

ADOPTED BYLAWS OF
THE FIRST UNITARIAN UNIVERSALIST CONGREGATION
OF ANN ARBOR, MICHIGAN

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ARTICLE I. NAME AND AFFILIATION

The name of this association shall be the First Unitarian Universalist Congregation of Ann Arbor, Michigan (UUAA). The Congregation shall be affiliated with the Unitarian Universalist Association and the MidAmerica Region of the Unitarian Universalist Association.

ARTICLE II. PURPOSE

As stated in the original Articles of Association, May 14, 1865:

"We the undersigned, desirous of securing to ourselves and our families the advantages of religious instruction and fellowship do hereby associate ourselves together under the name and title of the First Congregational Unitarian Society of Ann Arbor, Michigan, for the purpose of maintaining religious worship and conducting the temporal interests of a religious society in accordance with the Statutes of the State of Michigan."

Our Purpose and Mission, written in January, 1990:

"This congregation, thoughtfully reviewing its purpose and mission 125 years after its founding, reaffirms its faith in the principles which, throughout history, have motivated liberal religion. Basic among these are a reverence for life, a respect for the inherent dignity of each person, and a belief in

human potential. We pledge our fidelity to the use of reason in the quest for truth, believing that the values so derived can lead to universal understanding and acceptance of one another, unimpaired by divisions based on race, color, national origin, religion, gender, age, sexual orientation, enablement, socioeconomic status, or other factors. We believe that truth is better sought in community, which helps to develop tolerance and understanding in us. It is our hope that we may work for good in our local community, state, nation, and world, awakening social conscience to the end of dispelling intolerance and injustice. Unfettered by dogma and unrestricted by formal creed, we honor the great in spirit coming to us from the past and present, representing the earth's rich diversity of faiths and cultures. Their wisdom, their rectitude, and their courage guide and inspire us in creating for all a life enlightened by knowledge and animated by good will."

The Introduction to our Core Values, May, 2011:

"The First Unitarian Universalist Congregation of Ann Arbor, MI has been deeply committed to liberal religious thought and action since 1865. We join together in community to encourage and inspire each other's spiritual journeys, to honor and care for the natural world around us, and to join forces in furthering social justice, in order to make a difference in the world."

ARTICLE III. MEMBERSHIP

1. Membership Categories

There shall be two categories of membership, Full Members and Associate Members.

1.1. Full Members:

Persons who wish to become Full Members are eligible to sign the membership book after consulting with one of the Ministers or attending orientation classes in order to acquaint themselves with the guiding principles and the heritage of Unitarian Universalism and to learn about the opportunities and responsibilities that accompany membership in the Congregation.

Any eligible person eighteen years of age or older who is in sympathy with the Congregation's purpose may become a Full Member by signing in the presence of one of the Ministers and of a member of the Board of Trustees or other Full Member designated by the Board, the following declaration in the membership book: *"We the undersigned, being in sympathy with the spirit and practical aims of the First Unitarian Universalist Congregation of Ann Arbor, Michigan, as expressed in the Articles of Association, hereby subscribe our names as members."*

1.2. Associate Members:

Any person under eighteen (18) years of age who has successfully completed the Coming of Age program or an equivalent approved by the Board of Trustees may become an Associate Member by signing in the presence of one of the Ministers and of a member of the Board of Trustees or another Member designated by the Board of Trustees, the above cited declaration in the membership book. Associate membership can continue until graduation from high school or attaining the age of eighteen (18), whichever is later. Associate Members may vote in congregational meetings. At congregational meetings, Associate Members do not count toward a quorum.

1.3. Membership Report

For the purpose of reporting membership to the Unitarian Universalist Association, only Full Members shall be counted.

2. Membership Privileges

2.1. Voting Privileges

Voting privileges begin four months after Full Member or Associate Member status has been conferred. The four-month requirement may be waived by a two-thirds (2/3) vote at a duly called congregational meeting.

2.2. Leadership Roles

Full Members may serve in the governing and leadership capacities established by these bylaws one (1) year after Full Member status has been conferred (see Article VI, section 1.1).

3. Membership Responsibilities

3.1. Financial Support

Full Members shall make a pledge and financial contribution of record to the congregation's operating budget each calendar year. Such pledge and financial contribution of record shall be a condition of continued membership. This requirement may be waived for an individual by a minister.

4. Membership Termination

The Board of Trustees shall establish policies regarding membership termination and reinstatement.

5. Membership Roll

The Board of Trustees shall review and approve an updated membership roll at least two and no earlier than four months prior to the annual congregational meeting held in the spring.

ARTICLE IV. MEETINGS

1. Congregational Meetings

There shall be two regularly scheduled congregational meetings per year, a winter meeting and the annual congregational meeting in the spring.

1.1. Winter Meeting

A congregational meeting shall be held each year not before January 1 and not after February 28, and shall include as part of its agenda consideration of a goal budget for the next fiscal year, and any other business that may properly come before it.

1.2 Spring Annual Congregational Meeting

The spring annual congregational meeting shall be the official annual meeting of the Congregation. It shall be held each year not before May 1 and not after June 30, and shall include as part of its agenda the election of Trustees and others as required by these bylaws, receipt of reports from all committees and activities of the Congregation, and consideration of other business that may duly come before it.

2. Special Meetings

A special congregational meeting may be called at the discretion of the Board of Trustees. Also upon written request of 10% of the Full Members of the Congregation, the Board of Trustees shall call a special congregational meeting.

3. Meeting Notice

The Secretary shall give the membership of the congregation at least two weeks before the date of any congregational meeting a notice specifying the business to be transacted. Publication of such notice in the official Congregation media may be considered tantamount to such notification. The Board of Trustees shall specify in advance the media to be used for this purpose. When possible, meetings shall be announced from the pulpit on the two Sundays preceding the date which has been set.

4. Quorum

Fifteen per cent (15%) of the Full Members having voting privileges, as defined in Article III, section 2.1, shall constitute a quorum.

5. Rules and Procedures

The most recent edition of Robert's Rules of Order is hereby adopted as the rules and procedures for official meetings of the Congregation except as otherwise provided in these Bylaws.

A secret ballot shall be used for all contested positions.

6. Building and Land Use for Meetings

No meetings other than for worship, for activities of organizations of the Congregation, and for the conduct of weddings, services of union, services of infant dedication, and funerals or memorial services in the charge of a UUAA minister, shall be held in the public rooms of the Congregation's building or on the Congregation's land without the approval of the Board of Trustees, which may delegate its supervisory authority to a minister or another individual.

ARTICLE V. AUTHORITY

The Congregation is the ultimate authority of the First Unitarian Universalist Congregation of Ann Arbor.

Notwithstanding other reserved powers, these specific powers are reserved solely to the Congregation:

- (a) to call or dismiss a Senior minister;
- (b) to elect the members of the Board of Trustees.

Subject to the powers reserved to the Congregation, or otherwise specifically delegated, the Board of Trustees shall be the governing body.

ARTICLE VI. OFFICERS AND GOVERNING BODY

1. Board of Trustees

A Board of nine (9) Trustees, elected by the voting membership, is charged with establishing, maintaining and communicating policies and strategic priorities that are forward-looking, congregation-wide, and reflective of the values and mission of the Congregation.

1.1. Eligibility

All Trustees must be Full Members of the Congregation and have been Full Members in good standing for at least one (1) year.

Family members (spouses, significant others, parent-child, siblings) may not serve on the board concurrently.

1.2. Members of the Board of Trustees

The Board of Trustees shall include a President, Vice President, Secretary, Treasurer, and five other Trustee positions. The Senior Minister and the immediate Past President serve as ex-officio (non-voting) members of the Board.

1.2.1. Past President

The immediate Past President shall serve a one-year (1) term as an ex-officio (non-voting) member and advisor to the Board of Trustees. The Past President may be invited to attend Board of Trustee and other meetings, at the sole discretion of the current President.

1.2.2. Senior Minister

The Senior Minister serves as an ex-officio (non-voting) member of the Board of Trustees. The Senior Minister or designee attends all Board meetings.

1.3. Election of Trustees

Trustees shall be elected at the spring annual congregational meeting, and begin their term of office June 1st or immediately following the election if the election is held in June. The Trustees shall be elected each year as follows:

In odd numbered years, the President, Treasurer and two other Trustees.

In even numbered years, the Vice President, Secretary and three other Trustees.

1.4. Term of Office

The term of office of each Trustee is two (2) years. No Trustee shall be elected to serve more than two consecutive terms.

2. Responsibilities of the Board of Trustees

The Board of Trustees shall oversee the business of the Congregation.

2.1. Management Oversight

The Board of Trustees shall oversee the assets and business of the Congregation, including the approval of an annual budget, the conduct of all business affairs, the control of its administration, and the appointment of such committees as it may deem necessary.

2.1.1. Delegation of Management

The Board of Trustees shall delegate management of the Congregation's assets, business affairs and administration to the Senior Minister.

2.1.2. Defining the Responsibilities of the Senior Minister

The Board of Trustees shall see to it that the duties and responsibilities of the Senior Minister are established and defined in this document (Bylaws), and other official documents as outlined in the Board of Trustees Governing Policies document.

2.1.3. Limit on Capital Expenditures

The Board of Trustees may authorize capital expenditures not to exceed a maximum aggregate of 5% of the total annual operating budget during any one fiscal year. Any capital expenditure which causes the aggregate of all capital expenditures in that year to exceed 5% of the total annual operating budget shall require Congregational authorization by a majority vote at a duly called congregational meeting.

2.2. Policy and Program Oversight

The Board of Trustees shall review bylaws, governing policies, programs, congregational ministry, and goals of the Congregation at least annually. Changes shall be communicated to the Congregation.

2.3. Board Meetings

The Board of Trustees shall hold regular monthly meetings at such times as it may appoint. A quorum shall consist of five Trustees.

2.4. Appointment of Regional and National Representatives

The Board or individual/group designated by the Board shall appoint UUA General Assembly delegates and MidAmerica Region representatives.

3. Officer Responsibilities

3.1. President

The President shall preside at meetings of the Board of Trustees and at congregational meetings, unless the Congregation Members at the beginning of a congregational meeting elect a moderator to preside. The President shall conduct the elections of the Trustees during the annual congregational meeting. The responsibilities of the President shall include, but not be limited to:

3.1.1. Establishing the agenda for, and presiding at all Board meetings;

3.1.2. Reporting on the financial status of the Congregation, Board actions, accomplishments and/or other issues at regular and special congregational meetings; Appointing a parliamentarian as needed;

3.1.3. Appointing chairs and members of committees and task forces of the Board of Trustees.

3.2. Vice President

The Vice President shall act in the absence of or at the request of the President, at which time she/he shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such functions and duties as may be specified by the Board.

3.3. Secretary

The Secretary shall keep minutes of congregational meetings and meetings of the Board. The responsibilities of the Secretary shall include, but not be limited to:

3.3.1. Reviewing and ensuring that all official minutes of the Board meetings and of congregational meetings are recorded accurately, distributed, and made part of the official record available to members of the Congregation;

3.3.2. Determining the presence or absence of a quorum at each congregational and Board meeting; and

3.3.3. Maintaining a permanent record of Board proceedings, including minutes, agendas and attachments;

3.3.4. Maintaining up-to-date Governing Policies, Bylaws and other documents designated as official by the Board of Trustees.

3.3.5. The Secretary shall review and approve an updated membership roll at least two and no earlier than four months prior to the annual congregational meeting held in the spring.

3.4. Treasurer

The Treasurer shall see to it that the financial records of the Congregation are maintained in good order. The responsibilities of the Treasurer shall include, but not be limited to:

3.4.1. Advising the Congregation, the Board of Trustees and other groups of financial aspects and implications of proposed actions;

3.4.2. Summarizing financial statements and interpreting financial data as the Board of Trustees may require; and

3.4.3. Ensuring financial transparency in conveying financial information to the Congregation.

4. Termination

4.1. Removal by the Board

A Trustee may be removed by two-thirds (2/3) vote of the Board of Trustees for absence from three (3) consecutive regular Board meetings, for malfeasance, conflict of interest, or any other criminal or unethical act.

4.2. Removal by the Congregation

A Trustee may be removed by two-thirds (2/3) vote at a duly called congregational meeting.

4.3. Vacancies

The Board of Trustees shall be responsible for replacing Trustees who have resigned or who have been removed from the Board of Trustees. The replacement Trustee shall serve for the remainder of the term.

ARTICLE VII. COMMITTEES

1. Leadership Development Team

There shall be a standing Leadership Development Team (LDT), which is charged with

- (1) Identifying, cultivating and developing leaders for the Congregation, and
- (2) Preparing a slate of nominees for positions to be filled by election at the spring annual congregational meeting.

1.1 LDT Members

The Leadership Development Team shall consist of the following five members: One Trustee appointed by the Board of Trustees; a recent past Trustee appointed by the Board of Trustees; one Full Member appointed by the Board; and outside of the Board, two Full Members elected by the Congregation.

Elected LDT members are elected during the spring annual congregational meeting, as part of the slate of nominees presented by the Leadership Development Team.

1.2. LDT Chair

The Leadership Development Team chair shall be selected by the LDT members. Newly elected LDT members are not eligible to serve as chair.

1.3. Term

The term of each Leadership Development Team member shall be two years. No Committee member shall serve more than two terms (4 years) consecutively.

1.4. Schedule of Election/Selection

The Leadership Development Team members shall be appointed and elected each year as follows:

In odd numbered years the Board of Trustees shall appoint a past Trustee and the Congregation shall elect a Full Member of the Congregation.

In even numbered years, the Board of Trustees shall appoint a current Trustee and a Full Member of the Congregation, and the Congregation shall elect a Full Member of the Congregation.

1.5. Slate of Nominees

The LDT shall select and announce to the membership of the Congregation a slate of qualified nominees for elected positions to the Board and LDT, at least equal to the number of vacancies on the Board and LDT, at least four (4) weeks prior to the date of the spring annual congregational meeting. Publication of the slate of nominees in official Congregation media shall constitute such notification.

1.5.1. A LDT member may not be nominated for election to the Board of Trustees.

Nominations outside of the Leadership Development Team's slate must be received by the Leadership Development Team by no later than three weeks before the election. Any such nomination shall include the signatures of ten supporting Congregation members.

1.5.2. Prior consent of any person nominated will be obtained.

1.5.3. If a nominee withdraws after his/her name is announced as described in 2.2 above, the Leadership Development Team shall present a replacement.

1.6. Assistance in Identifying Leaders

The Leadership Development Team shall assist the Board and the Senior Minister as requested in finding candidates for appointed positions.

1.7. Termination

1.7.1. Removal by LDT

A Leadership Development Team member may be removed by two-thirds vote of the Team for absence from three consecutive meetings.

1.7.2. Removal by Congregation

A Leadership Development Team Member may be removed by two-thirds vote at a duly called Congregation meeting.

1.8. Vacancies

The Board of Trustees shall be responsible for replacing Committee Members who have resigned or who have been removed from the Leadership Development Team. The replacement Committee Member shall serve for the remainder of the term.

2. Governance Committee

There shall be a standing Committee on Governance which is charged with advising and educating the Board on governance issues.

2.1 Composition.

The Governance Committee shall consist of from three to five (3-5) Full Members selected by the Board of Trustees to serve staggered terms. The President shall be an ex officio member of the Committee without vote.

2.2 Term.

The term of each Governance Committee member shall be three years. No Committee member shall serve more than two terms (6 years) consecutively.

2.3 Duties.

The Governance Committee shall assist the Board in ensuring sound governance. The Committee shall be responsible for the following:

2.2.1 Overseeing Board and Congregation education with respect to Bylaws and Governing Policies;

2.2.2 Recommending to the Board revisions to the UUAA's governing documents;

2.2.3 Performing such other functions pertaining to governance as requested by the Board of Trustees;

2.2.4 Providing an annual report to the Board regarding the fulfillment of the Committee's responsibilities.

2.3 Vacancies

The Board of Trustees is responsible for replacing Committee Members who have resigned. The replacement Committee Member shall serve for the remainder of the term.

ARTICLE VIII. MINISTERS

1. Calling a Minister

A Senior Minister shall be called upon the recommendations of the Ministerial Search Committee and the Board of Trustees by an eighty-five percent (85%) vote of the voting members of the Congregation present at a congregational meeting duly called for this purpose. A quorum for the meeting shall be twenty-five percent (25%) of the voting membership of the Congregation. Called ministers of the Congregation shall be ministers in fellowship with the Unitarian Universalist Association.

2. Duration of Service

Called ministers shall serve for an indefinite period. Interim ministers and any others who are hired by the Board of Trustees shall serve for the fixed period of their contracts.

3. Duties

3.1. Spiritual Leadership

The Ministers shall provide religious and spiritual leadership for the Congregation and be responsible for conducting Sunday services as well as rites of passage for Members of the Congregation. The Ministers shall be available for counseling and spiritual care of members when needed, and represent the Congregation as its religious leaders in denominational and local affairs. Ministers shall enjoy a free pulpit in accordance with the tradition of Unitarian Universalism, and shall be accorded freedom to speak the truth, as the Ministers understand it, in the Congregation and the community.

3.2. Chief Executive Officer

A Senior Minister shall function as Chief Executive Officer, shall be responsible to the Board of Trustees for implementing approved policies determined by the Board of Trustees, shall operate under the general supervision of the Board of Trustees and shall manage the Congregation's property, funds and business affairs.

3.2.1. The Senior Minister prepares the budget and submits the budget to the Board of Trustees.

3.2.2. The Senior Minister shall submit to the Board for approval a financial report covering the last fiscal year, subject to audit or other independent review. Such report shall be submitted within six (6) weeks of the end of the fiscal year.

3.2.3. The Senior Minister shall direct and support the ministerial, lay staff and volunteers to define and meet their missions. The Senior Minister may delegate this responsibility with the advice and consent of the Board of Trustees

3.2.4. The Senior Minister shall bring to the Board of Trustees all matters which the Senior Minister deems necessary and proper.

3.3. Ex Officio Board Member

The Senior Minister shall be a non-voting ex officio member of the Board of Trustees.

4. Termination

4.1. Resignation

Called Ministers shall give at least (90) days' notice in writing to the Board of Trustees of their intention to resign or retire.

4.2. Dismissal

Called Ministers may be dismissed by the action of members of the Congregation at a duly called congregational meeting, provided the purpose is clear and duly declared in the call to the meeting. A congregational meeting to consider the action of dismissal and its process shall be called by the Board of Trustees upon its own initiative or upon submission to the Board of Trustees a petition signed by at least ten percent (10%) of the voting membership of the Congregation. A quorum of twenty-five percent (25%) of the Members is required, and a majority vote of the voting Members present is necessary. Such a vote may not be taken again for six months.

4.3. Transition

In the event of a vacancy in the called ministry, the Board shall establish a plan for interim ministry to address immediate needs and shall establish a Ministerial Search Committee to conduct the search to fill that vacancy. The Ministerial Search Committee shall consist of seven members, three appointed by the Board of Trustees and four elected by the membership of the Congregation at a duly called congregational meeting. The Ministerial Search Committee shall follow the procedures recommended by the Ministerial Transitions Office of the Unitarian Universalist Association and by the Unitarian Universalist Ministers Association.

ARTICLE IX. FISCAL YEAR

The fiscal year shall be established by the Board of Trustees.

ARTICLE X. POLICIES

The Board of Trustees may adopt any policies for the government of the Congregation which are not inconsistent with these Bylaws. Policies may cover functions of Congregation activities groups, conditions applying to the use of the building by Congregation groups and outside groups, personnel policies, and other necessary or helpful regulations for the efficient operation of the Congregation. Policies may be amended or repealed by the Board of Trustees. The Board shall keep a Board Policy Manual which shall contain all current Board policies. The Governing Policies are open to inspection by members of the Congregation and are published on the UUAA website, and in other UUAA media, as the Board feels appropriate.

ARTICLE XI. DISSOLUTION

In the event of the dissolution of the Congregation, all outstanding debts shall be paid and the remaining assets, both real and personal, including all property heretofore and hereinafter donated to said Congregation, shall become the property of the Unitarian Universalist Association, 24 Farnsworth Street, Boston, Massachusetts, or its successor, subject to all applicable laws.

ARTICLE XII. AMENDMENT

These Bylaws, as far as allowed by law, may be amended or repealed at any regularly called congregational meeting of the membership, by a two-thirds (2/3) vote of those present and voting. Proposed amendments shall be contained in the notice of the meeting.

First Unitarian Universalist Congregation of Ann Arbor

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