

NORTHWOODS UNITARIAN UNIVERSALIST CHURCH



NUUC BYLAWS

PRELIMINARY COPY FOR REVIEW ONLY

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

Revision History: NUUC Bylaws M001

Revision	Approval & Change Status	Date of Vote
A	<i>Initial Approval and Release</i>	<i>19, November 2006</i>
B	<i>Approved and Release - Shared Ministry Structured Introduced</i>	<i>15, April 2012</i>
C	<i>Approved and Release - Governance and Shared Ministry Structure Redefined</i>	

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SPECIAL NOTES-

1. **M001 – Northwoods Unitarian Universalist Church (NUUC) Bylaws defines the structure and “who” NUUC is as a Church community. NUUC Bylaws may only be changed by Congregational vote at a special congregational meeting.**
2. **NUUC Policy Manual and Shared Ministries ‘Procedure Manuals are the governing source documents. The policies & procedures define “how” NUUC implements the Bylaws. The policies and procedures are reviewed and approved by the Board of Trustees and may be changed by direction of the BOT at any time. All Policies, Procedures, and Bylaws may be found in the NUUC Church Administrator’s office.**
3. **The Ministry Council was formally known as the Committee on Ministry (COM), which has a new defined structure and responsibilities.**

DEFINITIONS

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

1. **Bylaws – The governing document for Northwoods Unitarian Universalist Church.**
2. **Committee – A group of people who come together to support, manage and implement policies and procedures of the long-standing committee on which they serve.**
3. **Covenantal Call – A relationship established between the Minister and Congregation to work together in good faith for the betterment of the Congregation. The Minister is not considered an employee of Northwoods Unitarian Universalist Church.**
4. **Foundational Trustee-A member of the Board of Trustees who coordinates the functions of the Foundational Ministry’s Committees and Teams.**
5. **Majority - Based on the sitting (elected) members of the Board of Trustees. This term is determined by half the number of board members plus one member. If there is a vacancy in the sitting members the majority required for vote is still half the number of board members plus one member.**
6. **Ministry Council Trustee-A member of the Board of Trustees who coordinates the functions of the Shared Ministry Council of Northwoods Unitarian Universalist Church.**
7. **Motion - A proposal made in a deliberative or legislative body.**
8. **Public Advocacy Statement - A process by an individual or a large group which normally aims to influence public-policy and resource allocation decisions within, economic, social systems, and institutions; it may be motivated from moral, ethical, or faith principles.**
9. **Quorum – A percent (%) of the Church Members required voting on a specific Congregational issue. The percentage required for each type of Congregational meeting is called out in Article VI.**
10. **Resolution - A formal expression of opinion or intention agreed on by a legislative body, committee, or other formal meeting, typically after taking a vote.**
11. **Settled Minister – A minister that has accepted the Covenantal Call by the Congregation to serve at Northwoods Unitarian Universalist Church.**
12. **Shared Ministry Council– A group of members of the congregation who come together to support, orchestrate and manage the roles of the Northwoods’ Spiritual Life Ministry, Congregational Life Ministry, Educational Life Ministry and Social, Environmental and Economic Justice Ministry.**

- 13. Standing Committee— A group who come together to support, manage, and implement the on-going and long-standing activities of the church as determined by these Bylaws.**
- 14. Team – A group of people who come together to implement the tasks and activities of the Northwoods' Ministries.**

PREAMBLE

Mission / Vision Statements and Core Values

The Mission / Vision Statements along with the Core Values were approved by the Congregation at the annual meeting on May 30, 2010 which defines NUUC's philosophy, purpose, and goals that lead to strategic plans for NUUC.

MISSION STATEMENT

Northwoods Unitarian Universalist Church is a welcoming, religiously liberal community that recognizes the need for free inquiry and many approaches to personal truth.

Together, we celebrate, learn, support, and serve one another and the wider community and encourage one another towards lives of deeper spiritual growth and meaning.

We practice responsible stewardship through our presence and our gifts and seek to engage one another in practicing lives of integrity through our participation in our Church's shared ministries for all generations.

VISION STATEMENT

Grounded in our shared values and in our Unitarian Universalist traditions and sustained by abundant physical and financial resources, Northwoods will continue to evolve into its potential to become a beacon, providing influence and leadership:

- *as a center for spiritual growth*
- *as an example of environmentally sustainable practices*
- *as a catalyst for diverse and multicultural community*
- *as an advocate for social and economic justice that reflects our ideals to the world*

CORE VALUES

Community

The people of Northwoods Unitarian Universalist Church form a community that respects and accepts all people—going beyond tolerance, seeking to understand others, even (especially) when they think or live differently from us.

Outreach

We believe this respect and concern for others inspires our active support and service to people within and beyond our Church, for we are not an inward-looking island but rather a shared common wealth of resources and love.

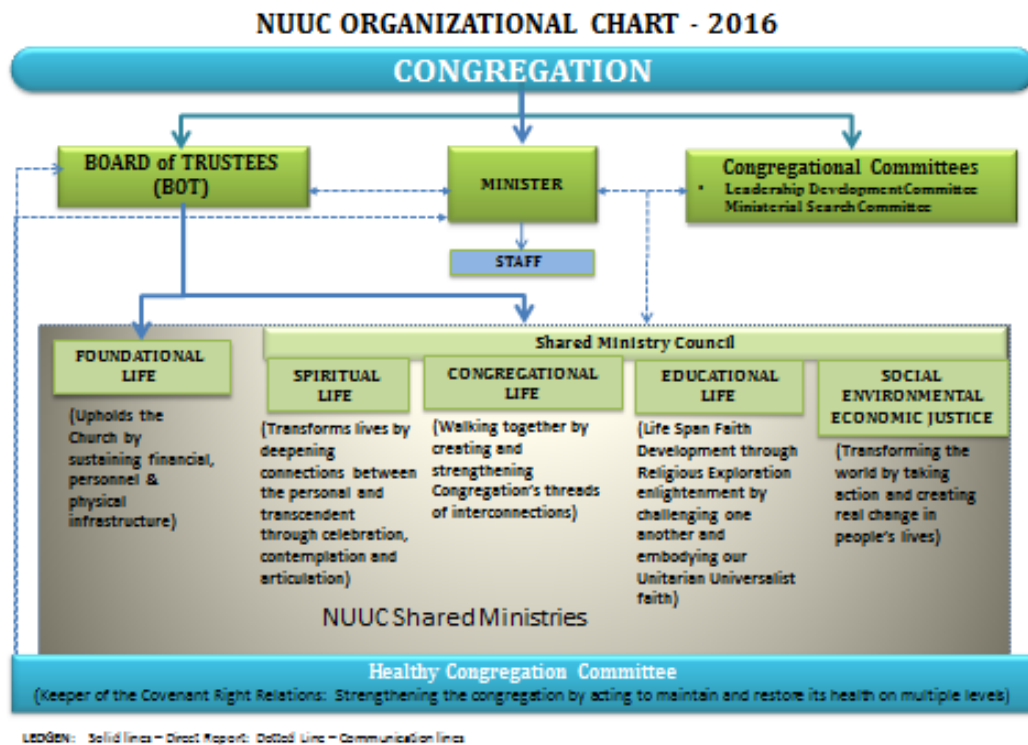
Spirituality

We encourage learning, exploring with both faith and reason, which are more complementary than contradictory and which both speak to important human needs. As individuals and as a Church, we are in a continual state of growth—physically, mentally, emotionally, and spiritually. We embrace change, acknowledging the ancient Greek philosopher who said you cannot step into the same river twice. We do not insist that we have all the answers or even know all the questions. We prefer mystery to a checklist of theological beliefs.

Celebration

We find joy in fellowship, celebrate our triumphs, and sustain each other in our defeats, for we are a close-knit community. We celebrate life and nature—sharing our ideas, creativity, and enthusiasm in a joyous cycle of giving and receiving.

NUUC ORGANIZATIONAL CHART



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, and of the Southwest Unitarian Universalist Conference.

ARTICLE III PURPOSE OF ORGANIZATION

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

ARTICLE IV NON-DISCRIMINATION

The Congregation affirms and promotes the full participation of persons in all activities, including membership, programming, hiring practices, and the calling of religious professionals without regard to race, color, gender, gender expression, physical ability, sexual orientation, age, or national origin.

ARTICLE V MEMBERSHIP

Section 1 Definition of Membership

- A. Any person, who is committed to and supports the Mission/Vision Statements of Northwoods, meets the qualifications in Section 1 B, and who signs the Membership Book will be considered a Member of the Congregation.
- B. To be eligible to be a Member you must be fourteen (14) years of age or older and either have completed the Coming of Age program, Pathways to Membership program, or have had a meeting regarding Unitarian Universalism and membership expectations with the Minister or the person(s) designated by the Committee on Ministry.
- C. Members of Northwoods have freedom of the pew, which means that Members of the Congregation have the right to free expression of their beliefs.
- D. Expectations of Membership: It is expected that any Member of Northwoods Unitarian Universalist Church will contribute to the spiritual, ministerial, and financial well-being of Northwoods.
- E. Employees of the Church (and their families) may not be Members of Northwoods, however; they may participate in Church services and other Church events at any time.
- F. Members of Northwoods are eligible to vote at all Congregational Meetings that require a quorum vote.

Section 2 Termination of Membership

- A. The Membership Committee shall recommend on **at least** an annual basis the removal of Member's names from the Membership Book for any Member who has tendered a resignation, permanently left the area, is deceased, has not been an active participant in Congregational activities for more than one (1) calendar year, or for cause.
- B. Removal of any Member's name from the Membership Book **for reasons other than resignation** may only occur after the Membership Committee recommends such action, and the Committee on Ministry approves the termination of Membership. In certain circumstances the Board of Trustees may recommend to the Membership Committee the removal of a member from the Membership Book.

ARTICLE VI CONGREGATIONAL MEETINGS

A Congregational Meeting is any officially called meeting by the Board of Trustees that brings together a quorum of the Members to act on issues before the Congregation. There are four (4) types of Congregational Meetings: the Annual Congregational Meeting and three (3) Special Congregational Meetings.

Section 1 General Rules and Procedures for All Congregational Meetings

- A. The date, time, location, agenda, and any slate of nominees or the exact text proposed in any resolution(s) or motion(s) to be considered at the Congregational Meeting(s) shall be publicized, and a letter with this information shall be sent to all qualified Members by mail fifteen (15) calendar days before the meeting. Only those matters proposed in the agenda of the meeting may be acted upon by the Members.
- B. All Congregational Meetings shall be conducted according to Robert's Rules of Order.
- C. Twenty (20) percent of the Members shall constitute a quorum at a Congregational Meeting.
- D. A quorum must be present and maintained while a resolution or motion is considered and voted upon.
- E. A Member of the Congregation is qualified to vote at a Congregational Meeting if they have been an active Member for at least thirty (30) calendar days prior to any Congregational Meeting vote.
- F. A written ballot is required for budget approval, voting on resolutions or motions under consideration for approval, and voting on candidates for leadership positions.
- G. A majority of those Members who cast a vote at a Congregational Meeting shall be sufficient to either approve or disapprove matters submitted for determination by vote.
- H. Absentee and proxy voting are not allowed for any Congregational Meeting.
- I. 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 thirty (30) calendar days of said Congregational Meeting.

Section 2 Annual Congregational Meeting

- A. The specific purpose of this meeting will be for the election of members of the Board of Trustees, Committee of Ministry, Leadership Development Committee, and approval of an annual budget and receiving of reports.
- B. In additions to the general rules and procedures established in [Article VI Section 1](#), the following also apply:

1. The Annual Congregational Meeting shall be held each year in the month of May at such time and place as shall be fixed by the Board of Trustees.
2. **The President of the Board of Trustees, Treasurer, Ministry Council Trustee, Foundational Trustee, Minister, and Director of Lifespan Faith Development, must submit a written report of their activities during the last twelve (12) months at the Annual Congregational Meeting.**
3. **The President of the Board of Trustees, Treasurer, Minister, and Director of Lifespan Faith Development must give verbal reports at the Annual Congregational Meeting.**
4. Provisions for nominations from the floor during the Annual Congregational Meeting will be made for all open positions as described in the procedure Floor Nominations P013.

Section 3 Special Congregational Meeting

- A. The purpose of this meeting is to vote on all resolutions or motions brought before the Congregation for approval which are not covered under other types of meetings described in this Article. This meeting is also called to approve expenditures exceeding ten (10) percent of the annual budget or election of a Member to fill a vacancy in the position of President Elect. In addition to the general rules and procedures established in [Article VI Section 1](#), the following supersede the general quorum and approval requirements:
 1. A Special Congregational Meeting may be called by the President or the Board of Trustees or by written request to the Board of Trustees by ten (10) percent or more of the Members based on the last Membership count reported to the UUA.
 2. The Board of Trustees must hold the Special Congregational Meeting within thirty (30) calendar days upon receipt of the request for a Special Congregational Meeting.
 3. At this Special Congregational Meeting a quorum of forty (40) percent of the Members are required instead of the normal twenty (20) percent.

Section 4 Special Congregational Meeting to Purchase or Sell Real Estate or Set Public Advocacy Position

- A. The purpose of this meeting is to approve the sale or purchase of real estate, or set a public advocacy position.
- B. Public advocacy position statements in the name of the Congregation on social justice, environmental concerns, or other issues will be made only after a vote of the Congregation at a Special Congregational Meeting approving such statement(s).
- C. In additions to the general rules and procedures established in Article VI Section 1, the following supersede the general quorum and approval requirements:
 1. At this Special Congregational Meeting a quorum of forty (40) percent of the Members are required instead of the normal twenty (20) percent.
 2. The approval of the resolution(s) requires a minimum of eighty (80) percent of Members who cast a vote at the Special Congregational Meeting.
 3. Any issue previously approved at a Special Congregational Meeting to set a public advocacy position may be rescinded by a simple majority of those Members who cast a vote at the Special Congregational Meeting.

Section 5 Special Congregational Meeting to ‘Call’ a Settled Minister or end a Settled Minister’s Service

- A. The purpose of this meeting is to approve the ‘Call’ of a Minister by the Congregation. In addition to the rules and procedures established in [Article VI Section 1](#), the following supersede the general quorum and approval requirements:
1. The meeting to ‘Call’ a Minister or end a Minister’s service to the Congregation shall require forty (40) percent of the Membership to constitute a quorum.
 2. The ‘Calling’ of a new Minister shall require a minimum approval of ninety (90) percent of the Members who cast a vote at the Special Congregational Meeting. The vote to ‘Call’ a Minister must be by written ballot.
 3. The determination to end a Ministerial Call shall be decided by a majority of those Members who cast a vote at the Special Congregational Meeting to end a Settled Ministers service. The vote to terminate the Ministerial Call shall be by written ballot.

ARTICLE VII

ORGANIZATIONAL STRUCTURE

The organizational structure is a shared ministry structure that groups identified church functions. These ministries are staffed by a variety of committees, teams and/or special groups.

The following descriptions are guidelines in the staffing and operations of each Shared Ministry. The Foundational Life Ministry is the first Shared Ministry and reports to the Board of Trustees. The Shared Ministry Council, which reports to the Board of Trustees, is responsible for managing four (4) Shared Ministries: Spiritual Life, Congregational Life, Educational Life and Social, Environmental and Economic Justice.

Required documentation: Board of Trustees is responsible for maintaining the Bylaws and church policies and for approving all documentation from the Shared Ministries. Each Shared Ministry will be responsible for their Shared Ministry Procedure Manual. Each procedure manual will describe the roles & responsibilities of the shared ministry and define any specific procedure or process needed to clarify the role and responsibilities of the teams within its shared ministry.

Section 1 Description and Purpose of Five (5) Shared Ministries

A. Foundational Life Ministry:

Upholding the Church by sustaining financial, personnel, and physical infrastructure for the Congregation

B. Spiritual Life Ministry:

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

C. Congregational Life Ministry:

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

D. Educational Life Ministry:

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

E. Social, Environmental and Economic Justice Ministry:

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

ARTICLE VIII SHARED MINISTRY STANDING COMMITTEES, AND TEAMS

This article describes the Shared Ministry Standing Committees, within the in each Shared Ministry structure that must exist from year to year to maintain the smooth operation of the Church.

The Board of Trustees appoints the chairs of each of the Standing Committees, with a recommendation from Leadership Development. The Shared Ministry Teams exist as needed in order to meet the needs of the congregation. Directly below is a description of each Standing Committees which should be used as a guide for each committee's responsibilities:

The functions of each Standing Committee, the number of members, and length of service permitted on these committees are described in Procedure Manuals for each Shared Ministry Procedure Manual.

Section 1 Board of Trustee - Foundational Shared Ministry Committees

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

- A. The Board of Trustees has sole authority to establish, suspend and dissolve additional Shared Ministry Teams to meet the needs of the Congregation.**
- B. The Board of Trustees shall not fail to provide financial resources adequate to maintain the facility and required staff necessary to fulfill the Mission and Vision of the Church.**
- C. The Board of Trustees will determine and record in the minutes of the Board of Trustee's meetings the purpose of additional committees, to whom the committees report, and the committee's duration.**

Section 2 Definitions of Required Foundational Ministry's Standing Committees

- A. Buildings and Grounds Committee** - Responsible for the maintenance of Northwoods' facility and grounds, office equipment, and decor/art.
- B. Communications Committee** - Responsible for **external communications and interfaces** with the Church Administrator for, newspaper articles, and advertising in media, including any website and newsletters. The Church calendar is a function of the Shared Ministry Council, and is maintained by the Church Administrator.
- C. Endowment Committee**
 - a. Purpose of The Endowment Fund**
 - 1. The purpose of The Endowment Fund is to help secure, strengthen, and extend the Mission and Vision of the Northwoods Unitarian Universalist Church.
 - 2. The Endowment Fund is an investment vehicle for receiving designated gifts from individuals and organizations beyond the regular Church operating budget.
 - b. Goals and Guidelines of the Endowment Committee**
 - 1. The goal of the Endowment Committee is to ensure long-term growth of the Endowment Fund.
 - 2. The Endowment Committee is required to invest The Endowment Fund moneys in well-known, high quality mutual funds that will maximize long-term growth of capital.

c. Endowment Committee Members

1. This committee shall be composed of three (3) Voting Members appointed by the Board of Trustees. Each member shall serve for three (3) years. A new member of the Committee shall be appointed each year in July following the Annual Congregational Meeting, so that the three (3) members shall serve a staggered three (3) year term.
2. Members of the Committee may serve no more than six (6) consecutive years on the Endowment Committee.
3. In the case of a vacancy on the Endowment Committee, the Board of Trustees will appoint within forty-five (45) calendar days of said vacancy a Voting Member of Northwoods to serve the remainder of any unexpired term.

d. Endowment Committee Activities

1. The Committee shall have exclusive rights, subject to the investment guidelines indicated Section 2 above, to make all decisions concerning the investment of capital held in The Endowment Fund.
2. All investment decisions made by the Committee concerning The Endowment Fund investments shall be made during regularly announced open committee meetings and must be made by the unanimous vote of all three (3) committee members.

e. Removing Funds from the Endowment Fund

1. A certain amount of The Endowment Fund account may be transferred, upon request of the Board of Trustees, to the Church operating budget account in the first quarter of each calendar year. The amount is limited to a portion of any interest or dividend paid to the Endowment Fund in the previous year. The amount to be transferred to the Northwoods operating budget will be determined by the Endowment Committee.
2. Expenditures of capital from The Endowment Fund may occur from time to time for extraordinary long-term capital needs and opportunities. Expenditures of capital to meet these needs and opportunities are limited to a maximum of twenty-five percent (25%) of the Endowment Fund in any calendar year.
3. Any expenditures of The Endowment Fund capital must be requested by a two-thirds vote of the Board of Trustees, supported by a majority vote of the Endowment Committee, and approved by the Congregation at a Special Congregational Meeting.

D. Finance Committee - Responsible for five (5) year long term planning forecast and financial planning forecast of income and expenses, **and the annual church budget that is voted on at the annual congregational meeting. The Finance Committee is chaired by the elected congregational Treasurer.**

E Human Resources Committee – Provides administrative services for Northwoods paid employees in the areas of Church Administrator, **Director of Lifespan Faith Development**, Child Care providers, and other staff as hired.

1. Establishes, employee benefits, employee contracts and job descriptions.
2. Recommends qualified applicants for hire and recommends terminations of employees to the Board of Trustees.
3. The Human Resource Committee provides direct support to the Minister in developing supervisory and managerial skills with respect to all Church employees, as described in the Human Resource Manual M007.
4. Facilitates any conflict meetings between Minister and employees and between employee(s) and Members
5. Is responsible for the Human Resource Manual M007.

6. Performs background checks on employees and RE teacher(s) and other child care providers within Northwoods.

F. Membership Committee- Responsible for making visitors and members feel welcome; providing information regarding Unitarian Universalism and the Church; leading Pathways to Membership classes; helping new members assimilate; following-up with less active members; maintaining name tags; and maintaining accurate membership records which are reported to the Board of Trustees once per quarter.

G. Stewardship Committee – Responsible for raising funds to support the Mission and Vision of Northwoods. Organizes and executing the annual pledge drive and developing a culture of stewardship in the church.

Section 4 Definition of Additional Foundational Shared Ministry Teams

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

A. Interim Ministerial Search Team – Recommends qualified candidate for contract to the Board of Trustees to serve as an Interim Minister.

1. The Board of Trustees shall appoint an Interim Search **Team**, composed of three (3) Members for the purpose of calling an Interim Minister for the Congregation.
2. Any candidate for the position of Interim Minister must hold Fellowship in the Unitarian Universalist Association and have completed the required Interim Minister training.
3. Vacancies on **this team** shall be replaced by the Board of Trustees.
4. Members of the **team** shall serve until an Interim Minister is appointed by the Board of Trustees, but not more than one (1) calendar year, unless extended by the Board of Trustees.
5. The Interim Ministerial Search **Team** will collaborate with the Board of Trustees to develop the Letter of Agreement, as defined in Article XII Section 3. The Letter of Agreement will be approved by the Board of Trustees and executed by the President of the Board of Trustees and the Interim Minister.
6. Members of the Interim Ministerial Search **Team** may serve as a transitional support team at the request of the Interim Minister for a maximum of six (6) months after the Interim Minister starts.
7. The Interim Minister is not considered an employee of the Church.

B. Bylaws Revision Team –Responsible for reviewing and recommending revisions to the Bylaws. Review of the Bylaws should occur at a minimum every five (5) years to coincide with the Northwoods Strategic Plan, see Article XVII Section 2.

C. UUA Network Team – Responsible to periodically meet with the Huston area UU Churches.

Section 4 Shared Ministry Council Required Standing Committees

The Board of Trustees must establish and maintain at all times within Shared Ministry Council the following Shared Ministry Standing Committees: Worship Arts, Lay Ministry/Pastoral Care, Lifespan Faith Development and Welcoming Congregation.

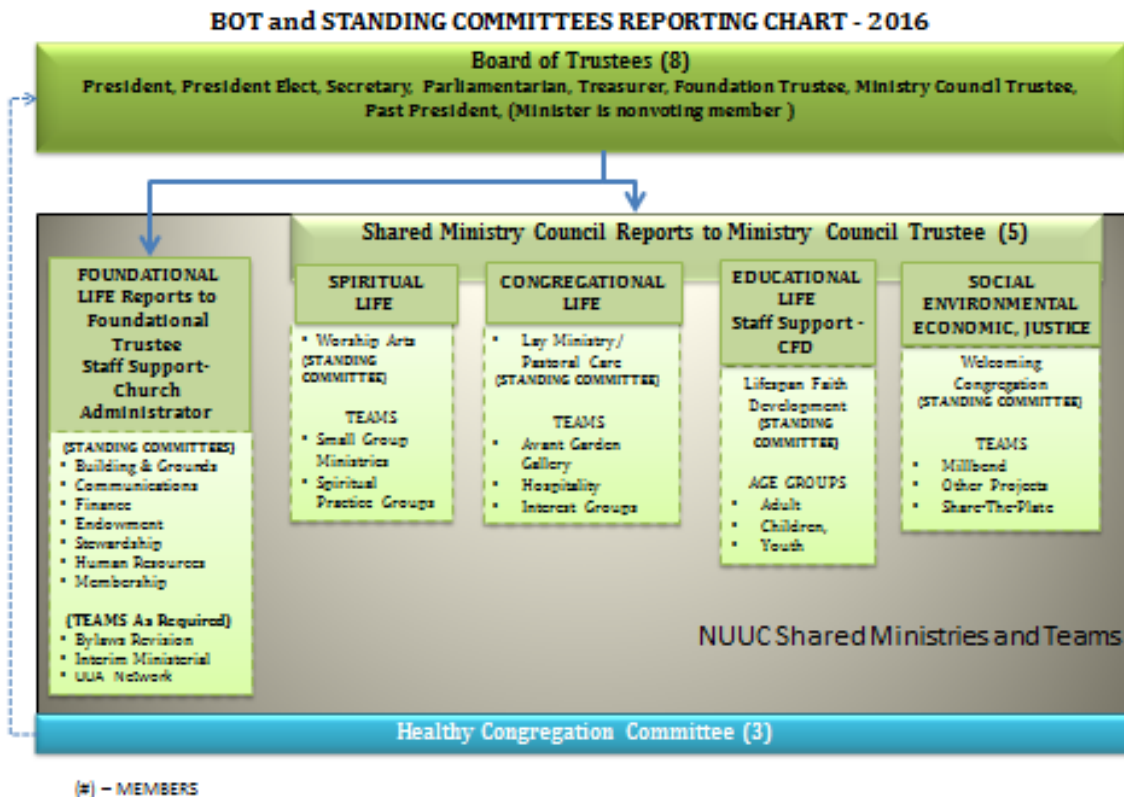
All other SUB-groups within the 4 Shared Ministries that report(ing)_ to the Shared Ministry Council will be referred to as “teams”.

- B. The Shared Ministry Council will make recommendations to the BOT to establish and/or dissolve a Shared Ministry Team to meet the needs of the Congregation.
- C. The Shared Ministry Council will determine and record minutes of the Shared Ministry Council's meetings.

Section 5 Definitions of Required Shared Ministry Council's Standing Committees

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

BOARD OF TRUSTEES AND STANDING COMMITTEES REPORTING CHART



Article IX**CONGREGATIONAL COMMITTEES**

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

A. Leadership Development Committee

1. The Leadership Development Committee is responsible for the development of leadership training programs. These programs are an important part of the Church leadership structure.
2. The Leadership Development program is designed to identify and train Members to lead the Board of Trustees. **They may help to find leaders for other positions when asked, and when time permits.**
3. Responsible for Leadership Development of qualified Members to fill open positions on the Board of Trustees, and Congregational Committees. The Committee shall publicize vacant positions, and shall solicit, announce, and submit the names of qualified candidates, as described in these Bylaws, for vacant positions on the Board of Trustees, Congregational Committees, and Healthy Congregation **Committee.**
4. The Leadership Development Committee should track the length of service of members of the following committees to ensure smooth leadership transition: the Board of Trustees, Endowment Committee, Leadership Development Committee, and **Healthy Congregation Committee.**
5. The Leadership Development Committee shall be composed of four (4) members; each member to serve a staggered two (2) year term. Two (2) members of the Committee are elected every year.
6. Committee members are elected by the Congregation at the Annual Congregational Meeting.
7. Only those Members of the Congregation who have been a Member of Northwoods for more than five (5) years and have served at least one (1) year as **Shared Ministry Council member** or on the Board of Trustees, **may** be nominated to serve on the Leadership Development Committee.
8. Members of the Leadership Development Committee may serve no more than four (4) consecutive years on the Committee.

In the event of a vacancy on the Leadership Development Committee the Board of Trustees will appoint a Member of the Congregation to finish the remainder of the vacant term.

9. In the event of a vacancy on the Leadership Development Committee the Board of Trustees will appoint a Member of the Congregation to finish the remainder of the vacant term.

B. Settled Ministerial Search Committee

1. The Board of Trustees shall **authorize the** Ministerial Search Committee, and in [Article XIII section 1A](#) for the purpose of calling a Minister for the Congregation, **as directed by the Congregation.**
2. Members of the Committee shall serve in accordance with the Unitarian Universalist Association guidelines.
3. The Committee shall be composed of seven (7) members: five (5) elected by the Congregation at a Special Congregational Meeting, and two (2) appointed by the Board of Trustees. All members of the Ministerial Search Committee must be Members of the Congregation.
4. The Board of Trustees, if requested by the Settled Ministerial Search Committee, may replace vacancies on this Committee.
5. The members of this Committee shall serve until a Minister is called by the Congregation, but not more than two (2) years. In the event that the committee is unable to 'Call' a Minister after two (2) years the Board of Trustees will reform the Ministerial Search Committee per item 1 above.

6. The Ministerial Search Committee will collaborate with the Board of Trustees to develop the Letter of Agreement. The Letter of Agreement will be approved by the Board of Trustees and executed by the President of the Board of Trustees and the Minister, as describe in [Article XIII, section 3](#).
7. Members of the Settled Ministerial Search Committee may serve as a transitional support team at the request of the Minister for a maximum of six (6) months following the ‘Call’ of a Settled Minister.

ARTICLE X

ELECTED AND APPOINTED LEADERSHIP

Section 1 Leadership Positions

There are several elected and appointed positions where members of the Congregation can serve in leadership roles in Northwoods. The elected positions are:

A. Board of Trustees

B. Congregational Committees:

- 1. Leadership Development Committee**
- 2. Ministerial Search Committee**

C. Healthy Congregation Committee – (1) One out of the 3 members of this committee is elected. (See Article XIII for member details)

In addition, four members of the Shared Ministry Council, the Endowment Committee Chair, and one member of the Healthy Congregation Committee are appointed by the Board of Trustees. One member of the Healthy Congregation Committee is chosen by the Minister.

Section 2 Terms of Office

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

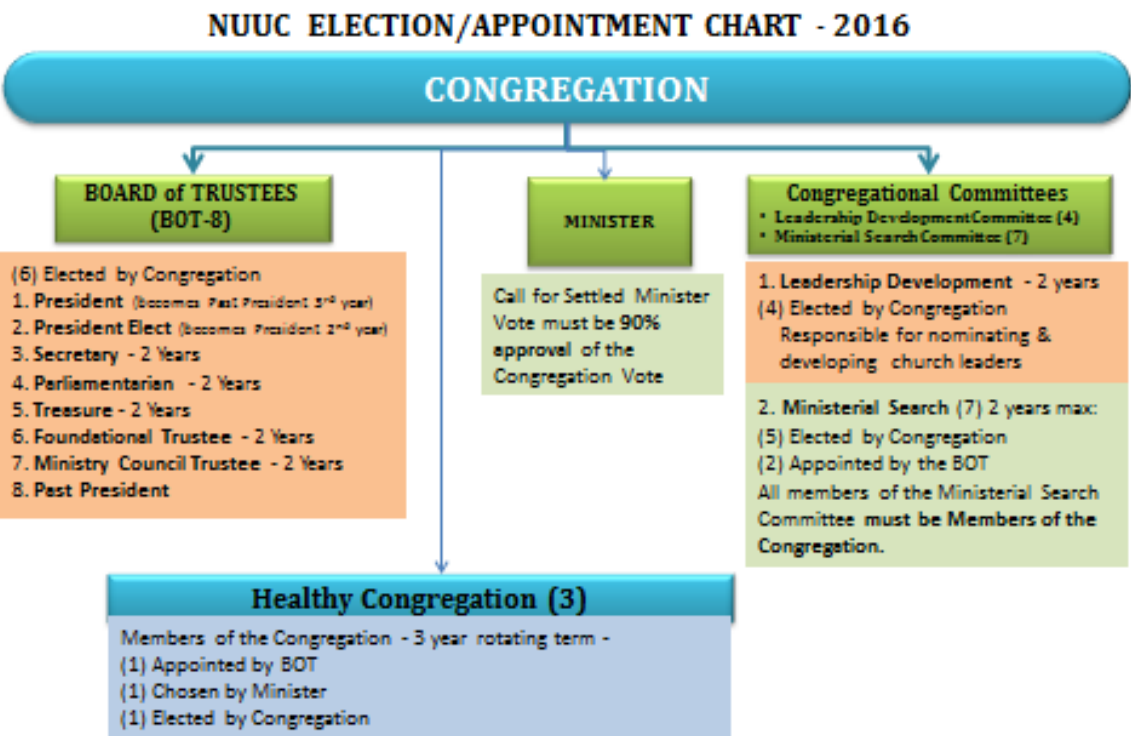
B. The Shared Ministry Council members are appointed by the Board of Trustees and serve at the pleasure of the Board of Trustees. They may not serve for more than two (2) years, unless the Board of Trustees approves an additional two (2) years for a maximum of four (4) years. Only a Member of the Congregation may serve on Shared Ministry Council.

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

- 1. Leadership Development Committee**
- 2. Healthy Congregation Committee**
- 3. Shared Ministry Council (with the exception of the Ministry Council Trustee who serves as a member of the Board of Trustees and Shared Ministry Council).**

A Board of Trustees member may not be a chair of the committee(s) they are specifically responsible to staff (see [Article XI section 6](#)). An exception exists as the Treasurer of the Board of Trustees serves as Chair of the Finance Committee—See Article XI Section 6 (D).

NUUC ELECTION / APPOINTMENT CHART



ARTICLE XI

GOVERNANCE STRUCTURE

Section 1 Ultimate Governing Power Reserved to Membership

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

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

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

Section 2 Purpose and Structure of the Board of Trustees

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

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

Section 3 Duties and Responsibilities of Board of Trustees

- A. The Board of Trustees may authorize individual expenditures, which are not specifically itemized in the annual budget, that do not exceed ten percent (10%) of the annual budget. Expenditures above ten percent (10%) require authorization by the Congregation at a Special Congregational Meeting.
- B. The Board of Trustees may authorize the expenditure of up to twenty percent (20%) of the annual budget without Congregational approval in the event of a hazardous condition(s) affecting the building or grounds.
- C. The Board of Trustees may reallocate budgeted amounts within the annual budget, providing that the cumulative amounts of reallocated budget items do not exceed ten percent (10%) of the annual budget. Reallocation of budgeted amounts above ten percent (10%) requires authorization by the Congregation at a Special Congregational Meeting.
- D. The current and previous year's financial reports and records shall be reviewed by persons designated by the Board of Trustees whenever a new Treasurer joins the Board of Trustees. The review must be completed and written report submitted to the Board of Trustees within three (3) months of the appointment or election of the Treasurer.
- E. The Board of Trustees must approve all fundraising activities, not listed in the Gifting Policy Procedure number P032.

- F. The Board of Trustees must have approval from the Congregation at a Special Congregational Meeting before they borrow funds from a financial institution.
- G. The Board of Trustees will charge the Delegates to the annual Unitarian Universalist General Assembly to vote the will of the Congregation on all issues before the General Assembly.
- H. The Board of Trustees alone shall establish and maintain Northwoods' Bylaws and documented policies. The Board of Trustees will maintain documentation of the five Shared Ministry Procedures Manuals, Human Resource Manual, Child Safety Manual, (insert ,) and Healthy Congregation Committee Manual.**
- I. The Board of Trustees shall ensure that the Stewardship Committee holds a yearly pledge canvass to support the Shared Ministry budget of the Church.
- J. The Board of Trustees shall hold meetings no less than once (1) a month. All Board of Trustees meetings shall be open, except when the Board meets in executive session. The notice of and the agenda for any Board of Trustees meeting will be made available to the Congregation in a timely manner but not less than twenty four (24) hours prior to the meeting, and a summary of the meeting will be made available to the Congregation within one (1) month of the meeting.
- K. All Board of Trustees meetings shall be conducted by Robert's Rules of Order. A majority of the BOT is required before the BOT can vote on a motion.**
- L. The Board of Trustees is responsible to report to the UUA the number of Members at least once (1) every fiscal year.

Section 4 Election of Board of Trustees

- A. To be a member of the Board of Trustees the candidate must have been a Member of the Congregation for three (3) years.
- B. A Member of the Congregation is elected to a three (3) year Presidential cycle, serving consecutive one (1) year terms as President Elect, President, and ~~Immediate~~ Past President. The President Elect position will be filled by election each year at the Annual Congregational Meeting. The Secretary, Treasurer, Parliamentarian, **Ministry Council Trustee and Foundational Trustee** shall be elected for two (2) year terms at the Annual Congregational Meeting.
- C. The Secretary and Parliamentarian will be elected in odd numbered years, and the Treasurer, **Ministry Council Trustee, and Foundational Trustee** will be elected in even numbered years.
- D. Candidates for the position of Treasurer must have a basic understanding of accounting practices to be elected to the Board of Trustees.
- E. Board members may serve no more than five (5) consecutive years on the Board of Trustees.
- F. Board members shall give sixty (60) calendar days' notice of resignation.
- G. Board members 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. Following the open and just meeting a vote of seven (7) members of the Board of Trustees will be required to remove the Trustee from office.
- H. A Board of Trustees member may also be removed from the Board of Trustees in a motion placed before the Congregation at a Special Congregational Meeting.

Section 5 **Vacancies on the Board of Trustees**

- A. In the event of a vacancy in the position of President, the President Elect shall automatically succeed to the position of President. The new President will serve out the remainder of any unexpired term of the previous President, and then serve a full fiscal year as President, as described in [Article XI Section 4 B](#). In this case there is no Past-President, and the Board of Trustees will request the Leadership Development Committee to fill the Past-President position.
- B. In the case of a vacancy in the position of President Elect, the Board of Trustees will request that the Leadership Development Committee select a qualified Member of the Congregation to stand for election to the position. The Board of Trustees must call a Special Congregational Meeting to elect the new President Elect within forty-five (45) calendar days of said vacancy.
- C. In the event that there is a vacancy of the President and President Elect, the Past President will temporarily resume the full duties of the President until such time that a new President and President Elect position is filled through a Special Congregational Meeting.
- D. In the case of a vacancy in the position of Secretary, Treasurer, Parliamentarian, **Foundational Trusteeor and Ministry Council Trustee**, the Board of Trustees shall request that the Leadership Development Committee select a qualified Member of the Congregation to fill the vacancy. The Board of Trustees will appoint the person selected by the Leadership Development Committee to serve the remainder of any unexpired term in the vacant position within forty-five (45) calendar days of said vacancy.

Section 6 **Duties of Each Trustees Position**

A. President

- 1. The President shall preside at all meetings of the Congregation and at all meetings of the Board of Trustees, and shall represent Northwoods on appropriate occasions.
- 2. The President must sign any deeds, mortgages, bonds, contracts, or other instruments approved by the Board of Trustees or the Congregation when appropriate, as expressed in these Bylaws.
- 3. The President shall be responsible for ensuring that an annual report is issued on behalf of the Board of Trustees which gives an account of the Board of Trustees activities for the fiscal year with recommendations for the future.
- 4. The President shall have ultimate responsibility to ensure that the Congregation operates within the letter and spirit of these Bylaws.
- 5. The President shall be responsible for ensuring that the Human Resources Committee is staffed and functioning properly. The President shall also ensure that the Human Resources Committee performs an annual review of all employees with the Minister (see HR Policy Procedure P069).

B. President Elect

- 1. The President Elect shall act as President of the Board of Trustees in the absence of, or at the request of, the President, at which time all powers and functions applicable to the President shall apply.
- 2. Acting on behalf of the Board of Trustees the President Elect shall be accountable for all official communication between and interaction with the UUA, UUA General Assembly, Southwest Conference, Houston Area Unitarian Universalist Churches, and other community faith organizations.

3. The President Elect shall inform the Congregation of all issues to be discussed at the annual Unitarian Universalist General Assembly.
4. The President Elect shall be responsible for ensuring that the Board of Trustees appoints Delegates to the UUA General Assembly.
5. The President Elect shall be responsible for long range planning.

C. Secretary

1. The Secretary shall record and preserve the minutes of all Board of Trustees meetings and all Congregational meetings. The Secretary is responsible for ensuring that copies of the minutes of these meetings are made available to the Congregation.
2. The Secretary shall be responsible for compiling all annual reports submitted at the Annual Congregational Meeting and ensure that the Congregation has access to these reports.
3. The Secretary shall ensure the Board of Trustees, the Committee on Ministry, and Congregational meeting notices are given in accordance with the provisions of these Bylaws and the Northwoods Policy and Procedure Manual-M040.
4. The Secretary shall be responsible for all official communications with the Congregation on behalf of the Board of Trustees. The Secretary shall ensure that all such communications comply with these Bylaws and the Northwoods Policy and Procedure Manual-M040.
5. The Secretary shall be responsible for ensuring that an archive is kept of all legal documents and all documents deemed historical in nature, including but not limited to contracts, insurance policies, the official minutes of the Board of Trustees meetings, minutes of all Congregational meetings, and all annual reports.
6. The Secretary shall be responsible for ensuring one (1) previous revision of the Bylaws be maintained for historical reference.

D. Treasurer

1. The Treasurer provides for the safekeeping of all money and financial instruments except money held by the Endowment Committee, as described in [Article VIII, Section 3 C](#).
2. The Treasurer works closely with the Church Administrator (staff position) in performance of financial activities. The Treasurer should refer to P068-Church Administrator Policy/Procedure, for duties and responsibilities concerning finance activities of the Church Administrator.
3. The amount of financial contributions to Northwoods, except for gifts to the Endowment Committee and those approved by the Member (see Policy and Procedure PO90), will be kept confidential, and the actual contribution amount will be limited to the Treasurer, Church Administrator, and any designee(s) approved by the Board of Trustees.
4. 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.
5. The Treasurer will receive quarterly and annual reports from the Endowment Committee, and ensure that the Endowment Funds are included in the financial reports presented to the Congregation and Board of Trustees.
- 6. The Treasurer, as chair of Finance Committee shall be responsible for ensuring that a proposed annual budget is prepared each year and presented to the Congregation at the Annual Congregational Meeting, See Article VIII Section 3**

E. Parliamentarian

1. The Parliamentarian shall be responsible for ensuring that all meetings of the Board of Trustees and the Congregational **Meetings** are conducted according to Robert's Rules of Order.
2. The Parliamentarian is responsible for understanding and implementing the Bylaws and Policy and Procedures during official meetings of the Church which are:
 - Board of Trustee Meetings
 - All Congregational Meetings
3. The Parliamentarian shall certify thirty (30) calendar days prior to any Congregational Meeting those Members of the Congregation who are qualified to vote at said meeting, as described in [Article VI, Section 1 E](#).
4. The Parliamentarian shall be responsible for the creation of a written ballot as described in these Bylaws in [Article VI Section 1 F](#).
5. The Parliamentarian shall be responsible for counting and reporting votes cast during any Congregational Meeting. The Parliamentarian may appoint a designee(s) to assist counting votes that are cast.
6. **The Parliamentarian shall be the keeper of the officially approved Bylaws, and the Northwoods Policies and Shared Ministries Procedure Manuals and other documentations as described in Article IX Section 3 H. The Parliamentarian will maintain current and accurate copies of these documents, and make them available to all Members of the Congregation.**
7. **The Parliamentarian is responsible to ensure that the BOT's Policies and Share Ministries Procedures Manuals are in accordance with these Bylaws. In addition, the Parliamentarian must ensure that any revisions to these church documents are in accordance with these Bylaws before Board of Trustees approval. All BOT Policies and Shared Procedures Manuals, specifically the Standing Committee processes must be reviewed and in compliance with these Bylaws.**

F. Ministry Council Trustee

1. **The Ministry Council Trustee acts as coordinator to the Shared Ministry Council.**
2. **The Ministry Council Trustee is responsible for the Church Calendar, in collaboration with the Shared Ministry Council Members, and Church Administrator.**

G. Foundational Trustee

1. **The Foundational Trustee ensures that all Committees of the Foundational Ministry not assigned to a specific Board of Trustee are fully staffed and functioning through the assignment of Board of Trustees Members.**
2. **The Foundational Trustee provides for a safe and secured facility**
3. **The Foundational Trustee ensures that the Endowment Committee is staffed and functioning properly.**

H. Past-President

1. The Past President acts as an advisor to the Board of Trustees and the Leadership Development Committee as needed.
2. **The Past President ensures that a Ministerial Review Task Force, appointed by the Board of Trustees, conducts an assessment of the tasks and duties of the minister**

ARTICLE XII**HEALTHY CONGREGATION COMMITTEE****Section 1 Description**

The Healthy Congregations Committee is charged with strengthening the congregation by acting to maintain its health on multiple levels. The Committee upholds the Mission and Vision statements of the Church. They work with standing committees and teams to improve church function.

Section 2 Duties & Responsibilities

1. Educates the congregation on the Covenant of Right Relations, and leads a process to update it when necessary.
2. Stewards the conflict resolution process.
3. Restores and promotes the health of church functions by applying their acquired wisdom and their knowledge of systems theory.
4. Promotes the health of the congregation as a whole, such as encouraging healthy relations.
5. The Healthy Congregation Committee reports to the Board of Trustees in a way that is directed by the BOT.

Section 3 Members and Terms How many members on this committee?

1. Committee members are members of Northwoods Unitarian Universalist Church, are recognized as wise statespersons within the congregation, and who may have had either a leadership position at any level in the congregation or had DBLE or leadership training. The BOT, Minister, and Congregation must have the flexibility to choose among the whole congregation for these positions.
2. The Committee Members are chosen: one member by the BOT, one member by the Minister and one member voted on by the Congregation.
3. Terms are a 3 year rotation with one member changing each year. Any member may serve a one year consecutive term after the first 3 years.

ARTICLE XIII**MINISTER**

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

Section 1 Calling a Settled Minister

- A. The Congregation may choose to offer a contract to an Interim Minister during the time the Congregation is searching for a Settled Minister.
- B. Neither the Settled Minister nor the Interim Minister is considered an employee of the Church.

Section 2 **Duties and Responsibilities**

- A. The Minister shall provide overall religious leadership and guidance in accordance with the established purposes of this Church, as described in [Article III](#).
- B. The Minister will be the supervisor of all Church employees. The Board of Trustees and the Minister will review this relationship from time to time.

Section 3 **Letter of Agreement**

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

Section 4 **Freedom of the Pulpit**

- A. Freedom of the pulpit means that in this Church the Minister has the right to free expression of his or her beliefs.
- B. The Minister shall have complete freedom to express publicly his or her personal opinions outside the pulpit.
- C. The Minister may speak for the Congregation on a specific issue or issues within the community if the Minister has approval from the Congregation to make a public policy statement, as described in [Article VI Section 4](#).

Section 5 **Qualifications**

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

Section 6 **Ending a Ministerial 'Call'**

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

ARTICLE XIV

EMPLOYEES OF THE CHURCH

- A. The Board of Trustees holds final authority concerning the hiring and termination of all Employees of the Congregation.
- B. The Board of Trustees is responsible for determining compensation and benefits for all Employees.
- C. The Board of Trustees must approve all contracts between Employees and the Congregation.
- D. All employees of the Church report directly to the Minister, in absences of the Minister, employees report to the President of the Board of Trustees.
- E. The Human Resource Chair is the primary interface with employees on any issues concerning Minister or Member relations, benefits, hiring, and or termination interviews.

ARTICLE XV

FISCAL YEAR & 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 of the Congregation's property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, or to any Unitarian Universalist affiliated organization, and the Board of Trustees of the Congregation shall perform all actions necessary to effectuate such conveyance.

ARTICLE XVII

AMENDMENTS

Section 1 Amendment of These Bylaws

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.

Section 2 Bylaw Maintenance

- A. The Board of Trustees shall perform a periodic review of these Bylaws every five (5) years (beginning 2017) to coincide with the review of the Northwoods Mission and Vision Statements to determine if changes are required.
- B. The Board of Trustees must appoint a Bylaws Revision Committee in [Article VIII Section 4](#). A to review any required amendments to these Bylaws.
 3. Any proposed changes to the Bylaws will be reviewed by the Board of Trustees and Congregation at Town Hall meetings at least three (3) months before a Special Congregational Meeting [Article VI section 3](#) called for a vote of approval by the Congregation.
 4. The committee exists only as required and should complete its work within one (1) year unless extended by the Board of Trustees.
 5. The Committee must consist of a minimum of three (3) members who are Members of the Congregation.
- C. All amendments approved by the Congregation will result in the old wording being replaced by the new wording within these Bylaws.
- D. One previous revision of the Bylaws is archived to compare changes made.
- E. When major changes are made to the Bylaws (i.e. organizational structure, title changes, voting rights, etc.), [Article XIX](#) will document a transitional process and timing for implementing changes.
- F. A revision history of these Bylaws is maintained at the beginning of the document in Revision History.

ARTICLE XVII**LEGAL PROVISIONS****Section 1 Interpretation**

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

Section 2 Protection of Non-Profit Status

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

Section 3 Insurance Coverage

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

ARTICLE XIX**TRANSITION PLAN**

These Bylaws, upon approval by the Congregation at a Special Congregational Meeting, will go into effect at the beginning of the next fiscal year July 2016, following that meeting. Some leadership changes are made through a congregational vote, others through appointment by the Board of Trustees or selection by the Minister.

A transition plan outlines all elected positions from the previous Bylaws to these Bylaws, requires several special Leadership changes that are described in a Leadership Development Transition Plan and approved by the BOT before the Annual meeting May, 2016.