

UNITARIAN UNIVERSALIST FELLOWSHIP OF MIDLAND BYLAWS
Amended June 3, 2018.

ARTICLE I. NAME

The name of this religious society will be the Unitarian Universalist Fellowship of Midland. This Fellowship will be registered as a non-profit corporation of the State of Michigan.

ARTICLE II. PURPOSE

The Corporation is organized exclusively for charitable, religious, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Except as shall be inconsistent with the foregoing purposes, the purpose of the Corporation is as follows:

We, the Unitarian Universalist Fellowship of Midland, are a multi-generational, liberal religious community in the Tri-City region of Midland, Bay City, Saginaw, Michigan. We offer a beacon to the religious seeker, supporting and nurturing the individual and collective pursuit of spiritual fulfillment. We inspire the search for truth, working together for a better tomorrow shaped by love.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Membership in the Unitarian Universalist Fellowship of Midland is open to all persons who sign the membership book to affirm their agreement with the spirit and purpose of the Fellowship, make a commitment of financial support, and contribute annually. Persons who are unable to contribute financially but who formally indicate their wish to maintain membership in the Fellowship will be Members Affirmed.” Members affirmed will have full membership privileges within the Fellowship and will not be identified other than as members in documents generally circulated within the Fellowship. “Members affirmed will not be reported to the Unitarian Universalist Association for the purpose of determining “Fair Share” payment to the UUA or the number of delegates the Fellowship is entitled to send to Regional and General Assembly meetings.

There will be no creedal test of any kind applied. Membership is open to persons at least 16 years of age regardless of ability or disability, race, ethnicity, sex, affectional or sexual orientation, gender identity, or national origin. Persons under age 16 who have completed a congregational Coming of Age program will be eligible to become members.

Section 2. Voting Eligibility

Any person who has been a member for a minimum of 45 days is eligible to vote at a meeting of the Fellowship.

Section 3. Loss of Membership Status

Resignations of membership will be accepted upon the member's written request.

Persons who fail to respond to an annual request for a financial commitment and/or a reaffirmation of membership by December 31 of each year will be considered to have resigned from membership, and will be notified in writing by the Minister.

A person who endangers the safety and wellbeing of the Fellowship or any of its members may be removed from membership by vote of the Board of Directors, upon recommendation by the Minister or the Board of Directors.

ARTICLE IV. DENOMINATIONAL AFFILIATION

This Fellowship will be a member of the Unitarian Universalist Association and of the MidAmerica Region of the Unitarian Universalist Association. It is the intention of this Fellowship to make annual financial contributions equal to its full share as determined by the Association and Region.

ARTICLE V. MEETINGS

Section 1. Attendance

All meetings will be open to all members except those of committees to evaluate performance of those holding paid positions, the Nominating Committee, and other meetings dealing with confidential information, as determined by the Board of Directors or the Minister.

Section 2. Board of Directors Meetings

The Board of Directors will hold a regular meeting each month to make policy and monitor the ongoing ministries and operations of the Fellowship. Special meetings of the Board of Directors may be called at the direction of the President or upon written request of a majority of the Board of Directors. At meetings of the Board of Directors, a majority of the Board members will constitute a quorum. Proposals will be decided by a simple majority vote of Board members present.

Section 4. Business Meetings

This Fellowship's annual business meeting will be held during the month of October. At this meeting, time will be provided for reports by the President of the Board of Directors, the Treasurer or the Finance Team chair, and the Minister.

Members will have the opportunity to offer suggestions and recommendations for future activities and policies of the Fellowship.

Election of officers will be conducted and the annual budget for the following year will be adopted at the business meeting.

Special business meetings may also be called at the discretion of the Board of Directors or upon written petition signed by 10 percent of the members. Such petition will fully state the purpose of the meeting. The business considered at a special business meeting will be limited to that stated in the notice of the meeting.

Two weeks' notice by email and/or U.S. mail and posting on a bulletin board in the Fellowship building must precede all business meetings except where longer notice is specified in these bylaws.

Thirty percent of the members, as counted and reported by the Board Secretary, will constitute a quorum except as otherwise provided in these bylaws. Proxy votes will be considered in the quorum.

Section 5. Voting

Except for special situations described elsewhere in the bylaws, all motions requiring a vote of the members will be decided by a simple majority providing that a required quorum is present. There will be no absentee votes.

A member may issue a general or limited proxy for use at a business meeting of the Fellowship. Such voting by proxy will be permitted but no person ~~shall~~ will be entitled to vote more than one proxy. Proxies will be in writing and filed with the Board Secretary before being exercised, and only members may be named as proxies.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Composition and Election

The Board of Directors will consist of the President, the President-Elect, the Board Secretary, the Treasurer, and two Board Members-at-Large. Elections will take place at the annual meeting. Each year a new President-Elect will be elected. For terms beginning in even-numbered years, the Board Secretary and one Board Member-at-Large will be elected. In odd-numbered years, the Treasurer and the other Board Member-at-Large will be elected. Each of these officers and Members-at-Large will serve for two years.

The term of office will expire when successors are installed, usually on January 1 following an election. All officers and Members-at-Large must be members of the Fellowship. Whenever possible, Board officers will be people with a history of service on the Board of Directors or on Fellowship committees or ministry teams.

Section 2. Duties and Responsibilities

The Board of Directors will make policy and have general charge of the property of the Fellowship and the conduct of all of its business affairs and the control of its administration, including the appointment of such Board committees as it may deem necessary.

The Board of Directors will ensure that budgets are prepared and presented at the Fall Business Meeting for adoption. It may fill vacancies on the Board until successors are elected and installed. The Board of Directors will be responsible for assuring that long range planning takes place.

Section 3. President

The President will preside at all business and Board of Directors meetings. The President will provide for orientation of other Board members. The President will also be responsible for assuring the preparation of a periodic review of the Fellowship's financial status, with the proviso that no member of the Board of Directors will conduct this review.

Section 4. President-Elect

The President-Elect will substitute for the President in the event the President is unable to fulfill the duties of the office, temporarily or permanently. The President-Elect will serve, with the President and the Minister, on the Executive Team. The President-Elect will serve as liaison between the Board of Directors and the Ministry Leadership Group. The President-Elect will succeed to the office of President after one year.

Section 5. Board Secretary

The Board Secretary will assure the recording and filing of the minutes and other records of the Board of Directors and of the business meetings of the Fellowship. The Board Secretary will receive, report, and respond to correspondence with the Board.

Section 6. Treasurer

The Treasurer is responsible for maintenance of the Fellowship's funds and for keeping financial records. The Treasurer will serve on the Finance Committee.

Section 7. Board Members-At-Large

Board Members-At-Large will attend and participate in the Board of Directors meetings and other work of the Board.

Section 8. Indemnification

The Fellowship will indemnify its present and past Directors and Officers in the manner and to the full extent permitted under, and subject to, the limitations of the Michigan Non-profit Corporation Act.

Section 9. Executive Team

An Executive Team, consisting of Board President, President-Elect, and Minister, will meet to formulate the agenda for Board meetings.

ARTICLE VII. MINISTER**Section 1. Purpose**

The Fellowship may call a Minister to nurture the spiritual and intellectual life of the congregation, to be responsible for worship services including weddings, dedications, and memorials. The minister will serve as leader of the Fellowship's ministry teams and will be head of staff. The minister will have freedom of the pulpit. The minister will be an ex-officio member (without vote) of the Board of Directors. Customary areas of responsibility of a Unitarian Universalist minister include worship and preaching; pastoral care, counseling, and

rites of passage; teaching; prophetic witness, including community and denominational service; and congregational administration. Other specific expectations may be outlined in a letter of agreement and policies of the board.

Section 2. Calling

A Minister will be called by members of the Fellowship upon the recommendation of the Ministerial Search Committee at a meeting held for that purpose. A quorum at such a meeting will consist of forty percent of the-members. An eighty percent majority vote of those present at such a meeting is required to call a Minister.

Section 3. Resignation

In the event of a negotiated resignation of the Minister, the Board of Directors will determine the appropriate terms of severance.

Section 4. Termination

The Minister may be dismissed by a majority vote of the ~~active~~ members present at a business meeting called for that purpose. A quorum at such a meeting will consist of forty percent of members.

ARTICLE VIII. PAID STAFF

Section 1. Definition

Paid staff may be, but are not limited to: Director of Religious Education, Office Secretary and Choir Director.

Section 2. Administration of Paid Staff

The Minister, as head of staff, will be responsible for creation of paid positions within budgetary constraints, development of job descriptions and contracts, and annual evaluations of paid staff. The Minister will propose compensation levels for paid staff, to be reviewed by the Finance Committee and approved by the Board.

ARTICLE IX. FISCAL YEAR

The fiscal year will run from January 1 through December 31.

ARTICLE X. COMMITTEES AND MINISTRY TEAMS

Section 1. Board Committees

Board Committees are those which are concerned with the governance and financial health of the Fellowship, e.g., Finance, Endowment, Building and Grounds. Selection of chairs for Board Committees is subject to Board approval, and procedures adopted by Board Committees are subject to Board approval. (Actions within the scope of such procedures are not individually subject to Board approval.)

The Board may appoint ad hoc committees for special purposes [e.g., identifying possible capital projects, developing governance policies].

Section 2. Ministry Teams

Ministry Teams are those concerned with various facets of the ministry of the Fellowship: e.g., religious education, worship, pastoral care. The selection of chairs, and the adoption of procedures by Ministry Teams, are subject to the approval of the Minister. (Actions within the scope of such procedures are not individually subject to the approval of the Minister.)

The Minister may appoint ad hoc ministry teams for special purposes.

Section 3. Congregational Committees

There are certain committees whose activities and/or policies are reported directly to the Congregation as a whole, for congregational approval. Although these committees do not require Board approval for their activities, they will keep the Board informed about their activities in a general way, insofar as this can be done without violating confidentiality.

A. Nominating Committee

A three-member Nominating Committee will be responsible for identifying a slate of nominees for Board officers and Member(s)-at-Large, and for two of the three members of the Nominating Committee itself. (The third member of the Nominating Committee will be appointed by the Board.) This slate will be presented at the Annual Meeting of the Fellowship, and voted upon by the congregation as a whole.

Those members of the Nominating Committee elected by the congregation serve a two-year (staggered) term. The member appointed by the Board serves a one-year term.

B. Search Committee

In the event that a search for a new Minister is to be conducted, the Board will organize a congregational election to determine who will serve on the Search Committee.

The members of the Search Committee determine which of them will serve as chair.

ARTICLE XI. MINISTRY LEADERSHIP GROUP

The chairs of the various ministry teams constitute the Ministry Leadership Group. The Group will coordinate the various activities of the ministry teams of the Fellowship with a view to achieving cooperation and harmony and facilitating communication among the teams. The Group will be chaired by the Minister. The Ministry Leadership Group will meet at least four times per year.

ARTICLE XII. DISSOLUTION

Any action to dissolve the Fellowship must be approved at a regular or special Fellowship business meeting by 80% majority vote. For such action a quorum will be 60% of members.

In the event of the dissolution of the Fellowship, after paying or providing for the payment of all of the liabilities of the Fellowship, the Fellowship's assets shall be distributed to the Unitarian Universalist Association or its successor, provided that such Association or its successor is qualified as a tax exempt organization within the meaning of Internal Revenue Code Section 501(c)(3) at the time the distribution takes place. Provided, further, that, if the Unitarian Universalist Association, or a successor thereto, is not in existence at the time such distribution takes place, or is not qualified at that time as a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, the Fellowship's assets shall be

distributed, to such other organization or organizations qualified as tax exempt charitable organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code as the governing board of the Fellowship shall determine. Assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Fellowship is then located, to an organization or organizations qualified as tax exempt charitable organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in accordance with other applicable provisions of the Internal Revenue Code.

ARTICLE XIII. AMENDMENTS

These bylaws, so far as allowed by law, may be amended or replaced at a regular or special Fellowship business meeting by two-thirds majority vote. For such action a quorum will be thirty percent of members. Notice of any proposed change must be sent to all members 30 days prior to meeting.

ARTICLE XIV. PARLIAMENTARY PROCEDURE

Any questions concerning interpretation or procedure relevant to these bylaws will be decided by the then-current edition of "Robert's Rules of Order."

ARTICLE XV. INDEMNIFICATION

Section 1. Non-derivative Actions. Subject to all of the other provisions of this article, the Fellowship shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Fellowship). Such indemnification shall apply only to a person who was or is a director or officer of the Fellowship, or who was or is serving at the request of the Fellowship as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Fellowship, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Fellowship or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Fellowship or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Actions. Subject to all of the provisions of this article, the Fellowship shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Fellowship to procure a judgment in its favor because (a) the person was or is a director or officer of the Fellowship or (b) the person was or is serving at the request of the Fellowship as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Fellowship, partnership, joint

venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Fellowship or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Fellowship unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

Section 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 1 or 2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Section 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Fellowship as well as in such person's capacity as a director or officer. Except as provided in section 3 of this article, the Fellowship shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

Section 5. Determination That Indemnification Is Proper. Any indemnification under sections 1 or 2 of this article (unless ordered by a court) shall be made by the Fellowship only as authorized in the specific case. The Fellowship must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 1 or 2, whichever is applicable. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

Section 6. Proportionate Indemnity. If a person is entitled to indemnification under sections 1 or 2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Fellowship shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 1 or 2 of this article may be paid by the Fellowship in advance

of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Fellowship. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

Section 8. Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Fellowship. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9. Indemnification of Employees and Agents of the Fellowship. The Fellowship may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Fellowship to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Fellowship.

Section 10. Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 11. Insurance. The Fellowship may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Fellowship or (b) was or is serving at the request of the Fellowship as a director, officer, employee, or agent of another Fellowship, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Fellowship would have power to indemnify against liability under this article or the laws of the state of Michigan.

Section 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Fellowship and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the Fellowship to provide broader indemnification rights than the provisions permitted the Fellowship to provide before the change.]

Effective date of these bylaws will be June 3, 2018.

Most current version confirmed:

President: _____ Date: _____

Board Secretary: _____ Date: _____