

By-laws and Operations and Procedures Manual

Bylaws

Unitarian Universalist Congregation of Petoskey

- **Current revision June 18, 2023**
- revised June 21, 2021
- revised 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 or UUCOP).

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 (UUA) Principles and Purposes.
2. Assist our children to grow in the understanding of UUA Principles and Purposes, 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 UUA 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 (p. 7 of these Bylaws).

Article III. DENOMINATIONAL AFFILIATION

The members of this Congregation (hereinafter membership) have decided, in a legal manner as provided in these Bylaws, to become a member of the UUA and any regional organization or affiliation designated by UUA. The annual "fair share" contribution to UUA and to any designated organization or affiliation shall be included in the UUCOP fiscal year budget but may be adjusted if The Board or the membership at the Annual or a duly called Special Meeting (as provided in Article V-A & B, pp. 2-3) decides to do so.

Article IV. MEMBERSHIP

A. PARTICIPATION AND DUTIES OF MEMBERSHIP

All interested 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.

B. OPEN MEMBERSHIP

Membership is open to all. It is expected that members have or are developing an understanding of the UUA Principles and Purposes, and of the 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 respect the purpose of this Congregation and have signified their commitment by signing the Membership Register in the presence of a Board Officer (Article VI-C, p 4) after receiving and reading a copy of the UUA Seven Principles and the Code of Conduct pledge in Article XII (p. 7) 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 such 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 (p.2) of these Bylaws. In the event of a Special Meeting, as provided in Article V-B (p.3) of these Bylaws, the latest verified 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 again 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 by the Board. If a person wishes to renew his/her membership in the Congregation, he/she may do so as specified in Article IV-C, above.

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. The membership shall be informed about the meeting by email, notice in a newsletter and/or website, a mailing, and/or verbal reminders during services preceding the described meeting at least seven days in advance of the meeting. At least two 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 (Article VI-A, p. 4 of these Bylaws), 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 discuss and as 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 by thirty percent of the membership. Notice for any Special Meeting shall be as specified in Article V-A (p.2), and shall include an agenda for 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 at least seven days prior to the meeting. A simple majority shall be required to approve any proposed action. Thirty percent of the membership shall constitute a quorum for a Special Meeting except in instances regarding the calling or dismissal of a minister and incurring indebtedness, which shall require a quorum of 40%. Except as noted in Article VIII-C (p. 6) and in VIII-E (p.6), any necessary vote regarding a Minister, purchase of property, or incurring debt beyond the assets of the UUCOP shall require agreement by at least 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, or to a Board member, in advance of 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. PROTOCOL OF MEETINGS AND POINTS 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 applicable law and/or these Bylaws. The Board shall ensure that a copy of this reference and of these Bylaws are available at every meeting of the Board and at every Annual and Special Meeting.

E. POSITIONS ON SOCIAL ISSUES

Congregation members may express opinions or positions on social issues in the name of UUCOP provided that:

1. At least two-thirds of attending Congregation members approve a position on the issue at an Annual or Special Meeting; or
2. At least 75% of people in attendance at a congregational meeting or Sunday service (with two weeks' prior notice) approve a motion in favor of expressing the opinion or position; or
3. By unanimous Board endorsement, which decision and position shall be distributed to the Congregation as soon as possible.

F. ARRANGEMENT OF SUNDAY SERVICES AND MEETINGS

1. SUNDAY SERVICES

The time and place of the regular Sunday services of the congregation shall be determined by the Board in consultation with the membership.

2 MEETINGS

Except for Emergency Board Meetings (VII-B, p. 4) the Board shall ensure that reasonable advance notice of any meeting is provided to the members. Any member may request a copy of the detailed agenda for that meeting as soon it is finalized.

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. Members and friends shall be advised about any cancellation as promptly as possible,

Article VI. THE BOARD

A. COMPOSITION

The members of the Board shall consist of five (5) elected positions (Officers): President; Vice-President; Secretary; Treasurer; and Program Committee Chair (or other Committee member appointed by the Chair); and *ex officio* any employed or contracted minister. The Board at its discretion may appoint up to two additional members (Directors). The term of any appointed Director shall end no later than the end of the fiscal year in which the Director was appointed. Any guest of the Congregation attending a Board meeting shall have the right to participate, but not to vote.

B. OFFICERS

Objectives, duties, and responsibilities of the Officers are outlined in Part I of the Operations and Procedures Manual (pp. 8-10) appended to and part of these Bylaws.

C. OFFICERS' TERM OF OFFICE

The Officers shall be elected for 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; that of Treasurer shall begin on July 1 of each odd-numbered year and end on June 30 of the next odd-numbered year. Program Committee Chair has a one-year term or at the end of the fiscal year, whichever comes first.

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-A & B of these Bylaws (pp. 2-3) - or, in emergency situations, in a reasonable and prompt 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 Part III (p.10).

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

Any member or guest of the Congregation attending a Board meeting shall have the right to participate, but not to vote.

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 Congregation, 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 Congregation, 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 five thousand dollars (\$5,000).

F. ADDITIONAL DUTIES

The Board shall seek legal counsel when appropriate. The Board shall promote a procedure for appropriate training of its incoming members. Each Officer of the Board or his/her designee shall provide at least 30 days prior to the end of each fiscal year an annual report to be provided to all members of the Congregation and posted on the UUCOP website. The President may require that Board Directors (Article 6-A. p. 4) and Chairs of existing Committees also prepare reports in anticipation of the Annual Meeting. All Board members shall be prepared to discuss their reports and to respond to questions, etc., posed by Annual Meeting attendees.

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

At least once per year the Board shall appoint a Committee to perform an internal audit in cooperation with the Treasurer, unless this responsibility is assigned to the Finance Committee.

J. HIRING

UUCOP is committed to accepting and reviewing applications from all qualified candidates when screening and hiring of any paid staff.

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 three members: two appointed by the Board, at least one of whom shall be a current Board member; and one elected by the Congregation.

B. SEARCH CRITERIA

The Ministerial Search Committee shall develop "Minister Selection Criteria" and a position description to be approved by the Board or the Congregation 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, then by 90% of the members of the Congregation voting at any Annual or Special Meeting legally called for the purposes outlined in Article V (pp 2-3). Quorum for such a meeting shall be forty percent (40%) of the membership.

D. TERMS OF EMPLOYMENT

The terms of employment shall be set by a Letter of Agreement and Contract between the Minister and the Board, which shall be approved by the Congregation (Article V-A & B, pp. 2-3).

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 that purpose as provided in Article V-A, B, & C (pp. 2-3) upon recommendation of the Board.

F. COMMITTEE ON SHARED MINISTRY

A Committee on Shared Ministry of three members may be appointed by the Board, with the consent of the Minister, for a term of up to one year, or until the end of the fiscal (June 30), whichever comes first. New members of the Committee shall begin their terms July 1.

Article IX. DISSOLUTION

A. VOTE FOR DISSOLUTION

The congregation may be dissolved by a vote of the Congregation at an Annual or 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 (pp 9ff), shall be considered a part of these Bylaws, and subject to the same requirements in the event of a need for amendments thereto.

Article XI. EFFECTIVE DATE; REVIEW & AMENDMENT OF THESE BYLAWS

A. EFFECTIVE DATE

These amended Bylaws shall become effective on July 1, 2023. All elected positions shall begin their term of office July 1. In accordance with Article VI-C (pp 4-5) of these Bylaws.

B. REVIEW AND AMENDMENT OF THE BYLAWS

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 shall not take effect until approved by the membership as provided in Article V-A, B, & C (pp. 2-3).

C. REPEAL OF THESE 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 AND 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 members of UUCOP, hereby resolve to adopt the following Ethics Charter and 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 self-evaluation of our Congregation.
8. To avoid complexity and ambiguity; and to promote simplified Bylaws, operations, and procedures.

Article XIII: CERTIFICATION

These Bylaws were approved by the UUCOP Membership during the Annual Meeting on June 18, 2023, the membership having been sent written notice as provided by the existing Bylaws, and 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 current 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 June 18, 2023

Mark or Nancy Kinney, Co-Presidents

Kim Nowack, Secretary

(Signed copy on file)

Operations and Procedures Manual

Unitarian Universalist Congregation of Petoskey

I. OFFICERS: DUTIES AND RESPONSIBILITIES

The terms of all officers (except for Program Chair, a 1-year term) are specified in Article VI-C (p. 4) of the Bylaws. There shall be with no limit to the number of terms served.

A. PRESIDENT - Term of Office: 2 Years

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, affiliations and organizations designated by UUA, and other parties with whom the congregation has direct or indirect contact.

Duties and Responsibilities

1. Preside at all Board, Annual, and Special Meetings.
2. Appoint the Nominating Committee.
3. Aid the chair(s) in selecting his/her/their committee members.
4. Provide leadership for the development of the Congregation.
5. Appoint him/herself or another Board member to sign checks in the absence of the Treasurer.
6. Provide business and administrative leadership.
7. Represent the Board and Congregation 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.

B. VICE PRESIDENT – Term of Office: 2 Years

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.

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. Assist the President with the agenda as needed.
5. Maintain records and files as needed.
6. Offer training to the succeeding Vice-President.
7. Develop and maintain the Congregations Operation and Procedures Manual per direction from Board.
8. Assist with UUCOP emails and web site postings as necessary.

C. SECRETARY – Term of Office: 2 Years

Objectives

1. To provide current and historical information of the proceedings of the Congregation and Board.
2. To 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 and Special meetings (Article V-A & B, pp. 2-3, of the Bylaws), and publish same to all members after review by the Board.
3. Prepare and submit documents of the Congregation's status to those entities requiring same for the Congregation's continued existence.
4. Offer training to the succeeding Secretary.
5. Assist with UUCOP emails and web site postings as necessary.
6. Maintain UUCOP archives.

D. TREASURER – Term of Office: 2 Years

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.

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' and friends' 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 VII-I (p. 5) of the Bylaws with the Audit Committee.
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 postings as necessary.
11. Prepare for and coordinate the Finance Committee.

E. PROGRAM COMMITTEE CHAIR – Term of Office: 1 year

Objective

To Chair the Program, Worship, and Religious Education Committee

Duties and Responsibilities

1. Provide leadership and 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, with focus on worship, program, and religious education.
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 on the web site.
6. Assist with UUCOP emails and web site posting as necessary.

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 which specifies target timelines for specific items (for example, items subsumed under Unfinished and New Business)
4. Minutes of the previous meeting
5. Reports of officers, as necessary: a) President b) Vice- President c) Program Director d) Treasurer (financial report) e) 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