

# Bylaws and Operations and Procedures Manual Unitarian Universalist Congregation of Petoskey

## BYLAWS

- **Current revision May 14, 2017**
- revised June 12, 2016
- revised June 15, 2014
- revised May 22, 2011
- revised June 15, 2008
- revised June 22, 2003
- Original Bylaws Adopted June 10, 2001

### Article I. NAME

The name of this religious organization shall be the: Unitarian Universalist Congregation of Petoskey (hereinafter Congregation).

### Article II. PURPOSES

The purposes of this religious organization shall be to:

1. Provide opportunities for mutual growth and experience in the search for spiritual meaning by use of The Unitarian Universalist Association Principles and Purposes.
2. Assist our children to grow in the understanding of Unitarian Universalist Purposes and Principles, as well as to understand ways in which those principles and purposes can be implemented in everyday life.
3. To reach out to the community at large, implementing Unitarian Universalist Principles and Purposes through service and dialogue.
4. Promote and practice courtesy, integrity, openness and fairness as the hallmarks of the Congregation in actions within itself, the community, and our larger religious and denominational families. Therefore an Ethics Charter Pledge of Conduct is hereby made a part of these bylaws in Article XII.

### Article III. DENOMINATIONAL AFFILIATION

The members of this Congregation (hereinafter membership) may decide in legal manner as provided in these bylaws to become a member of the Unitarian Universalist Association (hereinafter UUA) and/or a regional organization or affiliation, when this congregation is able to make annual financial contributions equal to its full fair share as determined by the association, the regional organization, and the membership when voting is involved.

## Article IV. MEMBERSHIP

### A. PARTICIPATION AND DUTIES OF MEMBERSHIP

All persons are encouraged to take part in the Sunday service, serve on committees, and participate in activities of this congregation without regard to membership. However, membership carries the privilege and responsibility of voting on matters affecting the congregation, together with providing both physical and financial support, as well as possibly serving as an officer or director on the Board of Directors (Board).

### B. OPEN MEMBERSHIP

Membership is open to all, regardless of ethnicity, skin color, national origin, age (except as noted in Article IV-C), gender or sexual orientation, education, or an individual's gender expression. It is expected that members have or are developing an understanding of the principles, purposes, and history of Unitarian Universalism. It is understood that members will actively support the operations of the congregation through attendance, service, and financial commitment, as they are able.

### C. BECOMING A MEMBER

Members are those individuals 14 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 a Board officer after receiving and reading a copy of the Seven Principles of the Unitarian Universalist Church and the Code of Conduct pledge in Article XII of these bylaws.

### D. VOTING AND MEMBERSHIP

Members shall be entitled to all of the rights and privileges of membership immediately, including the right to vote. Visitors and friends are invited to participate fully in the deliberations and discussions at any meeting, but may not vote.

### E. ACTIVE MEMBERSHIP

Membership update shall be determined by the Board no later than January and June first of each year. The purpose of the January first count shall be to inform UUA about the current membership count, as required by UUA. The purpose of the June first count shall be to determine a quorum for the annual meeting, as provided in Article V-A of these bylaws. In the event of a special meeting, as provided in Article V-B of these bylaws, the latest membership count shall be used to determine a quorum.

Members who are not currently active may be contacted and asked if they wish their membership to be continued and/or inviting them to become active in the congregation. If a positive response is received, the person will be retained as a member. If a positive response is not received, the person may be dropped from membership. If a person wishes to renew his/her membership in the congregation, he/she may do so by signing the membership register in the presence of an officer of the Congregation on any Sunday service.

## F. SUNDAY SERVICES

The time and place of the regular Sunday services of the congregation shall be determined by the membership or by a congregation committee designated by the membership.

### 1) PLEDGE SUNDAY

One Sunday per year may be designated Pledge Sunday.

### 2) CANCELLATIONS

In the event of inclement weather or other impediment to travel, the President of the Congregation may, after consultation with others, postpone or cancel a service, duly called meeting, or other planned activity.

## Article V. MEETINGS AND VOTING

### A. ANNUAL MEETINGS

The annual meeting shall be held each year by June 30 at a time and place fixed by the Board of Directors. The membership shall be informed of the meeting by email, notice in a newsletter and/or website, a mailing, and verbal reminders during services preceding the described meeting at least seven days in advance of the meeting. At least 2 weeks prior to this notice the members shall be informed that they may submit agenda items to the board up to ten days before the scheduled meeting.

The notice of the meeting shall contain a slate of officers and directors, a proposed budget, any proposed bylaw amendments and such other agenda items as the board decides, including submissions by members as provided in the preceding paragraph. The board may choose to endorse or refuse to endorse any agenda item, but it must ensure that any submission made by members is made part of the agenda unless it determines that the submission is contrary to the purposes of UUCOP in accordance with the purposes as stated in Article II of these bylaws.

The Annual Meeting shall adopt a budget for the coming year, elect officers and directors, and discuss and if necessary vote on other agenda items. Thirty percent of the membership shall constitute a quorum. A simple majority will be equivalent to one-half of those present plus one.

### B. SPECIAL MEETINGS

Special meetings may be called by the Board or by petition to the Board of thirty percent of the membership. Notice for any special meeting shall be by all means specified in Article V-A, and shall include an agenda of the meeting and any documents necessary to enable the membership to make an informed decision. At special meetings no business shall be conducted except those items on the Agenda sent out to the members. A simple majority shall be required to transact business. Thirty percent 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 shall require a quorum of forty percent. Any necessary vote regarding a Minister, purchase of property, or incurring debt beyond the assets of the UUCOP shall require two thirds of those members present at a duly called meeting expressly for such purpose.

### C. ABSENTEE VOTING

Members may vote by absentee ballot issued by the board. The ballot must be delivered to the meeting. The secretary shall open and count the absentee votes, which will be included in the official count to establish a quorum for the election. Except as noted elsewhere in these bylaws, absentee votes shall otherwise not be allowed; and proxy votes shall not be allowed in any case.

## D. ROBERT'S SIMPLIFIED RULES OF ORDER

Points of order raised in any meeting shall be resolved in accordance with the latest available edition of Robert's Simplified Rules of Order unless contrary to present law and/or these bylaws. The Board shall ensure that a copy of this reference and of these bylaws will be available at every Meeting of the board and at every annual and special meeting.

## E. POSITIONS ON SOCIETAL ISSUES

Congregation members can express opinions or positions on societal issues in the name of UUCOP provided that

- 1) the congregation achieves consensus on the issue, or
- 2) at least 75% of people in attendance at a congregational meeting or Sunday service (with two weeks' notice) approve a motion in favor of expressing the opinion or position, or
- 3) if timing precludes a two-week notice, by unanimous board endorsement, and the position shall be distributed to the congregation as soon as possible.

## Article VI. THE BOARD

### A. COMPOSITION

The members of the Board shall consist of five (5) elected positions: President, Vice-President, Secretary, Treasurer, and Program Committee Chair (worship, program, religious education), and ex officio any employed or contracted minister. The Board at its discretion may appoint up to two additional members, hereinafter called Directors. The term of any appointed director shall end no later than the end of the fiscal year, as provided in Article 7-G of these bylaws, in which the director was appointed. Any member of the congregation attending a board meeting shall have the right to participate but not to vote.

### B. OFFICERS

The officers shall be President, Vice-President, Secretary, Treasurer, and Program Committee Chair and shall perform the duties as outlined in the Operations and Procedures Manual appended to these bylaws.

### C. OFFICERS TERM OF OFFICE

The Officers staggered two-year terms. The terms of President, Vice-President, and Secretary shall begin on July 1 of each even-numbered year and end on June 30 of the next even-numbered year. Those of Treasurer and Program Committee Chair shall begin on July 1 of each odd-numbered year and end on June 30 of the next odd-numbered year.

### D. RECALL OF BOARD MEMBERS

Any officer or Director may be re-called by a majority vote of the Board and approved by a majority vote of the Congregation at a duly called Special Meeting.

# Article VII. BOARD RESPONSIBILITIES

## A. OVERVIEW

The Board shall have general charge of the property of the Congregation and conduct all of its business affairs and control its administration, except as provided elsewhere in these bylaws.

## B. MEETINGS

The board shall meet at least once every two (2) months and may at its discretion meet more often.

Dates and times are fixed by the board, and communicated to the membership as provided in Article V, or, in emergency situations, in a reasonable manner approved by the Board. Any decision made at an emergency meeting shall be conveyed to the membership as expeditiously as possible.

A quorum shall consist of a majority of the board. A general Agenda for business meetings of the Board or the Congregation shall be as found in the Operations and Procedures Manual, following and made a part of these bylaws.

Any Board meeting dealing with legal matters, facilities, financial obligations over \$2,000, or bylaws shall be held in person. Other Board meetings may be conducted by telephone conference or e-mail in a manner that provides for attendance by all members and other interested parties if it is feasible.

Decisions shall be made in accordance with Robert's Simplified Rules of Order or, at the Board's discretion, or by consensus (defined as a decision that all Board members endorse or at least accept).

## C. VACANCIES

Any vacancy may be filled by the board until the next annual meeting by a majority vote of the remaining members of the board.

## D. COMMITTEES

The Board or the membership at a duly called meeting may establish committees to conduct the affairs and business of the congregation, including special or ad hoc advisory committees. All committees shall report directly to the Board. Duties and responsibilities of the committees shall be outlined by the Board or the membership, as appropriate.

## E. FINANCIAL ADMINISTRATION

The Board shall present a proposed budget for the coming year for consideration by the membership at the annual meeting. The adopted budget shall be administered by the board. The budget may be amended by a majority vote of the Board. Such amendments shall be presented to the Congregation for approval at a duly called special meeting, as provided in Article V-B, p. 3, of these bylaws, if the amendment provides for additional outlays or item changes of at least one thousand dollars (\$1,000).

## F. ADDITIONAL DUTIES

The Board shall seek legal counsel when appropriate. The board shall promote a procedure for appropriate training for its members. The President of the board or the board's designee will provide within 90 days of the end of each calendar year an annual report to be available for inspection by the members of the congregation and available on the Internet

## G. ASSISTANTS

The Board may appoint assistants to the officers, including Assistant Treasurer and Assistant Secretary, as it deems necessary. The Board may initiate personal service contracts with professional advisors, subject to existing provisions of these bylaws.

## H. FISCAL YEAR

The fiscal year of the congregation shall begin on July 1, and end on June 30.

## I. INTERNAL AUDIT

The Board shall appoint an ad hoc committee to perform an internal audit in cooperation with the Treasurer, at least annually.

# Article VIII. MINISTER

## A. MINISTERIAL SEARCH COMMITTEE

The Ministerial Search Committee may recommend candidates for the position of Minister to the congregation. The Ministerial Search Committee shall consist of five members, three elected by the congregation and two appointed by the Board.

## B. SEARCH CRITERIA

The Ministerial Search Committee shall develop "Minister Selection Criteria" and a position description to be approved by the Board or the membership prior to the beginning of the search process.

## C. PROCEDURE FOR CALLING A MINISTER

The minister shall be called upon recommendation of the Ministerial Search Committee and by two thirds of the members of the congregation voting at any ANNUAL OR SPECIAL meeting legally called for the purposes outlined in Article V. Quorum for such a meeting is forty percent (40%) of the qualified members.

## D. TERMS OF EMPLOYMENT

The terms of employment shall be set by a Letter of Agreement between the minister and the Board, which shall be approved by the membership.

## **E. DISMISSAL OF A MINISTER**

The minister may be dismissed by 51% of the voting members of the Congregation, including absentee votes, at any meeting legally called for the purpose as provided in Article V. Quorum for such a meeting is 40% of the qualified members.

## **F. MINISTERIAL RELATIONS COMMITTEE**

A Ministerial Relations Committee of three members may be appointed by the board, with the consent of the minister, for a term of one year. New members of the committee shall begin their terms July 1.

# **Article IX. DISSOLUTION**

## **A. VOTE FOR DISSOLUTION**

1) The congregation may be dissolved by a vote of the congregation at a special meeting with 60% of the membership in agreement.

## **B. DISPOSAL OF ASSETS**

In the event of the dissolution of the congregation, all outstanding debts subject to a final audit shall be paid and the remaining assets, both real and personal, shall be donated to UUA.

# **Article X. OPERATIONS AND PROCEDURES**

An Operations and Procedures Manual, following these bylaws, shall be considered a part of these bylaws, and subject to the same requirements in the event of need for changes as the main sections.

# **Article XI. EFFECTIVE DATE; REVIEW & AMENDMENT OF THESE BY-LAWS**

## **A. EFFECTIVE DATE**

These amended bylaws shall become effective on July 1, 2016. All elected positions shall begin their term of office July 1. In accordance with Article VI-C (p. 3) of these bylaws, as of that date the terms of President, Secretary, and Program Committee Chair shall be for two years; those of Vice-President and Treasurer, for one year.

## **B. REVIEW AND AMENDMENT OF THE BY-LAWS**

At least every two (2) years the Board shall consider and may appoint an ad hoc Committee to review these bylaws. The bylaws Committee, if constituted, shall report to the board either that the bylaws are adequate for the operation of the congregation or that specific revisions are recommended. Any bylaws proposed revisions, including as provided in Article VI-C, shall not take effect until approved by the membership. Notice of current wording together with any proposed change(s) shall be contained in the notice of the Annual or Special meeting.

## C. AMENDMENT TO REPEAL THE BYLAWS

These bylaws, so far as allowed by law, may be repealed at a Special or Annual meeting of the congregation by 51% of those members voting at the meeting. Notice of the rationale for such a repeal amendment and proposed new bylaws, if any, shall be contained in the notice of the meeting.

## Article XII: ETHICS CHARTER PLEDGE OF CONDUCT

CODE OF CONDUCT. Courtesy, integrity, openness and fairness will be the hallmarks of the Congregation in actions within itself, the community, and its larger religious and denominational families. Therefore we, the Unitarian Universalist Congregation of Petoskey, hereby resolve to adopt the following ethics pledge of conduct: We Hereby Pledge:

- 1) Truthfulness in all our communications.
- 2) Fairness in the conduct of our meetings.
- 3) Open proceedings: no secret sessions of the body.
- 4) Actively to invite our members' input to deliberations.
- 5) Scrupulously to avoid conflict of interest. If there is a conflict of interest we will abstain from voting.
- 6) Fair and full financial reporting. Our financial reports shall include comparison to budget and to the previous year.
- 7) To adopt as a goal a biennial written self-evaluation of our Congregation.
- 8) To avoid complexity and ambiguity; and to promote simplified bylaws, operations, and procedures.

## Article XIII: CERTIFICATION

These bylaws of the Unitarian Universalist Congregation of Petoskey were approved by the membership at a meeting dated MAY 14, 2017, the membership having been sent written notice as provided by the existing bylaws, such meeting being recorded in the minutes.

These bylaws of the Unitarian Universalist Congregation of Petoskey are hereby signed and certified by the signatures of its President and Secretary, and signed copies shall be retained by the Secretary for the permanent records of the congregation and availability to the members.

Signed at Petoskey, Michigan, on May 14, 2017

President (Signed copy on file)

Secretary



# Bylaws and Operations and Procedures Manual Unitarian Universalist Congregation of Petoskey

## Operations & Procedures Manual

### I. OFFICERS: DUTIES AND RESPONSIBILITIES

The terms of all officers shall be FOR TWO fiscal years, as provided in Article VI-C, with no limit as to the number of terms served

#### A. PRESIDENT

##### Objectives

1. To provide overall leadership and direction for the congregation.
2. To oversee development and Growth of the congregation.
3. To maintain communications with other UU groups, UUA and UUA Mid-America Region, and other parties with whom the congregation has direct or indirect contact.

##### Duties and Responsibilities

1. Preside at all Board of Directors meetings.
2. Appoint the nominating committee.
3. Aid the chairs in selecting his/her committee members.
4. Provide leadership for the development of the congregation.
5. Sign checks in the absence of the treasurer.
6. Provide business and administrative leadership.
7. Represent the board in legal and other relationships requiring official representation, with the board's direction.
8. May be an ex-officio member of all committees, if requested.
9. Delegate responsibilities as necessary.
10. Maintain records and files of pertinent congregational information, relative to his/her position.
11. Offer training to the succeeding President.
12. Create, email and post newsletters to the web site at least quarterly.

Term of Office: 2 Years

## B. VICE PRESIDENT

### Objectives

1. To support and advise the President.
2. To guide the Development of the congregation.
3. To facilitate and help guide the board meetings and the congregation's meetings and workshops.

### Duties and Responsibilities

1. Preside at board meetings in the absence of the President.
2. Be a process watcher at Board meetings to keep the agenda on track.
3. Facilitate committee and congregational meetings as delegated by the president.
4. Support the congregation's development process by organizing and facilitating congregational workshops.
5. Assist the President with the agenda as needed.
6. Maintain records and files as needed.
7. Offer training to the succeeding Vice-President.
8. Develop and maintain the congregations Operation and Procedures Manual per direction from Board.
9. Assist with UUCOP emails and web site posting as necessary.

Term of Office: 2 Years

## C. SECRETARY

### Objectives

1. Provide current and historical information of the proceedings of the congregation and Board.
2. Provide legal documentation and correspondence to support the congregation's corporate responsibilities.

### Duties and Responsibilities

1. Record and maintain the minutes of the board meetings and distribute copies to the members at or before the next meeting.
2. Record and maintain the minutes of the congregation's annual meeting and publish to all members after review by the board.
3. Prepare and submit documents of the congregation's status to those entities requiring these for the congregation's continued existence.
4. Offer training to the succeeding secretary.
5. Assist with UUCOP emails and web site posting as necessary.
6. Maintain UUCOP archives.

Term of Office: 2 Years

## D. TREASURER

### Objectives

1. Monitor and disburse the congregation's funds to support the business activities without going into arrears.
2. Maintain financial records to guide budgeting and legal documentation.
3. To be responsible for the financial receipts and disbursements of this organization subject to the approval of the Board of Directors

### Duties and Responsibilities

1. Provide for the safekeeping of the funds and securities of the congregation.
2. Maintain the financial records and provide monthly reports to the board.
3. Maintain the congregation's members pledge records and donations.
4. Pay bills as authorized.
5. Maintain additional records and files as needed.
6. Participate in the internal audit process as specified in Article 7- I of these bylaws.
7. Prepare IRS and other forms required by law for any paid positions.
8. Secure property and liability insurance with approval and assistance of the Board.
9. Offer training assistance to the incoming Treasurer.
10. Assist with UUCOP emails and web site posting as necessary.

Term of Office: 2 Years

## E. PROGRAM COMMITTEE CHAIR

### Objective

To Chair the Program, Worship, and Religious Education Committee

### Duties and Responsibilities

1. Provide leadership & direction of the Committee in the activities determined by the Committee within guidelines established by the Board or the membership.
2. Organize and lead Committee meetings.
3. Report to the Board regarding decisions by and progress of the Committee.
4. Provide announcements of services by email and web site posting.
5. Post short descriptions of past services to the web site.
6. Assist with UUCOP emails and web site posting as necessary.

Term of Office: 2 Years

## II MEETINGS: ORDER OF BUSINESS

Meetings to conduct the business of this organization shall proceed in the following order:

- 1) Roll call of officers and other attendees
- 2) Determine the presence or absence of a quorum, if necessary
- 3) Adopt the agenda that specifies target timelines for specific items (for example, items subsumed under Unfinished and New Business) 4. Minutes of the previous meeting
- 4) Reports of officers, as necessary:
  - a) President
  - b) Vice-President
  - c) Program Director
  - d) Treasurer (financial report)
- 5) Secretary (correspondence)
- 6) Reports of committees
- 7) Unfinished business
- 8) New business
- 9) Confirm next Meeting date, place, and time (per yearly schedule, if needed.)
- 10) Adjournment