

NORTHWOODS UNITARIAN UNIVERSALIST CHURCH



BYLAWS

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A	Initial Approval and Release	19 November 2006
B	Approval and Release - Shared Ministry Structured Introduced	15 April 2012
C	Approval and Release - Governance and Shared Ministry Structure Redefined	2 July 2016
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DEFINITIONS

All these 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. **Church Member:** Any person who is committed to and supports the Mission/Vision Statements of Northwoods, who signs the Membership Book, and who meets the qualifications in Section V 1 B and 1C is considered an Active Member of the Congregation. Fully defined in Article V Membership.
3. **Congregational Committee:** A committee elected, in whole or in part, by the Congregation, and whose duties, responsibilities, and conditions of service are established by the Bylaws. 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.
4. **Contribution of record:** Any non-anonymous financial donation that a Member makes for which the Member does not receive goods or services.
5. **Coordinating Circle:** The Circle made up of leaders and delegates from Ministry Circles.
6. **Covenantal Call:** The relationship established between the Minister and Congregation to work together in good faith for the betterment of the Congregation.
7. **Ministry Circle:** Any group of Northwoods members, especially Foundational Life, Spiritual Life, Educational Life, Congregational Life, and Social, Economic, and Environmental Justice Circles.
8. **Public Advocacy Statement:** A statement by an individual or a group that aims to influence public policy and resource allocation decisions within economic or social systems and institutions motivated by moral, ethical, or faith principles, with approval by the Board of Trustees.
9. **Quorum:** A percentage (%) of the Church Membership required in attendance at a Congregational meeting for voting on Congregational issues. The quorum required for each type of Congregational meeting is identified in Article VI.
10. **Resolution:** A formal expression of opinion or intention agreed on by the Board of Trustees, a committee, or other formal meeting, typically after taking a vote.
11. **Settled Minister:** A minister who has accepted the Covenantal Call by the Congregation to serve at Northwoods Unitarian Universalist Church.
12. **Shared Ministry:** 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, Economic, and Environmental Justice Ministry.
13. **Sociocracy Circle:** Determines their own leadership and does not report to the Board of Trustees, although they frequently coordinate their activities with the Board. Sociocracy Circle is a general term.
This format may or may not work with all former committees. Shared Ministries may remain in committee structure, as may Bylaws Revision, Endowment, Healthy Congregation, Human Resources, Leadership Development, and Ministerial Search.
14. **Standing Committee:** A long-term committee established by the Bylaws and for which the chair is appointed by the Board of Trustees.

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 to its Members an opportunity to pursue the study and practice of Unitarian Universalism, guided by the Mission and Vision of the Congregation.

ARTICLE IV: Non-Discrimination

The Congregation affirms and promotes the full participation of every person 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 who meets the qualifications in Section 1 B and 1 C below, will be considered an Active Member of the Congregation.
- B. Eligibility for Membership: Candidate must be at least fourteen years of age and must have completed a Northwoods

coming of age program, a pathway to Membership program, or have met with the Minister or the person(s) designated by the Minister regarding Unitarian Universalism and Membership expectations. In the absence of a Minister, the candidate will meet with the President of the Board of Trustees.

- C. Active Membership: A 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 circles
 - 3. Making a monetary contribution of record to the church each year
- D. Freedom of the pew: Members of the Congregation have the right to freely express their beliefs.
- E. Exception: Employees of the Church and their families can be active Members of Northwoods, with the exception of voting on budget issues or Ministerial search. They may fully participate in Church activities at any time.

Section 2. Members Voting at Congregational Meetings

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

Section 3. Termination of Membership

- A. On a regular basis, the Membership Circle shall recommend to the Board of Trustees Members for removal from active Membership, especially during the 90-day period before a Congregational Meeting, following the procedures in Policy P005 and after contacting the Member. Reasons for removal may include resignation from Membership, permanently moved from the area, death, has not been an active Member for at least 12 months, or for cause.
- B. Members shall be removed from the Membership Book upon Board of Trustees' approval of the Membership Circle's recommendation.
- C. When an emergency situation arises with a current active Member involving the safety of the Congregation, as detailed in HSSE Manual M022, that requires the Board of Trustees to act expeditiously and without time to involve the Membership Circle, the Membership Circle will be informed of all actions.

ARTICLE VI: Congregational Meetings

- A. A Congregational Meeting called by the Board of Trustees requires a quorum of Members to act on issues before the Congregation.
- B. A Congregational Meeting is either the Annual Congregational Meeting or a Special Congregational Meeting.

Section 1. General Rules and Procedures for Congregational Meetings

- A. Publication announcement
 - 1. Includes: The date, time, location, agenda, the slate of nominees, and the exact text proposed in any resolution(s) or motion(s) to be considered.
 - 2. A letter or email with this information shall be sent to all qualified Members fifteen calendar days before the meeting.
 - 3. Only those matters proposed on 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. Quorum
 - 1. Twenty (20) percent of Membership constitutes a quorum at an Annual Congregational Meeting.
 - 2. Forty (40) percent of Membership constitutes a quorum at a Special Congregational Meeting.
 - 3. A quorum must be present and maintained while a resolution or motion is considered and voted upon.
- D. Ballot
 - 1. A written ballot is specifically required in two instances:
 - a. Electing Members for a leadership position.

- b. Voting to approve a candidate for settled minister or to terminate a settled minister.
- 2. If a motion is passed to have a written ballot for any other vote, that motion will be honored.
- 3. Voting by a show of hands is otherwise allowed.
- 4. The means of casting a vote shall be determined by the Board President or President-elect in their absence.
- E. A majority (at least 51%) 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. Specific purpose
 - 1. The election of Members to:
 - a. Board of Trustees
 - b. Healthy Congregation Committee
 - c. Leadership Development Committee
 - 2. Approval of an annual budget
 - 3. Board of Trustees reports
- B. Quorum: A quorum of twenty percent (20%) of Membership constitutes quorum for the Annual Congregational Meeting.
- C. In addition 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, usually the third Sunday in May.
 - 2. Written reports
 - a. The Treasurer will submit a written report of church financial activities during the last twelve months at the Annual Congregational Meeting.
 - 3. Verbal reports and/or presentations
 - a. The President of the Board of Trustees
 - b. Treasurer
 - c. Minister
 - d. Others, as needed
 - 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 a Special Congregational Meeting is to vote on resolutions or motions brought before the Congregation for approval as described below. In addition to the general rules and procedures for Congregational Meetings,
 - 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 (10%) or more of Membership.
 - 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. Quorum: A quorum of forty percent (40%) of Membership constitutes quorum for a Special Congregational Meeting.

B. Special Congregational Meeting to Purchase or Sell Real Estate

The approval of resolution(s) to purchase or sell real estate requires a minimum of eighty percent (80%) of Members who cast a vote at a 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 Covenantal Call of a Minister by the Congregation or to end a Settled Minister's Service. In addition to the rules and procedures established in Article VI Section 1, the following supersede the general approval requirements:

1. Calling a Minister

a. Calling a new Minister requires a minimum approval of ninety (90) percent of the Members who cast a vote at the Special Congregational Meeting.

b. The vote to Call a Minister must be by written ballot.

2. Ending a Covenantal Call

a. The determination to end a Covenantal Call shall be decided by the Board of Trustees in conversation with the Coordinating Circle and voted on by the Congregation.

b. All steps before ending a Covenantal Call will be documented.

D. Special Congregational Meeting to Amend Bylaws.

1. 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. (See Article IX 2B)

2. Revisions to these Bylaws are not subject to amendment during the Special Congregational Meeting that is called for approval of the proposed changes.

3. A majority (at least 51%) of votes cast is required to amend the Bylaws. See Article XVII Section 1 for details on Bylaws Maintenance.

E. Special Congregational Meeting for all other situations.

1. The following special situations detailed in the Bylaws require a Special Congregational Meeting:

a. Approve expenditures exceeding ten percent of the annual budget.

b. Elect a Member to fill a vacancy in the position of President Elect.

c. Expend capital from the Endowment Fund.

2. A simple majority of votes cast is required to approve the motion in any of these circumstances.

3. Any 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 retains ultimate governing power and 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 to thrive, the church must delegate authority and trust 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 remains with the Congregation.

C. The financial records and communications are the property of Northwoods. Any Member of the Congregation may request a copy of financial reports and other documents.

ARTICLE VIII: Board of Trustees

Section 1. Purpose and Structure of the Board of Trustees

The Board of Trustees ensures that the Mission and Vision of the Congregation are fulfilled. The Board of Trustees is responsible for strategic vision, long-term planning, and governance policies for the Church, administration of the Church organization, safekeeping of all money and 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 is composed of eight voting Members:

1. President
2. President Elect
3. Past President
4. Secretary
5. Treasurer
6. Parliamentarian
7. Leader of Coordinating Circle
 - a. 2025 elected as Foundational Leader of Coordinating Circle
 - b. Position transitions to Leader of Coordinating Circle
8. Delegate to Board of Trustees selected by Coordinating Circle

B. The Minister serves as a non-voting Member of the Board of Trustees.

Section 2. Duties and Responsibilities of the Board of Trustees

A. Responsible for providing financial resources adequate to maintain the facility and staff necessary to fulfill the Mission and Vision of the Church.

1. May authorize expenditures not specifically itemized in the annual budget that do not in total exceed ten percent of the annual budget. Expenditure above ten percent requires Congregational authorization at a Special Congregational Meeting.
 - a. In the event of hazardous conditions affecting the building or grounds, the Board of Trustees may authorize the expenditure of up to twenty percent of the annual budget without Congregational approval.
 - b. May reallocate budgeted amounts up to a cumulative ten percent of the annual budget. Budget reallocation above ten percent requires the Congregation's authorization at a Special Congregational Meeting.
2. At the appointment or election of a new Treasurer to the Board of Trustees, the Board of Trustees shall designate persons to review the previous Treasurer's financial reports and records. The review must be completed and the written report submitted to the Board of Trustees within three months of the Treasurer's appointment or election.
3. The Board of Trustees approves all fundraising activities. Blanket and standard approvals are given in the Gifting Policy Procedure P032 and The Fundraising Policy P073.
4. The Congregation approves at a Special Congregational Meeting the Board of Trustees' borrowing of funds from a financial institution.

B. The Board of Trustees charges Delegates to the Unitarian Universalist General Assembly to vote the will of the Congregation on all issues before the General Assembly.

C. The Board of Trustees alone establishes and maintains Northwoods' Bylaws and documented policies and provides that they are reviewed every five years and readily available to the Congregation. Manual M040, Policy/Procedure Manual and an index of all Policies and Manuals, shall list all policies, including current revision date.

D. The Board of Trustees shall hold meetings once a month. All Board of Trustees meetings shall be open, except during an executive session. The notice of and agenda for any Board of Trustees meeting will be available to the Congregation not less than 24 hours prior to the meeting, and the minutes of the meeting will be posted in the Members page on the Northwoods website within 15 days of the meeting and available on paper in the church office.

1. All Board of Trustees meetings shall follow Robert's Rules of Order.

- 2. A Board of Trustees' quorum of half the current voting Members of the Board plus one (five) may conduct a Board meeting. Unless otherwise noted in these Bylaws or by Board policy, a simple majority vote is required to pass any measure.
- E. The Board of Trustees will maintain written records of Board activities and church finances. These include all legal documents and documents deemed historical in nature, contracts, insurance policies, official minutes of Board of Trustees meetings, minutes of Congregational meetings, and annual reports.
- F. Public Advocacy Statement: The Board of Trustees may approve a public advocacy position statement in the name of the Congregation. Any meeting where a public advocacy position statement is being considered should be publicized widely to maximize Congregation input.

Section 3. Election of Board of Trustees

- A. A Member of the Board of Trustees has been a Member of the Congregation for at least three years.
- B. Board Terms:
 - 1. The President Elect is elected to a one-year term at the Annual Congregational Meeting and succeeds to one year as President and one year as Past President in following years.
 - 2. The Secretary, Treasurer, and Parliamentarian shall each be elected for a two-year term at the Annual Congregational Meeting.
 - 3. The Leader of the Coordinating Circle shall be elected for a two-year term at the Annual Congregational Meeting.
 - 4. The Delegate of the Coordinating Circle shall be determined within the Coordinating Circle rather than being elected by the congregation. This Delegate has voting power on the Board of Trustees.
 - 5. Board Members may be elected to two consecutive terms on the Board of Trustees.
 - 6. Board Members appointed to the Board upon a resignation may serve out the balance of that term to which they were appointed prior to being elected.
- C. Offset elections: Secretary, and Parliamentarian will be elected in odd numbered years; Treasurer will be elected in even numbered years.
- D. Candidates for the position of Treasurer must have a basic understanding of accounting practices.
- 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 discussion, a unanimous vote of all trustees present, not including the Board Member under consideration for removal, is required for approval.
- F. A Board Member may be removed from office by the Congregation at a Special Congregational Meeting.

Section 4. Vacancies on the Board of Trustees

- A. President Elect: In the case of a vacancy in the position of President Elect, and at the request of the Board of Trustees, the Leadership Development Circle will 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 the vacancy.
- B. President: In the case 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.
- C. Past President: In case there is no Past President, and at the request of the Board of Trustees, the Leadership Development Circle will select a past Board Member to fill the Past President position.
- D. Both President and President Elect: In case there is a vacancy of both President and President Elect, the Past President will temporarily resume the full duties of the President until a new President and a new President Elect are elected by Special Congregational Meeting.
- E. In the case of a vacancy in the position of Secretary, Treasurer, Parliamentarian, or Leader of the Coordinating Circle, the Board of Trustees shall request that within 45 calendar days of the vacancy the Leadership Development Circle select a qualified Member of the Congregation to fill the vacancy. Upon approval, the Board will appoint the selected person to serve the remainder of an unexpired term prior to being elected.

Section 5. Duties of Each Trustee Position

A. President

1. The President presides at all Congregational meetings and all meetings of the Board of Trustees.
2. The President represents Northwoods in the wider community on appropriate occasions.
3. The President signs deeds, mortgages, bonds, contracts, and other instruments approved by the Board of Trustees or the Congregation.
4. The President gives an oral report at the annual congregational meeting recounting Board of Trustees' activities during the current fiscal year and outlining the Board's recommendations for the future.
5. The President has ultimate responsibility to ensure that the Congregation operates within the letter and spirit of these Bylaws.

B. President Elect

The President Elect acts as President in the absence or the request of the President, at which time all powers and functions of the President shall apply.

C. Past President

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

D. Secretary

1. The Secretary records and preserves the minutes of all Board of Trustees meetings and all Congregational meetings. The Secretary ensures that copies of these minutes are available to the Congregation within 15 days of the meeting.
2. The Secretary compiles all annual reports submitted at the Annual Congregational Meeting and ensures that the Congregation has access to these reports.
3. The Secretary ensures that 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 is responsible for all official communications with the Congregation on behalf of the Board of Trustees. The Secretary ensures that all such communications comply with these Bylaws and the Northwoods Policy and Procedure Manual-M040.

E. Treasurer

1. The Treasurer provides for the safekeeping of all money and financial instruments except that held by the Endowment Committee, as described in Article IX Section 1B.
2. The Treasurer keeps confidential the value of financial contributions to Northwoods, except for gifts to the Endowment Fund and those approved by the Member (see Policy and Procedure P090), and knowledge of the actual contribution amounts will be limited to the Treasurer, Church Administrator, and 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 receives quarterly and annual reports from the Endowment Committee and includes the Endowment Funds in financial reports presented to the Congregation and Board of Trustees.
5. The Treasurer is responsible for proposing and presenting an annual budget each year to the Congregation at the Annual Congregational Meeting, as detailed in Article VI Section 2 C Items 2 and 3.

F. Parliamentarian

1. The Parliamentarian ensures 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. Prior to any Congregational Meeting, the Parliamentarian certifies those Members of the Congregation who are qualified to vote at said meeting, as described in Article V, Section 2.
4. The Parliamentarian creates a written ballot as described in these Bylaws as needed.

- 5. The Parliamentarian counts and reports votes cast during any Congregational Meeting. The Parliamentarian may appoint designees to assist counting votes made by ballot or by hand vote.
- 6. The Parliamentarian keeps current and accurate copies of the officially approved Bylaws, Northwoods Policies, and Procedure Manual and other documents as described in Article VIII Section 2C and makes them available to Members of the Congregation.
- G. **Leader of the Coordinating Circle** oversees operations in the Coordinating Circle and carries information from the Board to the Coordinating Circle.
- H. **Delegate from the Coordinating Circle** brings the voice of the Coordinating Circle to the Board.

ARTICLE IX: Committees / Sociocracy Circles

Section 1. Foundational Standing Committees / Circles

The Board of Trustees must establish and maintain at all times the following standing responsibilities. Former committees may function as committees or Sociocracy circles.

1. Buildings and Grounds
2. Endowment
3. Finance
4. Human Resources
5. Membership
6. Stewardship
7. Service Auction

A. Building and Grounds

Responsible for the maintenance of Northwoods' facility and grounds, office equipment, and decor/art.

B. Endowment Circle

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. Goals and Guidelines of the Endowment Circle
 - a. The goal of the Endowment Circle is to ensure long-term growth of the Endowment Fund, which progressively strengthens the church's financial stability and provides, in part, for the long-term unbudgeted financial needs of the church.
 - b. The Endowment Fund is an investment vehicle for receiving designated gifts from individuals and organizations beyond the regular Church operating budget. The Endowment Fund creates an opportunity for members and friends to increase the value of their donation in the future through the power of compound interest and investment in the U.S. economy.
 - c. The Endowment Circle is required to invest The Endowment Fund money in a high-quality portfolio(s) of stocks, bonds, or other securities that are overseen by a professional fund manager.
 - d. Donations, gifts, and bequests to The Endowment Fund are considered principal. It is the intention of the Endowment Circle to preserve the principal in The Endowment Fund account.
3. Endowment Members
 - a. This circle shall be composed of three Voting Members appointed by the Board of Trustees. Each member shall serve for three years. A new, or existing, member of the Circle shall be appointed each year in July following the Annual Congregational Meeting, so that the three members shall serve a staggered three-year term.
 - b. Members may serve no more than six consecutive years on the Endowment Circle.
 - c. In the case of a vacancy on the Endowment Circle, 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.

4. Endowment Circle Decisions
 - a. The Circle shall have exclusive rights, subject to investment guidelines indicated in section (2) above, to make all decisions concerning the investment of capital held in The Endowment Fund.
 - b. All decisions made by the Endowment Circle concerning The Endowment Fund investments shall be made during regularly announced open circle meetings, and must be made by the unanimous vote of all three circle members. On rare occasions when there is a need to act expeditiously (e.g., the potential or apparent onset of a market crash or downturn), the circle members may use a documented unanimous vote to change investments.
5. Distribution of Funds from The Endowment Fund.
 - a. The Endowment Circle may grant a certain amount of The Endowment Fund account balance to the Church operating account from time to time at its discretion. A certain amount of The Endowment Fund account balance may be distributed, upon request of the Board of Trustees, to the Church operating account once each fiscal year. The amount to be transferred to the Northwoods operating account will be determined by the Endowment Circle, but shall not exceed 5% of the Endowment Fund balance in any given fiscal year.
 - b. Special distributions from The Endowment Fund may occur from time to time for extraordinary long-term capital needs and opportunities. Distributions to meet these needs and opportunities are limited to a maximum of 25% of The Endowment Fund account balance in any fiscal year.
 - c. Any distribution from The Endowment Fund account balance above 5% must be requested by a two-thirds vote of the Board of Trustees, supported by a majority vote of the Endowment Circle, and approved by the Congregation at a Special Congregational Meeting.

C. **Finance**—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 Treasurer does not chair the Finance Circle but acts as support to the circle.

D. **Human Resources**—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.

E. **Membership**—Responsible for maintaining Member records. Other duties and responsibilities are detailed in Policy P005.

F. **Stewardship**—Responsible for raising funds via Member pledges and ongoing giving 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.

G. **Service Auction**—Responsible for providing fundraising activities and providing opportunities for Member engagement in church activities.

Section 2. Temporary Foundational Committees

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

A. Transitional Minister Search

1. The Board of Trustees appoints a Transitional Minister Search Committee or Circle
2. Recommends to the Board of Trustees a qualified candidate for contract to serve as Transitional Minister.
3. Details of the Transitional Minister Search Circle can be found in Policy 059.

B. Bylaws Revision

1. Reviews and recommends revisions to the Bylaws.
2. Review of the Bylaws should occur at a minimum every five years. See Article **XVII** Section 1 for Bylaws Maintenance.

ARTICLE X: Shared Ministries – Committees / Circles

These Ministries are a shared responsibility of all Members

Each of us is a vital part in transforming lives, walking together, teaching and learning, and reaching out to the world outside our walls. Shared Ministries are why we exist. We are charged with putting the goals and visions of the Shared Ministries into practice.

Each Ministry is responsible for establishing and maintaining the Shared Ministries Policy and Procedure Manual, with the approval of the Board. Responsible for assembling, reviewing, and approving the budgets of the Ministries and presenting them to the Treasurer.

- A. **Spiritual Life Ministry:** Transforming lives by deepening connection between the personal and transcendent through celebration, contemplation, and articulation. Establishes and maintains the Worship Arts Committee, responsible for developing and implementing the Sunday worship services.
- B. **Congregational Life Ministry:** Walking together by creating, strengthening, and repairing the Congregation's threads of interconnection. Establishes and maintains the Mutual Aid Circle, responsible for the care of congregants in times of need.
- C. **Educational Life Ministry:** Learning through enlightenment by challenging one another to articulate and embody our Unitarian Universalist faith. Establishes and maintains the Religious Education (RE) Committee, developing and implementing lifespan religious education programs for children, youth, and adults.
- D. **Social, Economic, and Environmental Justice Ministry:** Transforming the world by taking action and creating real change in people's lives. Establishes and maintains the Welcoming Congregation Circle, responsible for developing and promoting practices of radical inclusion and creating spaces that honor every part of our identities, backgrounds and experiences.

ARTICLE XI: Congregational Committees

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

A. Leadership Development

Leadership Development Program is designed to identify and train Members to become church leaders on the Board of Trustees and leaders of standing circles.

- 1. Responsibilities
 - a. Develop leadership training programs, an important part of the Church leadership structure.
 - b. Nominate qualified Members to fill open positions on the Board of Trustees, leader positions on Congregational Committees and Circles, Shared Ministry leaders, and the elected member of the Healthy Congregation Committee.
 - 1. Publicize vacant positions
 - 2. Solicit candidates
 - 3. Submit the names of qualified candidates for vacant positions in the groups listed above.
 - c. Recommend candidates to fill Standing Committee and Circle leader positions and assist in recruiting candidates for these positions.
- 2. Partner with the Membership Circle 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.
- 3. Track the length of service of members of the following elected persons to ensure smooth leadership transition:
 - a. The Board of Trustees
 - b. Leadership Development Committee
 - c. Healthy Congregation Committee (elected member).
 - d. Recommend candidates to fill Standing Committee and Circle Chair positions and assist in recruiting candidates for these positions.
- 4. Partner with the Membership Circle 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.
- 5. Track the length of service of members of the following elected persons to ensure smooth leadership transition:
 - a. The Board of Trustees
 - b. Leadership Development Committee

- c. Healthy Congregation Committee (elected member).
- 6. Leadership Development Members
 - a. At least five years as a Member of Northwoods
 - 1. Served at least one year on the Board of Trustees or
 - 2. Two years as chair of a Standing Committee or Circle.
 - b. Four members, each serves a staggered two-year term.
 - c. Two members are elected each year by the Congregation at the Annual Congregational Meeting.
- 7. Term limit: Members may serve no more than two consecutive terms.
- 8. Vacancy: The Board of Trustees will appoint a qualified Member of the Congregation to finish the remainder of the vacant term.

B. Settled Ministerial Search

- 1. The Board of Trustees forms 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 serve in accordance with the Unitarian Universalist Association guidelines.
- 3. Members
 - a. Must be Members of the Congregation.
 - b. Seven members
 - 1. Five elected by the Congregation at a Special Congregational Meeting
 - 2. Two appointed by the Board of Trustees.
- 4. Vacancies: If requested by the Settled Ministerial Search Committee, The Board of Trustees may replace vacancies on this Committee.
- 5. Term limit
 - a. Members serve until a Minister is called by the Congregation
 - b. Not more than two years.
- 6. In the event that the Committee is unable to Call a Minister after two years, the Board of Trustees will re-form the Ministerial Search Committee.
- 7. Collaborates with the Board of Trustees to develop the Letter of Agreement, which 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 XIII**, section 3.

C. Healthy Congregation

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

- 1. Duties & Responsibilities
 - a. Educates the Congregation on the Covenant of Right Relations.
 - b. Reviews and updates the Covenant of Right Relations as necessary.
 - c. Stewards the conflict resolution process.
 - d. Works with committees, circles, and individuals to improve church group functioning.
 - e. Reports its activities to the Board of Trustees and the Minister according to Policy 084.
- 2. Members and Terms
 - a. Members of Northwoods Unitarian Universalist Church who are recognized as wise statespersons within the Congregation, and who may have had either a leadership position at any level in the Congregation or leadership training.
 - b. Three members, chosen as follows:
 - 1. one member by the Board of Trustees
 - 2. one member by the Minister

- 3. one member voted on by the Congregation
- c. Vacancies
 - 1. The Board of Trustees appoints a qualified Member of the Congregation to finish the remainder of the vacant term for either an elected or a board-appointed member.
 - 2. The Minister will appoint a replacement to complete the term of the minister-appointed member.
- d. Term: three-year rotation with one member changing each year.
- e. Any member may be elected or appointed to serve two consecutive terms and 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/Circles:
 - a. Leadership Development (4 Members)
 - b. Ministerial Search (5 of the 7 Members are elected)
 - 3. Healthy Congregation (1 of the 3 Members is elected).
- B. The following leadership positions are appointed by the Board of Trustees
 - 1. Leaders of all Foundational Ministry Circles (7)
 - 2. Leaders of all Shared Ministry Committees/Circles (4)
 - 3. Healthy Congregation (1 of the 3 Members is appointed)
- C. The following leadership position is appointed by the Minister: Healthy Congregation (1 of the 3 Members is appointed).

Section 2. Terms of Office

- A. All newly elected leaders 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/circles:
 - 1. Leadership Development
 - 2. Healthy Congregation
 - 3. A current Board of Trustees member may not be a leader of any committee(s)/circles. They may be members of a committee/circle. 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 leaders of standing circles/committee appointed by the board serve for two-year terms, which may be renewed an unlimited number of times by the Board of Trustees.

ARTICLE XIII: Minister

For the purposes of these Bylaws, Sections 2, 3, and 4 of this Article apply equally to Transitional and Settled Ministers.

Section 1. Calling or Hiring a Minister

- A. The Congregation and Board of Trustees may hire and offer a contract to a Transitional Minister during the time the Congregation is searching for a Settled Minister.
- B. A Called Minister has been chosen by the Settled Ministerial Search Committee and approved by the Congregation to serve the

Church as permanent Settled Minister per the Letter of Agreement.

Section 2. Duties and Responsibilities

- A. The Minister provides overall religious leadership and guidance according to the established purposes of this Church, as described in Article III.
- B. The Minister supervises all Church employees. The Board of Trustees, the Human Resources Committee, and the Minister review this relationship periodically.

Section 3. Letter of Agreement

- A. The Congregation Calls a Settled Minister. The relationship between the Minister and Northwoods Unitarian Universalist Church is covenantal:
 1. Mutual in trust
 2. Mutual in accountability
 3. Mutual in care
 4. As written evidence of that covenant, the Letter of Agreement stands as a record:
 - a. Intentions
 - b. Expectations
 - c. Responsibilities
- B. The total compensation package for the Minister will be delineated in the Letter of Agreement:
 1. Salary
 2. Benefits
 3. Vacation
 4. Study leave
 5. Sabbatical
 6. To change the compensation package, a new Letter of Agreement will be written.
- C. The Letter of Agreement is 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.
- D. If the Congregation votes for the ending of a Ministerial Call, the Minister's severance compensation is negotiated by the Board of Trustees, the Human Resources Committee, the UUA, and the Minister.

Section 4. Freedom of the Pulpit

- A. At Northwoods, the Minister has the right to free expression of their personal beliefs, known as Freedom of the Pulpit.
- B. The Minister shall have complete freedom to express publicly their personal opinions outside the pulpit.
- C. With approval from the Board of Trustees, the Minister may make a Public Advocacy Statement and speak for the Congregation on a specific issue or issues within the community, as described in Article VIII Section 2 F.

Section 5. Qualifications

- A. While serving the Congregation, the Minister
 1. Shall hold at a minimum Preliminary Fellowship
 2. Hold Full Fellowship or be actively working toward Full Fellowship with the Unitarian Universalist Association.

Section 6. Ending a Ministerial Call

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

ARTICLE XIV: Employees of the Church

- A. Neither Transitional nor Settled Minister is considered an employee of the Church.
- B. Employees may include Congregational Administrator, Coordinator of Religious Education, and Child Care persons.
 - 1. Board of Trustees responsibilities toward Congregational Employees
 - a. Final authority concerning hiring and termination
 - b. Determines compensation and benefits
 - c. Approves all contracts between Employees and the Congregation
 - 2. Minister's responsibilities toward Congregational Employees
 - a. All employees of the Church report directly to the Minister
 - b. In absence of the Minister, employees report to the President of the Board of Trustees.
 - 3. The Human Resources Chair is the primary interface with employees on any issues concerning Minister or Member relations, benefits, hiring, and termination interviews.

ARTICLE XV: Fiscal Year and Church Year

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

ARTICLE XVI: Dissolution

The Members may dissolve the Congregation, pursuant to Texas law. All 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 XVII: Amendments

Section 1. Bylaws Maintenance

- A. The Board of Trustees shall perform a periodic review of these Bylaws at a minimum every five years from the last revision to determine if changes are required.
- B. The Board of Trustees must appoint a Bylaws Revision Committee as detailed in Article IX Section 1 & 2 to review any required amendments to these Bylaws.
 - 1. The Committee consists of at least three Members: the Parliamentarian and 2 Members of 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. 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 is called for a vote of Congregational approval.
- C. All amendments approved by the Congregation will result in the new wording replacing the old wording within these Bylaws.
- D. A record of one previous revision of the Bylaws is archived to document changes.
- E. Major changes to the Bylaws
 - 1. Organizational structure
 - 2. Title changes
 - 3. Voting rights, etc.
 - 4. Article XIX will document

- a. Transitional process
- b. Timing for implementing changes.

F. A revision history of these Bylaws is maintained at the beginning of the document in Revision History.

Section 2. 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. Changes to the Mission Statement, Vision Statement, and Core Values approved by the Congregation are exempt from the special requirements of Bylaw Amendment. Approved changes to these statements will automatically be updated in the Bylaws without requiring a separate Bylaws update vote.

ARTICLE XVIII: Legal Provisions

Section 1. Interpretation

These Bylaws shall be interpreted to facilitate the efficient operation and management of the Church 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 organization organized and operated exclusively for religious purposes 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.

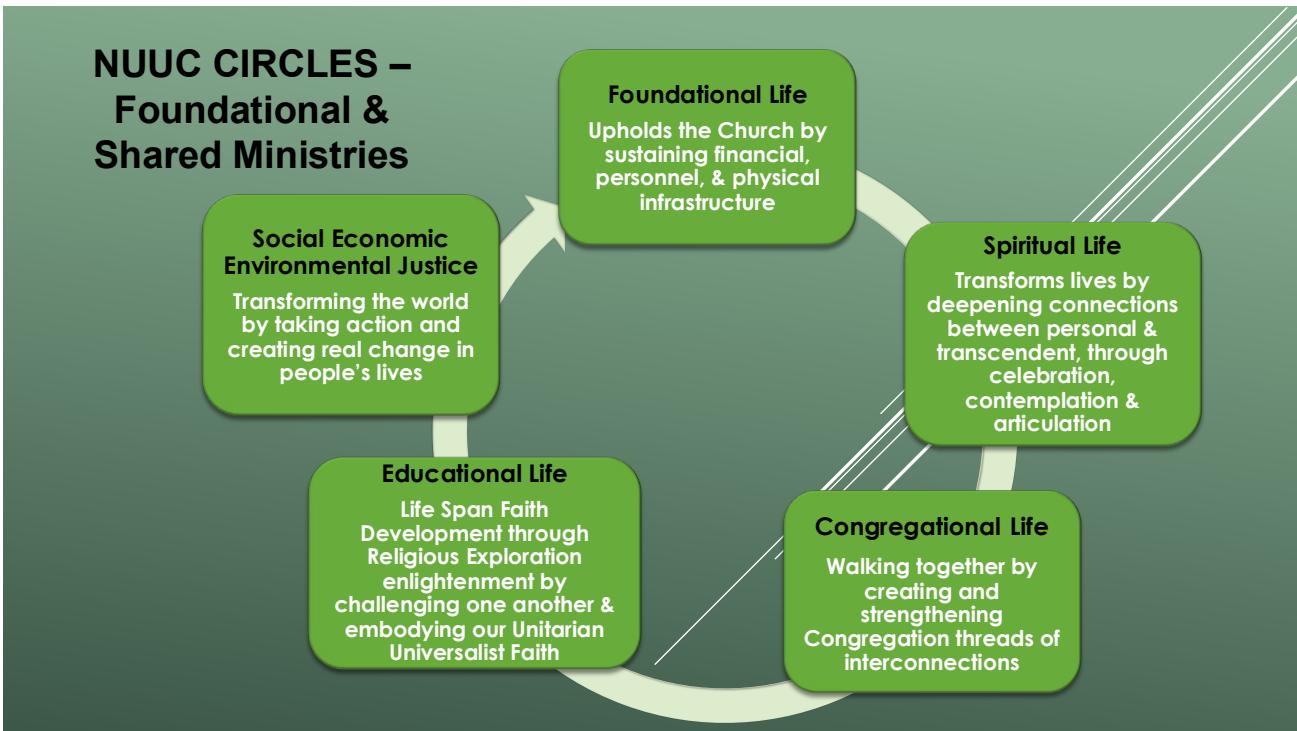
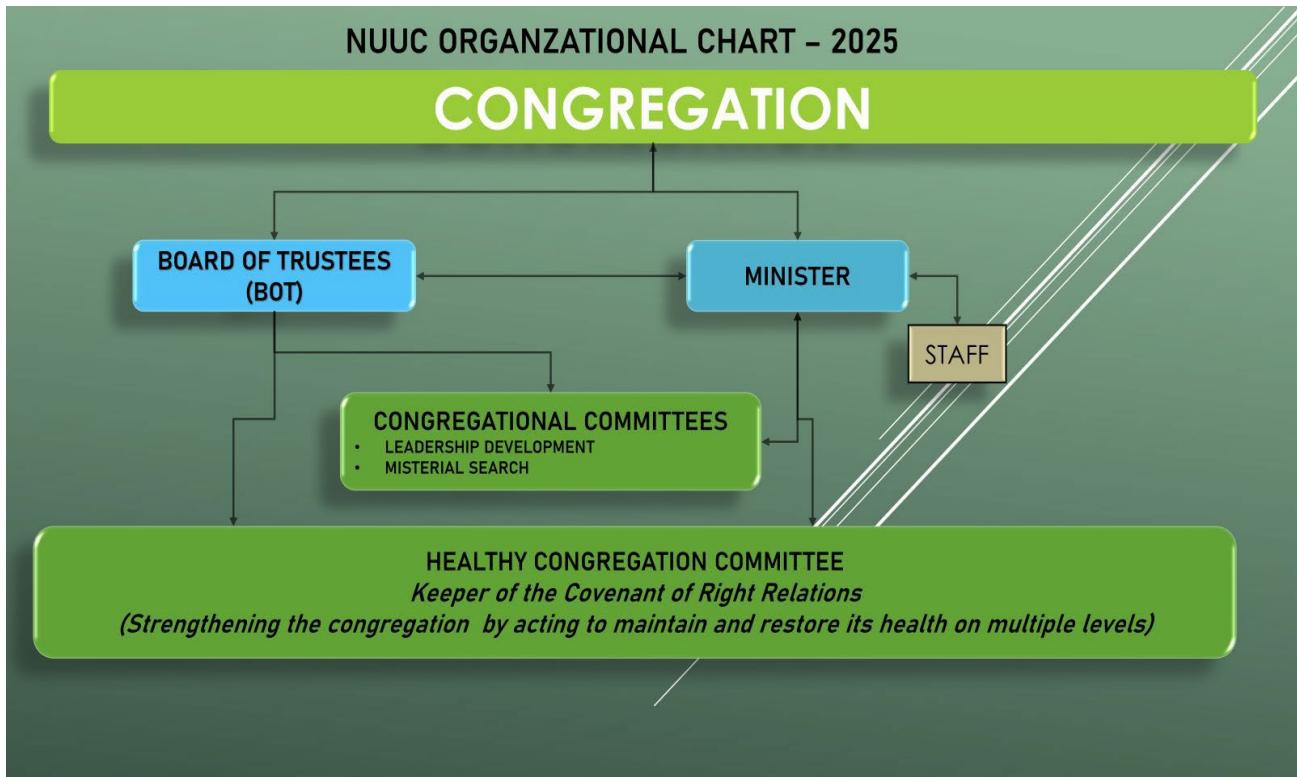
Section 4. Indemnification

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.

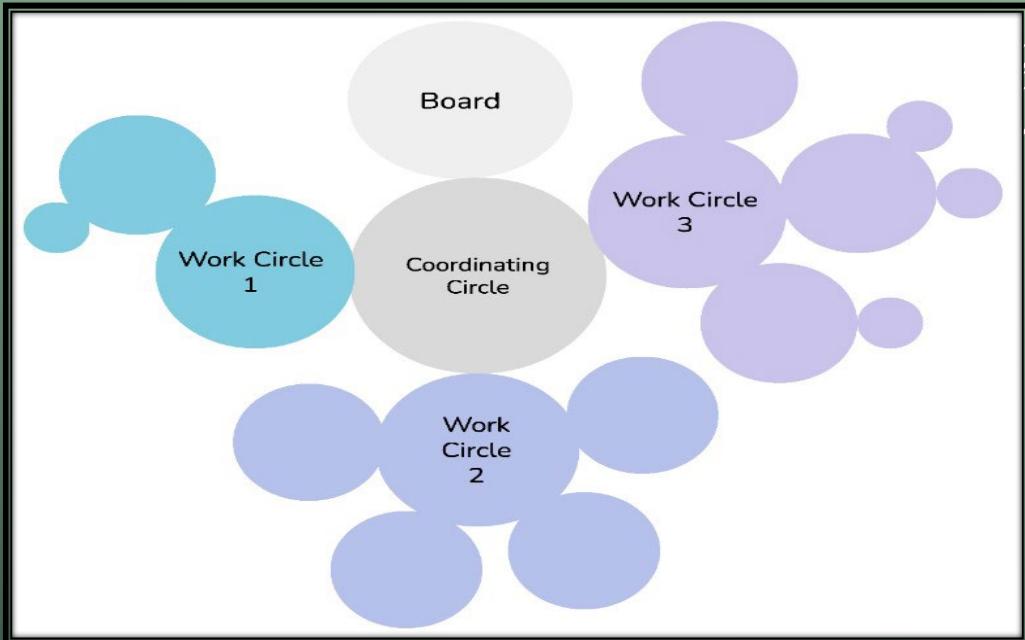
ARTICLE XIX: Transition Plan

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

- A. A new **Mission Statement, Vision Statement and Core Values** approved by the Congregation are exempt from the special requirements of Bylaw Amendment. Approved changes to these statements will automatically be updated in the Bylaws without requiring a separate Bylaws update vote. See Section XVII Section 2 B.
- B. The structure of the Ministries can be Committee or Circle at their discretion.
- C. The Board member Foundational Leader of the Coordinating Circle elected in 2025 transitions to Leader of Coordinating Circle.
- D. All Committee's/Circle's Policies must be reviewed and updated by those Committees/Circles during the next fiscal year.



Sociocracy Communication Structure



CONGREGATION

