

**BYLAWS OF  
GEORGIA MOUNTAINS UNITARIAN  
UNIVERSALIST CHURCH**  
EFFECTIVE MAY 22, 2011

**Article I. Name**

The name of this Church shall be Georgia Mountains Unitarian Universalist Church, Incorporated.

**Article II. Purpose**

The purpose of this Church shall be to establish, maintain, and house a congregation dedicated to the principles of the Unitarian Universalist Association.

**Article III. Membership**

A. Membership Requirements.

Membership in the Church shall require:

- a) A statement, signed once by the member, agreeing to support the principles and purposes of the Unitarian Universalist Association, including its policy that we welcome into membership all persons without regard to race, color, sex, affection or sexual orientation, marital status, gender identification, age, abilities, or national origin.
- b) Each member is expected to financially support the Church's operation commensurate with his or her capability or commitment.

B. Charter Members.

Members who joined the Church on or before Charter Sunday shall be designated as Charter Members.

C. Voting Members.

Effective January 1, 1999, voting members are persons fifteen years of age or older who have signed a membership form and made a contribution of record within the twelve-month period preceding the date of a congregation vote.

D. Termination of Membership.

Withdrawal from membership may be made by written request to the Secretary of the Congregation. The Board shall purge the membership roll annually of nonparticipating members, but only after the Secretary or a person designated by the Secretary has contacted these members and they have chosen to be removed, or after reasonable effort has been made to locate these members and such effort has been unsuccessful.

**Article IV. Denominational Affiliation**

This Church shall be a member of the Unitarian Universalist Association and the Mid-South District. This Church intends to make annual financial contributions equal to its full fair share as determined by the Association and the District.

**Article V. Meetings**

A. Annual Membership Meeting.

The annual membership meeting shall be held each year during the month of May at the Church. The exact date shall be chosen by the Board of Trustees.

- 1. Notice of the time, date, and place of the annual meeting and of the business to be transacted shall be mailed or emailed to the membership at least 15 days prior to the meeting.

2. The business of the meeting shall include:
  - a. The President's Report.
  - b. A report on the ministry of the Church.
  - c. The nominating committee's report. No candidate shall be nominated from the floor who has not previously presented her/himself to the nominating committee.  
  
All candidates for office shall be voting members of the Church.
  - d. Elections of President-Elect and Board of Trustees. Election shall be by majority vote of those present and voting. Elections shall be by secret ballot. If no contest exists, election may be by unanimous ballot.
  - e. Adoption of the budget for the next fiscal year.
3. The Church membership present shall constitute a quorum. Proxies are acceptable.

**B. Special Meetings.**

The Board of Trustees may call a special meeting of the membership at any time. Requirements for notice and quorum are the same as for an annual meeting.

**Article VI. Officers**

- A. There shall be a President and a President-Elect. The President shall be elected for a one-year term. The President-Elect shall be elected for a one-year term at the annual membership meeting. The office of the President shall be filled each term by the person who served as President-Elect in the previous year.

President. The President shall be the principal executive officer of the Church and shall call and preside at meetings of the Board of Trustees and business meetings of the membership. The President shall have a vote only in the event of a tie. The President, in conjunction with the Leadership Development Committee, shall recommend for appointment the chairpersons of all committees.

President-Elect. The President-Elect shall preside in the absence of the President and shall perform other duties as requested by the President or authorized by the Board. The President-Elect shall automatically become President in the event of a vacancy in the office of President due to expiration of term, resignation, death or otherwise. The President-Elect shall be an ex-officio member of the Board without a vote, except in the absence of the President and in a tie vote of the Board. The President-Elect may serve on a standing committee or as the chair of a committee until assuming the office of President, but may not simultaneously serve as an elected Trustee and as President-Elect. In the event a sitting Trustee is voted President-Elect, a new Trustee shall be elected according to Article VII, Section E of the bylaws.

In the event that the office of President-Elect is vacated for any reason, the Leadership Development Committee will present a candidate to fill the unexpired term. The President shall call a special meeting of the membership to elect a new President-Elect.

- B. Other Officers. Other officers shall be elected by the Board of Trustees from their number at the first meeting following the annual meeting. The officers shall not serve on the nominating committee. The officers shall be:
1. Secretary. The Recording Secretary shall be responsible for minutes of all meetings of the membership and board; shall notify members of the annual meeting and special meetings, and shall maintain the official membership records.
  2. Treasurer. The responsibilities of the Treasurer include the following:
    - a) Establishing the accounting procedures for the corporation to record all financial activities.
    - b) Establishing and maintaining the bank accounts for the general fund and the building fund.
    - c) Receiving and depositing the funds of the corporation.
    - d) Authorizing the paying of bills for expenses provided for in an approved budget, or special expenditures approved by the Board.
    - e) Filing the annual report and corporation fee with the State of Georgia.
    - f) Signing all checks or delegating signing to signatories approved by the Board.
    - g) Preparing monthly and annual financial reports for the Board **[and]** the membership.
    - h) Preparing an annual budget for approval by the Board.

## **Article VII. Board of Trustees**

### A. Membership.

There shall be six Trustees, a President and a President-Elect. Three trustees shall be elected each year at the annual membership meeting.

### B. Term of Office.

The term of office for Board of Trustees members shall be for two years and eligibility limited to two consecutive two-year terms.

### C. Meetings.

The Board shall meet monthly. The time, date, and place of meetings shall be printed in the newsletter. The Board of Trustees shall pursue a policy of openness of meetings to all interested members. The President with approval of the majority of Board members present may declare portions of meetings to be as executive session, i.e. attendance closed to other than Board members and any other individual invited for a specified purpose for that session. These private sessions shall be closed only for the purposes of discussions of personnel issues and negotiations of purchases and sales of real property. All discussion in executive sessions will be held as confidential, unless otherwise determined by majority approval of members present.

### D. Quorum.

Four Trustees shall constitute a quorum. There will be no proxies at meetings of the Board.

### E. Unexpired Terms.

Unexpired terms among the Trustees or Officers, other than the President or President-Elect, shall be filled by the Board, upon recommendation of the President and/or the Leadership Development Committee, at a regular monthly meeting, and persons elected shall serve until the next annual meeting. Election shall be by majority vote.

### F. Expenditure Authority.

The Board is not authorized to expend more than \$500.00 for any unbudgeted expenses or to expend any amount toward property acquisition or to make any commitment to expenditures beyond the current fiscal year without congregational approval. An exception to the aforementioned expenditure authority shall be

possible in an emergency situation. Such an emergency shall be declared by the Board with a vote of two thirds of the Board. The limit of expenditures in an emergency situation shall be \$2,000.00.

**G. Resignation and Removal.**

Any trustee may resign by giving notice in writing to the Board. A trustee who fails to attend 3 consecutive or any 6 regular meetings of the Board of Trustees per fiscal year may be removed by a majority vote of the Board of Trustees. The unexpired term will be filled as described in Section E.

**Article VIII. Committees**

The standing committees shall be as follows:

**BODY: STEWARDSHIP (FUNDRAISING AND FINANCE), PROPERTY MANAGEMENT, LEADERSHIP DEVELOPMENT.**

**Stewardship** This committee may assist the Treasurer in preparing a proposed annual budget for consideration by the Board, organizes cash flow, and plans for fundraising activities, including the annual pledge drive.

**Property Management** This committee is responsible for maintenance, repairs, and improvement of the Church property and coordinating with the Board when necessary.

**Leadership Development** This committee shall consist of four voting members of the congregation and the immediate past President. The committee shall elect a chair from among the membership of the committee. Two members shall be elected at the annual membership meeting and serve two-year terms, except that in fiscal year 2001, two shall be elected to serve one-year terms and two shall be elected to serve two-year terms. Committee chairs may chose committee members from members of friends. The committee shall seek and nominate candidates for President-Elect, Board of Trustees, and members of the Leadership Development Committee as well as identify members willing and capable of serving in other leadership positions to the President and Board. Meetings of the Leadership Development Committee shall be publicized in the monthly newsletter. No one may serve consecutive terms on the Leadership Development Committee. The President may nominate members to fill unexpired terms subject to approval by the Board of Trustees.

**SOUL: SUNDAY SERVICE, ADULT AND CHILDREN'S FAITH DEVELOPMENT**

**Sunday Service** This committee is responsible for planning religious services in accordance with the stated GMUU mission and covenants.

**Adult and Children's Faith Development** This committee plans and supervises religious education for children, youth and adults.

**MIND: COMMUNICATION, SOCIAL ACTION, AND DENOMINATIONAL AFFAIRS,**

**Communications** This committee shall serve the needs of the Church for notification of events and the circulation of other important information within the Church membership. The committee shall in concert with the Board of Trustees, other committees and members develop strategies and methods for disseminating information to the public at large. Information may include but not be limited to educational materials regarding our Unitarian Universalist principles, membership outreach, specific Church-sponsored events, and may as well direct attention to issues of public witness and social justice.

Following UUA guidelines and other appropriate sources, the committee will be responsible for developing, with the Board of Trustees' approval, proper policies regarding oversight of publication of information, that which is potentially sensitive, and also original and/or copyrighted material.

**Social Action** This committee is aware of social action needs in the community, brings such needs to the membership's attention, and coordinates Church participation.

**Denominational Affairs.** This committee is responsible for advising the Board and other members regarding the events of the Unitarian Universalist Association.

**HEART: CARERING, MEMBERSHIP, COMMITTEE ON MINISTRY, FELLOWSHIP**

**CareRing** is missioned to provide services within the Church that nurture, communicate, and honor one another in times of joy, sorrow, and need.

**Membership** The committee develops programs for welcoming new members and guests, develops and pursues a follow-up protocol for visitors and newcomers and holds informational meetings for those interested in membership and plans new member ceremonies. In consultation with the minister the committee is responsible for the scheduling of regular classes for education in Unitarian Universalist principles, liturgy, traditions, and history for potential, incoming and interested current members.

**Committee on Ministry.** The Committee on Ministry shall have the following responsibilities:

- a) continually monitor congregational life and serve as the vehicle for receiving comments on the ministry from the congregation at large;
- b) coordinate bi-annual assessments of the shared ministry of the congregation;
- c) continually educate itself about ministry
- d) educate the congregation regarding all aspects of the ministry, including Pastoral, Music and Lay ministries;
- e) model healthy and deepening relationships with the Professional Ministry;
- f) support the Professional Ministry as Lay-Colleagues;
- g) make recommendations to the Finance Committee as to the financial expenditures to support the ministry, including but not limited to salary recommendations for Pastoral and Music Ministers;
- h) support the Ministers' planning for continuing education, sabbaticals, and other professional development;
- i) actively support and recommend such plans to the Board and the Congregation;
- j) in partnership with the Pastoral and Music Minister, support planning efforts for continuing education of the Congregation for its growing understanding of Congregational Ministry.

A formal report of the ministry of the Church will be made at the annual meeting.

Ministry Committee members shall serve three years with a member serving his/her final year as the Chair. The Minister and the Ministry Committee shall submit three names each year for consideration by the Leadership Development Committee for the replacement of the member who rolls off the committee that year. The Leadership Development Committee will make its selection from this list or prepare another list of three names for the Minister and the Ministry Committee to consider. Once a candidate is selected, the Leadership Development Committee will present a recommendation for approval by the Board.

In the event there is a vacancy before a member's term has expired, the Ministry Committee will submit three names for the Leadership and Development Committee to consider; one name will be selected and submitted to the Board for approval.

Meetings of the Ministry Committee shall be held in private and are excluded from the policy of openness to visitation by non-committee.

**Fellowship Committee.** This committee organizes social and recreational activities.

The President shall appoint the Standing Committee Chairpersons at the beginning of his/her term in conjunction with the leadership development committee. These Chairpersons shall be chosen from the congregation members subject to the approval of the Board. The term of office for the Standing Committee Chairpersons shall be for two years. Committee chairs shall choose committee members from members and friends. Standing committees shall meet at least four times per year and minutes shall be recorded at each meeting and retained as permanent Church records.

Unexpired terms among the Committee Chairs shall be filled by the President.

The board shall have the authority to appoint or abolish ad hoc committees.

#### **Article IX. Fiscal Year**

The fiscal year shall begin on July 1 and end June 30.

#### **Article X. Parliamentary Authority**

*Robert's Rules of Order*, newly revised, shall govern all meetings.

#### **Article XI. Property Acquisition**

Purchase of real property by Georgia Mountains Unitarian Universalist Church must be approved by a two-thirds affirmative vote of those present in person or by proxy at called or regular meetings of the congregation as provided in Article V of the Bylaws.

#### **Article XII. Prentice/Tuggle Memorial Building Fund**

Recognizing that stewardship involves the faithful management of all the gifts we have been given – time, talents, the created world and money, including accumulated, inherited and appreciated resources and also recognizing that we can support the mission of this Congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in Wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans, the Congregation shall establish a Building Fund. The purpose of this Fund is to acquire new property in the name of Georgia Mountains Unitarian Universalist Church, to provide resources for major repairs to the Buildings or Grounds belonging to the Congregation, to make major capital improvements to existing real property, or for mortgage reduction. All assets of the Fund are to be held in the name of The Prentice/Tuggle Memorial Building Fund.

- 1) The Building Fund Committee shall consist of the Board of Trustees, the Chair of the Finance Committee and the Chair of the Buildings and Grounds Committee. The President and Minister shall be advisory members of the Building Fund Committee. The Committee may request other members of the Congregation to serve as advisory members, and at the expense of the Fund may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the Fund. It is the responsibility of the Committee to invest the assets in socially responsible investments and to make distributions according to the bylaws of this congregation.
- 2) Members of the Committee shall not be liable for any losses, which may be incurred upon the investments of the assets of the Fund except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he or she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his or her personal interests would conflict with the interest of the Fund.
- 3) The Committee shall, with the assistance of the Finance Committee, keep a record of the balance available for distribution from the Building Fund.

- 4) Only in particular, temporary, difficult circumstances, may the Congregation, by action in a duly called meeting, use Fund distributions for its own operating or support services.
- 5) Distributions from the Fund may be, but are not required to be, made annually and at such other times as deemed necessary and/or feasible by the Building Fund Committee using the following guidelines.
  - a) Distributions for major repairs and maintenance may be made at the discretion of the Committee for amounts up to \$2,000.00. Such distributions must be agreed upon by a simple majority of the Committee.
  - b) Distributions for property acquisitions must follow the guidelines in Article XII – Property Acquisition. The congregation may, at a duly called meeting, vote to use any portion up to the full value of the assets in the Fund, for the purpose of property acquisition.
  - c) Distributions for capital improvements must be approved by a two-thirds majority of members present in person or by proxy, at a duly called congregational meeting. The congregation may vote to use any portion, up to the full value of the assets in the Fund, for the purpose of capital improvements.
  - d) Distributions for mortgage reduction must be approved by a two-thirds majority of members present in person or by proxy, at a duly called congregational meeting. The congregation may vote to use any portion, up to the full value of the assets in the Fund, for the purpose of mortgage reduction.

Amendment to this Article, which will change, alter or amend the purpose for which the fund is established, shall be adopted by a two-thirds vote of the members present in person or by proxy at a duly called congregational meeting.

#### **Article XIII. George Fuchs Memorial Endowment Fund**

Recognizing that stewardship involves the faithful management of all the gifts we have been given – time, talents, the created world and money, including accumulated, inherited and appreciated resources and also recognizing that we can support the mission of this Congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in Wills, memorial gifts, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans, the Congregation shall establish an Endowment Fund. The purpose of this Fund is to enhance the mission of Georgia Mountains Unitarian Universalist Church apart from the general operation of the Congregation. All assets of the Fund are to be held in the name of The George Fuchs Memorial Endowment Fund, and it is the desire of the Congregation to encourage, receive and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accordance with the policies of this Congregation.

- 1) The Endowment Committee shall consist of the Board of Trustees and the Chair of the Finance Committee. The President and Minister shall be advisory members of the Endowment Committee. The Committee may request other members of the Congregation to serve as advisory members, and at the expense of the Fund may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the Fund. It is the responsibility of the Committee to invest the assets in socially responsible investments and to make distributions according to bylaws of this congregation.
- 2) Members of the Committee shall not be liable for any losses, which may be incurred upon the investments of the assets of the Fund except to the extent that such loss shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he or she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his or her personal interests would conflict with the interest of the Fund.
- 3) The Committee shall abide by, and with the assistance of the Finance Committee, keep a record of the terms and restrictions of all gifts to the Fund and shall determine what is principal and income according to accepted accounting procedures.

- 4) Only in particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, may the Congregation, by action in a duly called meeting, use Fund distributions for its own operating or support services.
- 5) Principal may only be distributed when gift restrictions permit it, and then only in strict accordance with the restrictions.
- 6) Distributions of accumulated earnings, but not the corpus, of the Fund may be, but are not required to be, made annually and at such other times as deemed necessary and/or feasible by the Endowment Committee using the following guidelines. Accumulated earnings not distributed in a given year may be carried forward and distributed in subsequent years.
  - a) One-third of the earnings may be used for the physical plant of Georgia Mountains Unitarian Universalist Church, such as, but not limited to maintenance of buildings, capital improvements or renovations, or mortgage reduction.
  - b) One-third of the earnings may be used for outreach into the community, including, but not limited to grants to UU camps and conferences, theological schools, local social service agencies or institutions to which this congregation relates, and to special programs designed for those persons in our community who are in spiritual and/or economic need; and
  - c) One-third of the earnings may be used for scholarships or grants to members of Georgia Mountains Unitarian Universalist Church for the purpose of attending college, theological, nursing or medical school; for UU related camps or leadership conferences; or such other training which enables members of this congregation to grow in faith and service to Unitarian Universalism.
- 7) Amendment to this Article, which will change, alter or amend the purpose for which the fund is established, shall be adopted by a two-thirds vote of the members present in person or by proxy at a duly called congregational meeting.

**Article XIV. Amendment**

These bylaws may be amended or replaced at any annual or special meeting of the membership. The Secretary shall include any proposed bylaw amendments in the notice to the membership at least 15 days prior to the annual or special meeting. A two-thirds affirmative vote of those present shall be necessary.

**Article XIV. Dissolution**

In the event of the dissolution of this Church, its remaining assets shall become the property of the Unitarian Universalist Association.

Adopted at the First Congregational Meeting December 12, 1993  
Amended at the Annual Congregational Meeting on May 22, 1994  
Amended at the Called Congregational Meeting on March 19, 1995  
Amended at the Called Congregational Meeting on April 25, 1997  
Amended at the Called Congregational Meeting on December 13, 1998  
Amended at the Annual Congregational Meeting on May 20, 2001  
Amended at the Annual Congregational Meeting on June 9, 2002  
Amended at the Called Congregational Meeting on January 25, 2004  
Amended at the Called Congregational Meeting on October 31, 2004  
Amended at the Annual Congregational Meeting on May 21, 2006  
Amended at the Annual Congregational Meeting on May 22, 2011