

BYLAWS OF PEOPLE'S CHURCH OF KALAMAZOO, MICHIGAN

Article I – Name

1. The name of this church shall be The People's Church of Kalamazoo, Michigan, a member congregation of the Unitarian Universalist Association (UUA).

Article II – Object

1. The purpose of this church is set forth, as expressed by Caroline Bartlett Crane, 1892:

BOND OF UNION
Earnestly desiring to develop in ourselves and in the world
Honest, reverent thought,
Faithfulness to our highest conception of right living,
The spirit of love and service to all people,
And allegiance towards all the interests of morality and religion,
As interpreted by the growing thought and purest lives of humanity:
We join ourselves together
Hoping to help one another in all good things
And to advance the cause of pure and practical religion in the community.

We base our union upon no creed test
But upon the purpose herein expressed
And welcome all who wish to join us
To help establish truth, righteousness, and love in all the world.

Article III – Commitment to Equity

1. People's Church is deeply committed to the principle of the inherent worth and dignity of every person. We affirm the need to dismantle all forms of oppression and commit to changing ourselves, our organization, and our society by:

- a. Building an environmentally just, wholly diverse, multicultural Beloved Community that accountably dismantles racism and all forms of oppression.
- b. Assuring every action, policy, and practice governing and operating this congregation aligns with the values of diversity, equity, and inclusion.

2. Our success will be known by our actions. Reflections on the validity and effectiveness of our actions will be informed by and centered on the lived experiences of those who identify as marginalized.

Article IV – Membership

1. A member is any person sixteen years of age or older who has signed the Bond of Union.
2. Individuals who have been members for at least six weeks (forty-two days) are eligible to vote at congregational meetings and may be nominated to serve on the Board of Trustees.
3. Each member is responsible for contributions of connecting relationships, time, energy, talent and/or financial support toward the collective well-being of the church community.
4. Members may be removed.
 - a. Members who have submitted a resignation or are deemed inactive (see Article IV Section 3) will be removed from membership as specified in the Policy Manual.
 - b. Members who harass, threaten, or criminally act against the Minister, church staff, other members or friends, or otherwise violate the collective well-being of the church community, may be subject to removal after due process and the opportunity to appeal, as specified in the Policy Manual.
 - c. Concurrent with removal of membership, the Board will inform the subject of conditions needed to reinstate their membership. Persons who have been removed may ask to rejoin the church according to the criteria and procedure, as specified in the Policy Manual.

Article V – Board of Trustees and Officers

1. The Board of Trustees shall consist of nine members.
 - a. Three trustees shall be elected at the Annual Meeting each year for a term of three years or until their successors are elected.
 - b. Under the laws of the State of Michigan, one member sixteen or seventeen years of age may serve on the Board at any given time.
2. No trustee shall be elected to two terms in succession without an interim period of one year. A person appointed to fill a vacant unexpired term shall be eligible for election to a full succeeding term.
3. Annually, the Board shall elect from among the trustees a president, vice-president, and secretary.
 - a. The duties of officers are those prescribed by the current edition of Robert's Rules of Order, Newly Revised.

- b. The president shall preside at all business meetings of the church.
 - c. The president, vice-president, and secretary shall constitute the Executive Committee.
 - d. An officer may be removed from office by a majority vote of the trustees then in office.
4. Both the newly elected and the outgoing trustees shall attend the first Board meeting after the Annual Meeting.
- a. The outgoing Board shall conduct all necessary business and adjourn.
 - b. Thereupon, with the outgoing president presiding, the incoming Board shall elect officers for the next year who shall begin serving, subsequent to this meeting, for a term of one year or until their successors are elected.
5. Ministers shall be ex officio non-voting members of the Board of Trustees.

Article VI – Meetings of the Board of Trustees

1. Regular meetings shall be held once a month at a time and place selected by the Board. Special meetings may be called by the president, or in the president's absence, by the vice-president, or upon request of any two trustees. The president or vice-president will assure that notice of all meetings will reach each trustee by a method described in the Policy Manual.
2. Fifty percent of the trustees then in office shall constitute a quorum for any meeting
3. A simple majority of the trustees voting shall constitute an affirmative vote.
4. Meetings are open to all members except that the trustees may, by a two-thirds vote of the trustees present, close the session. All votes must be recorded in open session.

Article VII – Duties and Responsibilities of the Board of Trustees

1. The trustees serving on the Board shall have general charge of the property, the conduct of all business and legal affairs, the administration of the church, and overseeing the safety of the congregation except for those powers expressly granted to the minister or members by these Bylaws.
2. They shall determine, administer, and implement church policies, and compile a Policy Manual.

3. They shall authorize all non-budgeted expenditures of money. Any non-budgeted expenditure exceeding five percent of the total annual operating budget shall be approved by a simple majority of votes cast by a minimum of thirty percent of the membership voting by a method accessible to all members as specified in the Policy Manual.
4. They shall have the responsibility to accept, reject, or negotiate the terms and conditions of all gifts or bequests.
5. The Board by majority vote of the trustees then in office may remove a trustee for cause in accordance with the Policy Manual.
6. They shall appoint a member of the congregation to fill any unexpired term of a trustee within six weeks following the vacancy.
7. They shall appoint a treasurer and any additional officers as are needed to fulfill the essential functions of the church.
 - a. They set forth the duties and terms of service for each appointee.
 - b. Any appointed officer may be removed from office by a majority vote of the Board.
8. They shall appoint such committees as are needed to fulfill the essential functions of the church and set forth the duties of said committees.

Article VIII – Congregational Meetings

1. An Annual Meeting shall be held during the month of May or as soon as practicable thereafter as determined by the president of the Board of Trustees in consultation with the minister. Notice of the meeting and voting procedures shall be given in writing according to methods described in the Policy Manual at least two weeks prior to the meeting and shall contain a list of the nominees for the Board of Trustees and for the Nominating Committee, as well as known issues to be voted on.
2. Special Congregational Meetings shall be called by the Board of Trustees at the request of ten congregational members or by a majority vote of the Board of Trustees. Special Meetings shall be limited to the purposes specified in the call, and not less than two weeks' notice shall be given in writing according to methods described in the Policy Manual.
3. Annual and Special Congregational Meetings are authorized to be held by electronic communications media according to methods described in the Policy Manual.
4. Annual and Special Congregational Meetings will be live-streamed and recorded so that members will be able to view meetings electronically.

5. Motions arising at Annual or Special Congregational Meetings shall be voted on by a method accessible to all members as specified in the Policy Manual.

6. Except as otherwise provided in these Bylaws, no action or vote shall be binding unless at least thirty percent of the membership has voted by a method accessible to all members as specified in the Policy Manual.

7. Except as otherwise provided in these Bylaws, a simple majority of votes cast by a method accessible to all members as specified in the Policy Manual shall constitute an affirmative vote.

Article IX – Minister

1. In the event of a ministerial vacancy, members of a Ministerial Search Committee shall search out and recommend to the membership a minister for the church.

a. This committee shall be formed as specified in the Policy Manual in consultation with the UUA.

b. These procedures will apply also in the event of a search for co-ministers.

2. The minister's initial compensation shall be negotiated by the Ministerial Search Committee in consultation with the Executive Committee of the Board, the Finance Committee, and the UUA.

3. The President shall convene a Special Congregational Meeting for the calling of a minister when requested by the Chair of the Search Committee.

a. Notice of such meeting shall be given as specified in Article VIII Section 2 of these Bylaws.

b. The minister shall be called by eighty percent of votes cast by members of the congregation. No action or vote shall be binding unless a minimum of forty percent of the membership has voted by a method accessible to all members as specified in the Policy Manual.

4. Articles of Understanding defining the relationships between the Board of Trustees and the minister, as well as the congregation and the minister, shall be entered into by the Board and the minister. These Articles of Understanding shall be reviewed at least triennially by the Board and the minister.

5. The minister may be dismissed by a simple majority of votes cast by the members of the congregation. No action or vote shall be binding unless a minimum of forty percent of the membership has voted by a method accessible to all members as specified in the Policy Manual.

Article X – Nominating Committee

1. The Nominating Committee is responsible for presenting preliminary candidates for its own members and the Board of Trustees.

2. The Nominating Committee shall consist of seven members, six elected and one appointed, none of whom are current members of the Board of Trustees.

a. The elected members shall serve staggered terms of three years, with two members proposed by the Nominating Committee for election at each Annual Congregational Meeting.

b. The seventh member shall be appointed annually by the Board of Trustees from those who have recently completed service on the Board.

3. The Nominating Committee shall nominate one candidate for each vacancy on the Board of Trustees.

4. The Nominating Committee shall publish in writing the preliminary slates of candidates for the Nominating Committee and the Board of Trustees at least six weeks prior to the Annual Meeting.

5. Candidates for the Nominating Committee and the Board of Trustees may also be nominated by petition.

a. A petition must contain signatures of at least five congregational members, the candidate having consented.

b. Petitions must be received and published in writing by the Church Administrator at least four weeks prior to the Annual Meeting.

6. Any vacant unexpired term in the above positions shall be filled by the Board of Trustees. A person so appointed shall serve the balance of the term of the person being replaced and may be eligible for election to a full succeeding term.

7. No elected or appointed member in the above positions shall serve two successive terms without an interim period of one year. The interim period does not apply to appointed members if they are subsequently elected to a full term.

Article XI – Budget and Finance

1. A Finance Committee shall be appointed by the Board of Trustees. Each appointee shall serve until they resign or are removed by the Board.
2. The Finance Committee is responsible for financial affairs, with input from other church stakeholders and direction from the Board of Trustees and shall prepare a budget for each fiscal year.
3. At the Annual Meeting, the congregation may amend the proposed budget but shall approve an operating budget for the coming fiscal year.
4. The church fiscal year shall run from July 1 through June 30.
5. The purchase or sale of any real estate impacting the church location or functioning shall be approved by at least sixty-seven percent (2/3) of votes cast by a minimum of forty percent of the membership voting by a method accessible to all members as specified in the Policy Manual.
6. Any non-budgeted expenditure exceeding five percent of the total annual operating budget shall be approved by a simple majority of votes cast by a minimum of thirty percent of the membership voting by a method accessible to all members as specified in the Policy Manual.
7. The church shall have a separate Endowment to assure the long-range financial future of the church, to help the church manage and survive financial emergencies and to fund capital needs and special projects that further the mission of the church.
8. An Investment Committee shall manage the Endowment and other church investment funds.
 - a. Pursuant to the Investment Policy Statements as adopted by the Board of Trustees, the Investment Committee is empowered, acting through its elected chair, to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, or engage others to do the same, and in all other respects manage and control the investment assets of the church.
 - b. The Investment Committee shall consist of three members of the congregation appointed by the Board for three-year terms.
 - i. No member shall serve more than six consecutive years. After a lapse of one year, former committee members may be re-appointed. The Board shall have the authority to remove a committee member for cause.

- ii. No member may serve on the Investment Committee while also serving on the Board of Trustees, or as an employee of the church.
- c. A majority vote of the members of the Investment Committee is needed to approve any committee decision.
 - i. The Investment Committee shall elect its own chairperson.
 - ii. The Investment Committee shall report to the Board of Trustees on a quarterly basis or as the Board requires and provide a written report to the congregation at the Annual Congregational Meeting.
- d. Investment Committee members shall not be liable for any losses incurred by the Investment Committee except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence.
 - i. Each member shall be liable for their own acts or omissions of willful misconduct or gross negligence and not for the acts or omissions of other members.
 - ii. No member of the committee shall engage in any self-dealing or transactions with church investments in which the member has a direct or indirect financial interest.
 - iii. Members shall refrain at all times from conduct in which their personal interest would conflict with the interest of the church.

Article XII – Amendments, Conflict, and Dissolution

1. Amendments to these Bylaws shall be approved by sixty-seven percent (2/3) of votes cast by a minimum of thirty percent of the membership voting by a method accessible to all members as specified in the Policy Manual.
2. A conflict between these Bylaws and any other church provisions or policies shall be resolved in favor of these Bylaws.
3. In the event of the dissolution of the church, after all debts are satisfied, any assets of the church shall be transferred to the Unitarian Universalist Association to be used exclusively for purposes allowed under Section 501(c)(3) of the Internal Revenue Code.

Revised February 27, 2022