

NORTHWEST UNITARIAN UNIVERSALIST CHURCH
SOUTHFIELD, MICHIGAN
CONSTITUTION AND BYLAWS

The Northwest Unitarian Universalist Church is an Ecclesiastical Corporation, under the laws of the State of Michigan. Articles of the Association were filed with the Michigan Corporation and Securities Commission on April 26, 1954, and were revised on June 22, 1972.

Articles I through III shall be the Constitution and the remaining Articles shall be the Bylaws of the Association.

Constitution

ARTICLE I – NAME

The name of this Association shall be the NORTHWEST UNITARIAN UNIVERSALIST CHURCH, located in the City of Southfield, Oakland County, Michigan.

ARTICLE II – AFFILIATION

The Association shall be a member of the Unitarian Universalist Association (UUA) and the Heartland Unitarian Universalist District.

ARTICLE III – PURPOSE

Northwest Unitarian Universalist Church (NWUU) is a religious community that comes together in the spirit of friendship, with acceptance and respect for diversity, with concern and comfort for each other, and to celebrate each other. NWUU promotes the Principles of the Unitarian Universalist Association in the free and responsible search for truth and meaning. NWUU provides a moral, ethical and spiritual environment for worshiping, teaching, learning, exploring ideas, and growing intellectually. Members of NWUU work for social justice through individual and collective deeds to make the world a better place.

Bylaws

The following Bylaws provide the essential framework for the operation of the Association. The Bylaws must be read together with the Rules of Procedures to achieve a complete understanding of the operation of the Association.

1 **ARTICLE IV – MEMBERSHIP**

2

3 SECTION A. MEMBERSHIP

4 Northwest Unitarian Universalist Church embraces all people, including those of every religious
5 background, ethnicity, color, gender, physical or mental challenge, affectional or sexual orientation, age,
6 class or national origin. Any person who is in sympathy with the purpose and program of this
7 Association may become a member by signing the Membership Book. To remain an active member, a
8 person must participate in the affairs of the Association, contribute services, and/or contribute funds.

9

10 SECTION B. PRIVILEGES

11 Any active member, 18 years or older, shall qualify to hold an elected office and to vote at any of the
12 Association meetings by being on the active membership rolls two (2) weeks prior to the meeting, as
13 certified by the Membership Governor.

14

15 SECTION C. STATUS

16 A member who has not participated, nor contributed services or funds, during the current or preceding
17 church years may be removed from the active membership roll as reported to the UUA, pending a
18 return to participation. Annually, the Finance Committee shall provide its recommendations to the
19 Membership Committee whether anyone should be removed from the active membership roll, so that
20 the Membership Committee can make a final determination.

21

22 **ARTICLE V – MEETINGS**

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24 Four types of meetings may be held at Northwest Unitarian Universalist Church, as outlined in Sections
25 A through D. The Rules of Procedures describe the purpose, scheduling, rules of procedure, and other
26 aspects of these meetings.

27

28 SECTION A. WORSHIP SERVICES

29 Public meetings for the purpose of worship shall be held according to a schedule adopted by the Board
30 of Governors at the beginning of each church year.

31

32 SECTION B. REGULAR CONGREGATIONAL MEETINGS

33 Three (3) regular meetings of the Association shall be held during each fiscal year, the first to elect
34 officers and receive reports, the second to adopt the annual budget, and the third to transact other
35 business that is brought before the Board.

36

37 SECTION C. SPECIAL CONGREGATIONAL MEETINGS

38 Special meetings of the Association shall be called by the Moderator at the direction of the Board of
39 Governors, or upon written request of fifteen percent (15%) or more of the Association members. The
40 purposes for which such a meeting may be called are outlined in the Rules of Procedure.

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1 SECTION D. EMERGENCY CONGREGATIONAL MEETING

2 The Board of Governors may call an Emergency Meeting of the Association, if necessary, by a unanimous
3 vote of the members of the Board participating in a Board meeting.

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5 **ARTICLE VI – OFFICERS**

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7 The officers of the Association shall be the Moderator, the Associate Moderator, the Clerk, and the
8 Finance Governor. Only members of the Association shall be eligible to be an elected officer.

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10 SECTION A. MODERATOR

11 The Moderator shall be the presiding officer of the Association, the Board of Governors, and the
12 Executive Committee, and as such, shall be the managing coordinator of all activities not otherwise
13 assigned.

- 14
15 1. The Moderator shall oversee the affairs of the Association.
16 2. The Moderator shall preside over Congregational, Board, and Executive Committee
17 meetings, following Robert’s Rules of Order (Revised) where applicable and not inconsistent
18 herewith.
19 3. The Moderator shall be an ex-officio member, without a vote, of all committees. The
20 Moderator may designate the Associate Moderator to assume this role for any or all
21 committees.

22
23 SECTION B. ASSOCIATE MODERATOR

24 The Associate Moderator shall assist the Moderator with his/her duties and responsibilities. The
25 Associate Moderator shall act in the temporary absence, illness, or inability of the Moderator to serve.

- 26
27 1. Should the office of Moderator become vacant for any cause, the Associate Moderator shall
28 assume the office.
29 2. The Associate Moderator shall serve as the chair of the Constitution and Bylaws Committee.
30 3. The Associate Moderator shall serve ex-officio, without a vote, on committees as designated
31 by the Moderator.

32
33 SECTION C. CLERK

34 The Clerk is responsible for maintaining accurate Association records.

- 35
36 1. The Clerk shall attend and be responsible for keeping accurate records of all Congregational,
37 Board, and Executive Committee meetings. The Clerk may take minutes at these meetings
38 or delegate the responsibility for this task.
39 2. The Clerk shall notify members of the Association of all meetings in accordance with Article I
40 of the Rules of Procedure.

1 SECTION D. FINANCE GOVERNOR

2 The Finance Governor shall be responsible for overseeing the financial affairs of the Association and
3 keeping the Board informed of the financial situation. More specifically, the Finance Governor is
4 responsible for the following:

- 5
- 6 1. Assembling a Committee consisting of, at minimum, a Treasurer, Pledge Secretary, and other
7 volunteer members.
- 8 2. Overseeing the preparation of the annual budget, which shall be subject to approval of the
9 congregation.
- 10 3. Overseeing all facets of fundraising, including but not limited to, the annual canvass, collection
11 of donations and other income, rentals, the service auction, and other fundraisers.
- 12 4. Managing the church's income and expenses. In this capacity, the Finance Governor shall be
13 responsible for paying duly authorized bills.
- 14 5. Managing payroll accounts, including but not limited to, submittal of W-2 and other forms
15 required by the IRS, and managing the cafeteria plan.
- 16 6. Overseeing the work of the Pledge Secretary, who shall be responsible for working with the
17 Treasurer to accomplish financial record keeping, reporting, and audits.
- 18 7. Working with the Board, develop and implement an appropriate investment and savings
19 strategy for the Church.
- 20 8. Evaluating the insurance needs of the Church and obtaining appropriate insurance.

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22 **ARTICLE VII – GOVERNING BOARD AND EXECUTIVE COMMITTEE**

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24 The affairs of the Association shall be administered by the Board of Governors and its Executive
25 Committee. The operations of the Board are outlined in the Rules of Procedure.

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27 SECTION A. MEMBERSHIP OF THE BOARD

- 28
- 29 1. The voting members of the Board of Governors (the 'Board') shall consist of the Moderator,
30 the Associate Moderator, the Clerk, and five (5) elected Governors who shall be elected to
31 oversee one of the following service areas: Finance, Physical Plant, Membership, Outreach,
32 and Worship & Lifespan.
- 33 2. The Recruitment Committee shall nominate members for the above positions, pursuant to
34 Article III(B) of the Rules of Procedure.
- 35 3. The Minister and Director of Religious Education shall serve on the Board of Governors, but
36 may not vote.
- 37 4. The immediate past Moderator shall serve as an advisor to the Board, without a vote, and
38 without an obligation to attend Board meetings.
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- 41

1 SECTION B. RESPONSIBILITIES OF THE BOARD

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- 3 1. General responsibilities of the Board include:
- 4 a. The Board shall be collectively responsible for managing and voting on the affairs of the
- 5 Association as a whole.
- 6 b. The Board shall be responsible for the formulation of internal policies and programs.
- 7 c. The Board shall be responsible for the business, legal, and financial affairs of the
- 8 Association.
- 9 d. The Board shall coordinate and oversee all matters related to the well-being of the
- 10 Association’s employees. This shall be accomplished in concert with the Personnel
- 11 Committee and according to the Personnel Policies Manual.
- 12 e. Overseeing physical changes and improvements in the church.
- 13 2. Responsibilities of the Board are outlined in the following chart for each service area.
- 14 Additional responsibilities of the Board are outlined in the Operational Guidelines, which
- 15 shall be appended to these Bylaws. The Operational Guidelines shall be developed to
- 16 promote the purposes, general welfare, and interests of the Association. The Operational
- 17 Guidelines and Service Areas/Committees shall be reviewed annually (or more frequently, if
- 18 deemed necessary) by the Board, amended if appropriate, and adopted by an affirmative
- 19 vote of a majority the Board.
- 20

Governor	Service Areas/Committees ^{1, 2}
Finance	Audit, Annual Pledge Program, Church Rental, Endowment, Capital Improvement Drives, Fundraising, Budgeting, Other Financial Matters, Recommending the appointment or dismissal of the Treasurer ³
Physical Plant	Interior & Exterior Maintenance and Improvements, Memorial Garden, Building Operations, Green Building Initiatives
Membership	Welcoming and Integration, Greeters, Coffee Hour, Website, Newsletter, Recruitment, Caring Committee, Internal Communications, Weddings, Volunteer Recruitment Committee, Adult Programs
Outreach	External Public Relations, Social Responsibility, Social Justice, Denominational Affairs, Web Site
Worship & Lifespan	Sunday Service, Religious Education, Adult Education, Committee on Ministry, Ushers, Worship Associates, Music, Sound System

21 ¹Committees may be combined at the Governor’s discretion.

22 ²Governors may serve on committees and may serve as committee chairpersons.

23 ³The Finance Committee shall be responsible for the recommending the appointment or dismissal of the Treasurer and Interim

24 Treasurer. The recommendation involving the Treasurer shall be subject to approval by the Board of Governors; the

25 recommendation involving the Interim Treasurer shall be subject to approval by the Executive Committee.

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1 SECTION C. EXECUTIVE COMMITTEE

2 The Executive Committee shall consist of the Moderator, the Associate Moderator, the Clerk, and the
3 Finance Governor. The Minister shall be a non-voting member of the Executive Committee. The
4 Executive Committee shall meet as necessary and shall be responsible for:

- 5
- 6 1. Working in cooperation with the Personnel Committee, selecting and managing the terms of
7 employment of all paid custodial and office employees.
 - 8 2. Appointing an auditor to report on the financial condition of the Association, generally at
9 the end of each fiscal year and any time the Treasurer’s office becomes vacant.
 - 10 3. Implementing any other responsibilities assigned to it by the Board.
 - 11 4. Keeping a record of its meetings and submitting a report at the next scheduled Board
12 meeting.
- 13

14 **ARTICLE VIII – ELECTIONS AND TERMS OF OFFICE**

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16 Specifications for election and terms of office are set forth in the Rules of Procedure.

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18 **ARTICLE IX – COMMITTEES OF THE ASSOCIATION**

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20 SECTION A. VOLUNTEER RECRUITMENT COMMITTEE

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22 The purpose of the Volunteer Recruitment Committee is to engage members and friends to participate
23 in the work of sustaining the Association. The Volunteer Recruitment Committee shall nominate
24 persons for Moderator, Associate Moderator, Clerk, other Board members, Endowment Fund members,
25 and the Volunteer Recruitment Committee, and any vacancies in such positions. The Volunteer
26 Recruitment Committee may, upon request from the Board or Board members, assist in the recruitment
27 of volunteers for committees and other Association activities. In making such nominations, the
28 Volunteer Recruitment Committee shall attempt to achieve broad representation of the membership.
29 Membership and operations of the Volunteer Recruitment Committee are described in the Rules of
30 Procedure.

31 SECTION B. ENDOWMENT FUND COMMITTEE

32 The purpose of the Endowment Fund Committee is to establish policy and wisely invest endowment
33 funds, promote giving to the fund, and approve disbursements from the fund. In carrying out their
34 duties, members of the Committee shall not be liable for any losses that may be incurred upon the
35 investment of assets of the Fund except to the extent those losses have been caused by bad faith or
36 gross negligence. No member shall be personally liable as long as he/she acts in good faith and with
37 ordinary prudence. No member shall be liable for acts or omissions of any other member. No member
38 shall act in any self dealing or transactions with the Fund in which the member has direct or indirect
39 financial interest and shall at all times refrain from any conduct in which his/her personal interests

1 would conflict with the interests of the Fund. Membership and operations of the Endowment Fund
2 Committee are described in the Rules of Procedure.

3 SECTION C. CONSTITUTION AND BYLAWS COMMITTEE
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5 The purpose of the Constitution and Bylaws Committee is to consider proposed amendments to the
6 Constitution or Bylaws proposed by the Board, a Committee, or by any member of the Association. It is
7 further the purpose of this Committee to determine whether an amendment should be presented to the
8 Congregation as proposed or with revisions, or if the amendment requires further consideration before
9 presentation to the Congregation. Membership and operations of the Constitution and Bylaws
10 Committee are described in the Rules of Procedure.

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12 SECTION D. COMMITTEE ON MINISTRY
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14 The purpose of the Committee on Ministry is to strengthen the quality of Ministry by serving as a
15 support group for the Minister and as communication channel between the Minister and the members
16 of the Association. Membership and operations of the Committee on Ministry are described in the
17 Rules of Procedure.

18
19 SECTION E. MEMORIAL GARDEN COMMITTEE
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21 The Memorial Garden Committee shall be responsible for overseeing the maintenance of records and
22 upkeep of the Memorial Garden. Membership and operation of the Memorial Garden Committee are
23 described in the Rules of Procedure.

24
25 SECTION F. PERSONNEL COMMITTEE
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27 The Personnel Committee shall address and coordinate all matters related to the well being of the
28 Church's employees. Membership and operations of the Personnel Committee are described in the
29 Rules of Procedure.

30 SECTION G. SPECIAL COMMITTEES
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32 The Board of Governors may establish special committees as necessary. The duties of such committees
33 shall be set forth by the Board of Governors within the terms of the Constitution and Bylaws, Rules of
34 Procedure, and Board Operational Guidelines.

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1 **ARTICLE X – FINANCIAL MANAGEMENT**

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3 SECTION A. FISCAL YEAR

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5 The fiscal year of the Association shall begin on July first of each year and end on June thirtieth of the
6 following year.

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8 SECTION B. TREASURER

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10 The Treasurer shall keep permanent records of all financial transactions, and shall account for all monies
11 of the Association, under the direction of the Finance Committee. Duties of the Treasurer are set forth
12 in the Rules of Procedure.

13

14 **ARTICLE XI – AMENDMENTS**

15

16 SECTION A. CONSTITUTION

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18 The Constitution may be amended by a sixty -six percent (66%) vote of the members of the Association
19 present at a Special Meeting. The notice of such a meeting shall state the proposed changes to be
20 considered.

21

22 SECTION B. BYLAWS

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24 The Bylaws may be amended by a majority vote of the members present at any meeting of the
25 Association. The notice of such meeting shall state the proposed changes to be considered.

26

27 **ARTICLE XII – DISSOLUTION**

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29 In the event of the dissolution of the congregation, all outstanding debts shall be paid and the remaining
30 assets, both real and personal, and including all property heretofore and hereinafter donated to said
31 congregation, shall become the property of the Unitarian Universalist Association, 25 Beacon St.,
32 Boston, Massachusetts, or its successor, subject to all applicable laws.

33

34 **ADOPTION.** These Constitution and Bylaws were adopted in their original form by the Congregation of
35 Northwest Unitarian Universalist Church on _____, 2011.

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37 **EFFECTIVE DATE.** These Constitution and Bylaws in their original form shall go into effect at the annual
38 congregational election meeting to be held in January 2012.

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41 May 17, 2011