

NORTHWOODS UNITARIAN UNIVERSALIST CHURCH



NUUC BYLAWS

NUUC Bylaws - Approved by the Congregation at a Special Congregational Meeting

Revision History: NUUC Bylaws M001

Revision	Approval & Change Status	Date of Vote
A	<i>Initial Approval and Release</i>	<i>19, November 2006</i>
B	<i>Approved and Release - Shared Ministry Structured Introduced</i>	<i>15, April 2012</i>
C	<i>Approved and Release - Governance and Shared Ministry Structure Redefined</i>	
D	<i>Approved and Release – General rather extensive rewrite; consider a new issue</i>	<i>20 May 2018</i>

Table of Contents

DEFINITIONS.....3

MISSION / VISION STATEMENTS AND CORE VALUES4

ARTICLE I: NAME.....4

ARTICLE II: AFFILIATION4

ARTICLE III: PURPOSE OF ORGANIZATION4

ARTICLE IV: NON-DISCRIMINATION5

ARTICLE V: MEMBERSHIP5

ARTICLE VI: CONGREGATIONAL MEETINGS.....6

ARTICLE VII: GOVERNANCE STRUCTURE.....8

ARTICLE VIII: BOARD OF TRUSTEES.....8

ARTICLE IX: FOUNDATIONAL MINISTRY STANDING COMMITTEES AND TEAMS 12

ARTICLE X: THE SHARED MINISTRIES 14

ARTICLE XI: CONGREGATIONAL COMMITTEES 16

ARTICLE XII: ELECTED AND APPOINTED LEADERSHIP 18

ARTICLE XIV: MINISTER 19

ARTICLE XV: EMPLOYEES OF THE CHURCH..... 20

ARTICLE XVI: FISCAL YEAR & CHURCH YEAR 21

ARTICLE XVII: DISSOLUTION 21

ARTICLE XVIII: AMENDMENTS 21

ARTICLE XIX: LEGAL PROVISIONS..... 22

ARTICLE XX: TRANSITION PLAN..... 22

DEFINITIONS

All the following words have specific meaning within these Bylaws. Please refer to this section as needed for clarification.

1. Bylaws: The governing document for Northwoods Unitarian Universalist Church.
2. Congregational Committee: A committee elected, in whole or in part, by the Congregation whose duties, responsibilities, and conditions of service are established by the By-Laws. Congregational committees do not report to the Board of Trustees, although they frequently coordinate their activities with the Board. Congregational committees are responsible for electing their own leadership.
3. Contribution of record: Any non-anonymous donation that a member makes either through pledging or Sunday service collection donations or any financial donation for which the member does not receive goods or services.
4. Covenantal Call: A relationship established between the Minister and Congregation to work together in good faith for the betterment of the Congregation.
5. Foundational Trustee: A member of the Board of Trustees whose primary responsibility is to coordinate the Foundational Ministry's Standing Committees.
6. Ministry Council Trustee: A member of the Board of Trustees who coordinates the functions of the Shared Ministry Council.
7. Public Advocacy Statement: A process by an individual or a large group which normally aims to influence public-policy and resource allocation decisions within, economic, social systems, and institutions; it may be motivated from moral, ethical, or faith principles.
8. Quorum (as applied to Congregational Meetings): A percent (%) of the Church Members required for voting on a specific Congregational issue. The percentage required for each type of Congregational meeting is called out in Article VI.
9. Resolution: A formal expression of opinion or intention agreed on by a legislative body, committee, or other formal meeting, typically after taking a vote.
10. Settled Minister: A minister that has accepted the Covenantal Call by the Congregation to serve at Northwoods Unitarian Universalist Church.
11. Shared Ministry Council: A group of members of the Congregation who come together to support, orchestrate and manage the roles of the Northwoods' Spiritual Life Ministry, Congregational Life Ministry, Educational Life Ministry and Social, Environmental and Economic Justice Ministry.
12. Standing Committee: A long-term committee established by the by-laws and for which the chair is appointed by the Board of Trustees.
13. Team: A group of people who come together to implement specific tasks and activities of the Northwoods Ministries. Teams may be formed by the Board of Trustees, the Shared Ministry Council or any of the individual ministries, or any standing committee. The group that forms a particular team is responsible for establishing a charter/purpose for the team, recruiting members, overseeing the team, and dissolving the team when no longer needed.

PREAMBLE

Mission / Vision Statements and Core Values

The mission statement, vision statement and core values define our purpose and inform our goals. The core values emphasize what is most important to us. The mission statement creates a path to our vision. Our vision statement conveys why we are here and what we seek. We live our mission, grounded in our values, in pursuit of our vision.

MISSION STATEMENT

Compassionate Community, Spirited Searching, Courageous Actions.

VISION STATEMENT

We will be a place of transformation. We will transform our community through intentional inclusion, becoming stronger in our diversity. We will transform our world into a kind, humane and just place through our work outside these walls. We will ourselves be transformed by the work we do, the love we show to each other, and the spiritual challenges we set for ourselves.

CORE VALUES

*Justice
Compassion
Gratitude
Courage
Open to Possibility*

ARTICLE I: NAME

The name of this religious organization shall be Northwoods Unitarian Universalist Church, herein referred to as Northwoods, Church, NUUC, or Congregation.

ARTICLE II: AFFILIATION

This Congregation shall be a member of the Unitarian Universalist Association.

ARTICLE III: PURPOSE OF ORGANIZATION

The purpose of Northwoods Unitarian Universalist Church is to provide for its Members an opportunity to pursue the study and practice of Unitarian Universalism. This study and practice will be guided by the Mission and Vision of the Congregation.

ARTICLE IV: NON-DISCRIMINATION

The Congregation affirms and promotes the full participation of persons in all activities, including membership, programming, hiring practices, and the calling of religious professionals without regard to racialized identity, ethnicity, gender expression, gender identity, sex, disability, affectional or sexual orientation, family and relationship structures, age, language, citizenship status, economic status, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Article V: MEMBERSHIP

Section 1: Definition of Membership

- A. Any person, who is committed to and supports the Mission/Vision Statements of Northwoods, who signs the Membership Book and meets the qualifications in Section 1 B and C below, will be considered an Active Member of the Congregation.
- B. To be eligible to become a Member, you must be fourteen years of age or older and either have completed the Coming of Age program, Pathways to Membership program, or have had a meeting regarding Unitarian Universalism and membership expectations with the Minister or the person(s) designated by the minister. In the absence of a minister, the member will meet with the President of the Board of Trustees.
- C. Definition of Active Membership: It is expected that any Member of Northwoods Unitarian Universalist Church will contribute to the spiritual and financial well-being of Northwoods by:
 - 1) Attending Sunday services,
 - 2) Volunteering their time and talent through church programs, committees or teams, and
 - 3) Making at least one monetary contribution of record to the church each year.
- D. Members of Northwoods have freedom of the pew, which means that Members of the Congregation have the right to free expression of their beliefs.
- E. Employees of the Church (and their families) cannot be Members of Northwoods, however; they may participate in Church services and other Church events at any time.

Section 2: Members Voting at Congregational Meetings

Members are qualified to vote at Congregational meetings if they have been a Member of Northwoods for at least 30 calendar days prior to any Congregational meeting.

Section 3: Termination of Membership

- A. The Membership Committee shall make recommendations to the Board of Trustees on a regular basis, and at a minimum during the 90 day period before a Congregational Meeting, on members’ names who should be removed from the Membership Book, following the procedures in Policy P005. Reasons for removal include but are not limited to resignation, permanently left the area, is deceased, has not been an active member for at least twelve months, or for cause.
- B. Members shall be removed from the Membership Book upon Board of Trustees’ approval of the Membership Committee’s recommendation.

- C. In the event that an emergency situation arises involving the Safety of the Congregation, as detailed in HSSE Manual M022, requiring the Board of Trustees to act expeditiously without time to involve the Membership Committee, Membership would be kept informed of all actions.

ARTICLE VI: CONGREGATIONAL MEETINGS

A Congregational Meeting is any officially called meeting by the Board of Trustees that brings together a quorum of the Members to act on issues before the Congregation. There are two types of Congregational Meetings: the Annual Congregational Meeting and Special Congregational Meetings.

Section 1: General Rules and Procedures for All Congregational Meetings

- A. The date, time, location, agenda, and any slate of nominees or the exact text proposed in any resolution(s) or motion(s) to be considered at the Congregational Meeting(s) shall be publicized, and a letter or email with this information shall be sent to all qualified Members fifteen calendar days before the meeting. Only those matters proposed in the agenda of the meeting may be acted upon by the Members.
- B. All Congregational Meetings shall be conducted according to Robert’s Rules of Order.
- C. Twenty percent of Members shall constitute a quorum at a Congregational Meeting.
- D. A quorum must be present and maintained while a resolution or motion is considered and voted upon.
- E. A written ballot is specifically required in two instances:
 - 1) Electing a member for a leadership position where there are more than one candidate on the ballot.
 - 2) Voting to approve a candidate for settled minister or to terminate a settled minister.

In addition, if a motion is passed to have a written ballot for any other vote, that motion will be honored. Otherwise, voting by a show of hands is allowed. The means of casting a vote shall be determined by the Board President, or President-elect in their absence.
- E. A majority of those Members who cast a vote at a Congregational Meeting shall be sufficient to either approve or disapprove matters submitted for determination by vote.
- F. Absentee and proxy voting are not allowed for any Congregational Meeting.
- G. Official minutes must be taken at all Congregational Meetings by the Secretary of the Board of Trustees, or their designee, submitted to the Board of Trustees at the next regularly scheduled Board of Trustees meeting for approval, and posted for Congregational review within 30 calendar days of said Congregational Meeting.

Section 2: Annual Congregational Meeting

- A. The specific purpose of this meeting will be for the election of members of the Board of Trustees, Healthy Congregation Committee member, and Leadership Development Committee; approval of an annual budget; and receiving of reports.
- B. In additions to the general rules and procedures established in Article VI Section 1, the following also apply:
 - 1. The Annual Congregational Meeting shall be held each year in the month of May at such time and place as shall be fixed by the Board of Trustees.
 - 2. The Treasurer will submit a written report of church financial activities during the last twelve months at the Annual Congregational Meeting.

3. The President of the Board of Trustees, Treasurer, and Minister will give verbal reports at the Annual Congregational Meeting.
4. Provisions for nominations from the floor during the Annual Congregational Meeting will be made for all open positions as described in the procedure Floor Nominations P013.

Section 3: Special Congregational Meeting

A. The purpose of Special Congregational Meetings is to vote on all resolutions or motions brought before the Congregation for approval as described below. In addition to the general rules and procedures established in Article VI Section 1, Special Congregational Meetings have their own quorum and approval requirements.

1. A Special Congregational Meeting may be called by the President or the Board of Trustees or by written request to the Board of Trustees by ten percent or more of Members.
2. The Board of Trustees must hold the Special Congregational Meeting within 30 calendar days upon receipt of the request for a Special Congregational Meeting.
3. At Special Congregational Meetings, a quorum of 40 percent of Members are required instead of the normal twenty percent required for the Annual Congregation Meeting.

B. Special Congregational Meeting to Purchase or Sell Real Estate

The approval of the resolution(s) requires a minimum of 80 percent of Members who cast a vote at the Special Congregational Meeting

C. Special Congregational Meeting to ‘Call’ a Settled Minister or end a Settled Minister’s Service

The purpose of this meeting is to approve the ‘Call’ of a Minister by the Congregation. In addition to the rules and procedures established in Article VI Section 1, the following supersede the general approval requirements:

1. The ‘Calling’ of a new Minister shall require a minimum approval of 90 percent of the Members who cast a vote at the Special Congregational Meeting. The vote to ‘Call’ a Minister must be by written ballot.
2. The determination to end a Ministerial Call shall be decided by a majority of those Members who cast a vote at the Special Congregational Meeting to end a Settled Ministers service. The vote to terminate the Ministerial Call shall be by written ballot.

D. Special Congregational Meeting to Amend Bylaws.

These Bylaws may be amended only at a Special Congregational Meeting to approve Bylaws changes as written by the Bylaws Revision Committee and recommended by the Board of Trustees. Revisions to these Bylaws are not subject to amendment during the Special Congregational Meeting called for approval of the proposed changes. A simple majority of votes cast are required to amend the by-laws. See Article XVIII for details on By-Laws Amendment.

E. Special Congregational Meeting for all other situations.

1. The following special situations detailed in the Bylaws require a Special Congregational Meeting:
 - Approve expenditures exceeding ten percent of the annual budget.
 - Election of a Member to fill a vacancy in the position of President Elect.
 - Expenditure of capital from the Endowment Fund.
2. A simple majority of votes cast are required to approve the motion in any of these circumstances. In addition, any other motion not specifically requiring a higher percentage approval in the section above requires a simple majority of votes cast to pass.

ARTICLE VII: GOVERNANCE STRUCTURE

Section 1: Ultimate Governing Power Reserved to Membership

The Congregation of Northwoods Unitarian Universalist Church retains ultimate governing power and shall be the authority in all matters of policy, both spiritual and secular, and may from time to time instruct the Board of Trustees as to its will through the process of Congregational Meetings.

The Congregation recognizes that in order for the church to thrive it must delegate authority and place trust in its elected leaders, their delegates, and the Minister, as described by these Bylaws.

- A. The will of the Members shall be determined in open meetings that follow the democratic process.
- B. All authority not expressly granted to the Board of Trustees in these Bylaws shall remain with the Congregation.
- C. The financial books, communications, and records are the property of Northwoods. Any Member of the Congregation may request a copy of the financial reports and other documents.

ARTICLE VIII: BOARD OF TRUSTEES

Section 1: Purpose and Structure of the Board of Trustees

The Board of Trustees shall ensure that the Mission and Vision of the Congregation (as described in the Preamble to these Bylaws) are fulfilled. The Board of Trustees shall be responsible for strategic vision and long-term planning, and governance policies for the Church, the administration of the Church organization, the safekeeping of all money, other assets of the Congregation, approval of all agreements except those that require Congregational approval as described in [Article VI](#), and maintenance of the Church grounds and facilities.

- A. The Board of Trustees will be composed of eight members: President, President Elect, Past President, Secretary, Treasurer, Parliamentarian, Foundational Trustee and Ministry Council Trustee.
- B. The Minister shall serve as a non-voting Member of the Board of Trustees.

Section 2: Duties and Responsibilities of Board of Trustees

- A. The Board of Trustees is responsible for providing financial resources adequate to maintain the facility and required staff necessary to fulfill the Mission and Vision of the Church.
- B. The Board of Trustees may authorize individual expenditures, which are not specifically itemized in the annual budget, that do not exceed ten percent of the annual budget. Expenditures above ten percent require authorization by the Congregation at a Special Congregational Meeting.
- C. The Board of Trustees may authorize the expenditure of up to twenty percent of the annual budget without Congregational approval in the event of a hazardous condition(s) affecting the building or grounds.
- D. The Board of Trustees may reallocate budgeted amounts within the annual budget, providing that the cumulative amounts of reallocated budget items do not exceed ten percent of the annual budget. Reallocation of budgeted amounts above ten percent requires authorization by the Congregation at a Special Congregational Meeting.

- E. The current and previous year's financial reports and records shall be reviewed by persons designated by the Board of Trustees whenever a new Treasurer joins the Board of Trustees. The review must be completed and written report submitted to the Board of Trustees within three months of the appointment or election of the Treasurer.
- F. The Board of Trustees must approve all fundraising activities. Blanket and standard approvals are given in the Gifting Policy Procedure P032 and The Fundraising Policy P073.
- G. The Board of Trustees must have approval from the Congregation at a Special Congregational Meeting before borrowing funds from a financial institution.
- H. The Board of Trustees will charge the Delegates to the annual Unitarian Universalist General Assembly to vote the will of the Congregation on all issues before the General Assembly.
- I. The Board of Trustees alone shall establish and maintain Northwoods' Bylaws and documented policies. Policies shall be readily available to the Congregation and reviewed at least every five years. Manual M040, Policy/Procedure Manual, including an index of all Policies and Manuals, shall be maintained to list all policies including current revision date.
- J. The Board of Trustees shall hold meetings no less than once a month. All Board of Trustees meetings shall be open, except when the Board meets in executive session. The notice of and the agenda for any Board of Trustees meeting will be made available to the Congregation in a timely manner but not less than 24 hours prior to the meeting, and a summary of the meeting will be made available to the Congregation within one month (nominally; within 35 days actual) of the meeting.
- K. All Board of Trustees meetings shall be conducted by Robert's Rules of Order. A quorum of board members, defined as half of the current members plus one, shall be present in order to conduct a board meeting. Unless otherwise noted in these by-laws or by board policy, a simple majority vote is required to pass any motions. However, regardless of how many members are casting a vote, a minimum of four votes are required to pass any measure.
- L. All Foundational Ministry Standing Committees will be assigned a member of the Board of Trustees to oversee their activities. The majority of these committees will generally be assigned to the Foundational Ministry Trustee, but other assignments may be more efficient in terms of time required, experience, and specific interests of individual trustees.
- M. The Board of Trustees will maintain written records of board activities and church finances. These include all legal documents as well as all documents deemed historical in nature, including but not limited to contracts, insurance policies, the official minutes of the Board of Trustees meetings, minutes of all Congregational meetings, and all annual reports.
- N. PUBLIC POLICY STATEMENT: The Board of Trustees may approve a public advocacy position statement in the name of the Congregation on social justice, environmental concerns, or other issues. Any meeting where a public advocacy position statement is considered should be as widely publicized as possible to allow for maximum Congregation input.

Section 3: Election of Board of Trustees

- A. To be a member of the Board of Trustees the candidate must have been a Member of the Congregation for three years.
- B. A Member of the Congregation is elected to a three year Presidential cycle, serving consecutive one year terms as President Elect, President, and Past President. The President Elect position will be filled by election each year at the Annual Congregational Meeting. The Secretary, Treasurer, Parliamentarian, Ministry Council Trustee and Foundational Trustee shall be elected for two year terms at the Annual Congregational Meeting.
- C. The Secretary, Parliamentarian, and Foundational Trustee will be elected in odd numbered years, and the Treasurer, Ministry Council Trustee, and will be elected in even numbered years.
- D. Candidates for the position of Treasurer must have a basic understanding of accounting practices to be elected to the Board of Trustees. Board members may be elected to no more than two consecutive terms on the Board of Trustees. In addition, they may serve out the balance of a term to which they were appointed upon the resignation of a trustee prior to being elected.
- E. A Board Member may be removed from office after a fair and just discussion of all relevant issues of importance at an open and publicized meeting of the Board of Trustees. A quorum of six Trustees, not including the Board Member under consideration for removal, is required for this action. Following the open and just meeting, a unanimous vote of all trustees present, not including the Board Member under consideration for removal, is required for approval.
- F. A Board of Trustees member may also be removed from the Board of Trustees in a motion placed before the Congregation at a Special Congregational Meeting.

Section 4: Vacancies on the Board of Trustees

- A. In the event of a vacancy in the position of President, the President Elect shall automatically succeed to the position of President. The new President will serve out the remainder of any unexpired term of the previous President, and then serve a full fiscal year as President, as described in [Article VIII Section 3B](#). In this case there is no Past-President, and the Board of Trustees will request the Leadership Development Committee to fill the Past-President position.
- B. In the case of a vacancy in the position of President Elect, the Board of Trustees will request that the Leadership Development Committee select a qualified Member of the Congregation to stand for election to the position. The Board of Trustees must call a Special Congregational Meeting to elect the new President Elect within 45 calendar days of said vacancy.
- C. In the event that there is a vacancy of the President and President Elect, the Past President will temporarily resume the full duties of the President until such time that a new President and President Elect position is filled through a Special Congregational Meeting.
- D. In the case of a vacancy in the position of Secretary, Treasurer, Parliamentarian, Foundational Trustee and Ministry Council Trustee, the Board of Trustees shall request that the Leadership Development Committee select a qualified Member of the Congregation to fill the vacancy. The Board of Trustees will appoint the person selected by the Leadership Development Committee to serve the remainder of any unexpired term in the vacant position within 45 calendar days of said vacancy.

Section 5: Duties of Each Trustees Position**A. President**

1. The President shall preside at all meetings of the Congregation and at all meetings of the Board of Trustees, and shall represent Northwoods on appropriate occasions.
2. The President must sign any deeds, mortgages, bonds, contracts, or other instruments approved by the Board of Trustees or the Congregation when appropriate, as expressed in these Bylaws.
3. The President shall be responsible for giving an oral report at the annual congregational meeting which gives an account of the Board of Trustees activities for the fiscal year with recommendations for the future.
4. The President shall have ultimate responsibility to ensure that the Congregation operates within the letter and spirit of these Bylaws.

B. President Elect

1. The President Elect shall act as President of the Board of Trustees in the absence of, or at the request of, the President, at which time all powers and functions applicable to the President shall apply.

C. Secretary

1. The Secretary shall record and preserve the minutes of all Board of Trustees meetings and all Congregational meetings. The Secretary is responsible for ensuring that copies of the minutes of these meetings are made available to the Congregation.
2. The Secretary shall be responsible for compiling all annual reports submitted at the Annual Congregational Meeting and ensure that the Congregation has access to these reports.
3. The Secretary shall ensure the Board of Trustees and Congregational meeting notices are given in accordance with the provisions of these Bylaws and the Northwoods Policy and Procedure Manual-M040.
4. The Secretary shall be responsible for all official communications with the Congregation on behalf of the Board of Trustees. The Secretary shall ensure that all such communications comply with these Bylaws and the Northwoods Policy and Procedure Manual-M040.

D. Treasurer

1. The Treasurer provides for the safekeeping of all money and financial instruments except money held by the Endowment Committee, as described in Article IX Section 1C.
2. The amount of financial contributions to Northwoods, except for gifts to the Endowment Committee and those approved by the Member (see Policy and Procedure PO90), will be kept confidential, and the actual contribution amount will be limited to the Treasurer, Church Administrator, and any designee(s) approved by the Board of Trustees.
3. The Treasurer presents financial reports, as defined in the Northwoods Policy and Procedure Manual-M040, at the Board of Trustees meetings, at the Annual Congregational Meeting, and as requested by the Board of Trustees.

4. The Treasurer will receive quarterly and annual reports from the Endowment Committee, and ensure that the Endowment Funds are included in the financial reports presented to the Congregation and Board of Trustees.
5. The Treasurer, as chair of Finance Committee shall be responsible for ensuring that a proposed annual budget is prepared each year and presented to the Congregation at the Annual Congregational Meeting, as detailed in See [Article VI Section 2.B Items 2&3](#).

E. Parliamentarian

1. The Parliamentarian shall be responsible for ensuring that all meetings of the Board of Trustees and the Congregational Meetings are conducted according to Robert’s Rules of Order.
2. The Parliamentarian is responsible for understanding and implementing the Bylaws and Policy and Procedures at all Congregational Meetings and all meetings of the Board of Trustees.
3. The Parliamentarian shall certify prior to any Congregational Meeting those Members of the Congregation who are qualified to vote at said meeting, as described in [Article V, Section 2](#).
4. The Parliamentarian shall be responsible for the creation of a written ballot as described in these Bylaws in [Article VI Section 1 E](#).
5. The Parliamentarian shall be responsible for counting and reporting votes cast during any Congregational Meeting. The Parliamentarian may appoint a designee(s) to assist counting votes that are cast.
6. The Parliamentarian shall be the keeper of the officially approved Bylaws, and the Northwoods Policies and Shared Ministries Procedure Manuals and other documentations as described in Article VIII Section 2 M. The Parliamentarian will maintain current and accurate copies of these documents, and make them available to all Members of the Congregation.

F. Shared Ministry Council Trustee

The Ministry Council Trustee acts as coordinator to the Shared Ministry Council.

G. Foundational Trustee

The Foundational Trustee serves as the board member responsible for all Committees of the Foundational Ministry unless otherwise assigned to a specific Board of Trustee.

H. Past-President

The Past President acts as an advisor to the Board of Trustees and the Leadership Development Committee as needed.

ARTICLE IX: FOUNDATIONAL MINISTRY STANDING COMMITTEES AND TEAMS

Section 1: Required Foundational Ministry’s Standing Committees

The Board of Trustees must establish and maintain at all times the following Foundational Shared Ministry Standing Committees: Buildings and Grounds, Communications, Endowment, Finance, Human Resources, Membership, and Stewardship.

- A. Buildings and Grounds Committee**—Responsible for the maintenance of Northwoods’ facility and grounds, office equipment, and decor/art.
- B. Communications Committee**—Responsible for external communications and interfaces with the Church Administrator for, newspaper articles, and advertising in media, including any website and newsletters.
- C. Endowment Committee**
- a. Purpose of The Endowment Fund
 - 1. The purpose of The Endowment Fund is to help secure, strengthen, and extend the Mission and Vision of the Northwoods Unitarian Universalist Church.
 - 2. The Endowment Fund is an investment vehicle for receiving designated gifts from individuals and organizations beyond the regular Church operating budget.
 - b. Goals and Guidelines of the Endowment Committee
 - 1. The goal of the Endowment Committee is to ensure long-term growth of the Endowment Fund.
 - 2. The Endowment Committee is required to invest The Endowment Fund moneys in well-known, high quality mutual funds that will maximize long-term growth of capital.
 - c. Endowment Committee Members
 - 1. This committee shall be composed of three Voting Members appointed by the Board of Trustees. Each member shall serve for three years. A new member of the Committee shall be appointed each year in July following the Annual Congregational Meeting, so that the three members shall serve a staggered three year term.
 - 2. Members of the Committee may serve no more than six consecutive years on the Endowment Committee.
 - 3. In the case of a vacancy on the Endowment Committee, the Board of Trustees will appoint within 45 calendar days of said vacancy a Voting Member of Northwoods to serve the remainder of any unexpired term.
 - d. Endowment Committee Activities
 - 1. The Committee shall have exclusive rights, subject to the investment guidelines indicated Section 2 above, to make all decisions concerning the investment of capital held in The Endowment Fund.
 - 2. All investment decisions made by the Committee concerning The Endowment Fund investments shall be made during regularly announced open committee meetings and must be made by the unanimous vote of all three committee members.
 - e. Removing Funds from the Endowment Fund
 - 1. A certain amount of The Endowment Fund account may be transferred, upon request of the Board of Trustees, to the Church operating budget account in the first quarter of each calendar year. The amount is limited to a portion of any interest or dividend paid to the Endowment Fund in the previous year. The amount to be transferred to the Northwoods operating budget will be determined by the Endowment Committee.
 - 2. Expenditures of capital from The Endowment Fund may occur from time to time for extraordinary long-term capital needs and opportunities. Expenditures of capital to meet these needs and opportunities are limited to a maximum of 25% of the Endowment Fund in any calendar year.

3. Any expenditures of The Endowment Fund capital must be requested by a two-thirds vote of the Board of Trustees, supported by a majority vote of the Endowment Committee, and approved by the Congregation at a Special Congregational Meeting.

- D. Finance Committee**—Responsible for five year long term planning forecast and financial planning forecast of income and expenses, and the annual church budget that is voted on at the annual congregational meeting. The Finance Committee is chaired by the Treasurer.
- E. Human Resources Committee**—Provides administrative services for Northwoods paid employees in the areas of Church Administrator, Religious Education Professional, Child Care providers, and other staff as detailed in the Human Resource Manual M007.
- F. Membership Committee**—Responsible for maintaining Member records. Other duties and responsibilities are detailed in Policy P005.
- G. Stewardship Committee**—Responsible for raising funds to support the Mission and Vision of Northwoods, as well as developing a culture of stewardship in the church to encourage the giving of time, talent, and treasure by congregants.

Section 3: Other Foundational Ministry Teams

From time to time teams may be formed to do work delegated by the Board of Trustees as required by these Bylaws.

- A. Transitional Ministerial Search Team**—Recommends qualified candidate for contract to the Board of Trustees to serve as a Transitional Minister.
 1. The Board of Trustees shall appoint a Transitional Minister Search Team for the purpose of contracting with a Transitional Minister for the Congregation.
 2. Details of the Transitional Ministerial Search Team can be found in Policy 058.
- B. Bylaws Revision Team**—Responsible for reviewing and recommending revisions to the Bylaws. Review of the Bylaws should occur at a minimum every five years. See [Article XVIII](#) for additional details.

ARTICLE X: THE SHARED MINISTRIES

Section 1: Definition and Purpose of the Shared Ministries

These ministries are called “shared” in that they are a shared responsibility for all members. We are each a vital part in participating in transforming lives, walking together, teaching and learning, and reaching out to the world outside our walls.

The Shared Ministries are the heart of Northwoods’ purpose. The other articles describe the structure of *how* the church functions; this section better defines *WHY* we exist.

A. Spiritual Life Ministry:

Transforming lives by deepening connection between the personal and transcendent through celebration, contemplation, and articulation.

B. Congregational Life Ministry:

Walking together by creating, strengthening, and repairing the Congregation’s threads of interconnection.

C. Educational Life Ministry:

Learning through enlightenment by challenging one another to articulate and embody our Unitarian Universalist faith.

D. Social, Environmental and Economic Justice Ministry:

Transforming the world by taking action and creating real change in people’s lives.

Section 2: The Shared Ministry Council

The Shared Ministry Council (SMC) is the organization charged with putting the goals and visions of the shared ministries into practice. The Shared Ministry Council is composed of 5 members: the Shared Ministry Council Trustee and the chairs of the four shared ministries.

- A. Ministry Chairs are recommended by the Leadership Development Committee and appointed by the Board of Trustees.
- B. Ministry Chairpersons serve two-year terms, which may be renewed an unlimited number of times by the Board of Trustees.
- C. The Shared Ministry Council is jointly responsible for establishing and maintaining the Shared Ministry Policy and Procedure Manual, with the approval of the Board.
- D. The Shared Ministry Council is responsible for assembling, reviewing, and approving the budgets of the shared ministries and presenting them to the Treasurer.

Section 3: Responsibilities of the Shared Ministries Chairs

The Shared Ministry Chairs are responsible for putting into practice the purpose and vision of the ministries, as outlined in Section 1 above. Specific responsibilities are detailed in the Shared Ministry Procedure Manual M043. A general outline of responsibilities is shown below:

A. SPIRITUAL LIFE MINISTRY CHAIR

- 1. Establish and maintain the Worship Arts Committee.
- 2. Serve as a liaison between the church and the small group ministries as needed.
- 3. Serve as a liaison between the church and the spiritual practice groups as needed.
- 4. Coordinate the budget requests and approve expenditures for the Worship Arts Committee, small group ministries, and the spiritual practice groups.

B. CONGREGATIONAL LIFE MINISTRY CHAIR

- 1. Establish and maintain the Lay Ministry/Pastoral Care Committee.
- 2. Serve as a liaison between the church and any Congregational Life Ministry teams (eg: Hospitality Team, Interest Groups).
- 3. Coordinate budget requests and approve expenditures for all Committees and Teams that function as a part of Congregational Life Ministry.

C. EDUCATIONAL LIFE MINISTRY CHAIR

1. Establish and maintain the Religious Education (RE) Committee.
2. Serve as a liaison between Religious Education Staff and the Congregation as needed.
3. Coordinate budget requests and approve expenditures for all Educational Life Ministry Committees and Teams.

D. SOCIAL, ECONOMIC, AND ENVIRONMENT JUSTICE MINISTRY CHAIR

1. Establish and maintain the Welcoming Congregation Committee.
2. Serve as a liaison between the church and any SEE Justice Ministry teams (eg: Arts in Action, Millbend Coffee House).
3. Coordinate budget requests and approve expenditures for all Committees and Teams that function as a part of SEE Justice Ministry.

Section 4: Shared Ministry Council Standing Committees

The committee responsibilities below are very general. Specific responsibilities are detailed in their various Policy and Procedure Manuals.

- A. Lay Ministry/ Pastoral Care Committee—Responsible for the care of congregants in times of need.
- B. Religious Education (RE) Committee—Responsible for developing and implementing a lifespan religious education programs for children, youth and adults.
- C. Welcoming Congregation Committee—Responsible for developing and promoting practices of radical inclusion and creating spaces that honor every part of our identities, backgrounds and experiences.
- D. Worship Arts Committee—Responsible for developing and implementing the Sunday worship services which include coordinating sermon topics with music, visual arts, orders of service and announcements. Worship Arts recruits lay and visiting speakers for occasions when the minister is out of the pulpit.

Article XI: CONGREGATIONAL COMMITTEES

Congregational Committees are those committees that have some or all of their Members elected by the Congregation.

A. Leadership Development Committee (LDC)

1. The Leadership Development Committee is responsible for the development of leadership training programs. These programs are an important part of the Church leadership structure.
2. The Leadership Development program is designed to identify and train Members to become church leaders: on the Board of Trustees, Shared Ministry Council members, and chairs of standing committees.
3. The Leadership Development Committee is responsible to nominate qualified Members to fill open positions on the Board of Trustees, Congregational Committees, and the elected member of the Healthy Congregation Committee. The Committee shall publicize vacant positions, and solicit candidates, and submit the names of qualified candidates, as described in these Bylaws, for vacant positions in the groups listed above.

4. The Leadership Development Committee is responsible for recommending candidates to fill Standing Committee Chair positions and Members of the Shared Ministry Council to the Board of Trustees. The LDC will assist in recruiting candidates for these positions.
5. The Membership Committee shall partner with the Leadership Development Committee to identify Members who have interest, experience, and/or skill in leadership. The LDC can then help move them through various positions of responsibility with the goal of better preparation for higher leadership roles in the church.
6. The Leadership Development Committee should track the length of service of members of the following elected persons to ensure smooth leadership transition: the Board of Trustees, Leadership Development Committee, and Healthy Congregation Committee (elected member).
7. The Leadership Development Committee shall be composed of four members; each member to serve a staggered two-year term. Two members of the Committee are elected every year.
8. Committee members are elected by the Congregation at the Annual Congregational Meeting.
9. Only those Members of the Congregation who have been a Member of Northwoods for more than five years and have served at least one year on the Board of Trustees or two years as chair of a Standing Committee or a member of the Shared Ministry Council may be nominated to serve on the Leadership Development Committee.
10. Members of the Leadership Development Committee may serve no more than two consecutive terms. In addition, they may serve out the balance of a term to which they were appointed to fill a vacancy on the committee.
11. In the event of a vacancy on the Leadership Development Committee the Board of Trustees will appoint a Member of the Congregation to finish the remainder of the vacant term.

B. Settled Ministerial Search Committee

1. The Board of Trustees shall form a Ministerial Search Committee, as described in the Northwoods Policy and Procedures Manual-M040, for the purpose of calling a Minister for the Congregation.
2. Members of the Committee shall serve in accordance with the Unitarian Universalist Association guidelines.
3. The Committee shall be composed of seven members: five elected by the Congregation at a Special Congregational Meeting, and two appointed by the Board of Trustees. All members of the Ministerial Search Committee must be Members of the Congregation.
4. The Board of Trustees, if requested by the Settled Ministerial Search Committee, may replace vacancies on this Committee.
5. The members of this Committee shall serve until a Minister is called by the Congregation, but not more than two years. In the event that the committee is unable to 'Call' a Minister after two years the Board of Trustees will reform the Ministerial Search Committee per item 1 above.
6. The Ministerial Search Committee will collaborate with the Board of Trustees to develop the Letter of Agreement. The Letter of Agreement will be approved by the Board of Trustees and executed by the President of the Board of Trustees and the Minister, as describe in [Article XVI, section 3](#).

C. Healthy Congregation Committee

Section 1: Description

The Healthy Congregation Committee promotes the health of the church community through advocacy of open and honest communication and encouraging healthy relations.

Section 2: Duties & Responsibilities

1. Educates the Congregation on the Covenant of Right Relations.
2. Stewards the conflict resolution process.
3. Works with committees and teams as well as individuals to improve how church groups function.
4. Reviews and updates the Covenant of Right Relations as necessary.
5. The Healthy Congregation Committee reports its activities to the Board of Trustees and the Minister according to Policy 084.

Section 3: Members and Terms

1. Committee members are members of Northwoods Unitarian Universalist Church, are recognized as wise statespersons within the Congregation, and who may have had either a leadership position at any level in the Congregation or had DBLE or leadership training.
2. The Healthy Congregation Committee is composed of three members, chosen as follows: one member by the Board of Trustees, one member by the Minister and one member voted on by the Congregation.
3. In the event of a vacancy on the Healthy Congregation Committee, the Board of Trustees will appoint a qualified Member of the Congregation to finish the remainder of the vacant term for both the elected and the board-appointed member. The Minister will appoint a replacement to complete the term of the minister-appointed member.
4. Terms are a three-year rotation with one member changing each year.
5. Any member may be elected or appointed to serve two consecutive terms. In addition, they may serve out the balance of a term to which they were appointed to fill a vacancy.

ARTICLE XII: ELECTED AND APPOINTED LEADERSHIP

Section 1: Leadership Positions

- A. The following leadership positions are elected by the Congregation.
 1. Board of Trustees
 2. Congregational Committees:
 - a. Leadership Development Committee (4 members)
 - b. Ministerial Search Committee (5 of the 7 members are elected)
 3. Healthy Congregation Committee (1 of the 3 members is elected).

B. The following leadership positions are appointed by the Board of Trustees.

1. Members of the Shared Ministry Council (4)
2. Chairs of all Foundational Ministry Standing Committees (7)
3. Chairs of all Shared Ministry Standing Committees (4)
4. Healthy Congregation Committee (1 of the 3 members is appointed).

C. The following leadership positions are appointed by the Minister.

1. Healthy Congregation Committee (1 of the 3 members is appointed).

Section 2: Terms of Office

A. All newly elected leaders—Board of Trustees, Leadership Development Committee members and Healthy Congregation Committee member—shall begin their term of office at the beginning of the church fiscal year (July) following their election at the Annual Congregational Meeting.

B. A Board of Trustees member cannot be a member of the following committees:

1. Leadership Development Committee
2. Healthy Congregation Committee
3. Shared Ministry Council (with the exception of the Ministry Council Trustee who serves as a member of the Board of Trustees and Shared Ministry Council).
4. A current Board of Trustees member may not be a chair of the committee(s) they are specifically responsible to oversee (see [VIII Section 2.L](#)). An exception exists as the Treasurer of the Board of Trustees serves as Chair of the Finance Committee (see [Article IX Section 6 D](#)). Also note that on occasion the responsible trustee may have to serve as acting chair in the absence of a permanent chair. This should be regarded as a strictly temporary measure.

C. All chairpersons of standing committees appointed by the board serve for two-year terms, which may be renewed an unlimited number of times by the Board of Trustees.

ARTICLE XIV: MINISTER

For the purposes of these Bylaws, Sections 2, 3, and 4 of this Article apply equally to Settled and Transitional Ministers. A Called Minister is one that has been chosen by the Ministerial Search Committee and approved by vote of the Congregation to serve the Church as a permanent Minister per the Letter of Agreement.

Section 1: Calling a Settled Minister

A. The Congregation may choose to offer a contract to a Transitional Minister during the time the Congregation is searching for a Settled Minister.

Section 2: Duties and Responsibilities

A. The Minister shall provide overall religious leadership and guidance in accordance with the established purposes of this Church, as described in [Article III](#).

B. The Minister will be the supervisor of all Church employees. The Board of Trustees and the Minister will review this relationship from time to time.

Section 3: Letter of Agreement

- A. As a Minister is 'Called' to the Congregation, the relationship between the Minister and Northwoods Unitarian Universalist Church becomes covenantal: mutual in trust, mutual in accountability, and mutual in care. As written evidence of that covenant, the Letter of Agreement stands as a record of intentions, expectations, and responsibilities.
- B. The total compensation package for the Minister including salary, benefits, vacation, study leave, sabbatical, and a process to change the total compensation package will be delineated in the Letter of Agreement.
- C. In the event of the ending of the Ministerial Call, the Minister's severance compensation shall be as defined in the Letter of Agreement.
- D. The Letter of Agreement will be executed by the President of the Board of Trustees and the Minister at the end of the Special Congregational Meeting when the Minister is 'Called'.

Section 4: Freedom of the Pulpit

- A. Freedom of the pulpit means that in this Church the Minister has the right to free expression of his or her beliefs.
- B. The Minister shall have complete freedom to express publicly his or her personal opinions outside the pulpit.
- C. The Minister may speak for the Congregation on a specific issue or issues within the community if the Minister has approval from the Board of Trustees to make a public policy statement, as described in [Article VIII Section 2 N](#).

Section 5: Qualifications

- A. The Minister shall have at a minimum preliminary Fellowship and actively working toward final Fellowship with the Unitarian Universalist Association while serving the Congregation.

Section 6: Ending a Ministerial 'Call'

- A. The Minister shall give at least 90 calendar days' notice in writing to the Board of Trustees of his or her resignation or retirement.
- B. Should the covenant between the Congregation and the Minister come into question the Board of Trustees may call a Special Congregational Meeting to determine the will of the Congregation.

ARTICLE XV: EMPLOYEES OF THE CHURCH

- A. Neither the Settled Minister nor the Transitional Minister is considered an employee of the Church.
- B. The Board of Trustees holds final authority concerning the hiring and termination of all Employees of the Congregation.
- C. The Board of Trustees is responsible for determining compensation and benefits for all Employees.
- D. The Board of Trustees must approve all contracts between Employees and the Congregation.
- E. All employees of the Church report directly to the Minister, in absences of the Minister, employees report to the President of the Board of Trustees.

- F. The Human Resource Chair is the primary interface with employees on any issues concerning Minister or Member relations, benefits, hiring, and or termination interviews.

ARTICLE XVI: FISCAL YEAR & CHURCH YEAR

The fiscal year of the Congregation is from July 1 to June 30.

ARTICLE XVII: DISSOLUTION

The Members may dissolve the Congregation, pursuant to Texas law. All of the Congregation's property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, or to any Unitarian Universalist affiliated organization, and the Board of Trustees of the Congregation shall perform all actions necessary to effectuate such conveyance.

ARTICLE XVIII: AMENDMENTS

Section 1: Amendment of These Bylaws

- A. These Bylaws may be amended only at a Special Congregational Meeting. Approval of Bylaws changes as written by the Bylaws Revision Committee and recommended by the Board of Trustees, must be by written ballot. Revisions to these Bylaws are not subject to amendment during the Special Congregational Meeting called for approval of the proposed changes.
- B. Future changes to the Mission Statement, Vision Statement, and Core Values approved by the Congregation are exempt from the special requirements of this section for Bylaw Amendment (appointment of a Bylaws Revision Team, review at Town Hall Meetings three months in advance, etc). Approved changes to these statements will automatically be updated in the Bylaws without requiring a separate Bylaws update vote.

Section 2: Bylaw Maintenance

- A. The Board of Trustees shall perform a periodic review of these Bylaws every five years (beginning 2023) to determine if changes are required.
- B. The Board of Trustees must appoint a Bylaws Revision Team as detailed in [Article IX Section 3B](#) to review any required amendments to these Bylaws.
1. Any proposed changes to the Bylaws will be reviewed by the Board of Trustees and Congregation at Town Hall meetings at least three months before a Special Congregational Meeting [Article VI Section 3D](#) called for a vote of approval by the Congregation.
 2. The committee exists only as required and should complete its work within one year unless extended by the Board of Trustees.
 3. The Committee must consist of a minimum of three members who are Members of the Congregation.
- C. All amendments approved by the Congregation will result in the old wording being replaced by the new wording within these Bylaws.

- D. One previous revision of the Bylaws is archived to compare changes made.
- E. When major changes are made to the Bylaws (i.e. organizational structure, title changes, voting rights, etc.), Article XX will document a transitional process and timing for implementing changes.
- F. A revision history of these Bylaws is maintained at the beginning of the document in Revision History.

ARTICLE XIX: LEGAL PROVISIONS

Section 1: Interpretation

These Bylaws shall be interpreted to facilitate the efficient operation and management of the Church in order to accomplish the purpose of the Church as defined in Article III. In the case of conflict with parliamentary law, the wording of these Bylaws shall prevail.

Section 2: Protection of Non-Profit Status

The Congregation is a non-profit organization, therefore, any statement made or action taken by the Church should be made with full knowledge of the Rules and Regulations of the State of Texas and applicable Federal Law pertaining to non-profit organizations. Northwoods Unitarian Universalist Church is currently listed as an IRS 501C 3 non-profit organizations under the legal name of: *Northwoods Unitarian Universalist Church*.

Section 3: Insurance Coverage

- A. The Board of Trustees shall procure casualty and liability insurance for such Church assets and in such amounts, as required to provide replacement value of the assets.
- B. The Congregation shall indemnify its Trustees, Employees, and any other person acting in an official capacity on behalf of the Church, and shall purchase and maintain insurance on their behalf for this purpose.

Section 4: Indemnification

A duly elected or appointed officer, trustee, employee, or agent of the Church shall not be personally liable to the Church or to its Members for monetary damages for breach of fiduciary duty, except for liability resulting from: (1) any breach of duty or loyalty to the Church or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The Church shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, trustee, employee or agent of the Church.

ARTICLE XX: TRANSITION PLAN

These Bylaws, upon approval by the Congregation at the May 2018 Special Congregational Meeting, will go into effect immediately.

1. A new Vision Statement and Core Values are being submitted for approval by the Congregation at the same annual meeting that would amend these by-laws. The approved language will be inserted directly into the approved by-laws under “Preamble” on page 4. This will not require a separate vote other than approval of the Vision Statement and approval of the by-laws.

In the event that the Vision Statement and Core Values are not approved, those elements will automatically be updated in the Bylaws when the new Vision Statement and Core Values are approved and not require a

separate vote to approve the Bylaws, as detailed in Article XVIII Section 1B above.

2. The provisions for term limits of members of the board of trustees will immediately apply, specifically to the position of Treasurer who would not be eligible under the old by-laws because of serving out a previous term of more than one year.

3. I
n

o
r
d
e
r

t
o

s
t
a
g
g
e
r

t
h
e

p
o
s
i
t
i
o
n
s

o
f

S
h
a
r

e
d

M
i