

MERGING WATERS UNITARIAN UNIVERSALIST CONGREGATION BYLAWS

PREAMBLE

Merging Waters Unitarian Universalist Congregation
(Merging Waters UUC, the Congregation) is a nonprofit corporation
organized under Minn. Stat. § 317A.

1. PURPOSE

The purposes of this corporation are:

- a. To unite people, notwithstanding theological differences, in intellectual, moral and religious culture and humane work, and
- b. To support and develop individual freedom of belief, continuous search for truth, democratic human relations, and community, and
- c. To maintain a church, minister, regular religious services in furtherance of the above-listed purposes.

2. AFFILIATIONS

Merging Waters Unitarian Universalist Congregation is a member congregation of the Unitarian Universalist Association (UUA). Merging Waters UUC is also a member congregation of the Midamerica Region Unitarian Universalist Association.

3. NONDISCRIMINATION

The Congregation declares and affirms its special responsibility to promote the full participation of persons in all of its and their activities and in the full range of human endeavor without regard to racialized identity, ethnicity, gender expression, gender identity, sex, disability, affectional or sexual orientation, family and relationship structures, age, language, citizenship status, economic status, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

4. MEMBERS

Membership is open to all who support the congregation's purposes and values.

The Congregation recognizes three categories of membership:

- **Youth Membership:** Youth members must be under age 18 and meet youth membership requirements in one of two ways:
 - Youth members must have completed the Coming-of-Age program, or
 - Youth members must be recommended by the Minister and/or the Director of Religious Education as possessing the knowledge and maturity to be responsible members of the Congregation.
- **Regular Membership:** Regular members must be at least 18 years of age. Regular membership can be acquired by two methods:
 - A person who supports the mission of the Congregation may become a member by submitting a membership form that is then affirmed by a vote of the Board of Trustees, or
 - Youth members automatically become regular members at age 18.
- **Life Membership:** Life members must be at least 18 years of age. The Board may designate the title of Life Member to any member who has made a significant contribution to the life of the Congregation but is no longer able to attend Congregational functions because of age or other circumstance making participation difficult. Life members are exempt from making recordable financial contributions to the Congregation.

5. RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP

Merging Waters Unitarian Universalist Congregation members constitute the primary governing body of the Congregation. Only regular members have the exclusive right to all voting powers and other privileges assured by applicable state laws.

Members of the Congregation have the right to attend entire meetings of the Board of Trustees and the Executive Committee, except when the boards go into executive session. Members may participate in discussions, but they do not have the right to vote at those meetings.

Members have the right to express their opinions and beliefs in a respectful and constructive manner within the context of the Congregation's values and policies.

Members of the Congregation shall support the purposes of the Congregation. Regular and Youth members are expected to make a recordable contribution of service and money within their ability and means to the Congregation each fiscal year and to show continuing interest

in the Congregation by participation in its activities.

6. TERMINATION OF MEMBERSHIP

A member's name shall be removed from the Membership Roll in case of: (1) the member's death; (2) written request by the member.

The Board of Trustees and Minister will review the member rolls annually and may deem inactive and remove from the rolls any member who:

- a. No longer makes a recordable financial contribution to the Congregation, and
- b. No longer participates in congregation activities or shows continuing interest in the Congregation.

Annually, the Board of Trustees must notify any members deemed inactive, reminding them of their membership responsibilities and informing them of their membership termination. The member has 30 days to either meet the requirements for continued membership or request membership reinstatement before their name is removed from the membership rolls.

A member may be removed by a vote of 2/3 vote of the Board of Trustees if that member:

- a. exhibits obstructive, harmful, or destructive behaviors to other members, the minister, staff, guests, or the Congregation, or
- b. acts against the values, purposes, or interests of the Congregation.

7. ANNUAL MEETING OF MEMBERS

An annual meeting of the members shall be held each year. The place of the meeting shall be at the Congregation's main gathering place, or at a physical or virtual space fixed by the Board of Trustees. All annual meetings shall have the means for all members to attend, including from remote locations. The exact date and time of the meeting shall be fixed by the Board to be held no later than May 15 of each year. At this meeting, the members shall elect one trustee for each seat that is becoming vacant. Additional trustees may be elected for terms of one or two years if that is necessary to fill vacancies arising under Section. At the same meeting, the members may transact any other business that is within the authority of members of the Congregation.

8. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members of the Congregation may be called at any time by the President or by the Board of Trustees. If at least ten members of the Congregation petition the Board to call a special meeting, and, if the Board, at its next meeting, fails to call the requested meeting to be held within 60 days, then the petitioning members may themselves call and issue notice of the meeting. Special meetings shall be at the Congregation's main

gathering place, or at a physical or virtual space fixed by the Board or members calling the meeting. All meetings shall have the means for all members to attend, including from remote locations

9. NOTICE OF MEETINGS OF THE MEMBERS

Notice of a meeting must state the time and place of the meeting and be given to all persons entitled to attend it. Notice of a special meeting of members must also state the purpose of the meeting. A notice of any other kind of meeting need not state its purpose, except in the case of a dissolution vote (Section 33). Notice of an annual or special meeting of members must be given to all members at least 10 days and at most 30 days before the meeting.

A meeting notice need not be separate but may be included with, or be part of, any printed or electronic bulletin or other document published or issued by the Congregation. If more than one member resides in a household, one notice will be sufficient unless individuals request separate notification.

A member may request that their annual or special congregational meeting notice be delivered by U.S. Mail.

10. QUORUMS FOR MEETINGS OF THE CONGREGATION

At every annual or special meeting of the members, a quorum is twenty percent (20%) of the members, except as provided in Minister Duties... (Section 27), and Real Property (Section 29).

11. BOARD OF TRUSTEES

There shall be a Board of Trustees consisting of seven voting members of the Congregation. Trustees are elected by congregation members at the annual meeting. Each year, two trustees are elected for a two-year term, and one trustee is elected for a three-year term. The term of each trustee shall begin on July 1st of the year in which they are elected. Each term shall end on June 30th of the year in which their term expires.

The Board of Trustees shall manage the business and activities of the Congregation between meetings of the Congregation. The Board of Trustees shall establish a method for the selection of delegates and alternates to the national and regional UUA conferences. The Board of Trustees may not take any action that nullifies or is inconsistent with any action by the Congregation.

12. REMOVAL OF BOARD MEMBERS

If a board member is unable or unwilling to fulfill their duties, the others on the board can ask for the person's resignation from the board. If that board member refuses to resign, they may be removed by 2/3 vote of the other board members.

A board member may be removed by a vote of 2/3 vote of the other board members if that board member:

- a) exhibits obstructive, harmful, or destructive behaviors to other board members, members not on the board, the Congregation, the minister, staff, or guests, or
- b) acts against the values, purposes, or interests of the Congregation.

13. MEETINGS OF TRUSTEES

At least ten (10) meetings of the Board of Trustees shall be held per year. The day and hour of the meetings are fixed by the Board. Board meetings shall be approximately a month apart unless there is no meeting in a month. Board meetings shall be at the Congregation's main gathering place, or at a physical or virtual space fixed by the Board. All meetings shall have the means for all Congregation members to attend, including from remote locations.

14. SPECIAL MEETINGS OF THE BOARD OF TRUSTEES

Special meetings of the Board of Trustees may be called at any time by the President or any three trustees. Board meetings shall be at the Congregation's main gathering place, or at a physical or virtual space fixed by the Board. All meetings shall have the means for all Congregation members to attend, including from remote locations.

15. BOARD VOTES OUTSIDE OF MEETINGS

Whenever there is a vote by the Board of Trustees outside of a meeting, all of the trustees must be notified before the vote. Any action that could be taken at a meeting of the Board of Trustees may be taken instead by written action signed, or consented to by authenticated electronic communication by all of the trustees. There must be an affirmative vote of at least four trustees for an action to pass under this section. If all of the trustees are not available for the vote outside of a meeting, then all of the trustees shall be notified immediately of the text and effective date of the vote.

A trustee may consent to an action by affixing his or her signature on a document setting forth the action, or by electronic communication as defined in Minnesota Statutes § 317A.011, subd. 7a, as amended from time to time.

16. NOTICE OF MEETINGS OF THE BOARD OF TRUSTEES

Notice of an annual or special meeting of the Board must be given at least 3 days and at most 30 days before the meeting and will be sufficient and effective if and when mailed, telephoned, electronically communicated, or otherwise communicated to all the trustees. If the Board has properly fixed meetings to be held at the same day and time each month, no further notice of those meetings need be given.

17. QUORUM FOR BOARD MEETINGS

At every annual, monthly or special meeting of the Board of Trustees, a quorum is four trustees.

18. EXECUTIVE COMMITTEE

The Board of Trustees, from time to time, may appoint an Executive Committee composed of three trustees and may at any time limit or terminate its authority. This committee may act only in the intervals between meetings of the Board of Trustees. The Executive Committee may exercise all of the Board of Trustees' authority in the management of the Congregation's business, but may not take any action that nullifies or is inconsistent with any action by the Board of Trustees. All action by the Executive Committee shall be reported at the Board of Trustees' next meeting.

Executive Committee meetings shall be at the Congregation's main gathering place, or at a physical or virtual space fixed by the Executive Committee. All meetings shall have the means for all Congregation members to attend, including from remote locations.

19. QUORUM FOR EXECUTIVE COMMITTEE

All three members of the Executive Committee must be present in order for there to be a quorum.

20. OFFICERS

The officers of the Congregation are: president, vice president, secretary, and treasurer. The Board of Trustees may opt to elect co-presidents instead of a president and vice-president. They are all elected each year to serve terms of one year. They are elected by the Board of Trustees at its annual meeting which must be held no more than ten (10) days after normal trustee terms begin. Only members of the Congregation who are at least 18 years of age are eligible for these offices. Only trustees are eligible for election as president or vice-president. The secretary and treasurer need not be trustees. If not trustees, they, nevertheless, attend the meetings of the Board of Trustees, have the right of discussion, but may not vote in them.

Each officer has the powers and duties given from time to time by the Board of Trustees. Except as otherwise given, the holder of each office has all the general powers and duties that are normally incidental to such office, including the ones next shown:

- (a) the president presides at all meetings of the Board of Trustees, the Executive Board, and members, and oversees the work of the other officers and committees.
- (b) The vice-president assists the president and does the work of the president whenever the president is unable to do so.
- (c) The secretary makes, or supervises the making of minutes of all meetings for the Boards and members, and supervises the keeping of lists or records of the members.
- (d) The treasurer supervises the receipt, custody, deposit, investment and disbursement of all funds of the Congregation and the keeping of records of all such things.

21. REMOVAL OF OFFICERS

If an officer is unable or unwilling to fulfill their duties, members on the Board of Trustees can ask for the person's resignation as an officer. If that officer refuses to resign, that officer may be removed by 2/3 vote of the members of the Board of Trustees.

An officer may be removed by a vote of 2/3 vote of the Board of Trustees if that officer:

- a. exhibits obstructive, harmful, or destructive behaviors to members of the Board of Trustees, members of the Executive Committee, members not on the boards, the Congregation, the minister, staff, guests, or
- b. acts against the values, purposes, or interests of the Congregation.

22. VACANCIES

If an officer vacancy occurs, the Board of Trustees may elect a replacement. A replacement officer who is so elected fills the unexpired term. If a trustee vacancy occurs, the Board may elect a replacement. A replacement trustee who is so elected serves only until the next annual meeting of members. At that time, if the former trustee's term has not expired, the Congregation members will elect a trustee to fill it.

23. PROXIES AND ELECTIONS

No member or trustee may vote by proxy. In elections of trustees and officers, each voter may cast only one vote for one candidate for each position to be filled. Cumulative voting is prohibited. If the number of candidates does not exceed the number to be elected, they may be elected by adoption of a motion or resolution declaring them elected. In other cases, the election is by ballot.

24. LEADERSHIP DEVELOPMENT COMMITTEE (LDC)

A Leadership Development Committee of three to five people shall be elected by the membership at the annual meeting. The committee is directly responsible to the membership. The committee shall elect its own chair. Only adult members of the Congregation are eligible for election to the Leadership Development Committee. In the event that a vacancy on the Leadership Development Committee leaves the committee without the minimum number of members, the Board of Trustees may fill the vacancy.

The LDC shall provide a slate of candidates for expiring terms or vacancies on the Board of Trustees to the membership with the notice of the annual meeting that meets the requirements of the notice as cited in Section 9.

Nominations for trustees may also be made from the floor at the annual meeting.

25. OTHER COMMITTEES

The Board appoints and prescribes the duties, composition, manner of selection, and duration of any other committees; and it confers upon them any authority that is not required by law to be exercised by the Board, officers, or voting Congregation members. Each period of twelve (12) months beginning July 1 is a committee year. Unless otherwise specified by the Board, a committee serves only until the end of the committee year in which it is appointed.

26. PARLIAMENTARY PROCEDURE

The current edition of Robert's Rules of Order, Newly Revised shall be the authority on procedural rules.

27. MINISTER SELECTION, DUTIES, AND REMOVAL

The minister shall be called upon recommendation of the Ministerial Search Committee by a four-fifths (4/5) majority of qualified members of the congregation present at any meeting legally called for the purpose. The quorum for such meeting is to be constituted by forty percent (40%) of the voting members rather than the twenty percent (20%) quorum called for in Section 8 for regular or special meetings.

The minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to congregation members. The minister shall have freedom of the pulpit. The minister shall also have the freedom to express their opinions outside the pulpit, but not to represent the church without authorization from the Board or the membership. The

minister shall be an ex officio, non-voting member of the Board of Trustees and all committees and task forces. The minister, in consultation with the Personnel Committee and the Board, is responsible for hiring and discharging staff. Compensation for staff is determined by the minister pending final budget approval by a congregational vote. The Minister conducts annual staff evaluations. Other specific duties shall be negotiated between the minister and the board in a Letter of Agreement.

The minister may be dismissed by a majority vote of qualified members of the congregation present at any meeting legally called for the purpose. The quorum for such meeting is to be constituted by forty percent (40%) of the voting members rather than the twenty percent (20%) quorum called for in Section 8 for regular or special meetings.

28. FISCAL YEAR

The fiscal year begins July 1.

29. REAL PROPERTY

No member shall have any rights in or to any property of the Congregation at any time.

The main meeting place of the Congregation shall not be purchased, sold, conveyed, encumbered or subjected to any lien; and no church building shall be erected by this Congregation unless such purchase, sale, conveyance, encumbrance, or building shall first be authorized by a vote of two-thirds (2/3) of the Board of Trustees and three-fourths (3/4) majority of qualified voting members of the congregation in attendance at a meeting legally called for this purpose. The quorum for such meeting is to be constituted by forty percent (40%) of the voting members rather than the twenty percent (20%) quorum called for in Section 8 for regular or special meetings. Any other real estate and real property purchased, sold, conveyed, encumbered, or subjected to any lien must be authorized by a majority vote of the Board of Trustees.

30. BONDS

The Board may require indemnity bonds for the faithful performance of duties by any one or more of the officers or employees who are authorized to handle or keep funds or records.

31. SEAL

The corporate seal comprises the words "Corporate Seal" encircled by the Congregation's name.

32. SIGNATURES

Checks, contracts and other instruments may be signed in the Congregation's name by any person or persons who are currently authorized by the Board to do so.

33. DISSOLUTION

In accordance with Minnesota Statute 317A as amended, the Board of Trustees may adopt a resolution proposing dissolution of the corporation. The resolution must include a plan of dissolution that states to whom the assets owned or held by the corporation will be distributed after creditors are paid. An affirmative vote of a majority of all of the board members is required.

The resolution and plan of dissolution must then be submitted to the members. Written notice must be given to each member with voting rights within the time and in the manner provided in these bylaws with one exception. Whether the meeting is a regular or a special meeting, the notice must state that a purpose of the meeting is to consider dissolving the corporation. The quorum for such meeting is to be constituted by fifty percent (50%) of the voting members rather than the twenty percent (20%) quorum called for in Section 10 for regular or special meetings. Dissolution is authorized by a vote of three-fourths (3/4) majority of qualified voting members of the congregation in attendance at a meeting legally called for this purpose. If the proposed dissolution is approved by the members with voting rights, the dissolution must be started.

34. FINAL DISTRIBUTION OF ASSETS

Upon dissolution of the Congregation, all of its assets shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor.

35. AMENDMENTS

These Bylaws or the Articles of Incorporation may be amended in accordance with applicable state laws in the following manner: (a) The Board adopts a resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. (b) Notice of such meeting, stating its purpose, is given to all members. (c) At such meeting, the amendment is adopted by a majority vote of those voting.

If an amendment of the Articles of Incorporation is adopted, articles of amendment are executed by the President and Secretary or other eligible officers and are filed with the Secretary of State and recorded by the Register of Deeds in the manner required by the Act.