

Bylaws of Mountain Light Unitarian Universalist Church, Inc.

Adopted: December 11, 2016

Article I. Name.

The name of this congregation shall be Mountain Light Unitarian Universalist Church, Inc.

Article II. Purpose.

The purpose of this congregation shall be to establish, maintain, and house a congregation dedicated to the principles and purposes of the Unitarian Universalist Association and to provide a spiritual home for religious liberals.

Article III. Membership.

A. Membership Requirements. Each new member is expected to sign the Membership Book, agreeing to participate in and support the church.

B. Charter Members. Members who joined the congregation on or before Charter Sunday, December 5, 1999, shall be designated as Charter Members.

C. Termination of Membership.

1. Voluntary withdrawal from active/voting membership may be made by request to any member of the Board.
2. Assumed withdrawal from active/voting membership may occur when a member has not participated at MLUUC through attendance or financial support for six months.
3. Inactive former members as above described can be reinstated to active/voting member status upon request to any Board member

and by resuming regular attendance and financial support during the 30 days following the request. Reinstatement will come at the end of the 30-day waiting period.

4. Upon the recommendation of an ad-hoc committee formed to investigate and respond to incidents of disruptive behavior and to recommend such course of action, the Board, by two-thirds majority, may vote to terminate a person's membership for actions deemed disruptive to the safety and collegiality of the congregation under the terms set out in the *MLUUC Policy on Disruptive Behavior*. Such a person shall be given written notice of intent to terminate membership, stating the reasons thereof, not fewer than fifteen (15) days before the effective date of such termination, and must be given the opportunity to be heard by the Board by an oral or written statement not fewer than five (5) days before the effective date of such termination.

5. A person whose membership has been terminated by the Board of Directors under the terms of the *Policy on Disruptive Behavior* may be reinstated following the provisions provided in the *Policy on Disruptive Behavior*.

D. The Board shall update the voting membership roll to the Southern Region of the Mid-South District of UUA no less than by June 20 and December 31, annually.

Article IV. Denominational Affiliation.

This congregation shall be a member of the Unitarian Universalist Association and of the Mid-South District of the Southern Region of the UUA.

Article V. Board of Directors (The Board).

A. Governance. The Board of Directors shall be composed of five (5) members: three (3) Officers, and two (2) Directors at Large.

B. Responsibilities.

1. The Board of Directors shall develop administrative policy, is accountable for the business affairs of the congregation, and is the trustee of the property of the congregation.

2. The Board shall make policies that are consistent with, and help to further the congregation's mission.

3. The Board is charged to serve the will of the membership and reports to the congregation.

4. The Board may appoint or dissolve teams to accomplish the work of the congregation. It is the responsibility of the Board to monitor the work of the teams.

5. The Officers and Directors at Large for the upcoming year are, when possible, identified by an Ad Hoc Committee setup by the Board to accomplish this task two months prior to the Annual Meeting. The recommendations of the Ad Hoc Committee are reported to the Board before being nominated and voted on by the congregation at the Annual Meeting.

C. Terms of Office. The Officers and the Directors at Large shall serve terms of one (1) year, be eligible for one (1) consecutive term, and not serve more than two terms in the same office.

D. Meetings. The Board of Directors shall conduct official business meetings regularly and shall announce the time, date, and location of such meetings in the Newsletter.

1. The Board may conduct informal meetings, comprised of a majority of its members, at which no official business is conducted

whenever there is a need. Such meetings do not need to be announced in advance.

2. Important business arising between regularly scheduled meetings of the Board may be conducted by a special meeting of the Board or by email when circumstances require it. Such business shall be restricted to the item or items of business for which the meeting was called and shall be conducted according to normal procedures: a recorded motion, a second, discussion and vote. The established quorum and majority vote rules apply to such actions.

3. Official actions taken by the Board between regularly scheduled meetings shall appear in minutes exclusive to that meeting of the Board.

E. Quorum. On a five-member Board, three (3) members of the Board of Directors shall constitute a quorum. There will be no proxies at meetings of the Board of Directors.

F. Unexpired Terms of Office.

Unexpired terms of office, other than the President but including Directors, shall be filled by a majority vote of the members elected to serve on the current Board of Directors at a meeting called by the elected President for this purpose. A majority of the elected members currently remaining on the Board must be present for this meeting. Vacancies so filled shall serve until the next Annual Meeting.

G. Expenditure Authority.

1. Teams that have budgeted funds may expend those funds at the direction of the team subject to oversight by the Board of Directors.

2. The Board of Directors has the authority for discretionary spending not to exceed the total for the approved budget by \$500.

3. The Board of Directors does not have the authority to expend any amount toward property acquisition or to make any commitment to expenditures beyond the current fiscal year without congregation approval.
4. The Board of Directors has the authority to create special funds for targeted purposes, which shall be funded by direct donations by members or friends of the church.
5. The Board of Directors may expend funds from Board-approved, special funds only for the purpose designated for the funds and according to whatever provisions are stipulated in the Finance policy governing special funds.

H. Officers.

1. President.

The President shall be the principal executive officer of the congregation and shall call and preside at meetings of the Board of Directors, and at business meetings of the membership.

2. Secretary.

The Secretary shall be responsible for minutes of all meeting of the Board of Directors, the Annual Meeting and other Congregational meetings, and certify membership records. The Secretary shall keep all minutes and attachments, bylaws, policies and membership records in a dedicated file on his or her computer, make all such documents digitally accessible to the Congregation, and maintain appropriate records of the Corporation in the Corporate Book or other appropriate storage such as organized files. These records shall include a paper copy of the minutes from the Annual Meetings, current copy of the bylaws and current policy statements. In addition, it is the responsibility of the Secretary to handle administrative duties such as monitoring

church e-mail and the phone line regularly and to respond appropriately to incoming mail/messages.

3. Treasurer.

The Treasurer shall establish accounting procedures for the Corporation to record all financial activities, establish and maintain the bank accounts for the general fund and any other accounts and funds authorized by the Board. The Treasurer shall receive and deposit the funds of the Corporation, pay bills as authorized in the approved Budget, or special expenditures as approved by the Board or by the Congregation. The Treasurer shall report to the Board any irregularities observed in the spending of budgeted funds by Teams. The Treasurer shall prepare monthly, as well as annual, financial reports, file the annual report and corporation fee with the State of Georgia, and file any documents required by law.

I. When the conditions imposed by items A, C or E above cannot be met and if enforced would significantly interfere with the orderly administration of the church, the condition or conditions may be suspended or modified for one year by a majority vote of the membership in attendance at a special called meeting of the congregation. Successive suspensions or modifications are permitted when required by circumstances.

Article VI. Ad Hoc Leadership Identification Team.

A. The Ad Hoc Leadership Identification Team shall be appointed by the Board of Directors not later than two months prior to the Annual Meeting. The Ad Hoc Leadership Identification Team shall be comprised of at least two but no more than three non-Board members of the congregation.

B. No less than 30 days prior to the scheduled date of the Annual Meeting, members of the Ad Hoc Leadership Identification Team shall identify and recommend to the current Board candidates to stand for

election to the upcoming Board of Directors. In the event the Ad Hoc Committee is unable to perform its duties for whatever reason, a special meeting of the congregation will be called at least 23 days prior to the Annual Meeting for the purpose of identifying and nominating, but not voting on, candidates to fill the positions that will be open in the next church year on the Board of Directors. The same rules will apply as are in force when nominations are made from the floor at the Annual Meeting. (See Article VII, C below)

C. After it is formed, the Ad Hoc Leadership Identification Team shall report its progress to the Board of Directors at the Board's two monthly meetings leading up to the Annual Meeting.

Article VII. Meetings.

A. Annual Membership Meeting.

1. The annual membership meeting shall be held each year during the month of May or June at the church facility.
2. The exact date for this meeting shall be chosen by the Board of Directors.
3. Notification of the time, date, and the location of the Annual Meeting and of the business to be transacted shall be made to the membership at least fifteen (15) days prior to the Meeting.
4. The Annual Meeting shall require a majority of the voting members to be present or represented by proxies to conduct any business (quorum).

B. Requirements of Voting.

1. Voting Members are persons who have been members of record for 30 days or more and have made a contribution of record within the six months prior to the annual meeting.
2. The Secretary and Treasurer shall prepare a list of eligible voters prior to the annual meeting.

C. Requirements of Nominees.

1. No candidate shall be nominated from the floor that has not agreed to said nomination prior to the Annual Meeting.
2. All candidates for office shall be voting members of the Congregation, and must be eighteen (18) years of age or older.

D. Business of the meeting. The business of the Meeting shall include:

1. The President's report.
2. The Ad Hoc Leadership Identification Team shall announce the nominees for the Officers and Directors at Large for the upcoming Board.
3. Election of the President, Secretary, Treasurer, and the Directors at Large (as needed) shall be by majority vote of those authorized to vote in person or by proxy.
 - a. Elections shall be by secret ballot.
 - b. If no contest exists, election may be by voice vote or by unanimous consent.
4. Approval of the annual budget.
5. Other business as may be required.

E. Special Meetings.

1. The Board of Directors may call a special meeting of the membership at any time.
2. A special meeting shall be called at the written request of twenty-five percent (25%) of voting members.
3. Requirements for notice and quorum are the same as for an Annual Meeting (shall require a majority of the voting members to be present or represented by proxies to conduct any business (quorum)).

Section F. Emergency Meetings

1. The Board of Directors may call an emergency meeting of the membership at any time.
2. An emergency meeting may be requested by the Board as it deems necessary in the best interests of MLUUC.
3. Requirements for notice will be determined by the Board as it deems necessary in the best interests of MLUUC.
4. Requirements for notice may be made in writing via emails to the Members.
5. Requirements for a Quorum are the same as for an Annual Meeting (will require a majority of the voting members to be present or represented by proxies to conduct business (quorum)).”

Article VIII. Delegates.

A. Delegates to represent this congregation at the UUA General Assembly and at the Southern Region Mid-South District shall be appointed by the Board of Directors.

B. The number of delegates appointed shall be in accordance with the number specified in the Bylaws of the UUA, and those of the Southern Region of UUA Mid-South District.

C. Each delegate shall be a voting member of this congregation. Members can serve as delegates to the UUA General Assembly and Southern Region Mid-South District at the same time.

Article IX. Fiscal Year.

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

Article X. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used to resolve questions of procedure.

Article XI. Amendments.

A. These Bylaws may be amended or replaced at any Annual or Special Meeting of the membership.

B. The Secretary shall include any proposed Bylaw amendments in the notice to the membership at least fifteen (15) days prior to the Annual or special meeting.

C. A two-thirds affirmative vote of those members voting shall be necessary.

D. Revised bylaws shall take effect immediately upon approval of the congregation.

Article XII. Dissolution.

In the event of the dissolution of this congregation and corporation, all of its remaining assets shall be conveyed to and vested in Georgia Mountains Unitarian Universalist Church, Inc. in Dahlonega, Georgia.

The Board of Directors of this corporation shall perform all actions necessary to affect such conveyance.

CERTIFICATION

I certify that the foregoing is a true and correct copy of the Bylaws of Mountain Light Unitarian Universalist Church, Inc. as duly amended by the membership on December 11, 2016.

Tom Norris, Secretary

Original to: Corporate Book

Copy to: Digital Files