

**Bylaws of Grosse Pointe Unitarian Church,
a Member Congregation of the
Unitarian Universalist Association
Revised and Adopted May 19, 2019**

ARTICLE I - Name

The name of this organization shall be Grosse Pointe Unitarian Church

ARTICLE II – Membership

We invite into membership all those who feel an affinity with the Mission and Vision of Grosse Pointe Unitarian Church.

- A. A Member in Full Standing shall be anyone who: is at least eighteen years of age; has applied for membership by means of the membership form provided by the Board of Trustees; has made a pledge commitment; has been approved by the Board of Trustees; and has, as a matter of record on the books of the church, contributed to the church, within the current fiscal year, an amount sufficient to cover the current costs of membership in the Unitarian Universalist Association and the MidAmerica Region, unless granted hardship by the minister.
- B. A Member in Full Standing who has relocated at a distance too geographically removed to enable regular participation in church activities or is inactive in the life of the church for no less than two years, as determined by the Board of Trustees after consultation with the Minister and no less than three attempts at verbal, written, or electronic communication with said member, may be removed from Member in Full Standing status by an action of a majority of the Board of Trustees. If the Board of Trustees so acts, the Secretary shall inform the member of said decision. A member removed from Member in Full Standing status for such reasons may, upon request, remain on the membership roll as an “Inactive Member” (see section D below).
- C. The status of Member in Full Standing shall continue until one of the following criteria is met: death; the submission of a written resignation; the request of a letter of transferal or recommendation to another church; a decision rendered by the Board of Trustees (see section B above); alteration of status to Inactive Member (see section D below); or removal from all forms of membership by a majority vote of the Board of Trustees for conduct detrimental to Grosse Pointe Unitarian Church.
- D. An Inactive Member shall be anyone who requests to remain on the membership roll but due to geographic distance or other circumstances is not active in church activities. A member may be moved to Inactive Member status by an action of the Board of Trustees (see section B above) or by request. An Inactive Member shall not have voting rights. An Inactive Member may be removed from the membership roll after three failed attempts at communication (via telephone, US mail, or electronic mail) on the part of the Minister and/or Chair of the Membership Committee.
- E. A Friend is a nonmember who makes a recorded financial contribution to the church for at least two consecutive fiscal years, or anyone who would qualify as a Member in Full Standing but for his or her failure to contribute to Grosse Pointe Unitarian Church, within the current fiscal year, the amount required under section A above.
- F. A resignation letter, request for transferal of membership, or letter of recommendation to another church will be acted upon or fulfilled by the Board of Trustees in conjunction with the Minister.

- G. The Minister shall communicate to the Board of Trustees any alteration of membership status that does not occur by action of the Board of Trustees, at the next meeting of the Board of Trustees. Said alterations shall be entered into the minutes of the Board of Trustees.
- H. An up to date membership list shall be reviewed yearly by the President, Chair of the Membership committee, Minister, and Director of Religious Education in time for the official membership number submission to the UUA. Changes in the membership roll shall be reported to the Board of Trustees by the Chair of the Membership committee by the first meeting following the official membership number submission to the UUA.
- I. The membership roll shall be reviewed by the President, Chair of the Membership committee, Minister, and Director of Religious Education to determine Member status for the purpose of the Annual Meeting and all other Congregational Meetings. Said review shall take place no sooner than 60 days but no less than 45 days prior to the Annual Meeting. Members in Full Standing who do not meet the criteria for voting rights upon this review shall receive such communication via telephone, US mail, or electronic mail within 45 days of the upcoming Annual Meeting.

ARTICLE III – Board of Trustees and Its Duties

- A. At the Annual Meeting, the Members in Full Standing shall elect from the Members in Full Standing the Board of Trustees, comprised of: President, Vice-President of Program, Vice-President of Administration, Treasurer, Secretary, and two Trustees.
- B. The President shall serve as Chair of the Board of Trustees and preside at all business meetings of the church and the Board of Trustees.
- C. In the event of the President's absence, inability or failure to act in a timely manner, the Vice President of Administration shall act in the place and stead of the President.
- D. The Vice President of Administration shall oversee the following Standing Committees: Buildings and Grounds, and Endowment.
- E. In the event of the absence of the President and the Vice President of Administration, or their inability or failure to act in a timely manner, the Vice President of Program shall act in their place and stead.
- F. The Vice President of Program shall call and preside over the quarterly meetings of the Program Council.
- G. The Treasurer shall receive and hold the income of the church, make payments from such income on orders of the Board of Trustees, and keep a regular account of all receipts and expenditures. The Treasurer's books shall be open at all reasonable times for inspection by Members in Full Standing, Inactive Members, and Friends. The Treasurer shall also make a written report to the Annual Meeting. Upon due notice, he/she shall make reports at any other meeting as so requested. Said reports shall be recorded in the church's records.
- H. The Secretary shall record all votes of the church and note all special events in its history, receive applications for membership, and act as Secretary of the Board of Trustees, entering the minutes of the Board of Trustees' proceedings in the records of the church.
- I. The Trustees shall consider and act upon all matters properly brought before the Board of Trustees.
- J. The Board of Trustees shall have general charge of the real estate and equipment of the church, the conduct of its financial affairs, and control of its administration (including the appointment of necessary

committees), but no contract or commitment involving an expenditure of more than fifteen thousand dollars or 10% of the annual operating budget (whichever is greater) shall be made without an affirmative vote of the Members in Full Standing.

- K. The Board of Trustees shall hold regular monthly meetings. The agenda of the regular monthly meetings of the Board of Trustees shall include, but not be restricted to, reports from the Minister and Treasurer. When a member of the Board of Trustees is geographically removed from the area, attendance in electronic form (e.g., telephone conference call or video conferencing) is permitted. Special meetings may be called at any time by the President, Secretary, or not less than three members of the Board of Trustees, with twenty-four hours' advance notice.
- L. All members of the Board of Trustees shall have voting rights at meetings of that body.
- M. Four members of the Board of Trustees shall constitute a quorum. The Board of Trustees shall strive to operate by unanimous consensus. In the event unanimous consensus cannot be reached, a vote of at least four members of the Board of Trustees is required to carry a question in all circumstances. Voting in absentia or by proxy is not allowed on the Board of Trustees.
- N. In the event that a member of the Board of Trustees misses more than three meetings in the course of the church's fiscal year or is otherwise rendered unable to perform his/her duties, the Board of Trustees may, at its discretion, remove that member from service.
- O. In the event of a vacancy on the Board of Trustees, upon the recommendation of the Leadership Development committee, the Board of Trustees shall appoint a replacement to serve until the next Annual Meeting.
- P. The Board of Trustees shall select the Leadership Development committee nominee(s) as part of the Nominating Slate to be presented at the Annual Meeting. In the event of a vacancy on the Leadership Development committee, the Board of Trustees shall appoint a replacement to serve until the next Annual Meeting.
- Q. The Board of Trustees may grant permission for meetings to be held in Church facilities and such permission shall be recorded in the minutes of the Board. The Board may delegate a person or committee to act on its behalf and in accordance with guidelines established by the Board to grant permission for meetings in Church facilities and to negotiate rental contracts. This person or committee shall be directly responsible to the Board and will make periodic reports to the Board on all meetings held in Church facilities other than regular meetings of the Church or weddings or funerals.

ARTICLE IV – Program Council and Its Duties

- A. At the Annual Meeting, the Members in Full Standing shall elect from the Members in Full Standing the Program Council, comprised of the Chairs of the Standing Committees herein named: Adult Religious Education, Associational Affairs, Children's Religious Education, Lay Pastoral, Publicity, Membership, Social Justice, and Sunday Services.
- B. The Program Council shall meet at least quarterly, at such a meeting called by the Vice President of Program.
- C. The Program Council is to communicate and coordinate efforts regarding church programming.

ARTICLE V – Auditor and Auditor’s Duties

- A.** At the Annual Meeting, the Members in Full Standing shall elect from the Members in Full Standing an Auditor.
- B.** The Auditor shall review the financial records of the church annually and report his/her findings to the Board of Trustees.

ARTICLE VI – Leadership Development Committee and Its Duties

- A.** The Leadership Development committee shall be comprised of five members, nominated by the Board of Trustees and presented as part of the Nominating Slate for election at the Annual Meeting.
- B.** At its first meeting of the year, which shall be called by the Vice President of Program, the Leadership Development committee shall elect a Chairperson from among its members.
- C.** The Leadership Development committee shall present to the Annual Meeting a Nominating Slate comprised of officers and members of the Board of Trustees, the Chairs of the Standing Committees, the Committee on Ministry, the Leadership Development committee, and the Auditor. When preparing its list of nominations, the names of additional nominees, if presented and signed by at least ten Members in Full Standing, shall be included on the list of nominations, provided the names of additional nominees are furnished to the Leadership Development committee not less than 15 days before the Annual Meeting. The list of nominations shall be posted on the church bulletin board three Sundays prior to the meeting and lists of additional nominations by Members in Full Standing shall be posted no later than two Sundays prior to the Annual Meeting.
- D.** In the event of a vacancy in any of these offices, save the Leadership Development committee itself and the Committee on Ministry, the Leadership Development committee shall appoint a replacement to serve until the next Annual Meeting. In the event of a vacancy in the Leadership Development committee, the Board of Trustees shall appoint a replacement to serve until the next Annual Meeting.

ARTICLE VII - Committee on Ministry and Its Duties

- A.** The Committee on Ministry shall be comprised of four Members in Good Standing who have been pledging for at least five years.
- B.** Current members of the Board of Trustees, spouses of current members of the Board of Trustees, and spouses of Staff are ineligible to serve on the Committee on Ministry.
- C.** For any upcoming vacancy or vacancies, the Committee on Ministry shall provide a list of at least three names to the Leadership Development committee, from which the Leadership Development committee shall select one (or more, if needed) nominee. The nominee(s) shall be presented as part of the Nominating Slate at the Annual Meeting.
- D.** In the event of a vacancy in the Committee on Ministry, the Committee on Ministry shall appoint a replacement to serve until the next Annual Meeting.

- E. The Committee on Ministry shall meet at least quarterly, at such a meeting called by the Chair of the Committee on Ministry or at the request of the Minister.
- F. The Committee on Ministry is to monitor and evaluate the overall health of the ministry, including, but not limited to relations amongst: Minister and staff; Minister and members; staff and staff; staff and members; and members and members. When deemed appropriate, the Committee on Ministry may choose to function as an advising or mediating body but shall have no ultimate authority over decisions or outcomes in which it is involved.

ARTICLE VIII – Elections and Terms

- A. Eligibility to serve on the Board of Trustees shall be limited to Members in Full Standing.
- B. If more than one candidate is nominated for a given office, election for that office shall be conducted by written ballot.
- C. All terms of office shall coincide with the church's fiscal year.
- D. The President, Vice-President of Program, and Vice-President of Administration shall serve one year terms, not to exceed three consecutive years in any one position and not to exceed six consecutive years of service on the Board of Trustees, nor shall any of the above return to a departed position on the Board of Trustees prior to a three year hiatus.
- E. The Treasurer, Secretary, and Trustees shall serve two year terms, not to exceed two consecutive terms in any one position and not to exceed six consecutive years of service on the Board of Trustees.
- F. Chairs of Standing Committees shall serve one year terms, not to exceed two consecutive terms as Chair of the same committee, nor shall any of the above return to chair the same committee prior to a two year hiatus.
- G. The Auditor's term shall be at the discretion of the Board of Trustees.
- H. Members of the Leadership Development committee shall each serve a two year term, not to exceed two consecutive terms, nor shall any of the above return to serve on the Leadership Development committee prior to a two year hiatus.
- I. Members of the Committee on Ministry shall each serve one three year term. None shall return to serve on the Committee on Ministry prior to a three year hiatus.

ARTICLE IX – Ministers

- A. A vote to call a Minister shall occur at a meeting called for this express purpose, requiring a majority of the Members in Full Standing to be in attendance. Such vote shall occur by means of written ballot, to be tabulated by the Secretary of the Board of Trustees, the Chair of the Committee on Ministry, and the most recent past President available at the time. All votes are to be kept confidential. The requirement to extend a call to a Minister shall be an affirmative vote of no less than 90% of the Members in Full Standing voting.
- B. A vote to dismiss a Minister shall occur at a meeting called for this express purpose, requiring a majority of the Members in Full Standing to be in attendance. Such vote shall occur by means of written ballot, to be tabulated by the Secretary of the Board of Trustees, the Chair of the Committee on Ministry, and the

most recent past President available at the time. All votes are to be kept confidential. The requirement to dismiss a Minister shall be an affirmative vote of no less than 50% of the Members in Full Standing.

- C. The Minister shall be in charge of all religious meetings held in the church proper.
- D. The Minister is a non-voting ex officio member of all committees, save the Committee on Ministry and the Leadership Development committee, and when on duty is expected to attend meetings of the Board of Trustees. In the cases of the Committee on Ministry and the Leadership Development committee, the Minister may serve as advisor and counsel, attending such meetings as requested by the Chairs of these committees.
- E. It is the duty of the Minister to bring to the attention of the Board of Trustees any matter that the Minister deems proper and to make any recommendations the Minister deems warranted. The final decision in matters of policy and procedure shall remain with the Board of Trustees, or with the Members in Full Standing acting at a legally assembled meeting.

ARTICLE X – Worship Services

Public worship services shall be conducted every Sunday unless otherwise determined by the Board of Trustees or in the event of inclement weather, in which case such decision shall be made by the Minister in conjunction with the Chair of Buildings and Grounds.

ARTICLE XI – Congregational Meetings

- A. The Annual Meeting of the church shall be held each year in May, at such time and place as shall be fixed by the Board of Trustees. Special meetings of the church may be called by the Board of Trustees or mandated by a written request of ten per cent (10%) of the Members in Full Standing, in which case the Board of Trustees shall fix a special meeting within a reasonable time frame relative to the purpose of the meeting.
- B. The Board of Trustees shall submit for approval by the Members in Full Standing a budget for the fiscal year, commencing on the following July 1, as described in Article XIV. The final Budget shall be adopted by a majority of the Members in Full Standing voting at the Annual Meeting.
- C. Notices of meetings, annual and special, shall be given by the Secretary of the Board of Trustees, by mailing (US mail or electronic mail) copies thereof at least seven days, but not more than thirty days prior to the meeting, to all Members in Full Standing, at the addresses shown on the books of the church.
- D. Any business of the church may be considered and acted upon at the Annual Meeting, but at special meetings only such business as is specified in the notice thereof shall be acted upon.
- E. The President of the Board of Trustees or the presiding officer shall establish the order of business at the Annual Meeting. Such order of business shall include, but not be restricted to:
 - 1. Call to order
 - 2. Approval of the minutes of the last Annual Meeting and minutes of intervening special meetings of the church.
 - 3. Vote on the Budget

4. Report of the Leadership Development committee
 5. Election of Officers, Trustees, Leadership Development committee, Committee on Ministry, chairs of Standing committees, and Auditor.
 6. Reports of the Board of Trustees, Minister, Treasurer, and subsidiary units
 7. Report of election results
 8. Introduction of newly elected Officers and Trustees
 9. Old business
 10. New business
 11. Adjournment
- F.** Robert's Revised Rules of Order is hereby adopted as the parliamentary authority of this church, except as otherwise provided by these bylaws.
- G.** Twenty-five per-cent of the Members in Full Standing shall constitute a quorum at any Annual or special meeting, except at meetings called to settle or dismiss a Minister.

ARTICLE XII – Voting

- A.** Voting on all matters at any Annual or special meeting shall be limited to Members in Full Standing present at the meeting who have, as a matter of record, within the current fiscal year, contributed enough to cover the cost of dues to the UJA and the MidAmerica District - unless granted hardship by the minister prior to, but not the day of, the meeting. At its discretion, the Board of Trustees may allow voting by absentee or proxy ballot, in which case the same contribution requirement must have been met.
- B.** A Member in Full Standing who has been admitted into membership no less than 30 days prior to the next congregational meeting shall have voting rights at such meeting and all subsequent congregational meetings.
- C.** Voting shall normally be conducted by voice vote or in case of doubt, by a show of hands. Any Member in Full Standing may call for a show of hands on any question, in which case the presiding officer must then conduct the voting by such a show of hands. (Exceptions to voice vote and show of hands are included in Article VIII, section B, and Article IX, sections A and B.)
- D.** The Board of Trustees or the presiding officer may choose to conduct voting by written ballot on a given question.
- E.** Ten or more Members in Full Standing may submit a request to the President for a written ballot on a given question and such request must be honored, provided it is submitted in writing at least 72 hours prior to the stated time of the meeting at which the question is to be voted.
- F.** The Board of Trustees may provide for the use of absentee ballots and the terms and acceptability of such ballot, on questions of such importance that they deem it advisable. However, votes cast by absentee ballot shall not count toward the establishment of a quorum for the meeting at which the question on which the ballot is cast is considered.

ARTICLE XIII - Fiscal Year

The fiscal year shall end June 30.

ARTICLE XIV – The Budget

- A.** The Budget for each fiscal year, beginning July 1, shall include a reasonable estimate of all anticipated receipts and the total expenditures contemplated by the Board of Trustees, including a summary of the general character and amount of the expenditures. This Budget shall be adopted by a majority of the Members in Full Standing voting at the Annual Meeting. In addition to the regular Budget, the Board of Trustees shall be authorized to expend gifts donated for specific purposes for such purposes.
- B.** Approval of a Budget as provided in section A of this Article shall be deemed to constitute the vote of the Members in Full Standing required under Article III, section J of the bylaws for any contract or commitment provided for in the Budget. Such approval shall not, however, require any specific expenditure(s) and the Board of Trustees shall have full responsibility and authority with respect to all expenditures, provided only that the total expenditures for any fiscal year shall not exceed the amount included in the Budget.
- C.** The Board of Trustees shall establish the basis for payment of all bills.

ARTICLE XV - Dissolution

In the event of dissolution of this organization, distribution of assets remaining after payment of all debts and obligations shall be transferred to the Unitarian Universalist Association, a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code as amended, or under corresponding provisions of any subsequent Federal laws. These funds are to be used for the general purposes of the Unitarian Universalist Association.

ARTICLE XVI - AMENDMENTS

These bylaws may be amended or repealed, in whole or in part, by a two thirds vote of the Members in Full Standing voting - not less than a quorum - provided that written notice of any proposed changes shall be given to the Members in Full Standing not less than 15 days prior to such vote being taken.

Authorized by the voting members of Grosse Pointe Unitarian Church at the Annual Meeting held on May 19, 2019.