

BY-LAWS OF GNUUC

Adopted May 2018

ARTICLE I. NAME

The name of this religious Congregation shall be The Greater Nashville Unitarian Universalist Congregation.

ARTICLE II. PURPOSE

Love is the spirit of this Congregation. We affirm and promote the inherent worth and dignity of every person. We believe in a free and responsible search for truth and meaning. We covenant to dwell together in peace, to respect and embrace diversity, to help one another, and to serve the community. The Congregation affirms and promotes the full participation of all persons - without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, gender identity, class, or national origin - in all our activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals.

ARTICLE III. DENOMINATIONAL AFFILIATION

This Congregation shall be a member of the Unitarian Universalist Association (UUA), or its successors and assigns, and of the Southeast District and Southern Region, or its successors and assigns.

ARTICLE IV. MEMBERSHIP and VOTING

- A. Members. Any person becomes a member of this Congregation by signing its membership book and pledging time and financial support as an indication of sympathy with its purpose. Membership is open to all persons 16 years of age or older without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, gender identity, class, or national origin.
- B. Voting. Any member can vote and hold Congregational office who has been a member at least three months, and has made a recorded financial contribution within the previous twelve months.
- C. Resignations. A member may resign by providing written notice to the board.
- D. Removal from Membership. The Board of Directors or the Membership Committee may from time to time inquire of any member who has not actively participated in the life of the Congregation for a period of one year or more whether that person wishes to continue in membership. Failure to reply within sixty days to such inquiry shall automatically result in dropping the individual from membership. Any member

dropped through this procedure shall be eligible to rejoin the Congregation at any time. A member whose actions the board determines to threaten the well-being of the Congregation may be removed from membership by a two thirds vote of the board. A member's opinions on any matter or civil expression of those opinions shall not be grounds for removal.

ARTICLE V. MEETINGS OF THE CONGREGATION

- A. Management of meeting. The President shall preside at all meetings of the Congregation. If the President is not present, the Vice-President shall preside. In the absence of both President and Vice-President, all voting members present shall select any Board member who is present, except the Minister, to preside at the meeting.
- B. Annual business meeting. The annual business meeting of the Congregation shall be held in May of each year, at such time and place as shall be fixed by the Board. At the annual meeting the budget for the coming year shall be presented and voted on, officers and directors for the next year shall be elected, annual reports shall be made (or waived by majority vote), and any other properly called and noticed business may be transacted. A quorum, which includes any proxies or absentee ballots, shall be 30% of the eligible voting members.
- C. Special business meetings. Special business meetings may be called by the Board or 20% of the voting members of the Congregation. A quorum, which includes any proxies or absentee ballots, shall be 30% of the eligible voting members.
- D. Notice of all meetings. The board shall give notice of and hold any properly called meeting. The business to be transacted at all meetings shall be set forth in the notice of the meeting that shall be mailed or emailed to all members at least fifteen days in advance of the meeting. Any member may waive this notice requirement for herself or himself.
- E. Vote requirements. A majority of all votes cast, including those voting by absentee or by proxy, at a Congregational meeting shall decide any question, except a vote to amend the bylaws as provided in Article XII, and except a vote to select a minister as provided in Article VII.
- F. Absentee and Proxy Voting. Absentee and proxy voting shall be permitted at all regular and special meetings of the Congregation.
 - 1. Proxy voting. Proxy voting shall mean that a voting member of the Congregation can cast one or more votes on behalf of any other voting member of the Congregation pursuant to signed written authority from the voting member on whose behalf the vote is cast. No proxy shall be effective for more than one meeting of the Congregation. The Board shall prescribe a form for granting authority to cast a proxy vote. No member shall cast more

than three proxy votes.

2. Absentee voting. Absentee voting shall mean that a voting member may cast a vote in writing in advance of a vote taken at any meeting of the Congregation. The counting of absentee ballots shall occur at the time the ballots cast at the meeting of the Congregation are counted. The Board shall prescribe a form for absentee voting.

- G. Parliamentary Procedure. In situations not specifically governed by these bylaws, the most recently revised edition of *The Standard Code of Parliamentary Procedure*, by Alice Sturgis, shall govern all meetings.

ARTICLE VI. BOARD OF DIRECTORS

- A. Composition. The Board of Directors shall consist of three Directors-at-Large, the President, the Vice-President, the Secretary, the Treasurer, the Minister. The Minister shall be a non-voting member of the Board.

1. Officers. Officers must be voting members of the Congregation.
 - a. The President of the Congregation is the Executive Officer of the Congregation. The President shall be responsible for the agenda for each Board meeting and shall preside over all meetings of the Congregation.
 - b. The Vice-President shall advise and assist the President and shall perform the duties of the President at any time at which the President is absent or unable to manage the affairs of the Congregation.
 - c. The Secretary shall be responsible for all record keeping and correspondence for the Board.
 - d. The Treasurer, as the Chief Financial Officer of the Congregation, shall have charge and custody of, and be responsible for, all funds and securities of the Congregation. The Treasurer's authorization shall be required for all disbursements of Congregational Funds in excess of a "large disbursement" amount set by the board in its finance policy. The Treasurer shall train an Assistant Treasurer who will be able to act as Interim Treasurer in the event that the Treasurer is unable to perform their duties.

2. Directors-at-Large. Directors must be voting members of the Congregation.

- B. Responsibilities.

1. Mission Driven Board. The Board shall advance the Congregational Mission as defined by the current Mission Statement.
2. General Duties and Authority. The Board shall have the general custody of all property of the Congregation, shall conduct all business and financial affairs of the Congregation, and shall have the power to enter into contracts on

behalf of the congregation.

3. Annual Mission Report. At the conclusion of each congregational year, the board will publish a report on progress made toward ministry goals that year.
4. Annual Mission Goals. At the beginning of each congregational year, the board will announce mission goals for the upcoming year, in accordance with the Three Year Strategic Ministry Plan.
5. Three Year Strategic Mission Plan. Every three years, the board shall publish a strategic ministry plan to provide long-term vision for the Minister and the Congregation.
6. Policy Handbook. To document and standardize the operations and expectations of the Congregation, the Board shall, in cooperation with affected stakeholders, create, publish and revise a comprehensive policy handbook.
7. Listening Sessions. The Board shall host periodic listening sessions with the Congregation to provide updates on Board progress and to solicit congregational feedback on proposed policies and plans.
8. Limits to power. The Board shall have no power to call or remove a Minister. It may not mortgage, buy, or sell real property without consent of a two-thirds vote at a meeting of the Congregation.
9. Signing of legal documents. The President and the Vice-President shall sign all legal documents on behalf of the Congregation.
10. Borrowing funds. The Board may borrow no more than ten percent of the annual Congregation budget without consent of a two-thirds vote at a meeting of the Congregation.
11. Budget and Agendas. The Board shall be responsible for the agenda of the annual meeting, and shall present a budget for approval.

C. Meetings of the Board.

1. Regular meetings of the Board. The Board shall meet at least quarterly. More than half of the voting members of the Board constitute a quorum. A member of the Board shall not vote on any question on which that member has a conflict of interest.
2. Special meetings of the Board. Special meetings of the Board may be called by the President or by a petition signed by three members of the Board. Notice of a specially called Board meeting should appear if possible in either the order of service or the newsletter, and must be given to all board members no fewer than three business days before the meeting.
3. Minutes. Minutes of any meeting of the Board shall be available by the second Sunday after each meeting.

D. Elections. Elections shall be held at the annual meeting. The President,

Vice-president, Secretary, and Treasurer shall have one-year terms; directors shall have two-year terms.

- E. Term Limits. A person shall be limited to four consecutive years of service in any one position. Should a person be elected to a different position, he or she shall again be eligible to serve not more than four consecutive years in that position. After one year as neither an officer or director-at-large, a person is again eligible to serve in any officer or director-at-large position.
- F. Removal. If a Board member fails to attend three consecutive board meetings, the Board may vote on whether that person shall be removed as a Board member. Any board member who does not carry out his or her duties or responsibilities or whose actions threaten the well-being of the congregation may, at the Board's discretion, be removed from their position by a two-thirds vote of the Board. Decisions of the board in regards to the removal of any person in an elected position may be overturned by a two-thirds vote of the Congregation.
- G. Vacancies. In case of a vacancy by resignation or removal of a board officer or director, the Board shall appoint an interim member to serve until the next meeting of the Congregation.

ARTICLE VII. THE MINISTER

- A. Role. The Minister shall conduct worship within this Congregation and shall care for the Congregation's spiritual interests and affairs. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.
- B. Job Description and Evaluation. The minister's contract shall have a job description that clearly sets out responsibilities and assignments. This job description shall be approved by the Board of Directors. The minister shall be entitled to a yearly written evaluation of his or her performance by the Board of Directors.
- C. Selection of a Settled Minister. The Board shall name at least six voting members of the Congregation as candidates for a Ministerial Search Committee (MSC), and solicit volunteers to serve on the committee. The Congregation shall vote on the members of the MSC at a specially called Congregational meeting. The MSC shall pattern its search process upon the search process recommended by the Unitarian Universalist Association. The candidate nominated by the MSC shall be called to an indefinite term by a vote of at least 2/3 of the voting members of the Congregation present at the meeting at which the candidate is considered. This meeting may be, but need not be, one called specially for the sole purpose of voting on the question of selecting a minister.
- D. Dismissal of a Settled Minister. A meeting to consider the dismissal of a Settled Minister must be called by at least 20% of the members eligible to vote at the time the call is presented to the board in writing. The minister may be dismissed by a

majority of the voting members of the Congregation present at a meeting that must be called solely for that purpose. A quorum for such a meeting is 40% of the voting members of the Congregation.

- E. Selection and Dismissal of a Hired Minister. A Hired Minister is a Minister that is hired by the Board, not called by the Congregation. Hired Ministers include but are not limited to Interim, Consulting, Assistant and Developmental Ministers. The Board shall make all decisions regarding the selection or dismissal of a Hired Minister by a two-thirds vote.
- F. Resignation. The minister shall give at least three months notice of resignation. This requirement may be waived by the Board.

ARTICLE VIII. BOARD OF DIRECTORS COMMITTEES

- A. Review With the exception of the Nominating Committee, the Board of Directors may establish or dissolve Board Committees as needed. Board Committees are created or dissolved by updating the Board Governance Policy.
- B. Nominating Committee.
 - 1. Duties. Develops a slate of nominees to fill such vacancies in the ranks of the officers of the Congregation and of the Board of Directors as shall be open at the time of the Congregational meeting. Nominations should be made from among those most qualified through formal training and experience to perform the responsibilities of their specific office, and should be consistent with established policies, and the principle of formal progression in the development of Congregation leadership.
 - 2. Composition. The nominating committee shall consist of these members: (a) The immediate past president, who shall serve until replaced as immediate past president. (b) Four members, two appointed in even-numbered years and two appointed in odd-numbered years, who are not members of the Board of Directors when appointed

ARTICLE IX. FISCAL YEAR

The fiscal year shall end on June 30th of each year.

ARTICLE X. AMENDMENTS

The bylaws may be amended by a 2/3 vote at any meeting called for such a purpose pursuant to Article V. The notice mailed or emailed for any amendments to the bylaws shall contain both the complete text of the amendment proposed and the relevant present text without amendment.

ARTICLE XI. DISSOLUTION

Should this Congregation cease to function and membership vote to disband, dissolution

shall be pursuant to the laws of the State of Tennessee. Any assets remaining after all payments legally required shall be transferred to the Unitarian Universalist Association for its general purposes.