

# **Bylaws of the Unitarian Universalist Congregation of Gwinnett**

Adopted June 2, 1996

Amended: May 17, 1998; May 20, 2001; May 2004; May, 2009;  
February 20, 2011, May 19, 2013, May 18, 2014; May/August 2016; May 20, 2018;  
December 16, 2018

## **Article I. Name**

The name of this organization shall be "Unitarian Universalist Congregation of Gwinnett," hereinafter referred to as "UUCG" or "this congregation."

## **Article II. Purpose**

**Section 2.1 UUCG Purpose.** The Unitarian Universalist Congregation of Gwinnett is a supportive religious community whose purposes are to explore spirituality, celebrate humanity, and respect diversity, inspired by the Principles and Purposes of the Unitarian Universalist Association.

**Section 2.2 UUA Principles and Purposes.** UUCG supports the Principles and Purposes of the Unitarian Universalist Association (the UUA). A copy of the current Principles and Purposes of the UUA shall be included with this document as "Attachment A."

## **Article III. Denominational Affiliation**

This congregation shall be a member of the Unitarian Universalist Association and of the appropriate district of that Association. This congregation shall make annual financial contributions to these organizations commensurate with its resources.

## **Article IV. Non-Discrimination**

UUCG promotes the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, ethnicity, color, national origin, disability, gender, affectional or sexual orientation, or age and without requiring adherence to any particular religious belief or creed.

## **Article V. Membership**

Membership in this congregation is open to any person, consistent with Article IV. Nothing in these Bylaws shall be construed to impose any test of creed or belief as a condition of membership.

Unless otherwise specified, all references to membership in these bylaws shall mean "Voting Membership."

### **Section 5.1 Criteria for Types of Membership**

**Section 5.1.1 Voting Member.** Any person may become a Voting Member of this congregation who:

- has attained the age of eighteen (18); and
- demonstrates sympathy with the congregation's purpose and the UUA Principles and acknowledges the Sources; and
- agrees to abide by the UUCG bylaws and covenants adopted by the leadership and congregation; and
- understands that they will make a financial contribution of record in the year prior to member certification to the UUA or follow established procedures to apply for a waiver of the financial contribution,

- is expected to make a time commitment to UUCG
- has received education and information about Unitarian Universalism in general and UUCG in particular, including an explanation of the responsibilities of membership in UUCG, in a format approved by the Board or its designee; and
- signs the membership book in the presence of a UUCG officer or designee and such officer or designee has co-signed the membership book as a witness to such person's signature.

**Section 5.1.2 Associate Member.** Any person may become an Associate Member of this congregation who:

- is under the age of 18; and
- demonstrates sympathy with the congregation's purpose and the UUA Principles and acknowledges the Sources; and
- agrees to abide by the UUCG bylaws and covenants adopted by the leadership and congregation;
- understands that they will make a financial contribution of record in the year prior to member certification to the UUA or follow established procedures to apply for a waiver of the financial contribution,
- is expected to make a time commitment to UUCG
- has received education and information about Unitarian Universalism in general and UUCG in particular, including an explanation of the responsibilities of membership in UUCG, in a format approved by the Board or its designee; and
- signs the membership book in the presence of a UUCG officer or designee and such officer or designee has co-signed the membership book as a witness to such person's signature.

**An Associate Member who reaches the age of 18 may elect to become a Voting Member by notifying the Board Secretary by December 31 of the year in which they turn 18.**

[NOTE: Including in the bylaws as a function of annual certification to the UUA.]

**Section 5.1.2.1 Associate Member Rights & Responsibilities.** Associate Member will have full voting privileges and may be elected as a non-voting member of the Board of Trustees. Consistent with the laws of Georgia, an Associate Member may not accept a fiduciary and voting role on the Board of Trustees and may not hold an Officer position.

**Section 5.1.3 Friend.** Any person may become a Friend of UUCG who:

- has been a regular part of the life of the congregation for at least one year, but prefers not to attain or retain member status and requests Friend status; and
- demonstrates sympathy with the congregation's purpose and the UUA Principles and acknowledges the Sources; and
- agrees to abide by the UUCG bylaws and covenants adopted by the leadership and congregation.

**Section 5.1.3.1 Friend Rights & Responsibilities:** A Friend can participate fully in the life of the congregation. Friends may not serve on the Board, nor vote in legal business meetings.

**Section 5.2 Member Voting Rights.**

**Section 5.2.1 Length of Membership.** Voting rights are reserved for those who have been Voting Members or Associate Members for at least six weeks prior to a legally called business meeting.

**Section 5.2.2 One Vote.** Each Voting Member and each Associate Member shall be entitled to one (1) vote on each matter submitted for a vote.

**Section 5.3 Membership Review.** Membership, including Associate Members and Friends, shall be reviewed at least once a year, prior to certifying the congregation's total membership to UUA.

**Section 5.4 Termination of Membership.** A member shall be removed from the Membership Roll in case of:

- the member's death
- written or verbal request by the member to an officer, minister, or membership committee
- a period of inactivity of one year pending review by the Board or membership committee
- removal by the Board for actions that threaten the well-being of the congregation.

**Section 5.4.12 Reconsideration of Termination.** If the Board has voted to terminate a member's membership, the terminated member or any Voting Member of UUCG may request in writing that the Board reconsider its decision.

## **Article VI. Organizational Structure**

**Section 6.1 Fiscal Year.** The fiscal year shall be January 1 through December 31.

**Section 6.2 Authority of Congregation.** The government of this congregation is vested in its membership, represented by its elected Board of Trustees. The following powers may only be exercised by the congregation, comprised of Voting Members:

- Employment or involuntary release of the Minister
- Creation of new compensated staff positions
- The purchase or sale of any church buildings or grounds
- Approval of any financial obligation lasting longer than twelve months or exceeding five percent of the annual budget
- Approval of annual operating budget
- Ratification or amendment of the bylaws

**Section 6.3 Governance.** The Board of Trustees, hereinafter referred to as the Board, governs through policy-based governance. The Board is subject to the prime authority of the congregation, and is the principal policy-forming and fiduciary body of the church. The Board has full authority and responsibility, except as limited by these bylaws, to act on the business of UUCG.

**Section 6.3.1 Responsibilities of the Board.** The Board shall be vested with the care and administration of real and personal property of UUCG, and shall conduct its business affairs in accordance with UUCG Policies. The Board reviews the UUCG Policies on a regular basis. It shall keep the Congregation informed of its actions.

**Section 6.3.2 Meetings of the Board.** The Board will meet monthly to conduct the regular business of UUCG.

Additional meetings of the Board may be called by the President, minister, or three (3) members of the Board. Due notice of special Board meetings, stating the date, time, place, and purpose of the meeting shall be given to each Board member. No business except that stated in the notice shall be

acted upon, but other matters may be discussed. Such meetings may be held in person, by conference call or other electronic means. Minutes of such meetings shall be recorded and made available to the membership.

The regular Board meetings shall be open except for “closed meetings” held for discussion of personnel and individual member matters only.

The Board may use a variety of methods for conducting its business including consensus-building and majority voting.

**Section 6.3.3 Quorum for Board Meetings.** A majority of the voting members of the Board shall constitute a quorum.

**Section 6.3.4 Composition of the Board.** The Board shall consist of seven voting members: a president, vice president, secretary, treasurer, and three (3) members-at-large.

- **Officers:** The president, vice president, secretary, and treasurer shall be of legal age and are designated as the officers of the congregation.
- **Minister:** The minister of the congregation shall serve as an ex-officio member, without voting privileges, of the Board.
- **Youth Representation:** Up to two (2) Associate Members may be elected to serve on the Board as ex-officio, youth representatives. Associate Members do not have voting privileges and do not have legal fiduciary responsibility.

**Section 6.3.5 Duties of the Officers and Trustees.** Members of the Board shall perform those duties associated with their office in the Policies and Procedures Manual and as follows:

- The **President** shall preside at all meetings of the Board and at all Legal Business Meetings of UUCG. The President or their designee shall serve as the official representative of UUCG at designated functions.
- The **Vice President** shall serve as presiding officer at all Board meetings and/or Legal Business Meetings in the absence of the President. Unless otherwise determined by the Board, the Vice President shall also serve as presiding officer of the Church Council.
- The **Secretary** shall maintain the official minutes of all Board and Legal Business Meetings of UUCG. The Secretary shall ensure that all policy changes are captured and maintained in the UUCG Policy Manual and that the Policy Manual is accessible to members and staff. The Secretary will ensure that an Annual Report is created for each fiscal year and made available at the congregational meeting that takes place in the spring.
- The **Treasurer** shall ensure the financial records of the congregation are properly and accurately maintained. The Board shall obtain insurance to cover the activities of the Treasurer or ensure that the Treasurer is bonded.
- Members of the Board are expected to attend all regularly scheduled Board meetings. Should any member miss three consecutive meetings, they may, at the Board’s discretion, forfeit their office.

**Section 6.3.6 Election of Board Members.** An election for members of the Board shall be held during the Spring meeting of the congregation in the calendar year. Notice of the election shall be a part of the meeting’s required notification per Section 7.1.1. Such notice shall include the names of the candidates, as of the date of notice, for Board membership.

**Section 6.3.7 Criteria for Board Membership.** All Trustees of the Board shall be voting members of the congregation as specified in Article V, Section 5.1.1 for at least six weeks prior to their election or appointment to office. Only a voting member who has been a member of UUCG for at least two years may serve as an Officer. No more than one member of a household may serve on the Board in a given term. An employee of the Unitarian Universalist Congregation of Gwinnett, even though they may be a member, may not serve on the Board.

**Section 6.3.8 Board Member Term of Office.** The President, Vice-President, and Secretary shall serve for a term of one (1) year, while the Treasurer shall serve for a term of two (2) years, terms to be served July 1<sup>st</sup> through June 30<sup>th</sup> or until their successors are elected and qualified. At-Large Trustees shall serve staggered three (3) year terms.

Members of the Board shall serve no more than two (2) consecutive terms in the same position.

**Section 6.4 Committees and Task Forces.** The Board and Staff shall establish such committees, ministry teams, and task forces as they deems necessary to meet the purpose and goals of the congregation.

**Section 6.4.1 Leadership Development Committee** shall consist of five (5) members, elected by the membership at the Spring congregational meeting from a slate of Voting Members. Terms shall be for two years, with three members and two members elected in alternating years. Members may serve up to two consecutive terms.

The Leadership Development Committee is responsible for the identification, recruitment, and training of persons to serve in UUCG elected leadership positions.

The Leadership Development Committee shall be responsible for preparing a ballot for use during Board and other elections and making that ballot available to the membership in accordance with the notice requirements described in Section 7.1.1.

**Section 6.5 Removal from Office.** Any person serving in an elected position may be removed from office, prior to the normal expiration of their term of office, by a two-thirds (67%) majority of the Voting Members of the congregation present at any Legal Business Meeting called for that purpose. Forty percent (40%) of the Voting Membership of the congregation shall constitute a quorum for this purpose.

**Section 6.6 Vacancy.** In case of a vacancy in an unexpired term, a candidate shall be recruited by the Leadership Development Committee. Upon approval by the Board, the candidate shall begin serving the unexpired term.

## **Article VII. Legal Congregational Business Meetings**

**Section 7.1 Notice of Legal Business Meetings.** All congregational business meetings, hereinafter referred to as Legal Business Meetings, shall be called by the Board.

**Section 7.1.1 Notice** of all Legal Business Meetings shall be published in UUCG's official newsletter or website at least fourteen (14) days before the date of the meeting, and shall be printed in the Order of Service on two consecutive Sundays immediately preceding the meeting. The notice shall state the business to be transacted. Notices may also be sent electronically or by mail to all members of the congregation 14 calendar days prior to the meeting.

**Section 7.1.2 Official** action taken at any Legal Business Meeting shall be limited to those items listed in the meeting notice.

**Section 7.2 Quorum for Legal Business Meetings.** Unless otherwise specified in these bylaws, twenty percent (20%) of the Voting Membership shall constitute a quorum. Members present at the

meeting, proxies, and those who submitted an absentee ballot prior to the meeting shall be counted in the quorum. Proxy voting shall be permitted at congregational meetings pursuant to O.C.G.A. 14-3-724 (2010) 14-3-724. A Voting Member may hold up to two proxies.

The Board may use a variety of methods for conducting Legal Business Meetings, including consensus-building and majority voting.

**Section 7.3 Decisions / Voting.** Unless otherwise specified in these bylaws, all decisions in legal congregational business meetings will be determined by a simple majority of members present, proxy votes, and qualified member voting absentee ballots received prior to the start of the Legal Business Meeting. Voting Members shall be allowed to cast an absentee ballot in advance of a business meeting. Absentee ballots are only valid for the business as stated on the ballot.

**Proxy Designation Forms and Absentee Ballots will be made available at least two weeks prior to a Legal Business Meeting and submitted to the Secretary before the start of the Meeting**

**Section 7.4 Legal Business Meetings.** There shall be at least two regularly scheduled congregational Legal Business Meetings per year, the Spring Meeting and the Winter Meeting.

The Spring Meeting shall be held each year on or between April 1<sup>st</sup> and May 31<sup>st</sup> and shall include as part of its agenda: 1) election of Trustees and Officers 2) annual report of the Board and staff 3) financial report and any other business as may properly come before the meeting.

The Winter meeting shall be held on or between October 15<sup>th</sup> and December 20<sup>th</sup> to adopt the budget for the fiscal year and any other business as may properly come before the meeting.

The time and place for these meetings are to be determined by the Board.

**Section 7.6 Special Congregational Meetings.** Special meetings may be called by the Board of Trustees as necessary to conduct the business of UUCG.

**Section 7.7 Special Meeting Called By Members.** Upon written request by 20% of the congregation's members, for one or more stated purpose(s), the Board shall call a Legal Business Meeting within 60 calendar days. Attendance by forty percent (40%) of the Voting Membership shall constitute a quorum. Decisions will be determined by a simple majority of members present.

## **Article VIII. The Minister**

**Section 8.1 Responsibilities of the Minister.** The minister shall be the primary religious and spiritual leader of the congregation in accordance with the established purposes of UUCG. The minister is responsible for the spiritual well-being of the congregation by way of Sunday services and other religious gatherings or rituals of the congregation and pastoral services to individuals, families and congregational leadership. The minister shall be an ex-officio, non-voting member of the Board and all other committees. The minister shall serve as Chief of Staff and conduct such administration and coordination duties as agreed upon by the minister and the Board. The minister represents the congregation in the larger community.

**Section 8.2 Freedom of Speech and Action.** The minister shall be free to express or act upon their opinions, beliefs and convictions both in the pulpit and in the community at large. The minister's views are not necessarily those of the congregation and shall not be so represented.

**Section 8.3 Ministerial Search.** When authorized by the membership, a Ministerial Search Committee, composed of seven members representing diverse perspectives of gender, race, household composition, religious orientation, and skill sets, shall be selected by the Leadership Development Committee and approved by the voting congregation at a Legal Business Meeting.



UUCG members shall be eligible to be elected after two years of active engagement in the UUCG congregational life.

The Ministerial Search Committee shall follow the search process prescribed by the Unitarian Universalist Association. The committee or its designee shall negotiate an initial job description and employment contract with the candidate. Said documents shall be presented to the Board for review and approval prior to approval of a candidate by the membership.

**Section 8.4 Minister Eligibility and Congregational Approval.** A minister, who is either in, or eligible for, Full Fellowship with UUA is eligible to become a minister with UUCG.

The Board shall call a special meeting for the selection of a minister when so requested by the Ministerial Search Committee. A minister shall be called upon the recommendation of the Ministerial Search Committee and the Board, by at least ninety percent (90%) of those members voting at a Legal Business Meeting called for that purpose. For the purpose of calling a minister, forty percent (40%) of the Voting Membership shall constitute a quorum.

**Section 8.5 Termination of Call.** The contractual relationship between the Minister and UUCG may be dissolved by either party for any reason upon three (3) months written notice. Such provision shall be incorporated in any contractual agreement.

**Section 8.5.1 Dismissal.** A minister may be dismissed from duties by a two-thirds (67%) majority of the members of the congregation present at a Legal Business Meeting. For the purpose of dismissing a minister, forty percent (40%) of the membership shall constitute a quorum. In the event of the minister's dismissal, their salary and allowance shall be continued for three months after the date of dismissal unless a shorter term is mutually agreed.

**Section 8.5.2 Resignation.** Should the minister offer his or her resignation, a written letter giving three months' notice, unless a shorter term is mutually agreed, must be submitted at the time the resignation is offered.

**Section 8.6 Interim Ministry.** Should the congregation decide to employ an interim minister, UUA guidelines for hiring an interim minister shall be followed.

## **Article IX. Staff**

**Section 9.1 Staff.** The Board shall hire staff as necessary to carry out the mission of UUCG within the financial means of the congregation. New employee positions must be approved by the Voting Members.

**Section 9.2 Terms of Employment.** The Board will determine all terms of employment after consultation with the Minister.

## **Article X. Policy Manual**

**Section 10.1** In order to provide for efficient and consistent operation of congregational affairs, a UUCG Policy Manual shall be maintained and made accessible to members and staff. The Board may establish, modify, or repeal policies as it deems prudent; however, such policies must not conflict with these Bylaws.

**Section 10.2** The Secretary shall be responsible for ensuring that all policy changes are captured and maintained in the UUCG Policy Manual and that the Policy Manual is accessible to members and staff.

## **Article XI. Other Legal, Insurance, and Financial Provisions**

**Section 11.1                    Indemnification** UUCG shall indemnify any person who is or was an employee, agent, representative, Officer, member of the Board of Trustees, or volunteer against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within UUCG to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

**Section 11.2                    Bonding.** The President, Treasurer, Secretary, and other authorized signatories may be bonded at the expense of UUCG in an amount determined by the Board.

**Section 11.3                    Protection of Non-Profit Status.** Neither UUCG, the Board, nor any officer or employee of UUCG shall take any action or allow any activity or use of UUCG property which shall endanger the nonprofit corporate status or charitable, tax-exempt status of UUCG or its property. Nothing in these bylaws shall be construed to allow a violation of this section.

## **Article XII. Amendments**

These bylaws, so far as allowed by law, may be amended or replaced by a two-thirds majority at a Legal Business Meeting. Proposed change(s) shall be contained in the meeting notice.

## **Article XIII. Dissolution**

Should UUCG cease to function or the membership votes to dissolve the organization, any net assets of the congregation shall be transferred to the Unitarian Universalist Association or its legal successor for its general purposes. The Board shall perform all actions necessary to effect such conveyance. This transfer will be made in full compliance with whatever laws are applicable.



## **Attachment A**

### **Unitarian Universalist Association Principles & Purposes**

**As of July 1, 2017**

#### **UUA Purposes:**

The Unitarian Universalist Association shall devote its resources to and exercise its corporate powers for religious, educational and humanitarian purposes. The primary purpose of the Association is to serve the needs of its member congregations, organize new congregations, extend and strengthen Unitarian Universalist institutions and implement its principles.

#### **UUA Principles:**

**We, the member congregations of the Unitarian Universalist Association, covenant to affirm and promote**

- The inherent worth and dignity of every person; Justice, equity and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth in our congregations;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of the democratic process within our congregations and in society at large;
- The goal of world community with peace, liberty and justice for all;
- Respect for the interdependent web of all existence of which we are a part.

#### **UUA Sources:**

**The living tradition which we share draws from many sources:**

- Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life;
- Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion and the transforming power of love;
- Wisdom from the world's religions which inspires us in our ethical and spiritual life;
- Jewish and Christian teachings which call us to respond to God's love by loving our neighbors as ourselves;
- Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit;
- Spiritual teachings of Earth-centered traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.

Grateful for the religious pluralism which enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision. As free congregations we enter into this covenant, promising to one another our mutual trust and support.