

BIRMINGHAM UNITARIAN CHURCH

CONSTITUTION

(This Constitution also constitutes the By-Laws of the Society)

ARTICLE I. 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. And to encourage members to contribute their time, talent and resources to the betterment of the society and world in which they live.

ARTICLE III. NON DISCRIMINATION

This congregation affirms and promotes the full participation of persons in all of the church's activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals; without regard to race, color, gender, physical challenge, affectional orientation, age, class, or national origin.

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 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 trustee of the society. As has been implicit throughout the history of this church, these shall be the only criteria for membership, which shall otherwise be open to all persons without regard to gender, race, ethnic background, physical challenge, affectional orientation, citizenship, economic or social status, or creedal tests.
2. Withdrawal of membership may be made by written notice to the secretary.
3. The right to vote at a meeting of the society is limited to those who have been members of the society for at least 90 days immediately preceding the meeting and who are neither at the date of the meeting nor have been during the preceding 90 days on the inactive list.
4. A member who is voluntarily absent from the life of the society for a period of one year, or is known to have established permanent residence outside of the area served by the church, or whose address cannot be found by the secretary, may be placed on

the list of inactive members by the Board of Trustees. The Board of Trustees may also place on the inactive member list, persons who have not been contributors of record for a period of one year, as defined by the Board. Any person whose address is known and is placed on the list of inactive members shall be notified by the secretary.

5. Members on the inactive list may be restored to active membership by the Board of Trustees upon application of the inactive member, if qualified for active status, and shall be effective after 90 days from the date of application.
6. The secretary's list of members, voting members, and inactive members shall be official lists for all purposes.
7. The secretary shall provide a current list of voting members thirty days prior to the annual meeting or special meeting of the society. The secretary also shall provide ballots for election of officers and trustees, Leadership Development Committee members, and for constitutional amendment votes.
8. Absentee ballots shall be available only for those issues or matters which are approved by the Board of Trustees as appropriate for an absentee ballot. The form of statement of the issues or matter on the ballot shall be provided by the secretary. Absentee ballots shall be available only to voting members of the society who are unable to be present at the meeting because of illness, disability, or because they have to be out of the area served by the church on the date of the meeting. Any dispute under this subparagraph shall be resolved by the secretary. Absentee ballots shall be available from the secretary not less than fourteen days prior to the meeting and must be dated and signed by the voting member and received back by the secretary by twelve o'clock P.M. (noon) on the day of the meeting.

ARTICLE V. DENOMINATIONAL AFFILIATION

This society shall be a member of the Unitarian Universalist Association, and of such affiliated regional and area organizations as may be designated by the Board of Trustees or by the voting members of the society.

ARTICLE VI. WORSHIP SERVICES

Subject to the rights of the Board of Trustees in Article IX, public services for worship shall be conducted at such times and places as may be designated by the senior minister, subject to the consent of the Board of Trustees.

ARTICLE VII. BUSINESS MEETING

1. The annual meeting of the society shall be held each year at a time and place designated by the Board of Trustees.

2. Special meetings of the society may be called by the Board of Trustees and shall be called by it upon written request of ten percent of the voting members of the society, in which request the purpose of the meeting shall be fully stated.
3. Any business may be brought before the annual meeting for consideration, except the hiring or the tenure of the minister(s). The business considered at a special meeting shall be limited to that stated in the notice of the meeting.
4. Notice of the time, place, and purpose of any meeting of the society shall be posted in the church on two successive Sundays, the first at least two weeks prior to the date of the meeting, and in addition, notice shall be mailed to all voting members two weeks in advance of the meeting. However, the Board of Trustees may call a special meeting of the society with shorter notice, but not less than three days in case of emergency, by a unanimous vote of those trustees present.
5. 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 shall be decided by a majority vote of those voting members present and those having voted by absentee ballot, except as otherwise provided in this constitution.

ARTICLE VIII. OFFICERS

1. The officers of the society shall be a president, a vice president, secretary, and treasurer, who shall also act in the same positions as officers of the Board of Trustees.
2. The president, vice president, secretary, and treasurer shall be elected from and by the voting membership at the annual meeting of the society for terms of one year each, beginning January 1st and serving until their successors have been elected and qualified
3. The president shall call regular meetings of the Board of Trustees; shall preside at meetings of the society and the Board of Trustees; shall be a member ex-officio of all committees except the Leadership Development 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 may be prescribed.
5. The secretary shall keep accurate records of all meetings of the society and the Board of Trustees; shall notify all officers, and trustees of their election or appointment; shall give proper notice of all meetings; shall be responsible for the custody of all required legal records except books of account; shall assure the maintenance of accurate lists of members, voting members, and inactive members; and shall perform such other duties as may be customary or prescribed by the Board of Trustees.

6. The treasurer shall have custody and charge of the general funds and any special funds of the society that may be designated by the Board of Trustees; shall maintain accurate books of the account; shall report on the financial affairs and condition of the society at such times as the Board of Trustees may direct; and shall perform such other duties as may be customary or prescribed by the Board of Trustees

ARTICLE IX. BOARD OF TRUSTEES

1. There shall be a Board of Trustees consisting of the president, vice president, secretary, treasurer, and five additional trustees.
2. Non-officer trustees shall be elected from and by the voting membership at the annual meeting of the society for terms beginning January 1st and serving until their respective successors have been elected and qualified. At each 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 of Trustees shall fill vacancies in its own membership from among the voting membership of the society, and persons 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 of Trustees for more than six consecutive years.
5. The Board of Trustees, subject to the rights of the membership of the society, shall have control of the property of the society, its business affairs, and its administrative policy. The Board of Trustees may delegate to the ministers, the treasurer, the executive director, or any committee of the society any aspects of such control as it deems appropriate, but shall retain all responsibility for oversight and for maintaining prudent and ethical standards of behavior in all of the activities of the church.
6. The Board of Trustees shall meet at least 8 times a year, as needed, at a time and place designated by the president. Special meetings of the Board of Trustees may be called at any time by the president, and shall be called by the president upon the written request of three members of the board in which the purpose of the meeting is fully stated.
7. Executive sessions of the Board of Trustees may be called to review employment matters affecting the minister(s) and/or the executive director.
8. Five members of the Board of Trustees shall constitute a quorum. All questions shall be decided by a majority vote of those present except as otherwise provided in this constitution.

9. The society shall indemnify its present and past trustees and officers and each 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 DIRECTOR

1. An executive director may be appointed and serve at the discretion of the Board of Trustees. The executive director may be removed by the Board of Trustees at any time with or without cause.
2. The executive director shall have such charge of the property of the society and its business affairs and administrative policy as directed by the Board of Trustees.

ARTICLE XI. LEADERSHIP DEVELOPMENT COMMITTEE

1. The purpose of the committee is to annually identify and nominate persons for the positions of church trustees, president, vice president, secretary, treasurer, and the succeeding year's committee and program council.
2. The committee shall consist of ten persons, each serving a two-year term. The voting membership shall, each year at the annual meeting of the church, elect five persons from the candidates nominated.
3. The committee each year shall prepare a list of nominations for all of the positions to be elected at the annual meeting of the church, including nine nominations for the five positions of the next succeeding year's committee. Additional nominations signed by at least five voting members of the church may be furnished to the committee not less than fourteen days before the meeting. The list prepared by the committee shall be posted in the church on the three Sundays before the annual meeting, and additional nominations by members shall be posted in the church on the two Sundays before the meeting. No nominee shall be listed without his or her prior consent.
4. In the event that any nominee presented by the committee before the annual meeting withdraws or is otherwise unavailable to serve, the committee shall nominate a replacement by posting his or her name in the church at least one Sunday before the annual meeting, or if this is not feasible, at the annual meeting itself.
5. The chair of the committee shall be elected annually by its members.
6. Vacancies on the committee shall be filled by the trustees from a list provided by the committee if available, giving preference to those persons nominated but not elected from 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 church and to serve as volunteer staff to assist the minister(s).
2. The Program Council shall consist of one representative for each programmatic area of the society, the minister(s) and staff as requested by the minister(s).
3. Members of the Program Council shall be elected from and by the voting membership of the society at the annual meeting for terms beginning January 1 and shall serve until successors have been elected. Annually, one-half of the members shall be selected for a term of two years. Additional representatives shall be selected by the Leadership Development Committee to fill any vacancies.
4. Vacancies on the Program Council shall be filled from among the members of the society.
5. The Program Council shall meet, as needed, at least eight times a year at a time and place determined by its members. The meetings shall be chaired by the minister(s) or the minister(s) designee. Special meetings may be called at any time by the minister(s) or shall be called upon written request of three members of the Program Council in which the purpose of such a meeting is fully stated.
6. A secretary shall be appointed annually from the membership of the society to record the proceedings of the Program Council and to keep records of the Council meetings. Such records will be made available to the Board of Trustees and any interested members of the society.

ARTICLE XVIII. 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 or as may be prescribed by the Board of Trustees.
2. Recommendation for a new minister shall be made by a seven-member ministerial search committee, four members to be elected by the congregation at the Annual Meeting or at a special meeting of the society, three members to be appointed by the Board. Candidates for this committee will be nominated by self or by another voting member, with the candidate's prior consent. The hiring of a minister, or the affirmation of the minister's tenure, shall require a two-thirds vote of the voting members at a meeting of the society called for this purpose. The tenure of a minister shall not be called to question during the first two years, nor twice in the space of twelve months except in a meeting of the society called by a two-thirds vote of the Board of Trustees.

3. The salary of the minister(s), and any allowances and other compensation, shall be recommended by the Board of Trustees and approved by a majority of voting members at a meeting of the society.
4. In case of need, the Board of Trustees 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 of Trustees may determine, and without the necessity of confirmation or prior reference to a meeting of the society.
5. In the event of the resignation of a minister, or in the event that his/her tenure is questioned but not affirmed in a meeting of the society, the Board of Trustees shall determine the appropriate terms of severance.
6. The senior minister shall be an ex-officio non-voting member, of the Board of Trustees, the All Church Council, and of all church committees except the Leadership Development Committees.
7. The minister(s) may bring to the attention of the Board of Trustees, the Program Council or of a meeting of the society, any matters which seem pertinent to the general welfare of the society, and make such recommendations as seem proper; but the final decision in matters of policy not described elsewhere shall remain with the Board of Trustees or a meeting of the society.

ARTICLE XIV. FISCAL

1. The fiscal year of the society shall end December 31.
2. The Board of Trustees shall cause an annual budget to be prepared in advance of each fiscal year.
3. The Board of Trustees may arrange for an audit of the society's accounts and the accounts of church organizations, such audits to be within ninety days of the close of the fiscal year. The auditors may be appointed from the voting members of the society.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the then current *Robert's Rules of Order, Revised*, shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the constitution or the special rules of order of this society.

ARTICLE XVI. AMENDMENTS

This constitution may be amended 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 XVII. ENDOWMENT FUND

1. An Endowment Fund and an Endowment Committee shall be established for the purpose of helping to insure the future financial stability of the Birmingham Unitarian Church and also to create another donor source of church funding. The source of income for the fund shall be from gifts, both current and deferred, and the appreciation and earnings on the fund. Bequests not otherwise designated will be presumed to have been made to the endowment fund.
2. The Board shall appoint an Endowment Committee whose function shall be to raise money for the fund and to manage the investment of the fund assets. The fund shall maintain an account which is separate from the church's other accounts. The committee, which shall consist of five members with staggered five-year terms, shall keep detailed records and report not less often than quarterly to the Board with detailed financial information and to the members of the church at the Annual Meeting.
3. Fund assets shall be invested to achieve the stated purpose of the fund consistent with the principles of Unitarian Universalism. Permissible investment categories shall be set by the Board in the Endowment Investment Policy Statement. The fund shall distribute annually out of its earnings a percentage of its value, as of December 31 of the prior year, to the church as follows:
 - (a) General Endowment Fund: 1% when year-end balance is \$0-\$100,000; 2% when year-end balance is \$100,000-\$250,000; 3% when year-end balance is \$250,000-\$500,000; 4% when year-end balance is \$500,000-\$1,000,000; 5% when year-end balance is >\$1,000,000.
 - (b) Music Endowment Fund: 5% of the year-end balance.
 - (c) Memorial Glen Endowment: 5% of the year-end balance; however, if past annual disbursements have not been requested or paid out, those past distributions may be added to the current year's disbursement.

The Board of Trustees by a 3/4 vote may increase these distributions to the church, but only out of the fund's current-year earnings and only for an emergency and not for current operating funds.

4. 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 church by a 2/3 vote of those voting members present.

ARTICLE XIII. REVERSIONARY CLAUSE

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