluation of the Directors' performance of their responsibilities.

- v. **Finance Committee.** A Finance Committee, to be chaired by the Finance Trustee and consisting of the Stewardship MTL and one other member to be appointed by the Board, which shall perform the financial operations of the church.
- vi. **Endowment Committee.** An Endowment Committee, consisting of five (5) members, all of whom shall be voting members of the Northwest Unitarian Universalist Congregation and elected by the Congregation. These five (5) members would serve on the COMMITTEE for a period of three (3) years with the intention of having a staggered rotation of new committee members. None shall serve for more than two consecutive three-year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected. The minister and the President of the Board of Trustees shall be advisory members of the Committee.

The Committee Shall:

- a. be the custodian of the Endowment Fund, to be known as THE NORTHWEST UNITARIAN UNIVERSALIST CONGREGATION ENDOWMENT FUND (hereafter called the FUND).
  - b. Administer the FUND according to its Charter (to be approved and amended by the congregation with a  $\frac{2}{3}$  vote).
  - c. receive on the FUND's behalf all gifts that are designated to the Fund and all gifts that are given to the Congregation that are undesignated. However, no such undesignated gift may go to the Fund until the donor's special or current annual pledge has been fulfilled.
- B. **Ad Hoc Committees.** Ad Hoc Committees, to be formed as follows or, if not specifically provided for, by appointment by the President, to include:
- i. **Ministerial Search Committee.** A Ministerial Search Committee, which shall consist of not less than five nor more than nine members, broadly representative of the interests and needs of the Congregation. It shall be elected by the Congregation upon nomination by the Board. The Committee shall seek a Minister, according to the accepted procedures of the Department of Ministry of the Unitarian Universalist Association, to fill the requirements of the Congregation and shall recommend the candidate and contract terms to the Congregation for its approval.
  - ii. **Search Committees for Directors of Religious Education and Music.** The Director of Religious Education and Director of Music Search Committees, which shall consist of not less than three nor more than five members broadly representative of the interests and needs of the Congregation. The Committees, which shall be appointed by the Board, shall seek Directors to fill the requirements of the Congregation and shall recommend candidates and contracts terms to the Board for its approval.
  - iii. **Long-Range Planning Committee.** Whenever the Board believes a long-range planning committee would be in the best interest of the congregation, it shall establish such committee consisting of no fewer

than six members, in addition to the president of the congregation who shall serve as an ex officio member.

**Section 2.** Vacancies occurring on non-program committees shall be filled for the remaining portion of the term at the discretion of the President.

**Article XI. Amendment of Bylaws**

Amendments to the bylaws may be proposed by the Board, by a bylaws committee appointed by the President, or by a written petition of 30 voting members delivered to the Secretary of the Congregation. Notice of meetings called to consider amendments shall contain the proposed amendment verbatim. These bylaws may be amended by a two-thirds majority of qualified voting members present or voting by proxy at a meeting legally called for that purpose. See Article VI, Sections 2 & 3.