

**BYLAWS OF UNITARIAN UNIVERSALIST METRO ATLANTA NORTH  
CONGREGATION, INC.**

**A/K/A UUMAN**

(A Georgia Nonprofit Corporation)

**ARTICLE I – FORM AND PRINCIPAL STRUCTURE**

1. Unitarian Universalist Metro Atlanta North Congregation, Inc. (“UUMAN” or “the Congregation”) shall be a congregational church, affiliated with the Unitarian Universalist Association. As such, all power to act, unless otherwise specifically delegated in these Bylaws and UUMAN’s Articles of Incorporation, shall reside with the Congregation’s Membership when duly gathered in accordance with these Bylaws.

**ARTICLE II - MEMBERS**

1. Qualifications, Categories and Rights of Membership. All are welcome to attend services, but membership has its obligations and responsibilities. Membership means a commitment of one’s time, talent and resources to the growth and development of the UUMAN Congregation.

- 1.1. Qualifications of Membership. Any person attaining the age of sixteen (16) of any creed, faith, national origin, race, color, gender, or sexual or affectional orientation who subscribes to the purposes and principles of the Congregation, commits to uphold UUMAN’s Mission Statement and Relationship Covenant, participates in UUMAN’s activities, and attends services may become a member of UUMAN.

- 1.2. Categories and Rights of Membership.

- 1.2.1. Full Member. A Unitarian Universalist who is active in Congregational life, has signed the Membership Book, and signifies a generous financial commitment to the Congregation by making and honoring a financial pledge for the current fiscal year, shall be a Full Member of the Congregation forty-five (45) days after doing so (i.e., both signing and pledging). All Full Members shall have the same rights and privileges. Each Full Member shall have one (1) vote on all matters that come before the Congregation’s membership for a vote. Those Full Members who have attained the age of eighteen (18) shall have the right to hold office. Full Membership in the Congregation is not transferable.

- 1.2.1.1. Financial Pledge Revision. A Full Member is free to revise his/her financial pledge card as circumstances warrant upon written notification to and affirmation from the Finance Committee.

- 1.2.2. Associate. A person who wishes to participate in Congregational activities, makes a full financial commitment but has not signed the Membership Book. An Associate is not included in membership figures reported to the Unitarian Universalist Association (“UUA”), and can neither vote nor hold office.

- 1.2.3. Emeritus Member. A formerly active Full Member who can no longer participate in the Congregation's activities and/or support it financially, but who desires to retain membership identity with UUMAN may request that the Board recognize him/her as an Emeritus Member. Emeritus Members are not included in membership figures reported to the UUA and can neither vote nor hold office.
  - 1.3. Inspection of Records. All Members have the right to inspect UUMAN's books, records and documents of any kind, except employees' personnel files, and member pledge/contribution information, and this right shall extend to all matters stated in the Minutes of the Board of Trustees except those matters pertaining to personnel, or which would otherwise violate any rights to privacy as established by the United States Constitution or any other laws.
  - 1.4. Actions Requiring a Vote of Full Members. The following actions shall require a vote of the Full Members: (a) any change to the Mission Statement, (b) election (except to fill a vacancy) and removal of Trustees (except for removal of a Trustee for cause by the Board of Trustees), (c) calling and dismissal of Ministers, (d) creating and/or increasing mortgage debt, (e) amendment of the UUMAN Article of Incorporation or Bylaws, (f) approval of principal terms of a merger of the Congregation, or amendment of principal terms thereof, (g) sale or transfer of substantially all the assets of the Congregation, (h) dissolution of the Congregation, and (h) any other actions requiring a vote of the Full Members pursuant to the Georgia Nonprofit Corporations Act.
2. Resignation of Membership.
  - 2.1. Voluntary Resignation. A member may voluntarily resign his/her membership at any time by submitting a written, voluntary notice of resignation to the Secretary of the UUMAN Board of Trustees. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer.
  - 2.2. Involuntary Resignation. Any person who fails to participate in the Congregation's life as a Full Member, other than for reasons of illness or other incapacity, for a period of one (1) year shall be dropped from the roll after written notification thereof to the Member's last known address listed in the Congregation records. The decision of whether or not a person shall be dropped from the rolls shall reside with the Board of Trustees with the advice of the Program Council.
3. Removal from Membership. Any membership may be terminated for cause, according to written policy, by unanimous vote of the entire Board of Trustees, provided the Member is given timely written notice of the charges by statutory overnight delivery sent to the last address of the Member as listed in the Congregation's records. Such notice must be sent not less than fifteen (15) days prior to the removal and the proposed action. The Member must be afforded an opportunity to be heard thereon not less than five (5) days prior to the Board of Trustees vote on the termination of membership. The rights, privileges and interests of any member of the Congregation shall cease upon removal.

3.1. Grounds for Removal.

3.1.1. Intentional and continued violation of UUMAN's Mission Statement and/or Relationship Covenant.

3.1.2. Any Full Member who has not honored his/her financial pledge of record for the current fiscal year nor made an identifiable financial contribution shall be removed from the Full Membership roll. Financial pledge revision is provided for in 1.2.1.1 of this Article.

3.1.3. Death or loss of contract.

**ARTICLE III – CONGREGATIONAL MEETINGS**

1. Semi-Annual Meetings. UUMAN shall hold two (2) Congregational business meetings in November and May of each year or at such other time as may be fixed by the Board of Trustees, provided that notice of such meeting be provided in accordance with Article III, Section 1.3 below. The purposes of the semi-annual meetings are to elect Trustees, and a Committee on Ministry representative, receive reports from the Board and Program Council, including financial reports, and to transact such other business as may come before the meeting. Failure to hold the semi-annual meetings at the designated place and/or time shall not work a forfeiture or dissolution of the Congregation.
2. Special Meetings. Special meetings of the Congregation may be called by the President, Secretary, or by written demand signed and dated by ten (10) percent of the Full Members upon delivery to the Congregation's Secretary describing the purposes for calling the meeting. The record date for determining Full Members shall be the date the first Full Member signs the demand.
3. Place and Time of Meeting. The Board of Trustees may designate any place and time within the State of Georgia as the place and time of meeting for any semi-annual or special meeting.
4. Notice of Meeting. Written or printed notice stating the place, date and hour of any meeting and the purpose or purposes for which such meeting is called, including any proposed amendments to the Articles of Incorporation, shall be given to each Full Member not less than fourteen (14) days nor more than thirty (30) calendar days before the date of the meeting (unless a different time is prescribed by statute) either personally or by mail by or at the direction of the President, Secretary or other officer or persons calling the meeting. If mailed, such notice shall be deemed to be provided when deposited in the United States mail, addressed to the Member at the member's address, as listed in the Congregation's records, with first-class postage prepaid. For emails, such notice shall be deemed delivered upon receipt of confirmation of the transmission. For Special Meetings, called by demand of ten percent (10%) of the Full Members, notice of such meeting must be given to each Full Member not more than thirty (30) days after the date of the demand. For all Special Meetings, only those matters that are within the purposes described in the notice may be conducted.
5. Waiver of Notice. A member may waive any notice before or after the date and time stated in the notice. The waiver must be in writing or by Electronic Transmission (See Article XIV),

signed by the member entitled to the notice, and delivered to the President or Secretary for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

6. Conduct of Meeting and Voting.

6.1. Record Date. For the purposes of identifying Full Members entitled to notice of any meeting of the members or any adjournment thereof, or in order to make a determination of the members for any other proper purpose, the Board of Trustees shall fix in advance a date as the record date for any such determination of members, such date in any case to be not less than fourteen (14) and not more than thirty (30) days prior to the date on which the particular action requiring such determination of Full Members is to be taken. If the Board of Trustees fixes no record date, the date on which the notice of the meeting is mailed shall be the record date for determination of Full Members.

6.2. Membership List. A membership list shall be kept by the Congregation and updated from time to time. The membership list shall be categorized by the Membership categories identified in Article II above and alphabetically within each category. The office or agent having charge of the membership list of the Congregation shall make, at least fourteen (14) and not more than thirty (30) days before each meeting of the members, a complete and updated list of members with each member's mail and email addresses. Such list shall be kept on file at the Congregation's registered office or at its principal place of business beginning two (2) business days after notice is given of the meeting for which the list was prepared. Such list will be available through the meeting date and shall be subject to inspection by any member at any time during ordinary business hours. Such membership list shall also be produced and kept open at the time and place of any Congregational business meeting and shall be subject to inspection by any member during the whole time of any such meeting.

6.3. Quorum, Action, Adjournment. A majority of the Full Members of the Congregation, represented in person or by proxy, shall constitute a quorum at a Congregational business meeting. If less than a majority of the Full Members are represented at the meeting, a majority of the Full Members so represented may adjourn the meeting. The Full Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

6.3.1. Action. The affirmative vote of the majority of Full Members represented at any meeting shall be the act of the Full Members of the Congregation unless the vote of a greater number is required by the Articles of Incorporation and except in the election of Trustees, where those receiving the greatest number of votes shall be deemed elected even though not receiving a majority. The vote may be by voice or written ballot. "Roberts Rules of Order" shall govern all debates, when not in conflict with these Bylaws.

- 6.4. Proxies. At all Congregational business meetings, a Full Member may vote by a proxy executed in writing or by Electronic Transmission by the Full Member. Any copy, facsimile or other reliable reproduction of the writing or transmission may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile or other reliable reproduction shall be a complete reproduction of the entire writing or transmission. Such proxy shall be filed with the Secretary of the Congregation before or at the time of the Congregational business meeting. No proxy shall be valid after eleven (11) months from its date, unless otherwise provided in the proxy. An appointment of proxy is revocable by the Full Member unless such appointment of proxy conspicuously states that it is irrevocable, and the appointment is coupled with interest.
- 6.5. Chair of the Meeting. The President of the Board of Trustees shall preside at all semi-annual and special meetings of the Congregation. In the President's absence, the Vice-President of the Board of Trustees shall preside.
- 6.6. Vote without a Meeting. Any action that may be taken at any Congregational business meeting of members may be taken without a meeting if the Board of Trustees delivers a ballot in writing or by Electronic Transmission to every member entitled to vote on the matter. A ballot publicized in writing or by Electronic Transmission shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum (as defined in Section 6.3), and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot shall state the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter other than election of Trustees, and the time by which a ballot must be received by the Congregation in order to be counted. A cast ballot submitted in writing or by Electronic Transmission may not be revoked. All returned ballots must be personally identifiable.

#### **ARTICLE IV – BOARD OF TRUSTEES**

1. Qualifications and Number. The Board of Trustees (“Board”) shall be the governing board of the Congregation. The number of Trustees shall be six (6). Each Trustee shall be a Full Member in good standing with the Congregation and be at least eighteen (18) years of age. The Congregation shall elect Trustees to a specific officer position as described in Article V below. The Minister shall be ex-officio member of the Board. The Board shall invite the Youth Adult Committee to send a Senior Youth of the Congregation to serve as a standing representative to the Board.
2. Responsibilities. The Board, in accordance with these Bylaws, shall be authorized to engage and discharge agents and/or employees; admit, suspend or expel members; create, appoint and terminate committees; develop governance-related policies; monitor the Program Council, and attend to the control and governance of the business, property and affairs of the Congregation. The Board shall also delegate the day-to-day operation of the Congregation's business to the Program Council. The Program Council will report to the Board. The Board shall appoint the Chair of the Program Council, who shall be the liaison between the Board

and the Program Council. The business and affairs of the Congregation shall be managed and all corporate and Congregational powers shall be exercised under the Board's ultimate discretion and responsibility. The Board shall delegate appropriate authority to the Standing Committees.

3. Removal. The entire Board of Trustees or any individual Trustee may be removed from office with or without cause by a majority vote of the Full Members. Removal is effective immediately after the vote. If any Trustee is so removed, a new Trustee shall be elected at the same meeting. The Full Members, only at a meeting called for that purpose, may remove a Trustee, and the meeting notice shall state that the purpose is removal of the Trustee.
4. Resignation and Vacancy. See Article V below.
5. Meetings.
  - 5.1 Regular Meetings. The Board shall meet regularly to conduct business at least twelve (12) times during each fiscal year at meetings publicized and open to the Full Members of the Congregation. The Board, may however, go into executive session, not open to the Full Members of the Congregation, to address personnel and disciplinary matters. The Board may provide, by resolution, the time and place for holding additional regular meetings and shall publicize and make open such meetings to Full Members of the Congregation.
  - 5.2 Special Meetings. Special meetings of the Board may be called by the President of the Congregation, when the President deems necessary, or by the Secretary of the Congregation at the written request of two (2) or more Trustees. The President or Secretary, as appropriate, shall fix the place and time for holding any special meeting of the Board called by them. As with regular meetings, special meetings are open to Full Members of the Congregation. The Board, however, may go into executive session, not open to the Full Members of the Congregation, to address personnel and disciplinary matters.
  - 5.3 Notice of Special Meetings. Notice of any special meeting shall be given not less than two (2) nor more than twenty (20) days prior thereto by written notice delivered to each Trustee at the Trustees home address or by facsimile. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the Trustee at Trustee's address as listed in the Congregation's records with first-class postage prepaid. If notice is given by facsimile or Electronic Transmission, such notice shall be deemed delivered upon receipt of confirmation of the transmission. Notwithstanding the above, special meetings of the Board may be called at any time on no less than twenty-four (24) hours notice, when, in the judgment of the President or two (2) Trustees, an emergency exists necessitating such a meeting and upon actual notice, whether written or oral, to each Trustee. All special meetings shall be publicized to the Full Members of the Congregation.
    - 5.3.1 Waiver of Notice. Any Trustee may waive notice of any meeting. Such waiver must be in writing or by Electronic Transmission, signed by the Trustee entitled to the notice, and delivered to the Secretary for inclusion in the minutes of the

meeting. The attendance of a Trustee at a meeting shall constitute waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the holding of the meeting or the transaction of any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5.4 Telephone or Electronic Meeting. The Board may permit any or all Trustees and Full Members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees and Full Members participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

5.5 Conduct of Meeting and Voting.

5.5.1 Quorum and Action. A majority of the number of Trustees fixed by Section one (1) of this Article shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at the meeting, a majority of the Trustees present may adjourn the meeting. The act of the majority of Trustees present at a meeting at which quorum is present shall be the act of the Board unless otherwise provided in these Bylaws.

5.5.2 Chair of the Meeting. The President shall preside as the Chair over all regular and special meetings of the Board of Trustees. In the President's absence, the Vice-President of the Board shall preside as the Chair.

6. Informal Action by Trustees. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Trustees consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees.

7. Delegation. The Trustees may authorize any Trustee or any other person to act on the Congregation's behalf in the absence of a meeting of the Trustees. Such authorization shall be reflected in the minutes of the Board meeting. Where matters are particularly complex, or the authority to act will extend beyond a single action, the authorization shall be set forth in writing detailing the scope of authority granted.

8. Compensation. Trustees shall receive no compensation for their services as Trustees, but may receive reimbursement for expenses incurred in connection with their positions as Trustees.

9. Committees.

9.1 Standing Committees. The following committees shall exist and report to the Board: Nominating Committee, Long Range Planning Committee, Committee on Ministry, Personnel Committee, and Healthy Congregation Team. The authority and responsibilities of each committee are stated below. The Board may remove any committee member by unanimous consent of the Board.

- 9.1.1 Nominating Committee. The Board shall appoint a Nominating Committee on or before August 30th of each calendar year. The purposes of the Committee shall be to (a) present a proposed slate for election to fill any open Trustee, and Congregation-elected Committee on Ministry positions, and b) administer the election of Trustees and Congregation-elected Committee on Ministry positions, and (c) upon consultation with Minister and Program Council, present a slate of Chairs and Vice-Chairs for the committees of the congregation for the next fiscal year for approval by the Board. The Nominating Committee shall administer the election of Trustees and Congregation-elected Committee on Ministry positions. The Nominating Committee shall consist of at least three (3) Full Members; one Trustee and two or more at-large Full Members from the Congregation.
- 9.1.2 Long Range Planning Committee. The Board shall appoint a Long-Range Planning Committee consisting of up to five (5) Full Members who shall serve two (2) year terms. The members of the committee may serve consecutive terms. The Long-Range Planning Committee shall report directly to the Board, work with the Program Council and gather input from any and all committees, and others in order to establish a Long-Range Plan to implement the Mission Statement of the Congregation. The President shall have responsibility for ensuring the establishment of the Long-Range Planning Committee and overseeing its work.
- 9.1.3 Committee on Ministry. The Committee on Ministry (“CoM”) shall consist of three (3) to five (5) Full Members of the Congregation. No member of the CoM shall be a Trustee. The Board will decide which of its members will be the liaison for this committee.
- 9.1.3.1 Appointment, Election. Three (3) of the members of the CoM shall be appointed or elected each through the following processes. The CoM shall decide if it needs additional members and shall appoint those members for terms of no more than one (1) year.
- 9.1.3.1.1 The Minister shall appoint one (1) member. The Minister will propose three (3) candidates from among the Full Members for this position to the Board. The Board will choose one of the candidates, and the Minister will ask that candidate to serve on the CoM. If that person is unable or unwilling to serve, the Minister will then ask the Board’s second choice or, if necessary, it’s third choice of the three (3) candidates. If none of the candidates are able or willing to serve, this process may be repeated.
- 9.1.3.1.2 The Board shall appoint one (1) member. The Board will propose three (3) candidates from among the Full Members for this position to the Minister. The Minister will choose one of the candidates, and the Board will ask that candidate to serve on the CoM. If that person is unable or unwilling to serve, the Board will then ask the Minister’s second choice or, if necessary, the third choice of the three (3)

candidates. If none of the candidates are able or willing to serve, this process may be repeated.

9.1.3.1.3 The Congregation shall elect one (1) member at a Congregational business meeting. The Nominating Committee shall propose up to three (3) candidates from among the Full Members. The candidate(s) will be presented to the Congregation at the next duly called Congregational business meeting for election.

9.1.3.2 Terms, Vacancy. The term of service on the CoM shall be three (3) years or until a successor is selected according to Article IV, Section 9.1.3.1 above. Members are limited to one (1) term, except that a committee member who has served less than one (1) year at the expiration of his or her term may be re-appointed or re-elected to a second consecutive term. If a member of the CoM selected by the Minister or Board according to Article IV, Section 9.1.3.1 above is unable or unwilling to complete his or her term, the process outlined in Article IV, Section 9.1.3.1 above for appointing such members shall be repeated, with the appointee serving out the remainder of the term. If a member of the CoM elected by the Congregation is unable or unwilling to complete his or her term, the Board will appoint a replacement to serve until the process outlined in Article IV, Section 9.1.3.1.3 may be repeated, but no later than four months from the date of the elected member of the CoM's resignation.

9.1.3.3 Meetings. The CoM shall meet not less than ten (10) times a year. Meetings will be open to the Congregational Members. However, the Committee may go into executive session, not open to the Full Members of the Congregation, to address confidential matters.

9.1.3.4 Responsibilities. The CoM shall work closely with the Minister and the Board. The CoM shall monitor the ministries of the Congregation and ensure the Program Council maintains a positive focus.

9.1.4 Personnel Committee. The Board shall establish a Personnel Committee consisting of three (3) to five (5) Full Members of the Congregation. The committee members shall serve two (2) year staggered terms, except for the first fiscal year these Bylaws are in effect when all three (3) to five (5) members will be appointed and two (2) of the members will be identified to serve only a one (1) year term. The members of the Committee may serve consecutive terms. The Personnel Committee shall report directly to the Board and shall work with the Program Council as needed. The Vice President shall have responsibility for ensuring the establishment of the Personnel Committee and overseeing that the Personnel Committee is actively conducting its work. The Personnel Committee's responsibilities include: overseeing and conducting hiring searches for paid positions, establishing all employment contracts with such contracts to be executed by the Vice President, establishing, implementing and monitoring a review process for all employees, researching, evaluating and recommending

compensation and benefits for all employees, and any other duties as prescribed by the Board.

9.1.5 Healthy Congregation Team. The Board shall appoint a Healthy Congregation Team comprised of three (3) to five (5) Full Members. The Team members shall serve two (2) year staggered terms, except for the first fiscal year these Bylaws are in effect when all three (3) to five (5) members will be appointed and two (2) of the members will be identified to serve only a one (1) year term. The Team members may not serve consecutive terms. The Board shall oversee the Healthy Congregation Team.

9.1.5.1 The Healthy Congregation Team shall develop and implement a program of conflict management that will help the Congregation manage conflict in a healthy manner.

9.2 Ad Hoc Committees. The Board may establish one or more ad hoc committee(s) that will help it with its responsibilities at any time, so long as the Board does not usurp the responsibilities of the Program Council through the use of that/those committee(s).

## ARTICLE V – OFFICERS

1. Number, Election and Term of Office. There shall be six (6) Officers of the Congregation. The Officers of the Congregation shall be: a President, Vice President, Past President, Secretary, Treasurer, and Trustee for Special Projects. As stated in Article IV above, the Congregation shall elect each Trustee to a specific officer position.

1.1 Positions. The Congregation shall elect a Vice President, Secretary and Treasurer. The Vice President shall be elected to a three-year term. After serving one (1) year as Vice President, the person shall become President for one (1) year, and then shall become Past President during the third year of his/her term. The Secretary and Treasurer shall each serve two-year staggered terms. The Trustee for Special Projects shall serve a one-year term. Thus, a Vice President, a Trustee for Special Projects, and either a Secretary or Treasurer shall be elected at the second semi-annual meeting of the Congregation each fiscal year.

1.2 Other Conditions. The same person may not hold two offices. A Trustee's term of office shall commence on the first day of the new fiscal year following his/her election. A Trustee's term shall end on the last day of the fiscal year of the number of years of his/her term. Unless otherwise provided in the resolution of election or appointment or other instrument choosing or appointing any officer, each officer shall hold office until the officer's successor has been elected, appointed, or chosen, and qualified.

1.3 Term Limit. A Trustee may not serve consecutive terms on the Board with the exception of the Trustee for Special Projects, who may serve up to three (3) consecutive terms.

- 1.4 Special Rules for First Year of Enactment. For the first fiscal year these Bylaws are in effect, the Congregation shall elect a Past President who shall be any previous Board Trustee of the Congregation. The Past President shall serve a one-year term. The Congregation shall elect the President to a two-year term, with the first year serving as President and the second year of the term serving as Past President. The Secretary shall serve a one-year term. The Trustee for Special Projects shall be appointed by the Board for the first year. Term limits shall not apply for the election during the first year of enactment of these Bylaws.
2. Resignation. A Trustee may resign at any time by giving written notice to the Board, the President or the Secretary of the Congregation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer.
3. Vacancy. Should any Trustee resign or otherwise be unable to serve out the remainder of his/her term, the remainder of the Trustees may elect, by a majority vote, any Full Member to serve the rest of the term. A majority of the Trustees then in office may declare that a vacancy exists among the Trustees when any Trustee is absent for three consecutive regular meetings of the Trustees.
4. Removal. See Article IV section 3 above.
5. President. The President shall preside over all Congregational business and Board meetings. The President acts as the voice of the Board and makes decisions on behalf of the Board that fall within and are consistent with Board Policies. The President ensures that the Board follows its own policies, maintains the integrity of the Board process and creates an environment that encourages honesty, respect and free expression. The President shall have whatever powers and duties are otherwise conferred upon him or her by these Bylaws or by UUMAN's Articles of Incorporation, and shall not act inconsistently with these Bylaws or UUMAN's Articles of Incorporation.
6. Past President. The Past President is responsible for overseeing leadership development and providing his or her expertise, having been a member of the Board for several years.
7. Vice President. In the absence of the President, or if the President is unable to do so, the Vice President shall preside over all Congregational business and/or Board meetings and shall assume all duties connected with that obligation that would otherwise be performed by the President. The Vice President shall assist the President as needed. The Vice President shall be responsible for oversight of the Personnel Committee. The Vice President is not responsible for management of employees or hired consultants or evaluations of such persons; those responsibilities fall upon the Personnel Committee. The Vice President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
8. Secretary. The Secretary shall assure the integrity of the Board's records including recording and publishing accurate and timely minutes of the Board meetings. The Secretary shall have charge of UUMAN's archives, ensuring effective document management to preserve UUMAN's institutional history. The Secretary shall be responsible for proper notice of semi-annual Congregational business meetings and other duties required by these Bylaws. The Secretary shall be the initial contact with the UUA Mid-South District and other

denomination–related persons or organizations. The Secretary shall ensure that UUMAN has a process and people to work with the Mid-South District and on denominational affairs and that such work is accomplished. The Secretary shall be responsible for completing all official paperwork/filings, except financial-related filings, for the Unitarian Universalist Association, the Mid-South District, the State of Georgia, the United States Government and any other official organizations. The Secretary shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9. Treasurer. The Treasurer shall be responsible for ensuring Board consideration of financial affairs policies, hiring an outside annual auditor, and overseeing the completion of all financial-related paperwork/filings for the Unitarian Universalist Association, the Mid-South District, the State of Georgia, the United States Government and any other official organizations. The Treasurer shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
10. Trustee for Special Projects. The Trustee for Special Projects shall be responsible for (a) the coordination and oversight of major initiatives (as determined by the Board), across the Congregation, and Program Council, (b) ensure that the Board is informed of the status of major initiatives and common issues. The Trustee for Special Projects shall prepare an agenda, convene and lead meetings, and arrange for the recording of minutes for the responsibilities of the Trustee for Special Projects.
11. Compensation. See Article IV, section 8 above, as all Officers are also Trustees.

#### **ARTICLE VI – MINISTER**

1. UUA. The Minister shall be in Fellowship with the Unitarian Universalist Association.
2. Election. The Minister shall be called upon recommendation of a majority of a search committee designated by the Board for such purposes and by an affirmative vote by ninety percent (90%) of the Full Members of the Congregation present at any semi-annual or special Congregational business meeting called for such purpose. See Article III regarding Congregational meetings.
3. Responsibilities. The Minister shall be responsible for the conduct of worship within the Congregation and serve the Congregation’s spiritual interests and affairs. The Minister shall have the freedom of the pulpit as well as the freedom to express his or her opinion outside the pulpit. The Minister shall provide vision and inspiration to the Board, Program Council, and Congregation, and help keep all focused on the Mission Statement. The Minister shall act as staff supervisor, including consulting on hiring/firing decisions, in consultation with appropriate Program Council members following the processes set up by the Personnel Committee. The Minister shall act as an advocate for staff persons.
4. Dismissal, Resignation. The Minister may be dismissed by a majority vote of the Full Members of the Congregation present at any semi-annual or special Congregational business meeting called for such purpose. See Article III regarding Congregational meetings. The Minister may resign by providing three (3) months written notice of the resignation to the President. The Board may allow a shorter notice period if so inclined.

5. Payment for Services Upon Dismissal or Resignation. In the event of dismissal by the Congregation, the Minister's salary and housing allowance shall be continued for three (3) months after the date of dismissal. If the Minister resigns, the Congregation shall have no obligation to continue Ministerial salary or allowances beyond the notice period or the expiration of the Minister's contracted period of employment, which ever shall occur first. Any payment in excess of the foregoing shall be solely at the discretion of the Congregation and authorized by a majority vote of the Full Members of the Congregation present at any semi-annual or special Congregational business meeting called for such purpose. See Article III regarding Congregational meetings.
6. Non-renewal of Contract. Either a unanimous Board or the Minister may decline to renew or extend the terms of the Minister's employment contract beyond the then contracted for term of employment. Notice of intent not to renew or extend shall be provided in writing by the declining party to the other no less than sixty (60) days prior to the expiration of the current employment contract period. Non-renewal of the Minister's employment contract shall not be considered dismissal, resignation or termination.
7. Compensation. The Minister's compensation and terms of service shall be set forth in a written agreement. This agreement must be in compliance with these Bylaws and shall be reviewed by the Board and acted upon at a legally called meeting of the Board. See Article IV, Section 5.5.1 above for quorum requirements.

#### **ARTICLE VII – PROGRAM COUNCIL**

1. Membership. The Program Council shall consist of the Chair of each functional committee of the Congregation. The number will vary with the changing make up of the committees of the congregation. Each Chair shall be a Full Member in good standing with the Congregation and be at least eighteen (18) years of age. The Board, in consultation with the Minister and other members of the Program Council shall appoint Chairs of the committees by majority vote.
2. Responsibilities. The Program Council shall be responsible for managing the day-to-day operations of the Congregation through the committees, communication across committees, providing support to fellow committee members, coordinating mutual activities, organizing volunteers and contractual services to assist in the accomplishment of its activities within the scope of each committee's budget as approved by the Board. The Program Council will develop its operational policies and procedures and recommend them to the Board for approval. Should the Program Council violate established and approved policies, it shall inform in advance, or at the violation's earliest discovery, the President, or if the President is not available, the Vice President.
  - 2.1 Program Council Chair. The Program Council Chair shall serve a one-year term to coincide with the fiscal year of the Congregation. The Chair shall be appointed by the Board. The Chair, or a delegate, shall be responsible for making an oral report to the Board at each regular Board meeting.
  - 2.2 Managing Volunteer and Paid Staff. Each committee represented on the Program Council shall be responsible for assigning tasks to volunteer staff. Each committee

shall make recommendations for the hiring of any contractors to the Board, within the scope of its budget.

3. Meetings. The Program Council shall meet at least monthly to conduct business at meetings publicized and open to the Full Members of the Congregation. These meeting shall be chaired by the Program Council Chair, and the agenda will focus on issues and initiatives common to all Program Council members. The Program Council may provide, by resolution, the time and place for holding additional regular meetings and shall publicize and make open such meetings to Full Members of the Congregation.
4. Compensation. Program Council members shall receive no compensation for their services, but may receive reimbursement for expenses incurred in connection with their positions as Program Council members.

#### **ARTICLE VIII – CONFLICT OF INTEREST**

No immediate family members (parent, child, spouse) or committed partners may serve on the Board at the same time. One immediate family member (parent, child, spouse) or committed partner may serve on the Board while other immediate family members (parent, child, spouse) or committed partner may serve on the Program Council. No immediate family member (parent, child, spouse) or committed partner may serve on the same Standing Committee at the same time.

#### **ARTICLE IX - DENOMINATIONAL AFFAIRS**

UUMAN shall be a member of the Unitarian Universalist Association, and UUMAN's affiliation shall be to the UUA Mid-South District.

#### **ARTICLE X - FISCAL YEAR**

The fiscal year of the Congregation shall be from July 1 through June 30.

#### **ARTICLE XI – LOANS**

No loans shall be contracted on behalf of the Congregation and no evidence of indebtedness shall be issued in the name of the Congregation unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

#### **ARTICLE XII – WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member, Trustee or Program Council member, under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the stated time therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XIII – ELECTRONIC TRANSMISSION**

An electronic transmission, as identified above in these bylaws, shall be deemed to be written, signed, and dated if the electronic transmission is delivered with information from which the

Congregation can determine (1) that the electronic transmission was transmitted by the Member and (2) the date on which such Member transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent, request, demand, or notice was signed. The date and time on which electronic transmissions are due shall be specified in the notice of the event for which a response is requested.

**ARTICLE XIV – AMENDMENTS TO BYLAWS**

These Bylaws may be amended or replaced at any properly called Congregational business meeting. Any proposed changes must be presented in the notice of the meeting to the Full Members, to be decided by a majority of the Full Members constituting a quorum. See Article III regarding Congregational meetings.

**ARTICLE XV – DISSOLUTION**

If this Congregation shall at any time voluntarily cease to exist or be dissolved for any reason, all assets shall be transferred to the Unitarian Universalist Association, with this transfer made in full compliance with whatever laws are applicable.

I HEREBY CERTIFY the foregoing is a full, true and correct copy of the Bylaws of Unitarian Universalist Metro Atlanta North Congregation, Inc., a Georgia nonprofit corporation as in effect on the date hereof.

WITNESS my hand.

DATED \_\_\_\_\_

\_\_\_\_\_  
Secretary