

**The Unitarian-Universalist Church of Greater Lansing**  
**By-Laws**

Approved by Congregation, November 6, 2022

**Article 1: Name**

The name of this corporation shall be The Unitarian-Universalist Church of Greater Lansing. Where the word Church or Congregation is used in these or in any by-laws which may be adopted, it shall refer to this corporation, The Unitarian-Universalist Church of Greater Lansing, and to the members thereof.

**Article 2: Purpose**

The purpose of this Church shall be:

- 2.1 to provide opportunity for the study and practice of liberal religion;
- 2.2 to promote the moral and spiritual health of its members and of the community in general;
- 2.3 to encourage and maintain freedom, reason, and tolerance in religious thought and expression;
- 2.4 to enlarge our understanding and to deepen our compassion for human needs;
- 2.5 to affirm our commitment to world community in words and actions;
- 2.6 to maintain facilities to accomplish this program; and
- 2.7 to hold regular meetings for worship and fellowship.

**Article 3: Nature**

The Church is a nonprofit corporation, formed under the state of Michigan statutes, which is organized and shall be operated in accordance within the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code.

**Article 4: Offices**

- 4.1 The registered office of The Unitarian-Universalist Church of Greater Lansing in Michigan is that shown in the Articles of Incorporation, or in a resolution of the Board of Trustees (the « Board ») filed with the appropriate department of the state of Michigan changing the registered office.
- 4.2 The Church may have such other offices as the Board determines.

**Article 5: Corporate Seal**

The Church may have a corporate seal of a design and form to be determined by the Board.

**Article 6: Affiliation**

This Church shall affiliate with the Unitarian Universalist Association (the “UUA”) or its successor, by whatever name or names it shall hereafter be known, and the state and regional organizations of this denomination.

## **Article 7: Membership**

- 7.1 Maintaining its historic tradition, this church recognizes the full freedom of belief of its members. No test of religious belief shall be imposed as a requirement for membership.
- 7.2 This Congregation affirms and promotes the full participation of all people without regard to race, ethnicity, gender, disability, affectional or sexual orientation, gender identity, language, citizenship status, economic status, national origin, or age, except per membership provisions outlined in Article 7.3.
- 7.3 The membership of the Congregation shall consist of all persons, age 16 or over, who:
- a) express their understanding of and agreement with the purposes, covenants, and by-laws of this Church;
  - b) sign the Membership Book;
  - c) commit to membership annually

Persons under the age of majority (18 years old) shall have full membership, except that they may not serve in the governing and leadership capacities established by these bylaws.

### **7.4 Membership Termination**

A member may be removed from membership by a 2/3 vote of the Board of Trustees if their actions are not in accordance with the purposes, covenants, and by-laws of this church.

- 7.5 To vote in a Congregational meeting or election, a person must have been a member for sixty (60) consecutive days immediately preceding such congregational meeting or election, unless the waiting period is waived by a vote of the Congregation at the beginning of such meeting.
- 7.6 This Church is Congregational in Polity. The ultimate authority for all matters pertaining to the operation of the Church shall rest with the Congregation, which shall consist of the membership of the Church. The Congregation shall function as a legally constituted body at its annual and special meetings and exercise its authority by vote in accordance with Article 9. The Congregation shall elect the Board, including specifically the Treasurer, as well as the voting members of the Leadership Development Committee, the Investment Committee, and the Ministerial Search Committee. The Congregation also has the authority to ratify amendments to these by-laws in accordance with Article 16, to authorize the purchase, sale, conveyance, or encumbrance of land or buildings in accordance with Article 13 and to call its Minister in accordance with Article 11. Following recommendation by the Board, the Congregation has final authority to approve annual Church Financial Plans. Other authorities not cited in this paragraph but granted to the Congregation elsewhere in these by-laws are also conferred upon the Congregation.

## **Article 8: Governance**

8.1 The governing board of the Church shall be a Board of Trustees (the “Board”), which shall act for the Church between meetings of the Congregation and at such times shall have the powers of the Church itself not otherwise assigned to a Congregational Committee by the by-laws of this Church. No Board member shall have any right, title, or interest, in or to, the property of the Church.

### **8.2 Board Authority**

The Board represents the interests of, owes its fiduciary duty to, and exercises its authority on behalf of the Congregation. The Board has the authority to articulate the Mission and Vision (Ends) of the Church; to set Board policies; and to monitor, assess, and enforce the implementation of those policies. The Board provides general supervision over the Senior Minister, conveys operational authority to the Senior Minister, and establishes the policy limitations on the Senior Minister’s authority consistent with the Church’s mission and vision, the laws of the state of Michigan, and these by-laws. The Board has the authority to establish compensation and benefits offered to the Senior Minister. The Board has the authority to recommend the annual Church Financial Plan to the Congregation for their revision and approval. Other authorities not cited in this paragraph but granted to the Board elsewhere in these by-laws are also conferred upon the Board.

### **8.3 Number and Election of Board Members**

8.3.1 The number of Board members shall be outlined in Board policy, but will consist of no more than eleven (11) and no less than three (3) as per Michigan law: President, Treasurer, and Secretary.

8.3.2 Nominations for the Board shall be made by the Leadership Development Committee and by the Congregation at the annual meeting.

8.3.3 Election of the Board shall be by regular or electronic mailed ballot sent to all members of the Congregation.

- 8.3.4
- a.) Board members shall be elected to serve a term of two (2) years, the term beginning at the first Board meeting held after their election.
  - b.) No Board member shall serve more than three (3) consecutive terms except that a member moving to the position of Past President, may continue into an additional year beyond an expired term.
  - c.) No Board member may be elected to the position of President Elect beyond their fifth year of consecutive service on the Board.
  - d.) A Board member who has completed three (3) consecutive terms on the Board may be re-elected after a minimum of one (1) year has elapsed.
  - e.) One (1) year of service or more shall be considered a full term.
  - f.) The Treasurer shall be elected to the Board by the Congregation.

8.3.5 In the event of a vacancy in any Board position, the Board shall appoint a new Board member to serve until the next annual meeting of the Congregation. If the departing Board member is a Board officer, the Board shall elect a replacement from among its members for the unexpired term of office, except that the President Elect shall automatically succeed to the vacant office of the President. No person appointed to fill a vacancy can be elected to a Board officer role without first being elected to the Board by the Congregation.

#### **8.4 Board Officers of the Church**

8.4.1 The Board Officers shall be a President, a President Elect, a Past President, a Treasurer, and a Secretary. The President, Treasurer, and Secretary may not be held by the same individual. The Board Officers of the Church shall serve as the Officers of the corporation.

8.4.2 The Board shall at its first meeting, to be held within thirty-five (35) days following the annual meeting of the Congregation, elect from among its members the following officers of the Church: a President Elect, and a Secretary, who shall hold said offices for a term of one (1) year, beginning immediately upon their election.

8.4.3 Upon the election of officers, the President Elect elected from the previous year shall assume the office of President, and the President shall assume the office of Past President.

8.4.4 Duties of all Board Officers can be found in Board policy documentation.

8.4.5 Executive Committee. The President, President-Elect, Treasurer, Secretary, and the Senior Minister, ex officio and non-voting, shall constitute the Executive Committee. The Executive Committee shall be responsible for emergency decisions between Board of Trustees Meetings. It shall act by majority vote of its members and shall keep minutes of its meetings. Minutes and actions of the Executive Committee shall be reported to the Board of Trustees at the next succeeding regular or special meeting of the Board of Trustees.

#### **8.5 Board Meetings**

8.5.1 The Board shall hold regular monthly meetings; the time and place shall be set by the Board.

8.5.2 Special meetings of the Board may be called by the President or by the Secretary at any time.

8.5.3 Notice of the time and place of any Board meeting shall be made available to all Board members and to members of the Congregation, by any means practicable, at least two (2) days prior to the meeting.

8.5.4 A majority of voting members shall constitute a quorum for all Board meetings.

8.5.5 All Board meetings shall be open to all members of the Congregation, except during discussion of personnel matters or critical issues that would violate a person's privacy in the judgment of the President and Senior Minister.

## **8.6 Recall, Removal, and Succession**

- 8.6.1 All Board Officers shall hold their office until successors have been properly chosen and have assumed the duties of their offices except in cases of resignation, death, incapacitation, or removal from office.
- 8.6.2 Members of the Board may be recalled from office by two-thirds (2/3) of the votes cast by the Church members, in a mailed ballot, which may be initiated by a petition signed by at least ten percent (10%) of the members of the Church.
- 8.6.3 Officers of the Board may be removed from office by two-thirds (2/3) of the present and voting members of the Board at any regular or special meeting of the Board, provided that notice of such pending action shall have been given to members of the Board by certified mail posted at least two (2) weeks in advance of the meeting.

## **Article 9: Congregational Meetings**

### **9.1 Annual Meeting**

The annual meeting of the Congregation shall be held by November 30 of each calendar year. The annual meeting shall be utilized to present slates of candidates for all appropriate positions on the Board of Trustees and Congregational Committees; and seek additional nominations from the floor. The annual Financial Plan will be presented for approval by the voting members. The annual meeting shall constitute the Church's annual corporate meeting, as required by the annual meeting provisions of the Michigan Nonprofit Corporation Act, MCL 450.2402.

### **9.2 Special Meetings**

Special meetings of the Congregation shall be called by the President or the Secretary upon action of the Board of Trustees or by petition of ten percent (10%) of the Church members. Meetings shall consider only those questions specified by the notice of the meeting. Any full congregational meeting can be utilized to receive reports and to conduct such other business as may properly be brought before the entire membership.

### **9.3 Meeting Notice**

All members of the Church shall be notified of the annual meeting and of any special meeting of the Congregation via regular or electronic means at least ten (10) days prior to the date of said meeting. Said notice must be a separate notice. The notice shall specify the purpose of the meeting.

### **9.4 Quorum**

Ten percent (10%) of the Church membership shall constitute a quorum for all meetings of the Congregation, except as required in Article 11.2 and 11.3. Members voting by proxy do not count toward the quorum for the meeting.

### **9.5 Majority Vote**

At any meeting of the Congregation, a majority of the votes cast shall be sufficient to approve business transactions, except as otherwise specified in these by-laws. Only members as defined by Article 7.3 may vote.

## 9.6 Proxy Voting

In the event that a member cannot attend a duly-called meeting of the Congregation, they may designate in writing another member to vote for them on any issues properly before the meeting. Proxies may not be used on issues voted on by regular or electronic mailed ballot. No member may vote more than two (2) proxies. Members voting by proxy do not count toward the quorum for the meeting.

## 9.7 Parliamentary Authority

### 9.7.1 Robert's Rules of Order

The rules contained in Robert's Rules of Order Revised shall govern the Church for all congregational meetings.

### 9.7.2 Board and Committee Governance

The Board and Committees shall determine their own methods of governance.

## Article 10: Committees

### 10.1 Congregational Committees

10.1.1 Congregational Committees include Leadership Development, Investment, and Ministerial Search. All Congregational Committees shall follow Board policies.

10.1.2 The Leadership Development Committee shall consist of six (6) members: two (2) the Past President of the Church and President Elect; and four (4) elected by the Congregation in staggered two (2)year terms. The Leadership Development Committee's purpose is to educate, develop, and support church lay leadership for elected and appointed positions and delegates to the Unitarian Universalist General Assembly and MidAmerica Regional Assembly. The Committee shall identify and evaluate prospective nominees in order to present a slate of delegates at a meeting of the congregation, and candidates for board/committee positions at the Annual Meeting. The Committee shall manage the electoral process, including allowing additional nominations from the floor.

10.1.3 The Investment Committee shall consist of six (6) members of the Church: two (2) members appointed by the Board of Trustees for a one (1)year terms and four (4) elected by the Congregation at the Annual Meeting for staggered two (2) year terms. The Investment Committee shall establish and manage the Endowment Fund in accordance with Board policies. Four (4) members of the Investment Committee must approve any investment or re-investment of endowment funds. No proceeds from the Endowment Fund may be spent for salaries, program continuation, or routine building maintenance. The Investment Committee shall meet at least once a quarter or more often as needed. The Investment Committee will provide an annual report to the Congregation.

10.1.4 A Ministerial Search Committee shall be formed to assist the Church in the process of calling a settled Senior Minister. The composition and charge of the Ministerial Search Committee is decided by the Congregation, at the recommendation of the Board, at the meeting at which members vote to authorize a search. The Ministerial Search Committee exists only until a Senior Minister is called. At least a majority of

members of the Ministerial Search Committee shall be elected by the Congregation and at least one (1) member shall be appointed by the Board. The Board shall replace any members leaving the committee. The Senior Minister may serve on a search committee formed to identify additional ministers.

- 10.1.5 Congregational Committees have at least one member elected directly by the members of the Congregation. Only members of the Congregation may serve on Congregational Committees.
- 10.1.6 No member may serve for more than six (6) consecutive years on any Congregational Committee, either as an elected or appointed member. A member may serve again after one (1) year away from the Congregational Committee.
- 10.1.7 The Chairs of Congregational Committees are elected by and from the membership of the committee through simple majority vote.
- 10.1.8 In the event a vacancy should occur among the members of a Congregational Committee, the Board may appoint a new member to serve until the next Annual Meeting of the Congregation, at which time a member to fill the remainder of the unexpired term shall be elected in the same manner as other members. The Board may also leave such a position vacant until the next election.

## 10.2 **Ad Hoc Committees**

- 10.2.3 The Board may appoint such other temporary committees as it deems appropriate to assist the Board in doing its work.
- 10.2.4 The Board will determine the scope and duration of the work of any such committee in a manner that preserves Board wholeness and is consistent with these by-laws and such policies as are established by the Board.

## 10.3 **Governance**

The Board shall establish written governance policies for Congregational committees and written guidelines for temporary committees of the Board.

## **Article 11: Ministers**

### 11.1 **Ministerial Authority**

- 11.1.1 The Senior Minister shall serve as the Executive Director of the Church and shall, within the limits of Board policy, exercise the operational and financial authority conveyed by the Board to achieve the Mission and Ends of the Church.
- 11.1.2 The Senior Minister shall supervise the staff of the Church, and may hire and terminate staff within the guidelines set forth in the Church's Personnel Manual. The Senior Minister is authorized to prioritize the use of Church resources and to prepare and present an annual financial plan for recommendation by the Board and approval by the Congregation.
- 11.1.3 The Senior Minister shall be an ex-officio non-voting member of all boards and committees except that they shall not participate on the Ministerial Search Committee for their successor. The Senior Minister may delegate some or all of these committee memberships to an associate minister.

## **11.2 Calling a Minister**

### **11.2.1 Senior Minister**

A Senior Minister shall be called upon the recommendations of the Ministerial Search Committee and the Board by a ninety percent (90%) vote of the voting members of the Congregation present at a congregational meeting duly called for this purpose. A quorum for the meeting shall be thirty-three percent (33%) of the voting membership of the Congregation. Called Senior Ministers of the Congregation shall be Ministers in fellowship with the UUA.

### **11.2.2 Contract Minister**

When the members of the Church, at a meeting of the Congregation, have authorized the Board of Trustees to search for and hire a Contract Minister, then the Minister shall be selected by at least four-fifths vote of the members of the Board of Trustees (including absentee ballots) at a duly convened meeting of the Board of Trustees. If the Contract Minister is an Interim Minister, the selected person shall not serve for more than two years.

11.2.3 Any Candidate for ministry with this Congregation, or in the wider community, who holds preliminary or final fellowship in the Unitarian Universalist Association and who desires to be ordained by this Congregation, may be ordained with the approval of at least four-fifths of the members voting at a duly called meeting of the Congregation with a quorum of one third of the members of the Church.

## **11.3 Duration of Service**

A called Senior Minister shall serve for an indefinite period. Interim ministers and any others who are hired by the Board shall serve for the fixed period of their contracts.

The letter of agreement, which constitutes a contract between the Church and a Senior Minister, may be terminated by either a simple majority of the votes cast at a duly convened meeting of the Congregation with a quorum of thirty-three percent (33%) of the voting membership of the Congregation, or by resignation of the Senior Minister. In either case, at least sixty (60) days' notice must be given unless otherwise mutually agreeable arrangements have been made.

## **11.4 Spiritual Leadership**

11.4.1 The Ministers shall provide religious and spiritual leadership for the Congregation and be responsible for conducting worship services as well as rites of passage for Members of the Congregation.

11.4.2 The Ministers shall be available for pastoral counseling and spiritual care of members when needed and represent the Congregation as its religious leaders in denominational and local affairs.

11.4.3 Ministers shall enjoy a free pulpit in accordance with the tradition of Unitarian Universalism, and shall be accorded freedom to speak the truth, as the Ministers understand it, in the Congregation and the community.



## **Article 12: Approval of Congregational Resolutions**

The Congregation may approve resolutions on moral, social, political or other issues. As per Article 9.2, a special meeting of the Congregation shall be called by the President or the Secretary upon action of the Board of Trustees or by petition of ten percent (10%) of the Church members. At this meeting, discussion shall follow the governing rules of order specified elsewhere in these By-Laws, including the discussion and possible adoption of amendments. A quorum of members being present, as specified elsewhere in these By-Laws for regular business, the proposed congregational resolution shall be approved if it receives at least two-thirds of votes cast.

## **Article 13: Fiscal Requirements**

### **13.1 Fiscal Year**

The fiscal year shall be January 1 to December 31.

### **13.2 Authority to Spend Church Funds**

13.2.1 The Senior Minister, President, and Treasurer shall have signature authority to sign for Church funds, subject to policy limitations.

13.2.2 Additional authority to sign for Church funds may be delegated by the Senior Minister, subject to approval by the Board.

### **13.3 Authority to Sign Leases, Deeds, and Contracts**

The President and the Treasurer shall both sign leases, deeds, contracts, and promissory notes, as authorized by the Congregation or the Board. This signature authority can be delegated subject to Board policy limitations.

### **13.4 Authority to Sell and/or Purchase Property**

Only the Congregation has the authority to authorize the conveyance, mortgage, or purchase of property containing a building for worship or property on which a building for worship is to be constructed, with the approval of at least two-thirds of the Church members voting at a duly-convened meeting with a quorum of one-third of the members of the Church.

## **Article 14: Indemnification**

14.1 **Personal Indemnification; Exceptions.** The Church shall indemnify any present or former member, officer, employee or agent of this Church, and may extend any such indemnification to any employee or agent as deemed appropriate, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses actually incurred by such person relating to his or her conduct as a member, officer, employee, or agent of this Church, except that the mandatory indemnification required by this sentence shall not apply: (i) to a breach of the duty of loyalty to the Church; (ii) for acts or omissions not in good faith or which involved intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Church, or against expenses in any such case, where such person shall be adjudged liable to the Church.

**14.2 Reliance; Exercise of Powers of Indemnification.** Service on the Board of the Church, or as an officer thereof, is deemed by the Church to have been undertaken and carried on in reliance by such persons on the full exercise by the Church of all powers of indemnification which are granted to it under this Article and the Michigan Nonprofit Corporation Act as amended from time to time. Accordingly, the Church shall exercise all of its powers whenever, as often as necessary and to the fullest extent possible to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above, unless the Michigan Nonprofit Corporation Act or other applicable legal principles limit or deny the Church's authority to so act. This Article and the indemnification provisions of the Michigan Nonprofit Corporation Act (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such person.

### **Article 15: Liability**

A member's liability to the Church for money damages for any action taken, or for any failure to take action as a Board member or Congregation member shall be limited to the following:

- The amount of a financial benefit received by a Board member or Congregation member to which they are not entitled;
- Intentional infliction of harm on the corporation;
- A violation of section 551 of Michigan's Nonprofit Corporation Act for accepting or receiving a distribution contrary to the Act;
- An intentional criminal act; and/or
- For liability imposed under section 497(a) of Michigan's Nonprofit Corporation Act, upon the termination of a derivative proceeding.

### **Article 16: Amendments and Ratification**

These by-laws may be amended by a two-thirds (2/3) majority of the votes cast at a duly convened meeting of the Congregation, providing that the proposed amendment(s) shall have been set forth in the notice of the meeting.

### **Article 17: Dissolution**

In the event this corporation shall be dissolved, all real and personal property owned by the Church, after payment of its legal obligations, shall become the property of the UUA or its successor.