

BYLAWS of the UNITARIAN UNIVERSALIST CONGREGATION OF ATLANTA

ARTICLE I. NAME

1. This corporation shall operate under the name “The Unitarian Universalist Congregation of Atlanta, Inc.,” hereafter referred to as UUCA.

2. Whenever the word “Congregation” is used in these bylaws or their amendments, it shall signify the legal organization of this Congregation as herein established and the phrase “a vote of the Congregation” or any similar phrase shall mean a vote of members of the corporation comprising the Congregation at any duly called meeting.

ARTICLE II. PURPOSE

UUCA is a community of faith that encourages and supports our individual spiritual quests out of which we act together for social justice. UUCA is grounded in the principles of the Unitarian Universalist Association (UUA), valuing community, diversity, spiritual growth and development, social justice, and involvement and participation.

ARTICLE III. AFFILIATIONS

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

2. Membership in (or equivalent affiliation with) organizations other than the Unitarian Universalist Association shall require a 2/3 majority vote of voting members present at a business meeting of the Congregation. Termination of membership in (or equivalent affiliation with) organizations other than the Unitarian Universalist Association shall similarly require a 2/3 majority vote of voting members present at a business meeting of the Congregation.

ARTICLE IV. AUTHORITY

1. The members of the Congregation, acting together in accordance with the procedures laid out in these bylaws, are the ultimate authority of UUCA, with the power:

- (a) to call or dismiss a Senior Minister;
- (b) to approve a budget annually and to specify the limitations, if any, on the administration of the budget by the Executive (defined below) and staff;
- (c) to approve a Long Range Planning budget;
- (d) to buy or sell or lease any interest in real estate; (e) to mortgage, encumber, or commit any asset owned by the Congregation and
- (f) to Take a Public Stand on behalf of UUCA.

2. Subject to the limitations contained in these bylaws, including those specified in Article IV, paragraph 1, the business and affairs of UUCA are managed under the direction of the Board of Trustees (the “Board”), in accordance with the Board’s Policies.

3. An Executive or Executive Team (the “Executive”) shall be defined by the Board, and shall usually consist of the Senior Minister only or the Senior Minister and one or more senior staff.

4. The Board maintains control of policies and gives the Executive reasonable latitude to determine the means by which they are carried out. The Board’s direction, oversight, and supervision of the Executive are accomplished by:

- (a) adopting written policies providing for limitations on the Executive, and
- (b) holding the Executive accountable for acting within these executive limitations.

5. To carry on the work of the Congregation, the Executive, acting within the scope of the executive limitations adopted by the Board, establishes Teams, consisting of members and friends (as defined in Article V.5) of the Congregation and/or members of the staff.

ARTICLE V. MEMBERSHIP

1. Joining. To become a member of the Congregation, an individual must:

- (a) be fourteen years of age or older;
- (b) be in agreement and sympathy with the purpose of the Congregation as stated in Article II;
- (c) sign the Membership Register Book established and maintained by the Congregation; and
- (d) make a financial contribution of record that is in a form making it attributable to the member. Members of a pledging unit that has made a contribution of record shall be considered to have met this obligation.

The Congregation is a welcoming congregation and, subject to these requirements, membership is open to all. This includes individuals identifying with historically marginalized groups (e.g., race, sexual orientation, and gender identity or expression). This also includes individuals from a variety of backgrounds and holding a variety of beliefs.

2. Membership Requirements. Members must make an annual financial contribution of record that is in a form making it attributable to the member. Members of a pledging unit that has made a contribution of record shall be considered to have met this obligation.

3. Voting Eligibility. Members of the Congregation who have been members at least 60 days shall be eligible to vote.

4. Resigning from Membership. The name of any member who so requests in writing shall be removed from the membership list.

5. Friends. Friends of the Congregation (“Friends”) are non-members who participate in the life of the Congregation. Pledging Friends are those who choose to help support the Congregation by making an annual financial contribution of record.

6. Removal from Membership.

a. The names of all members who did not make a contribution of record in either the current or previous fiscal year shall be removed from the membership list prior to the annual membership report to the UUA. This removal shall occur only after two good faith attempts to contact the member have failed to result in a contribution.

b. A member may also be removed from membership for clearly unacceptable behavior, in accordance with fair and reasonable procedures to be established by the Executive and approved by the Board.

7. Removal from Participation.

A member or friend may also be removed from participation for clearly unacceptable behavior which jeopardizes the safety of others or the facilities, in accordance with fair and reasonable procedures to be established by the Executive and approved by the Board.

ARTICLE VI. UUCA CALENDAR

1. The fiscal year shall begin on January 1 of each year.

2. The leadership year and the terms of all office holders shall begin the day after the Annual Election Meeting.

ARTICLE VII. CONGREGATIONAL BUSINESS MEETINGS

Section A. Annual Meetings

1. Annual Election Meeting. There shall be an annual election meeting held between April 1 and the Sunday immediately preceding the Memorial Day holiday (inclusive) at such specific time and place as may be fixed by the Board of Trustees. The first order of business at this meeting shall be the election of officers and others, but other business that is deemed necessary by the Board of Trustees may also be conducted at the annual election meeting.

2. Annual Budget Meeting. There shall be an annual budget meeting held prior to the start of the fiscal year at such specific time and place as may be fixed by the Board of Trustees. The first order of business at this meeting shall be to vote on the proposed budget, but other business that is deemed necessary by the Board of Trustees may also be conducted at the annual budget meeting.

Section B. Special Business Meetings

Special business meetings of the Congregation may be called by the Board of Trustees for any purpose it deems necessary. The Board shall call a special business meeting upon written request, stating purpose, of the Senior Minister or of at least ten percent of the voting members of the Congregation if the stated purpose is not in conflict with these bylaws. Such meetings shall be called as soon as practical, but not later than 48 days from the time of receipt of the request by the Board at a regularly scheduled Board meeting.

Section C. Taking a Public Stand

From time to time, UUCA may take a public stand for issues of social justice, equity or compassion. Board policy shall establish the process by which the Congregation can approve proposals for taking a public stand. Without regard to any other provision of these bylaws, including Article VII, Section B, Congregational consideration of a proposal to take a public stand shall be in accordance with Board policy and the proposal must be supported by a three-quarters ($\frac{3}{4}$) majority of voting members present at a Congregational Business Meeting.

Section D. Notice of Meetings

1. Content. The business to be transacted at any business meeting of the Congregation shall be specified in the notice for that meeting.

(a) The notice of the annual election meeting shall specify the name and position of each of the officers, trustees, and members of the Nominating Committee, whose terms of office are then expiring, and the names of the nominees proposed to replace them.

(b) The notice of the annual budget meeting shall include a summary of the proposed budget.

(c) The notice of a special business meeting originated by petition shall include a copy of the petition.

2. Timing. All business meetings of the Congregation shall be called by the Secretary of the Congregation by mailing notice to every member at least 18 days before the date of such meeting. During the services on the two successive Sundays immediately preceding the date of the meeting, an announcement will be made by the minister or by any officer of the Congregation, giving the date, time, place, and subject of the upcoming meeting.

Section E. Voting

1. Members who have been members at least 60 days shall be eligible to vote, as described in Article V.1.

2. Voting by absentee ballot shall be permitted for the election of candidates to any positions provided for in Articles VIII, IX, or X herein for which these Bylaws allow or require a congregational vote. Such absentee ballots shall include the names of proposed candidates and shall be available, in paper or electronic form, at least two weeks prior to the meeting which the election is to occur.

3. Proxy voting shall not be permitted.

4. Unless otherwise provided in these bylaws, transaction of any business shall be by majority vote of the voting members present at a regular or special meeting.

Section F. **Quorum**

1. Ten percent of the voting members of the Congregation shall constitute a quorum for elections and passage of budgets. Thirty percent of the voting members of the Congregation shall constitute a quorum for a meeting to dismiss a Senior Minister. Twenty percent of the voting members of the Congregation shall constitute a quorum for bylaw revisions and all other business.

2. Absentee ballots shall be counted only toward the quorum for the specific election on which they are cast.

Section G. **Rules Of Procedure**

Unless a different rule is provided in the UUCA charter, these bylaws, or the UUCA Policies & Procedures, the rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern this Congregation in all cases to which they are applicable. A copy of the charter, bylaws, Policies and Procedures, and Robert's Rules shall be available at all congregational business meetings.

ARTICLE VIII. COMMITTEES OF THE CONGREGATION

Section A. **Nominating Committee**

1. **Composition and Terms.** The Nominating Committee shall be composed of seven voting members of UUCA. Six members shall be elected by the Congregation for two-year terms. Terms shall be staggered so that three members shall be elected each year. The seventh member shall be elected from the current Board of Trustees, by a majority vote of the Board of Trustees at the first meeting of the Board following the Annual Election Meeting. This member shall serve as a liaison between the Board of Trustees and the Nominating Committee for a term of one year. The liaison shall attend Nominating Committee meetings and vote on candidates. No member of the Nominating Committee shall serve more than three consecutive years. The chairperson shall be elected by majority vote of the Nominating Committee members from among the six congregationally elected members. In the event of a mid-term vacancy, a member of the Nominating Committee may be appointed by the Board of Trustees for the interim period until the next congregational meeting, at which point the congregation shall elect a person to serve for the remainder of the vacated term. The Board shall make this appointment after consultation with the Nominating Committee pursuant to Article VIII, Section A2 (e) of these bylaws.

2. **Responsibilities**

(a) Prior to each Annual Election Meeting, the Nominating Committee shall secure nominees for congregationally elected offices for which there are vacancies on the Nominating Committee and Board of Trustees, including President of the Congregation, President-Elect of the Congregation, a Trustee of Finance, and at-large trustees. Upon request of the Congregation, the Nominating Committee shall also prepare a slate for the Search Committee pursuant to Article VIII, Section B. All nominees shall be voting members who are qualified and willing to serve.

(b) Members of the congregation are encouraged to offer names to the Nominating Committee for proposed candidates for open seats at any time prior to the finalization of the Nominating Committee's slate. At least three months prior to the Annual Election Meeting, the Nominating Committee shall publicize and hold at least one open meeting to solicit congregational members' proposals for nominees for the slate.

(c) The Nominating Committee shall ensure that the Congregation is notified of the slate of nominees and the date of the Annual Election Meeting through a variety of means, at least six weeks prior to the annual election meeting.

(d) The name of any eligible member of the Congregation shall be added by petition to the slate for any congregationally elected office, provided that said petition includes the signatures of 25 or more members, that the nominee has consented to be nominated, that the petition is submitted to the Nominating Committee at least four weeks prior to the Annual Election Meeting, and that the petition designates the position for which the nomination is being made. This nominee is designated as Nominee by Petition.

(e) Upon request of the Board of Trustees, the Nominating Committee shall prepare slates for elective-office vacancies arising between congregational meetings, and for other positions as the Board may desire.

Section B. Search Committee

1. Formation. A Search Committee shall be formed by the Congregation when the need arises to engage a new Senior Minister.

2. Composition. A Search Committee shall be composed of nine voting members of UUCA, seven of whom shall be elected by the Congregation and two of whom shall be designated by the Board of Trustees from the membership of the Congregation. In the event of a mid-term vacancy, a member of the Search Committee may be appointed by the Board of Trustees for the interim period until the next congregational meeting, at which point the congregation shall elect a person to serve for the remainder of the vacated term. The Board shall make this appointment after consultation with the Nominating Committee pursuant to Article VIII, Section A2 (e) of these bylaws.

3. Term: A Search Committee shall continue in operation until a candidate is presented to the Congregation or until the Congregation releases it from its charge or until the Search Committee, by majority vote of itself, requests dissolution.

4. Responsibility. A Search Committee shall search for and select a candidate to present to the Congregation. The Search Committee shall be guided by UUA candidating procedures.

ARTICLE IX. OFFICERS OF THE CONGREGATION

Section A. President

1. An individual shall succeed to the office of President of the Congregation after having served one year as President-Elect. However, in the event of a mid-term vacancy in the office of President or President-Elect, a President may be elected or appointed who has not served a full year as President-Elect. No individual shall serve more than two consecutive terms as President.

2. The President shall have those responsibilities usually pertaining to the office, including, but not limited to:

(a) serving as chairperson of the Board of Trustees;

(b) appointing special committees as may be authorized by the Congregation or Board of Trustees;

(c) serving as chairperson for congregational meetings;

(d) appointing an official parliamentarian for congregational meetings;

(e) causing a count of eligible members to be made prior to each congregational meeting for the purpose of determining the number required for a quorum;

(f) explaining, at the beginning of all congregational meetings, items relating to the meeting including requirements for voting eligibility, quorum requirements, special rules to be used for the meeting, and any other items the President deems pertinent;

(g) requesting that the Nominating Committee or a specially appointed Tellers Committee count votes after a congregational vote.

Section B. **President-Elect**

1. An individual shall be elected at a business meeting of the Congregation, by a majority vote of those voting members present, for a two-year term, the first year serving as President-Elect and the second year serving as President of the Congregation.
2. The responsibilities of the President-Elect shall include, but not be limited to:
 - (a) serving as vice-chairperson of the Board of Trustees;
 - (b) working closely with and assisting the President in all duties and performing any duties that the President delegates;
 - (c) performing the duties of the President during the temporary absence or disability of the President.

Section C. **Trustee of Finance**

1. A Trustee of Finance shall be nominated and elected by the Congregation for a two-year term in accordance with Article VIII, Section A2 of these bylaws. No individual shall serve more than two consecutive terms as Trustee of Finance of the Congregation.
2. The Trustee of Finance serves as the Board's liaison to the Finance Team established by the Executive, sees that the Board is properly advised of financial circumstances and developments, and facilitates the Board's oversight responsibilities with regard to financial management.
3. The Trustee of Finance shall be deemed to be the Chief Financial Officer (CFO) and is authorized to execute legal documents in that capacity.

Section D. **Secretary**

1. An at-large member of the Board of Trustees shall be elected by a majority vote of the Board to serve a one-year term as Secretary of the Congregation.
2. The Secretary ensures that minutes of meetings of the members of the Congregation and of the Board of Trustees are properly taken and maintained, works with the staff to ensure that other corporate records are properly maintained, and is authorized to execute legal documents in the capacity of corporate Secretary.

ARTICLE X. BOARD OF TRUSTEES

Section A. **Composition**

1. The Board of Trustees (also referred to as the Board) shall consist of nine members, including the President of the Congregation, the President-Elect of the Congregation, the Trustee of Finance, and six at-large members. All trustees shall be voting members of the Congregation.

Section B. **Term**

1. The President-Elect shall be elected by the Congregation for a two-year term, the first year to be served as President-Elect and the second year as President. The Trustee of Finance shall be elected by the Congregation for a two-year term. Subject to the provisions of Article X, Section B3 of these bylaws, all at-large trustees shall be elected by the Congregation for three-year terms. In the event of a mid-term vacancy, the President, the President-Elect, the Trustee of Finance, or an at-large trustee may be appointed by the Board of Trustees for the interim period until the next congregational meeting, at which point the congregation shall elect a person to serve for

the remainder of the vacated term. The Board shall make this appointment after consultation with the Nominating Committee pursuant to Article VIII, Section A2 (e) of these By-Laws.

2. Terms of at-large trustees shall be staggered such that the terms of two at-large members shall expire each year.

3. If the terms of less or more than two at-large trustees are expiring in any one year, the Congregation may elect one or more at-large trustees for terms other than three years, so as to comply with the requirement of Article X, Section B2 of these bylaws.

4. When vacancies are created in any Board of Trustees positions due to the election of Board of Trustees officers, the Congregation shall, at that annual meeting, elect a person to fill the remainder of the vacated term.

5. No member of the Board shall serve more than six consecutive years. No one person shall hold more than one congregationally elected position on the Board at any one time.

Section C. Responsibilities

The Board of Trustees shall act as the governing body of UUCA in accordance with the instructions provided by the Congregation and the authority delegated by the Congregation in the form of these bylaws and in policies expressed by the Congregation at business meetings of the Congregation. The business and affairs of UUCA are managed under the oversight of the Board of Trustees, in accordance with the Board's Policies, which shall be in writing and publicly available. The Board's Policies shall include provisions that establish limits upon the Executive's authority, including limits upon the Executive's exercise of discretion and the ethical boundaries within which executive activities and decision-making must take place.

Section D. Meetings

1. Regular Meetings. The Board of Trustees shall meet in at least nine months of the leadership year, or more often, as may be determined by the Board. Regular meetings shall be held on a day chosen by the Board at the principal place of business of the Congregation. If the President determines that it is necessary because of extenuating circumstances, a regular Board meeting may be held virtually or Board members may be permitted to participate virtually.

2. Special Meetings. Special Board meetings may be called by the President, or shall be called by the Secretary upon written request of at least five members of the Board. Such special meetings may be held at such other times and places as the President may designate. Three days notice by the Secretary in writing, in person, by email or by telephone to all Board members shall be required for all special meetings of the Board. Presence at any meeting by a Board member shall be a waiver of notice.

3. Attendance. Any person serving as a member of the Board who shall have been absent for three regular meetings in any twelve-month period may, at the discretion of the Board, be considered to have resigned.

4. Quorum. A quorum of the Board of Trustees shall be a simple majority of the Board.

ARTICLE XI. COMMITTEES OF THE BOARD OF TRUSTEES

The Board of Trustees may create standing or ad hoc committees, as needed to help it manage its responsibilities.

ARTICLE XII. RESERVES

1. UUCA shall maintain two financial reserve accounts:

(a) Restricted Reserve. Available only at the discretion of the Congregation, the Restricted Reserve shall be maintained in the amount of at least 3% of the total annual budgeted expenses.

(b) Emergency Capital Replacement Reserve. The Emergency Capital Replacement Reserve shall be maintained in

the amount of at least 4% of the total budgeted expenses. Expenditures over \$10,000 are subject to the approval of the Board of Trustees.

2. In the event that the balance of either of these reserves falls below the minimum percentage threshold established above, the minimum balance(s) shall be restored in subsequent fiscal years by budgeting at least 1% of UUCA's total operating budget toward each reserve until the minimum threshold is reached.

ARTICLE XIII. THE MINISTRY

Section A. Senior Minister

1. Selection

(a) Recommendations for a candidate(s) for a new Senior Minister(s) shall be made by a Search Committee.

(b) The proposed letter of agreement (or covenant) between a Senior Minister and the Congregation shall be made available to the congregation, prior to the business meeting at which the vote to call the Senior Minister is taken.

(c) A Senior Minister shall be chosen by a secret ballot vote of at least three-quarters (3/4) of the voting members present at a business meeting of the Congregation.

(d) A Senior Minister shall be a minister in fellowship with the UUA.

2. Free Pulpit. A Senior Minister shall enjoy a free pulpit in accordance with the tradition of Unitarian Universalism, and shall be accorded freedom to speak the truth, as the Senior Minister understands it, in the Congregation and the community.

3. Responsibilities

(a) A Senior Minister shall provide religious leadership and pastoral care for the Congregation and shall have the responsibility for Sunday services.

(b) Acting as the Executive (or as a member of the Executive Team), in accordance with Article IV, a Senior Minister shall direct the ministerial and lay staff and be responsible for hiring and dismissal of non-ministerial staff and of any additional Minister(s).

(c) A Senior Minister shall make a report to the Congregation at annual meetings.

(d) A Senior Minister shall bring to the Board of Trustees all matters which the Senior Minister deems necessary and proper.

4. Termination

(a) A Senior Minister shall give a minimum of two months' notice when resigning, unless waived by the Board of Trustees.

(b) A Senior Minister may be dismissed only by majority vote, by secret ballot, of the voting members present at a business meeting of the Congregation called for that purpose. Should a consideration of "dismissal for cause" (as defined in the letter of agreement) arise, the Board may immediately suspend the Senior Minister in advance of a decision by the Congregation.

(c) In the event of a vote to dismiss, the Senior Minister shall be given a minimum of three months' notice, or, in place of notice, a minimum of the equivalent of three months' salary. However, in the event of a vote of the Congregation to dismiss the Senior Minister for cause, as defined in the letter of agreement, the Senior Minister is not eligible for three months' notice or for severance pay.

Section B. Additional Minister(s)

1. Selection

(a) The Senior Minister may hire one or more additional Minister(s), as provided in the budget, after consultation with the Board of Trustees. The Senior Minister shall determine the exact title of the additional Minister(s).

(b) Additional Minister(s) shall be ministers in fellowship with the UUA.

2. Free Pulpit. An additional Minister shall enjoy a free pulpit in accordance with the tradition of Unitarian Universalism, and is accorded freedom to speak the truth, as the Minister understands it, in the Congregation and the community.

3. Responsibilities. The Senior Minister shall determine the duties of an additional Minister.

4. Termination.

(a) An additional Minister shall give a minimum of two months' notice when resigning, unless this requirement is waived by the Senior Minister with concurrence of the Board of Trustees.

(b) An additional Minister may be dismissed by the Senior Minister. In the event of dismissal, the Minister shall be given a minimum of three months' notice, or, in place of notice, a minimum of the equivalent of three months' salary. However, in the event that the Senior Minister determines that the Minister shall be dismissed for cause, as defined in the letter of agreement, the Minister is not entitled to three months' notice or severance pay.

ARTICLE XIV. DISSOLUTION OF THE CONGREGATION

The Congregation may be dissolved only upon a 2/3 majority vote of voting members present at a business meeting of the Congregation. If so dissolved, the ownership of all of the property of the Congregation, whether it be real or personal property, shall be transferred to the Unitarian Universalist Association (UUA), on the understanding that said property shall be divided by the UUA among UUA-affiliated congregations in the Atlanta metropolitan area. This article shall apply to all property donated to the Congregation, whether by will or in some other manner, unless the donor expressly provides otherwise. It shall be the duty and obligation of the officers and trustees of the Congregation, before its dissolution, to take all necessary action to carry out the provisions of this Article.

ARTICLE XV. AMENDMENTS

These bylaws may be amended only by vote of two-thirds of the voting members present at a business meeting of the Congregation. The proposed amendments shall have been incorporated into notice of the meeting given at least 18 days prior to the meeting.

Revisions to UUCA Bylaws

December 15, 2013

- 1. Revisions were made regarding the Nominating and Leadership Development Committee. The changes included removal of "and Leadership Development" throughout the Bylaws as well as various changes in the following Article:***

ARTICLE VIII. COMMITTEES OF THE CONGREGATION

Section A. Nominating Committee

1. Composition and Terms
2. Responsibilities

- 2. Revisions were made in the following Article to remove the option of write-in candidates and nominations from the floor:***

ARTICLE VII. CONGREGATIONAL BUSINESS MEETINGS

Section D. Voting

December 14, 2014

1. Additions were made to allow the Congregation to Take a Public Stand.

ARTICLE IV. AUTHORITY
ARTICLE VII. CONGREGATIONAL BUSINESS MEETINGS
Section C. Taking a Public Stand

2. Additional language was added to allow the Board to hold virtual meetings under extenuating circumstances.

ARTICLE X. BOARD OF TRUSTEES
Section D. Meetings
1. Regular Meetings

3. Additional language was added to allow the Board to suspend the Senior Minister in the event of Congregational consideration of dismissal for cause as defined in the minister's letter of agreement.

ARTICLE XIII. THE MINISTRY
Section A. The Ministry
4. Termination (b)

4. Additional language was added to deny notice and severance pay to the Senior Minister in the event of a Congregational vote to dismiss for cause.

ARTICLE XII. THE MINISTRY
Section A. The Ministry
4. Termination (c)

May 17, 2015

1. Revisions made to clarify Article V. Membership 6. Removal of Membership: to require a contribution of record versus a pledge to retain membership.
2. Revisions made to Article XIII. Ministry, Section B. Additional Minister(s), 4. Termination: to deny notice or severance if dismissal is for cause.

December 13, 2015

Revision made to Article X. Board of Trustees to reduce the size of the Board from twelve to nine by reducing at-large members from nine to six and causing the terms of two rather than three members to expire each year.