

**Unitarian Universalist Church of Greater Lansing**  
**CONSTITUTION AND BY-LAWS**  
Approved April 2009 (amended 6/12/11, 5/5/13, and 4/26/15)

**CONSTITUTION**

**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 this Constitution, 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 corporation 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;
- 2.7 to hold regular meetings for worship and fellowship; and
- 2.8 to affiliate and cooperate with the Unitarian Universalist Association in these matters, not barring cooperation or association with other religious bodies.

**Article 3: Affiliation**

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

**Article 4: Membership**

- 4.1 Maintaining its historic tradition, this corporation recognizes the full freedom of belief of its members. No test of religious belief shall be imposed as a requirement for membership.
- 4.2 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 provision on age as outlined in Article 4.3.
- 4.3 The membership of the corporation shall consist of all persons, age 16 or over, who express their understanding of and sympathy with the purposes of this Church by signing the Membership Book. Persons under the age of majority shall have full membership, except that they may not be elected or appointed to the Board of Trustees.
- 4.4 Members who desire to disaffiliate may do so by addressing a letter to the Church stating their intention to withdraw.

- 4.5 A member who has not made a contribution of record within two years, and does not upon notice respond within 30 days to indicate a desire to continue membership, may be removed from the membership roll by a majority vote of the Board of Trustees.
- 4.6 A member who repeatedly engages in actions that grossly violate the rights of members, friends, or visitors of the Congregation, or the rights of the Congregation as a whole, may be suspended for up to three years by an affirmative vote of two-thirds of all voting members of the Board of Trustees. A person whose membership has been proposed to be suspended will be advised in writing of the reason for and duration of the proposed suspension and given the opportunity to: 1) voluntarily withdraw; or 2) be heard by the Board of Trustees. If a meeting with the Board is requested, it will be held at a duly convened meeting of the Board of Trustees with a quorum present. This portion of the meeting will be conducted as a closed session if the member whose membership is proposed for suspension so requests. The Board will vote on the suspension at this meeting.

### **Article 5: Congregational Meetings**

- 5.1 This Church is Congregational in polity; the final authority to make decisions is vested in the membership of this Congregation.
- 5.2 Public worship services shall normally be held on Sunday throughout the year. No governance decisions shall be made at public worship services.
- 5.3 An annual meeting of the Congregation shall be held in April of each calendar year.
- 5.4 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 twenty-five members of the Church.
- 5.5 Meetings shall consider only those questions specified by the notice of the meeting.
- 5.6 All Church members in good standing are eligible to vote at meetings of the Congregation.
- 5.7 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 days prior to the date of said meeting. Said notice can either be a separate notice or can be incorporated in a regular bulletin mailed to the membership. The notice shall specify the purpose of the meeting.
- 5.8 Fifty (50) members of the Church shall constitute a quorum for all meetings of the Congregation except those covered in Articles 6.1, 7.2, 7.5, and 7.9.
- 5.9 In the event that a member cannot attend a duly called meeting of the Congregation, he/she may designate in writing another member to vote for him/her 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 proxies.

### **Article 6: Organization**

- 6.1 The governing board of the Church shall be a Board of Trustees, 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 this Constitution or the By-laws of this Church. However, the Board may not 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 without 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. Nor may the Board engage or dismiss a minister on its own; engagement or dismissal of a minister shall be according to Article 7.

- 6.2 The Board of Trustees shall consist of at least nine voting members, and may expand to as many as eleven voting members when the President's and/or Past President's term(s) extend a Trustee's service beyond the normal two-year term. Two of the members of the Board of Trustees also shall be Finance members of the Board. Election by the Congregation of these Finance members of the Board of Trustees shall be held in conjunction with regular Board member elections as required to fill vacancies as needed. A Treasurer and a Financial Secretary shall be ex-officio (non-voting) members of the Board.
- 6.3 The Board of Trustees shall:
  - 6.3.1 submit an annual budget to the Church for approval at a duly called meeting of the Congregation. The Board of Trustees shall have the authority to enter into contracts and obligations authorized by the budget as approved. The Board may transfer funds in the budget in an amount not to exceed 10 percent of the total budget. In the event of insufficient funds, the Board may borrow funds, provided the total balance of the borrowed funds owing shall not exceed 25 percent of the current year's budget.
  - 6.3.2 prepare, modify and interpret the policies of the Church. Policies are operating or decision procedures of general applicability over more than one calendar year. When the subject appears in the notice of the meeting, the Congregation may adopt, modify or change any policy of the Church. The Board may not modify a policy, change of policy or interpretation adopted by the Congregation for one year.
- 6.4 Nominations for the Board of Trustees shall be made by the Nominations Committee and by the Congregation at the annual meeting. Only members of the Congregation are eligible for nomination or election to the Board of Trustees. Election of the Board of Trustees shall be by regular or electronic mailed ballot sent to all members of the Congregation. Trustees shall be elected to serve a term of two years, beginning at the first Board meeting held after their election, and shall be eligible to succeed themselves for two consecutive terms. A member moving from the position of President Elect to President, or President to Past President, may continue into an additional year beyond an expired term. A Trustee who has completed three consecutive terms on the Board may be re-elected only after a minimum of one year has elapsed. One year of service or more shall be considered a full term.
- 6.5 The Board of Trustees shall at its first meeting, to be held within 35 days following the annual meeting of the Congregation, elect from among its members the following officers of the Church: a President Elect, a Vice President for Finance, and a Secretary, who shall hold said offices for a term of one year, beginning immediately upon their election. Upon the election of officers the following year, the President Elect shall assume the office of President, and the President shall assume the office of Past President. At least one Finance-designated Board member shall be appointed to the Finance Committee.
- 6.6 In the event of a vacancy in any Trustee position, the Board shall appoint a new Trustee to occupy the position for the remainder of the unexpired term. If the departing Trustee 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.

- 6.7 Regular meetings of the Board of Trustees shall be held monthly from September to May, and at least once in June, July, or August. The time and place shall be set by the Board. Special meetings of the Board shall be called by the President, or by the Secretary upon written request of three members of the Board. Notice of the time and place of any special Board meetings shall be given directly via telephone and/or electronic means to all Board members by the person calling the meeting, and to members of the Congregation by clear posting on the front door of the Church, and by any other means practicable, at least two days prior to the meeting, except that a Board member not so notified may waive the required notice. A majority of voting members shall constitute a quorum for all Board meetings.
- 6.8 All Board meetings shall be open to all members of the Congregation, except as provided for in Article 4.6; during the discussion of hiring, performance, dismissal, or grievances of paid Church staff; receiving legal advice; or during discussion of critical matters that would violate a person's privacy in the judgment of the President and Senior Minister. At all other times the Board meetings shall be open. Any member of the Congregation may request of the President or any other Board member, in advance of the meeting, that the Board add a topic to the meeting's agenda. There shall be a place on the agenda for attending Congregation members to speak on any topic on the agenda, or to request that an item be added to the agenda.
- 6.9 All officers shall hold office until their successors have been properly chosen and have assumed the duties of their offices except in cases of resignation, incapacitation, or removal from office.
- 6.10 Members of the Board of Trustees may be recalled from office by two-thirds of the votes cast by the Church in a mailed ballot, which may be initiated by a petition signed by at least twenty-five members of the Church.
- 6.11 Officers of the Church may be removed from office by two-thirds 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 weeks in advance of the meeting.

#### **Article 7: Ministers**

- 7.1 A Candidate, to be eligible as minister of this Church, must hold fellowship in the Unitarian Universalist Association, or be in the process of securing same.
- 7.2 Settled ministers shall be elected for an indefinite period by at least four-fifths of the Church members voting at a duly convened meeting with a quorum of one-third of the members of the Church.
- 7.3 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.
- 7.4 A Committee on the Ministry shall be constituted and function as agreed by the Senior Minister and the Board. This agreement shall be documented annually and be made available for review in the Church office. This committee shall have no supervisory

duties, and shall not participate in the budget process. A similar Committee on the Ministry may be associated with any additional minister(s).

- 7.5 The contract between the Church and a 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 one-third of the members of the Church, or by resignation of the minister. In either case, at least 60 days notice must be given unless otherwise mutually agreeable arrangements have been made.
- 7.6 The Senior Minister shall be an ex-officio non-voting member of all boards and committees except that he or she shall not participate on the Ministerial Search Committee for his or her successor. The Senior Minister may delegate some or all of these committee memberships to an associate minister.
- 7.7 This Church shall maintain the tradition of a free pulpit.
- 7.8 The minister(s) shall ensure that accurate records are kept of marriages, unions, child dedications, and memorial services performed. These records shall be in addition to any minister's personal records and shall remain with the Church upon any minister's departure.
- 7.9 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.

#### **Article 8: 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 Unitarian Universalist Association or its successor.

#### **Article 9: By-Laws**

By-laws and amendments to the By-laws consistent with this Constitution may be adopted by a majority of votes cast at a duly convened Meeting of the Congregation, providing that the proposed By-laws or amendments shall have been set forth in the notice of the meeting.

#### **Article 10: Amendments to the Constitution**

This Constitution may be amended by a two-thirds 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 11: Endowment Fund**

An Endowment Fund shall be established and managed by the Investment Committee, who shall, after reserving at least an amount equal to inflation, make available the proceeds to be used to support Board-approved human or physical capital investments likely to bring benefits to the Church beyond the year of the expenditure. No proceeds from the Endowment Fund may be spent for salaries, program continuation or routine building maintenance. The income from the Fund shall not be used to relieve the membership from providing the usual financial support for the Church.

## **BY-LAWS**

### **Article 1: Fiscal Year**

The Fiscal Year shall be set by the Board of Trustees.

### **Article 2: Duties of Officers**

- 2.1 The President of the Church shall preside at all meetings of the Congregation and of the Board of Trustees; shall be responsible for the agenda of said meetings (and shall include the items in the petition of members of the Church for meetings called as outlined in Article 5.4 of the Constitution); shall, as appropriate, convene the Board Executive Committee; and shall be an ex-officio member of all Board Committees without vote.
- 2.2 The President-Elect shall perform the duties of the President in the absence of the President and shall work with the President and others to prepare for the presidency.
- 2.3 The Vice President for Finance shall serve as Chair of the Finance Committee; shall provide the Board with a report of the Finance Committee on a monthly basis; shall conduct the annual Congregational budget meeting; and shall confer regularly with the Treasurer and Financial Secretary.
- 2.4 The Secretary shall give notice of all meetings of the Congregation and of the Board of Trustees in accordance with the provisions of the Constitution; shall attend all such meetings and keep a full and correct record of the proceedings; shall provide a copy of the minutes of all meetings of the Congregation for inclusion in the Annual Report; shall supply copies of the minutes of Board meetings and Executive Committee meetings to all Board members, and shall seek approval of said minutes; shall have oversight over Church archives and shall have charge of all papers and documents belonging to the Church; shall maintain an up-to-date list of all Church Committees and their Chairperson(s) organized by Cluster; shall maintain an up-to-date copy of the Constitution and By-Laws, and shall ensure that current and past policies of the Church are easily available to all members.
- 2.5 The Past President shall support the incoming President and assist the Board of Trustees with the maintenance of continuity of governing leadership.
- 2.6 The Treasurer shall be appointed by the Board of Trustees. The Treasurer shall have custody of all funds of the Church except those otherwise provided for by vote of the Congregation and shall hold the same for disbursement; shall pay all authorized bills; shall keep a correct account of all deposits and expenditures with vouchers as required by Board policy for payments made; shall open the financial records to inspection by the Board when so requested; and shall make a detailed report to the Board in such form as the Board may direct at the close of each fiscal year and at such other times as the Board or Church may desire. The Treasurer may recruit and supervise assistants to help with specific tasks, and the Board may appoint a Deputy Treasurer. The Board of Trustees shall set the dollar amount of checks that shall require signatures by two of these four officers: President, Vice President for Finance, Treasurer, Secretary.
- 2.7 The Financial Secretary shall be appointed by the Board of Trustees. The Financial Secretary shall collect all monies and deposit same in the name of the Church in bank(s) designated by the Board of Trustees; shall provide a pledge statement to each pledging unit of the Church quarterly or as directed by the Board; and shall make other reports requested by the Board. The Financial Secretary may recruit and supervise assistants to help with specific tasks and the Board may appoint a Deputy Financial Secretary.

- 2.8 The Board of Trustees shall be responsible for the general management of Church affairs between meetings of the Congregation, including short-term and long-term planning of church affairs. The Board shall also:
- 2.8.1 set the date of the annual meeting of the Congregation;
  - 2.8.2 cause to be made a detailed annual report of the affairs of the Church for the annual meeting of the Congregation;
  - 2.8.3 review the annual financial statement;
  - 2.8.4 annually appoint all Board Committee Chairs for a term of September 1 through August 31 and shall fill vacancies as necessary;
  - 2.8.5 provide a committee charge and job description to each Board Committee chairperson.
- 2.9 An Executive Committee shall consist of four members of the Board of Trustees: the President, President-Elect, Vice President for Finance, and Secretary. Three members shall constitute a quorum. If a quorum is not available, the President may appoint another Board member as a substitute to achieve a quorum. The Senior Minister is an ex-officio non-voting member and may attend meetings at his or her discretion. The Executive Committee shall have the power to act for and in place of the Board of Trustees at any time when action by the Board is urgent and after good faith efforts have determined that a quorum of the Board of Trustees cannot, for any reason, be obtained or due notice cannot be given. Three members of the Executive Committee whose identity must be recorded in the minutes must agree on the need to call a meeting. The emergency purpose for calling the meeting must be recorded at the outset of the meeting. Emergency purpose is defined as that which requires action within three days. The Executive Committee shall report any action taken by it to the Board of Trustees at its next meeting, and shall display the minutes in a public place in the Church building.

### **Article 3: Church Committees**

- 3.1 Church committees, except for any Committees on Ministry, fall into two categories: Congregational Committees and Board Committees.
- 3.2 Congregational Committees have at least one member elected directly by the members of the Congregation and at least one appointed by the Board. Congregational Committees include Nominations, Investment, Finance, and Ministerial Search. Only members of the Congregation may serve on Congregational Committees. Except for the Finance Committee, the Chairs of Congregational Committees are elected by and from the membership of the committee through simple majority vote. In the event a vacancy should occur among the elected members of a Congregational Committee, the Board shall 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. Congregational Committee chairs shall submit an annual activity report to the Board for inclusion in the annual report of the Church.
- 3.2.1 The Nominations Committee shall consist of seven members: two ex-officio without vote: Past President of the Church and President Elect; a representative provided by the Membership Committee or its equivalent, one appointed by the Board, and three elected by the Congregation in the election following the April Congregational meeting. The Board-appointed and Congregationally-elected members shall have staggered two-year terms. The Nominations Committee shall present slates of candidates to the annual meeting for all appropriate positions on

the Board of Trustees and Congregational Committees, seek additional nominations from the floor, and forthwith conduct the election by means of a mailed ballot to be returned within 14 days of the meeting. The Committee shall also nominate candidates for election as delegates to the Unitarian Universalist General Assembly and MidAmerica Region, such election to be held in accordance with Article 6 of the By-Laws.

- 3.2.2 The Investment Committee shall consist of five members of the Church: one appointed by the Board of Trustees for a one-year term and four elected by the Congregation at the annual meeting for staggered two-year terms. The Investment Committee shall secure the maximum return from endowment funds in accordance with prudent investment policies approved by the Board. The Investment Committee shall manage other Church funds as requested by the Board. Three members of the Investment Committee must approve any investment or re-investment of endowment funds. The Committee shall authorize the release of funds in accordance with the Constitution and the expenditure policies approved by the Board of Trustees. The Committee shall meet at least once a quarter or more often as needed.
  - 3.2.3 The Finance Committee shall oversee the financial activities of the Church, is responsible for drafting a budget for submission to the Board of Trustees for consideration at a meeting of the Congregation, and manages the budget. The Committee shall consist of the Vice President for Finance and one other Board member (at least one of these two must be a Finance-designated Board member), the Treasurer, the Financial Secretary, the Chair of Investment Committee, and two additional persons to be appointed by the Board from among (non-Board member) nominees – one of these shall be recommended by Program Council and shall serve as Finance liaison to the Program Council.
  - 3.2.4 A Ministerial Search Committee shall be formed to assist the Church in the process of calling or hiring a settled minister. The composition and charge of the Committee is decided by the Congregation at the meeting at which members vote to authorize a search. The Committee exists only until a minister is in the position. At least a majority of members of the Committee shall be elected by the Congregation in a manner determined by the Congregation at the meeting at which the search is authorized, and at least one member shall be appointed by the Board. The Congregation may direct the Board to replace any members leaving the committee. The Senior Minister may serve on a search committee formed to identify additional ministers.
- 3.3 Board Committees have chairs that are appointed by the Board. Board Committees can only be created by a meeting of the Congregation or by the Board of Trustees to further the purposes of the Church. Each committee shall be given a charge upon its creation and may be created with a specific timeline or to continue until abolished by the Congregation or Board.
- 3.3.1 Board Committees shall consist of no fewer than three people, including the Chair. Voting membership is open to any Church member appointed by the Board or who has attended at least three meetings of the committee over the prior twenty-four months.

- 3.3.2 The Board shall create a number of Board Committee Clusters, each Cluster corresponding to a broad area of the Church's ministry. The Board shall assign each Board Committee to a Cluster.
- 3.3.3 The Chair of each Board Committee shall be responsible for tracking attendance at committee meetings and for submitting a list of members to Program Council. Chairs must submit an annual activity report to the Board for inclusion in the annual report of the Church. Each committee may request funding as part of the annual budget process.

#### **Article 4: Program Council**

- 4.1 The Program Council shall consist of the Senior Minister together with a number of additional members equal to the number of Board Committee Clusters. The Board shall appoint individual members of the Congregation to the Program Council as representatives of each Cluster. The Senior Minister shall be the Chairperson of the Program Council, and may designate an acting chair for the purposes of facilitating meetings in his or her absence.
- 4.2 The Program Council is charged with ensuring that the programs and activities of the Church run well, creating and sustaining Congregational leadership and participation, planning the development of programs for the future of the Church, and providing guidance to committees regarding budget proposals to the Board. In cooperation with the Church's paid staff, the Program Council shall:
  - 4.2.1 coordinate the ongoing program activities of the Church, resolving space usage, program resource, and other administrative issues;
  - 4.2.2 administer the policies of the Church;
  - 4.2.3 maintain membership lists for all committees of the Church, except Congregational Committees;
  - 4.2.4 seek advice from and provide advice to the Board as deemed necessary by the Board or the Program Council.

#### **Article 5: Procedure for Public Positions**

- 5.1 The Unitarian Universalist Church of Greater Lansing shall take a public position on an issue when 75 percent of members voting, who have signed the Membership Book at least 90 days prior to the mailing, agree with the presented position.
- 5.2 All attempts to ascertain a public position shall begin with an announcement to the Board with a letter of intent from a committee or auxiliary group of the Church.
- 5.3 A first-class mailing shall be sent to eligible voters with the response options of: "Agree," "Disagree," "No Opinion" and "Church should not take a stand."
- 5.4 Response from one third of the above-mentioned persons is required, with 75 percent of those responding establishing the position.
- 5.5 The campaign shall be limited to three months from the date the Board receives the letter of intent, and the Board shall publish the results.
- 5.6 The Board shall be responsible for determining the procedure for collecting and tabulating the results of the poll. The individual responses shall be considered confidential.
- 5.7 The group asking for the public position shall pay the costs unless the poll is approved by the Board.

**Article 6: Election of UU Delegates and Alternates**

Delegates and Alternates to represent the Church at the Unitarian Universalist General Assembly, and at the MidAmerica Region meetings, shall be elected. Such election may be held at any meeting of the Congregation designated by the Board of Trustees after notice in the Church newsletter. Vacancies occurring after the election of delegates shall be filled by the Board of Trustees, or if occurring too late for Board action, by the President.

**Article 7: Definition of "Mail"**

The term "mail" in these by-laws shall refer to either regular or electronic communication. Any communications from this Church, including ballots, that are transmitted electronically, shall be sent by regular mail to anyone who so requests. Electronic means shall be used only when convenience and security are appropriate to the transaction.

**Article 8: Governing Rules of Order**

The current edition of Roberts' Rules of Order, as published by the Roberts' Rules Association, shall govern Meetings of the Congregation and Board of Trustees meetings.