

BY-LAWS of the FIRST UNITARIAN-UNIVERSALIST CHURCH Detroit, Michigan

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April 8, 1984; April 12, 1987; January 24, 1988; April 29, 1990; December 19, 1993;
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Article I – Mission Statement

We strive to be an expanding transformative community whose mission is to liberate truth, radiate kindness and love courageously.

Article II – Affiliation

The Church shall be a member of the Unitarian Universalist Association of Congregations and the Heartland District or their successors

Article III – Membership

Section 1. Membership is open to all interested persons who: are at least sixteen (16) years old; sign the membership book; make a monetary pledge of support; and make a financial contribution of record. We welcome all who are in general agreement with Unitarian Universalist principles and purposes without regard to considerations based on sex, sexual identity or orientation, race, ethnic identity or national origin, economic status or level of ability. No test of belief shall be imposed as a condition of membership.

Section 2. Sixty (60) days after signing the book and making a pledge of support with a contribution of record, membership conveys the right to: vote at any congregational meeting; be elected as a member of the Board of Trustees or officer of the church; vote as a member of established committees; and to represent First Unitarian-Universalist Church at the Unitarian Universalist Association General Assembly or Heartland conferences.

Section 3. A member will be sent an inquiry regarding a desire to maintain membership when that person has not made a contribution of record during the present or prior fiscal year. If an exemption is not requested, that person will be removed from the membership list.

Section 4. We recognize as a Friend of the Church a nonmember who makes a pledge of monetary support to the Church.

Section 5. The Secretary to the Board of Trustees shall maintain a list of current members.

Article IV – Services and Meetings

Section 1. Public services for worship shall be conducted on each Sunday of the year except as otherwise determined by the Board of Trustees. Other public worship services shall be decided upon by the Board of Trustees.

Section 2. Meetings of the Congregation:

- A. The Annual Meeting of the Congregation shall be held each year in the month of May with time and place set by the Board of Trustees. The voting membership shall elect a President, Vice-President, Secretary, Treasurer, four (4) Trustees at large and all other elected positions as provided by the By-Laws. The term of office shall begin on July 1st of the same year. The voting membership shall approve a budget for the next fiscal year, receive committee reports, and transact any and all other business of the Church.

- B. Special meetings of the Congregation may be called by the Board of Trustees or by the President upon written request of twenty-five (25) Voting Members of the Church.
- C. Notice of the time and place of all congregational meetings shall be read from the pulpit on the two (2) Sundays immediately preceding the Sunday of the meeting and shall be published in the Church Newsletter mailed and/or e-mailed to the last known address of each member thirty (30) days prior to the meeting. The slate proposed by the Nominating Committee shall be included in the Call of the Meeting. The notice of all special meetings shall state the purpose thereof.
- D. Forty (40%) percent of Voting Members shall constitute a quorum and a majority of those eligible to vote shall govern, unless otherwise stipulated in the By-Laws.
- E. At any meeting called for the following purposes a vote of three quarters (3/4) of those eligible to vote shall be required to:
 - a. take any action regarding the title of the real estate occupied by this Church;
 - b. amend the Constitution or By-Laws.
- F. All meetings shall be governed by Robert's Rules of Order (Revised).

Article V – The Governing Board

Section 1. The Board of Trustees shall establish policies for the governance of the Church and conduct the business and financial affairs of the Church. The Board of Trustees shall carry out all policies established by a vote of the congregation at any duly constituted congregational meeting. It shall be the general governing body of the Church and shall:

- A. have custody of all its property, real, personal or mixed;
- B. have authority to employ and supervise staff (except where a vote of the congregation is necessary as defined herein) in lieu of a Minister and a Board President. Hiring of Employees shall be based on their qualifications without regard to potential discriminatory practices as outlined for members.
- C. prepare the annual budget of the Church for submission at each Annual Meeting. The fiscal year of the Church shall be July 1 to June 30 of the following calendar year;
- D. keep a permanent record of its proceedings and make it available to the congregation.

Section 2. The Board of Trustees shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President and four (4) Trustees-at-Large. The President, with consent of the remaining Trustees, shall appoint a person to complete the term for any positions that are vacated before their expiration. Trustees are elected for two (2) year terms and may serve for two (2) consecutive terms. Two (2) trustees are

elected each year at the Annual Congregational Meeting. Officers are elected for one (1) year terms and may serve for two (2) consecutive terms.

Section 3. Regular meetings of the Board of Trustees shall be held monthly at least 11 months each year. Special meetings may be called by the President or by three (3) Officers/Trustees upon three (3) days written or verbal notice to each member of the Board. Five (5) Trustees constitute a quorum and a majority of those present shall decide all questions, the votes being recorded at the request of any member.

Section 4. The Board of Trustees must approve all decisions to hire and fire paid staff.

Article VI—The Minister

Section 1. The Minister shall perform such duties as are usual and customary, such as worship service, and other duties as may be prescribed by the Board of Trustees.

Section 2. To initiate a search for a new Minister, a Ministerial Search Committee of 7 to 9 members shall be appointed by the Board of Trustees. The Minister shall be called when the Ministerial Search Committee, after informing the Board of Trustees, recommends a candidate and the congregation approves by at least a 4/5 vote at a duly-called Congregational Meeting.

Section 3. The Minister shall be an ex-officio member, without a vote, of the Board of Trustees and of all standing committees.

Section 4. In matters of grievance, retention and performance of the Minister, recommendations of the Unitarian Universalist Association and the Unitarian Universalist Ministers Association shall be invoked to resolve such matters. Upon two-thirds (2/3) vote of the Board of Trustees, signifying irremediable breakdown of relations between the Minister and the Governing Board, it may be recommended to the Minister that he or she shall resign. If the Minister chooses not to resign, the request for resignation must be reported to the congregation within thirty (30) days.

Section 5. The Minister may be dismissed by three-quarters (3/4) majority of the members of the Church present at a meeting duly called for that purpose.

Section 6. A called Minister, in consultation with the Board of Trustees, will select three members to serve on the Committee on Ministry.

Section 7. The Minister, and in lieu of a Minister, the President, shall supervise all paid staff and have the authority to hire and fire paid staff with Board of Trustees' approval.

Section 8. The minister shall have the freedom to express personal views in and out of the pulpit.

Article VII—Duties of Officers

Section 1. The President is the presiding officer of the Church and Board of Trustees and manages activities not otherwise assigned.

Section 2. The Vice President shall act as President in the absence or incapacity of the President to serve. If the President resigns, the Vice President assumes the Presidency. The Board of Trustees shall appoint a Vice President to serve until the next Annual Congregational Meeting.

Section 3. The Secretary shall keep accurate records of all meetings of the Church and Board of Trustees; give notice of meetings; and have custody of all records, including the list of Voting Members.

Section 4. The Treasurer shall furnish such bond as the Board of Trustees may direct; keep permanent records of financial affairs; and report on these at each Board of Trustees Meeting and at the Annual Congregational Meeting.

Article VIII—Committees

Section 1. The Board of Trustees may establish additional committees and Task Forces as deemed necessary to execute the work of the Church.

Section 2. The Standing Committees of the Church, and their responsibilities shall be:

A. The Nominating Committee shall:

- i. consist of five (5) members to be elected by the Congregation at the Annual Congregational Meeting;
- ii. recognize that the person receiving the highest number of votes shall convene the committee and the committee shall elect a Chair;
- iii. nominate candidates for President, Vice President, Secretary, Treasurer, Trustees, Nominating Committee, Delegates to the General Assembly and Heartland District, and the Nominating Committee, with at least three (3) Nominees of the Nominating Committee having served in elective office;
- iv. nominate members of a Ministerial Search Committee at the direction of the Board of Trustees;
- v. recognize that all nominations require the consent of the nominees (given to the Nominating Committee or to the Congregation at the Annual Meeting).
- vi. if an issue arises which is divisive within the congregation and cannot be resolved by the Board of Trustees, the Nominating Committee shall

appoint a Resolution Task Force consisting of three members (two of whom shall have served previously as officers) to review, resolve and/or report their findings to the Congregation.

- B. **The Endowment Fund Committee** will be governed by the provisions of Article IX below.

Article IX – Endowment Fund

The Church shall maintain an Endowment Fund (Fund) to provide income to support church activities. The initial funding of the Fund will be through the transfer of all assets of the Church's Memorial Funds. Thereafter, monies received as memorials will be invested in the Fund. Also, new money may be directed specifically to the Endowment Fund.

SECTION 1. The Endowment Fund Committee shall:

- a. consist of three members, appointed **by** the Board of Trustees for three year overlapping terms, with one member appointed for one year, one for two years and one for three years in the initial election of the Committee, with no member serving more than two consecutive three year terms; further, all members shall have financial, accounting or business experience or credentials and shall be significant contributors to the Church.
- b. author and implement policies and procedures, which shall be adopted **by** the Board of Trustees and published to the membership of the Church and shall govern the operations of the Fund.
- c. elect a chairperson, financial secretary and recording secretary who shall have the following duties:
 - i. The chairperson shall convene the Committee at least quarterly and more often as necessary and shall acknowledge promptly to the donor(s) receipt of each contribution to the Fund;
 - ii. The financial secretary shall keep a record of (a) all monies received **by** the Fund, which shall be maintained separately from the operating funds of the Church and the assets of the Trust; (b) all expenditures **by** the Fund and distribution of Fund monies; (c) shall assist the Church Treasurer in maintaining accurate books and records of the Fund; and (d) shall submit to the Church Treasurer written requests for checks payable from the Fund, unless the Committee elects to manage assets of the Fund without the involvement of the Church Treasurer.
 - iii. The recording secretary shall maintain minutes of all meetings of the Committee, shall provide a copy of minutes to each member of the Committee and shall report to the Congregation at the Annual Meeting, and otherwise when called to do so.
- e. provide that the books and records of the Fund shall be reviewed or audited annually **by** a certified public accountant or other appropriate person who is not a member of the

Committee.

SECTION 2. Investments and Disbursements

- a. The Committee shall arrange for investment of monies under its control through a reputable institution, or the agency designated **by** the Unitarian Universalist Association.
- b. The Committee may delegate to the Church Treasurer the routine duties of asset administration and cash disbursement, or it may perform such tasks among its members.
- c. Investment policies established **by** the Committee, e.g. to maximize asset growth or to maximize income, shall be reported to the Congregation at least annually.
- d. Monies distributed may be directed only to the Congregation.
- e. The Fund may distribute only income earned **by** its assets.

SECTION 3. Encouragement of Fund Growth

It shall be a duty of the Committee to encourage growth in the asset base of the Endowment Fund. The Committee is charged with solicitation of contributions and bequests from Congregation members, friends, their families, and other parties.

Article X—Amendments

These By-Laws may be amended at an Annual Congregational Meeting or any Congregational meeting of the Church called for that purpose, provided that notice of the proposed amendments has been given in the call of the meeting, and that the quorum and voting requirements are met.