

BIRMINGHAM UNITARIAN CHURCH

CONSTITUTION

This Constitution also constitutes the by-laws of the society. It was last revised March 13, 2022 and corrected April 29, 2022.

ARTICLE 1. NAME

The name of this religious society shall be the Birmingham Unitarian Church.

ARTICLE II. PURPOSE

The purpose of this society is to provide and maintain an environment for Unitarian Universalists and like-minded people to grow and prosper ethically, spiritually, intellectually, emotionally, and socially. Its purpose is also to encourage its members to contribute their time, talent, and resources to the betterment of the society and the world in which they live.

ARTICLE III. NON-DISCRIMINATION

This society affirms and promotes the full participation of persons in all of its activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals without regard to age, race, color, gender, class, ethnic background, national origin, physical challenge, affectional orientation, citizenship, economic or social status or creedal tests, except as required by law or otherwise provided in this constitution.

ARTICLE IV. MEMBERSHIP AND VOTING

1. The membership of the society shall consist of all members in good standing of the Birmingham Unitarian Church at

the time of the initial adoption of this constitution, April 9, 1962, and of any person sixteen years of age or older, or any BUC "Rites of Passage Experience" graduate, who expresses agreement with the purpose of the society by signing the membership book in the presence of the minister or a member of the Board of Trustees of the society. As has been implicit throughout the history of this society, these shall be the criteria for membership, which shall otherwise be open to all persons without regard to gender, age, race, color, class, ethnic background, national origin, physical challenge, affectional orientation, citizenship, economic or social status, or creedal tests. Members shall participate in the maintenance of the society by participating in the annual pledge drive or canvass and express through their annual written pledge of financial support their willingness to support the fiscal needs of the society as well as its spirit. A written pledge (or confidential statement to the minister of financial hardship) as part of the annual pledge drive or canvass shall be required to maintain voting membership under Article IV, section 4.

2. Withdrawal of membership may be made by written notice to the executive.
3. The executive may place on the list of inactive members any member who is voluntarily absent from the life of the society for a period of one year; or whose address cannot be found, or who has not been a contributor of record for a period of one year, as defined by the Board. The executive shall notify any person who is placed on the list of inactive members and whose address is known.

4. The Board may restore to active membership any inactive member qualified for active membership upon application of the inactive member. The Board's action shall be effective after 90 days from the date of the application.
5. The executive's lists of members, voting members, and inactive members shall be the official lists of the society for all purposes.
6. Absentee ballots shall be available only for those issues or matters that the Board approves as appropriate for an absentee ballot. The executive shall provide the form of statement of the issues or matters on the ballot with Board approval. Absentee ballots shall be available to any voting member of the society. The executive shall resolve any dispute under this subparagraph. The executive shall make absentee ballots available at least fourteen days before the meeting. In order for their ballots to be counted, voting members must sign, date, and return their absentee ballots in the time, place, and manner specified by the Board. If no time is provided, the default time shall be twelve o'clock P.M. on the day before the meeting, the place shall be the church, and the manner shall be by U.S. mail or email.

ARTICLE V. DENOMINATIONAL AFFILIATION

This society shall be a member of the Unitarian Universalist Association and of such affiliated regional and area organizations as the Board or the society may designate.

ARTICLE VI. WORSHIP SERVICES

Subject to the consent of the Board, the senior minister shall designate when and where public services for worship are to be conducted.

ARTICLE VII. BUSINESS MEETING

1. The Board shall designate the time and place for the annual meeting of the society.
2. The Board may call special meetings of the society and shall call special meetings upon written request of ten percent of the voting members, in which request the purpose of the meeting shall be fully stated.
3. Any meeting of the society may be held at or by any of the following: at the church, by videoconference, by teleconference, or by similar electronic means. Votes may be cast for matters on the agenda using paper ballots, electronic ballots capable of being reproduced in paper form, online voting, or by a combination of these methods at the option of the Board. Valid votes cast on a ballot that an eligible voter returns as instructed shall be counted even if the member does not attend the meeting. The executive shall resolve any dispute under this subparagraph.
4. Any action the society is required or permitted to take at an annual meeting or a special meeting, including the election of trustees, may be taken without a meeting, if a ballot is provided to each member eligible to vote. The Board shall set a date and time for receipt of the return ballot not less than 20 days or more than 90 days from the date the ballot was provided.
5. The right to vote at a meeting of the society is limited to those who have been members of the society for at least ninety (90) days before the meeting and who are not on the inactive list on the date of the meeting and have not been on the list during the preceding ninety (90) days.

6. The executive shall provide a current list of voting members thirty-five (35) days before the annual meeting or any special meeting of the society.
7. Notice of the time, place, and purpose of any meeting of the society shall be posted in the church and sent by U.S. mail, email, or electronic means at least twenty-eight (28) days before the date of the meeting. The method for sending notice shall be selected by the Board. However, the Board may call a special meeting of the society with shorter notice, but not fewer than three days except, in case of an emergency, by a unanimous vote of those Board members present.
8. The list of nominations prepared by the nominating committee for the annual meeting shall be posted in the church and sent by U.S. mail, email, or electronic means at least twenty-eight (28) days before the meeting. The method for sending the list shall be selected by the Board.
9. Any additional nominations signed by voting members of the society furnished to the committee in accordance with Article XI, Nominating Committee, must be submitted at least twenty-one (21) days before the meeting.
10. Ballots that include any additional nominations shall be posted in the church and sent by U.S. mail, email, or electronic means at least eighteen (18) days before the meeting.
11. In the event that any person nominated by the committee withdraws before the annual meeting or is otherwise unavailable to serve, the committee shall nominate a replacement. The name shall be posted in the church and

sent by U.S. mail, email, or electronic means at least seven (7) days before the annual meeting, or if this is not feasible, at the annual meeting itself.

12. Ten percent of the voting members of the society, or 50 voting members as defined in Article IV, whichever is the lesser, shall constitute a quorum. All questions except those taking a position on societal issues shall be decided by a majority vote of those voting members present and those who voted by absentee ballot, except as otherwise provided in this constitution. Positions on societal issues shall be decided by at least seventy-five percent (75%) of members present and voting by absentee ballot.

ARTICLE VIII. OFFICERS

1. The officers of the society shall be a president, vice president, secretary, and treasurer, who shall also act in the same positions as officers of the Board.
2. At the annual meeting of the society, the members shall elect the president, vice president, secretary, and treasurer for terms of one year each, beginning July 1st. The officers shall serve until their successors have been elected and the terms of their successors commence.
3. The president shall call regular meetings of the Board, preside at meetings of the society and of the Board, shall be a member ex-officio without voting rights of all committees except the nominating committee, and shall represent the society on all appropriate occasions.

4. The vice president shall serve in the absence of the president with the same powers and duties; and shall perform such other duties as the Board may prescribe.
5. The secretary shall keep accurate records of all meetings of the society and of the Board, shall maintain an electronic repository for Board minutes and other documentation, shall give proper notice of all meetings of the Board, and shall perform such other duties as the Board may prescribe.
6. The treasurer shall report to and advise the Board on the financial affairs and financial condition of the society at such times as the Board may direct; and shall perform such other duties as the Board may prescribe.

ARTICLE IX. BOARD OF TRUSTEES

1. There shall be a Board of Trustees of the society consisting of the president, vice president, secretary, treasurer, and five additional trustees.
2. The voting membership shall elect the non-officer trustees of the Board at the annual meeting of the society for terms beginning July 1st. These trustees must be voting members of the society. They shall serve until their respective successors have been elected and the terms of their successors commence. At the annual meeting, one or two trustees shall be elected for terms of three years each. Additional trustees shall be elected for terms of one or two years as required to fill vacancies and to ensure that at least one term expires each year.

3. The Board shall fill a vacancy in its own membership from the voting membership of the society, and a trustee so appointed shall serve until the next annual meeting or a special meeting called for the purpose of filling the vacancy.
4. No person shall serve as an elected member of the Board for more than six consecutive years.
5. The Board shall have control of the property of the society, its business affairs, and its administrative policies subject to the rights of the members of the society. The Board may delegate to the ministers, the treasurer, the executive, or any committee of the society any aspects of such control as it deems appropriate; but shall retain all responsibility for oversight, for maintaining prudent and ethical standards of behavior in all of the activities of the society; and shall conform itself to its governance policies.
6. The Board shall meet as needed, but at least nine (9) times a year, at a time and place that the president designates. The president may call special meetings of the Board at any time; and shall call such meetings upon the written request of three members of the Board via U.S. mail or email, in which the purpose of the meetings is fully stated.
7. Executive sessions of the Board may be called to review employment matters affecting the minister(s) and/or the executive, the purchase or sale of real property, litigation involving the society, and personnel matters.
8. All meetings of the Board are open to members of the society with the exception of executive sessions.

9. Five members of the Board shall constitute a quorum. All questions shall be decided by a majority vote of those present, except as otherwise provided in this constitution.
10. The society shall indemnify its present and past trustees and officers and any other person who has served at the request of the society as an agent or committee member in the same manner and to the full extent permitted under, and subject to the limitations of, the Michigan Nonprofit Corporation Act, as it may be in effect from time to time.

ARTICLE X. EXECUTIVE

1. The Board shall appoint an executive who shall serve at the discretion of the Board. The Board may remove the executive at any time with or without cause.
2. The executive shall have such charge of the property of the society, including its legal and financial records, its business affairs and administrative policies as the Board may direct.
3. The Board may appoint an interim executive with the same duties as the executive if the executive retires, has been removed, or is unable to serve.

ARTICLE XI. NOMINATING COMMITTEE

1. The purpose of the nominating committee is to identify and nominate persons annually for the positions of church trustee, president, vice president, secretary, treasurer, the stewardship committee, and the succeeding year's nominating committee members.

2. The committee shall consist of ten persons, each serving a two-year term. Each year at the annual meeting of the society, the voting members shall elect five persons from the candidates nominated.
3. Each year, the committee shall prepare a list of nominations for all the positions to be elected at the annual meeting of the society, including nine nominations for the five positions of the succeeding year's committee. Additional nominations signed by at least ten (10) voting members of the society may be furnished to the committee in accordance with the timelines required in Article VII, Business Meeting. No nominee shall be listed without the prior consent of the nominee.
4. The members of the committee shall elect the chair annually.
5. The Board shall fill vacancies on the committee from a list that the committee provides, giving preference to those persons nominated but not elected the previous year in the order of the number of votes received.

ARTICLE XII. PROGRAM COUNCIL

1. The purpose of the program council is to coordinate all programmatic functions of the society and to serve as volunteer staff to assist the executive.
2. The executive shall appoint the members of the council who shall serve at the pleasure of the executive.

ARTICLE XIII. MINISTER

1. The senior minister shall be in charge of the spiritual welfare of the society and its public worship services; and shall perform such other duties as are usual and customary.
2. When the election of a minister is needed, a ministerial search committee shall be formed that shall make a recommendation to the voting members. The committee shall consist of seven members, four elected by the voting members of the society at the annual meeting or at a special meeting of the society, and three elected by the Board. A voting member of the society may self-nominate for candidacy on this committee or another voting member may nominate the candidate, with the candidate's prior consent.
3. The election of a minister, or the affirmation of a minister's tenure, shall require a two-thirds vote of the voting members at a meeting of the society called for this purpose.
4. The tenure of a minister shall not be brought to a vote of the membership of the society during the first two years nor twice in the space of twelve months, except the Board by a two-thirds vote may bring the tenure of the minister to a vote at a meeting of the society at any time.
5. The Board shall determine the salary of the minister(s) and any allowances and other compensation.
6. In case of need, the Board may hire an "interim" or temporary minister whose tenure shall not exceed that specified in the Unitarian Universalist Association

guidelines then in effect, upon such terms as the Board may determine and without the necessity of confirmation at or prior reference to a meeting of the society.

7. In the event of the resignation of a minister or in the event that the tenure of a minister is questioned and not affirmed in a meeting of the society, the Board shall determine the appropriate terms of severance.
8. The senior minister shall be a non-voting member of the Board, the program council, and of all church committees except the nominating committee.
9. The minister(s) may bring to the attention of the Board, the program council, or a meeting of the society any matters that seem pertinent to the general welfare of the society and make such recommendations as seem proper. However, the final decisions in matters of policy not described elsewhere shall remain with the Board or a meeting of the society.

ARTICLE XIV. ENDOWMENT FUNDS

1. Endowment funds and a planned-giving committee shall be established for the purpose of helping to insure the future financial stability of the society and also to create another donor source of society funding. The sources of income for the funds shall be gifts, both current and deferred, and the appreciation and earnings on the funds. The Board may distribute to the endowment funds any bequests not designated for distribution to another fund.
2. The Board shall appoint the members of the committee whose function shall be to raise money for the funds and to

select a professional manager who shall direct the investment of the fund assets in accordance with the endowment investment policy of the Board. The funds shall maintain accounts separate from the other accounts of the society. The committee shall consist of five voting members of the society who shall have staggered five-year terms.

3. The committee shall keep detailed records and report not less than annually to the Board with detailed financial information and to the members of the society at the annual meeting.
4. Fund assets shall be invested to achieve the stated purpose of the funds consistent with the principles of Unitarian Universalism. Permissible investment categories and distribution amounts shall be set by the Board in an endowment investment policy statement.
5. The committee shall distribute to the society annually out of the balance of the General Endowment Fund and the Music Endowment Fund a percentage of their value as of December 31 of the prior year, as follows:
 - a. General Endowment Fund: 1% when year-end balance is \$0-\$100,000; 2% when year-end balance is \$100,001-\$250,000; 3% when year-end balance is \$250,001-\$500,000; 4% when year-end balance is \$500,001-\$1,000,000; 5% when year-end balance is >\$1,000,000.
 - b. Music Endowment Fund: 5% of the year-end balance.
6. The committee may distribute to the society annually out of the Memorial Glen Endowment Fund 5% percent of the

fund's balance as of December 31 of the prior year;
however,

- a. the distribution shall not reduce the fund below its balance as of January 1 of the prior year unless the amount in the fund exceeds the long term needs of the fund as determined by the Memorial Glen policies and the executive.
 - b. if past annual disbursements have not been requested or paid out, those past distributions may be added to the current year's disbursement.
7. The Board of Trustees by a 3/4 vote may increase these distributions to the society, but only out of the funds' current-year earnings and only for an emergency and not for current operating funds.
 8. Any action of the committee may be revised or reversed by the Board by a 3/4 vote, or by the voting members of the society by a 2/3 vote of those voting members present.

ARTICLE XV. FISCAL

1. The fiscal year of the society shall end June 30.
2. The Board shall cause an annual budget to be prepared and shall approve an annual budget in advance of each fiscal year.
3. The Board may arrange for an audit or financial review of the accounts of the society and the accounts of the organizations of the society.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the then-current *Robert's Rules of Order, Revised* shall govern the society where applicable and not inconsistent with the constitution or the special rules of order of this society.

ARTICLE XVII. AMENDMENTS

This constitution may be amended, suspended, or repealed at any meeting of the society by a two-thirds vote of the voting members present. Notice of any proposed changes shall be contained in the notice of the meeting.

ARTICLE XVIII. REVERSIONARY CLAUSE

In the event of the dissolution of the society, all outstanding debts shall be paid, and the remaining assets, both real and personal, including all property donated to the society on any date, shall become the property of the Unitarian Universalist Association, 24 Farnsworth Street, Boston, Massachusetts, or its successor, subject to all applicable laws.