

Bylaws of All Souls Community Church of West Michigan

Adopted by the Congregation on December 12, 2001

Name Changed by vote of the Congregation on February 24, 2002

Name Change Amended by Vote of the Congregation on May 5, 2002

Endowment Fund by Vote of the Congregation on May 3, 2009

Amendments Adopted by the Congregation on December 8, 2013

Amendments Adopted by the Congregation on December 7, 2014

Endowment Investment and Distribution Policy

Adopted by the Congregation on May 3, 2015

Amendments Adopted by the Congregation on May 16, 2021

Amendments Adopted by Congregation on May 19, 2024

Endowment fund, IX, 3 as property

Endowment Committee disbanded -XII, 4 deleted

Finance Committee to oversee Endowment XII, 3

Article I. Name and Purpose

Section 1. Name

The name of this Michigan nonprofit corporation shall be: “*All Souls Community Church of West Michigan*” (“Church”). The location of the Church shall be inside the boundaries of Kent County, Michigan.

Section 2. Purpose

This Church is dedicated to religion, but not to a creed. It is a liberal religious community of free individuals of all ages walking together in relationship to one another, to our larger community and to the transcending mystery of the universe. Our community is based on open communication, democratic process, and a belief in the capacity for goodness in all people. Our spiritual health and our growth as a church community are intimately connected with the spiritual growth and development of our children. We pledge to develop our church community with this always in mind. This Church aims at celebrating and cultivating community, a sense of inquiry, moral character and insight, religious freedom, and helpfulness to humanity – that is, it aims at liberating and cultivating the human spirit.

ARTICLE II. MEMBERSHIP – RIGHTS

Section 1. Qualifications

Any person in sympathy with the purpose and services of the Church who makes a contribution of record in each fiscal year, and who has attained the age of eighteen (18) or has completed a ninth (9th) grade Coming of Age Program, may become a member by signing a membership card or book provided by the Church and delivering the same to the Minister or any officer of the Church. No test or requirement as to age, race, color, national origin, sex, affectional or sexual orientation, religious interpretation, belief, or creed, political belief, or any demand pertaining thereto, shall ever be made of any applicant for membership of this Church.

There shall be two designations for membership, active and inactive.

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An active member is a member who has made a supporting financial contribution or service contribution for the current fiscal year or is otherwise participating in the life of the congregation.

An inactive member is one who previously signed the membership book, but has not made a financial contribution of record or been actively participating in the Church during the current fiscal year. Should an inactive member make a contribution or restart participation in church activities the membership status shall be changed to active.

Section 2. Certification of Members

The Board of Trustees is authorized to certify the membership list of this Church in accordance with the qualifications of active membership. Such certification shall be made and filed with the Secretary of the Church at least thirty (30) days prior to the Spring Semi-Annual Meeting of the members of the Church, and shall be open to inspection by any member of the Church.

Section 3. Voting Rights

Each active member of the Church shall be at all times entitled to exercise and enjoy all of the rights and privileges which church membership ordinarily implies. All members entitled to vote shall at all times cast their vote in person, and no member shall ever have the right to vote by proxy or by mail, except as set forth in Article IV, Section 4 below. Exceptions to this provision necessitated by extenuating circumstances will be considered on a case-by-case basis by the Board of Trustees. Only active members shall be elected or appointed to the Board of Trustees, department chairs, offices, committee chairs, or committee membership unless otherwise provided by these Bylaws.

Section 4. Withdrawal of Membership

Any member may withdraw from membership by written notice to the Minister or any officer of the Church.

ARTICLE III. FISCAL YEAR

The fiscal year ("Fiscal Year") of the Church shall begin the first of January and end on the 31st of December on each calendar year until otherwise designated by the membership at a regular semi-annual meeting or at a special meeting called for that purpose.

ARTICLE IV. ANNUAL AND SPECIAL MEETINGS

Section 1. Semi-Annual Congregational Meetings

Two semi-annual congregational meetings will be held each calendar year. One (“Autumn Semi-Annual Meeting”) will be held the first or second Sunday in December for the purpose of accepting a budget for the upcoming Fiscal Year and to conduct any other necessary Church business. The other (“Spring Semi Annual Meeting”) will be held the first or third Sunday in May for the purpose of electing Board members and officers and to conduct any other necessary Church business.

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Section 2. Special Congregational Meetings

Special meetings of the Church membership may be held at any time and place in Kent County, Michigan or on a virtual platform, as may be deemed necessary by the Board of Trustees for the transaction of only such business as shall be mentioned or set forth in the notice of such special meeting. Also, twenty percent (20%) of registered Church members may call a special meeting by issuing a written call, therefore, signed by all such members, and submitted to the Secretary of the Board for distribution of the required Notice.

Section 3. Notice of Meetings

Notice of all meetings of the members of the Church shall be given to all members by delivery through a notice posted on the official Church website and the Church’s weekly newsletter no later than ten (10) days prior to the meeting. The business to be transacted at any congregational meeting shall be set forth in the notice of that meeting. Additionally, no later than ten (10) days prior to the meeting, all proposed budgets shall be sent to all supporting members of the congregation via email or upon request by mail.

Section 4. Quorum – Congregational Meetings

For voting purposes at all congregational meetings, a quorum will be considered forty (40%) of the active members. For purposes of establishing a quorum, members must be physically present or have submitted a proxy vote at least twenty-four (24) hours prior to the meeting to the Secretary of the Board of Trustees.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Membership and Commencement of Office

The business and affairs of this Church shall be administered, managed, and controlled by a Board of Trustees consisting of not fewer than seven (7), not more than nine (9) Church members, four (4) or more of whom will be officers elected in accordance with Article VI, Section 1. All Board members must be at least eighteen (18) years of age. All Board members and officers will be elected by the membership of the Church at the Spring Semi-Annual Meeting.

Board members and officers shall commence their terms of office on the first (1st) day of July following the Spring Semi-Annual Meeting of the members of the Church.

Section 2. Annual Operating Fund Budget

The Board of Trustees shall prepare and submit to the members of the Church at the Autumn Semi-Annual

Meeting an itemized operating fund budget (“Operating Fund Budget”) setting forth estimated income and proposed expenditures for the next ensuing Fiscal Year. To the extent and in such form as such budget shall be approved by a vote of members of the Church, the Board of Trustees and Church officers may authorize and make expenditures of Church funds.

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The Board of Trustees may transfer funds from one expense item to another within the limitation of the total annual Operating Fund Budget.

Section 3. Meetings of the Board of Trustees

The Board of Trustees may hold its meetings at any place in Kent County, Michigan or on a virtual platform, as may be deemed convenient by a majority of the Board and shall meet monthly and/or at such other times as the President of the Church or the Minister or a majority of the members of the Board shall determine necessary or advisable. Board meetings are open to members of the Church except during personnel discussions when only Board members may be present. Notice of special meetings must be given to Board members by mail, telephone, or personal contact at least five (5) days prior to the meeting.

Section 4. Solicitations

All solicitations to benefit the Church shall originate with the Board of Trustees or persons to whom the Board delegates the responsibility.

Section 5. Terms of Office

Board Member Provisions: The Board members shall be elected to serve three (3) year terms. A Board member may serve for no more than two (2) consecutive terms. A former Board member will not be eligible for re-nomination to the Board for a two (2) year period following the conclusion of his/her previous Board membership.

Additional Officer Provisions: The four (4) or more officers of the Church shall be elected to serve one (1) year terms. Elected officers may serve no more than three (3) consecutive terms in a given officer position. A former officer will not be eligible for re-nomination to the same officer position for a two (2) year period following the conclusion of his/her previous service in that position.

Section 6. Vacancies

All vacancies in the Board of Trustees or offices of the Church, with approval of said Board, shall be filled by an appointment to such vacancy by the President of the Church, provided that such appointee shall hold office only until the next semi-annual meeting of the Church, at which meeting an election shall be held to fill the remainder of the unexpired term of such Board member or officer. A vacancy in the office of the President may be filled by a sitting member of the Board at any Board meeting who receives a majority of votes from the Board and who will serve as acting President until the next semi-annual meeting.

Section 7. Annual Report of the Board of Trustees

The Board of Trustees shall make an annual report to the members of the Church at the Spring Semi-Annual Meeting of the property, real and personal, including property held in trust by them, and generally report the condition of such property and the affairs of the Church. This written report shall be made available to the congregation upon compilation of the report.

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Section 8. Quorum – Board of Trustees

Two-thirds (2/3) of the Board of Trustees shall constitute a quorum for the transaction of such business as may come before the Board except when voting on personnel issues and the approval of the annual budget for submission at the semi-annual congregation meeting when it will require three-quarters (3/4) of the Board members.

ARTICLE VI. OFFICERS-DUTIES-ELECTION OF OFFICERS

Section 1. Election of Officers

The officers of this Church shall be a President, a Vice President, a Vice President of Finance, and a Secretary, and any additional officers of the Board as deemed necessary and authorized by a vote of the Board all of whom shall be Board members, and have at least one (1) year of continuing Board eligibility pursuant to Article V, Section 5. They will be elected by members of the Church and will constitute the Executive Committee (“Executive Committee”). Examples of additional officers may include, but are not limited to, co-Vice President of Finance or a President-Elect who is expected to become President of the Board in the following year.

Section 2. President

The President shall preside at all meetings of the members of the Church and Board of Trustees and by virtue of such office shall be a non-voting, *ex officio* member of all departments and committees. The President shall not be a member of the Nominating Committee.

Section 3. Vice Presidents

In the absence of the president, the Vice President or Vice Presidents, or in their absence, the Vice President or Vice Presidents of Finance, shall preside at all meetings at which the President would preside if present. The Vice President of Finance is the treasurer and chair of the Finance Committee and shall perform such duties relating to property and finance including reporting on the financial operations of the church and overseeing the raising of funds to benefit the Church. The respective vice presidents shall perform such other duties relating to the Church’s activities as may be assigned to each of them, respectively, from time to time by the Board of Trustees.

Section 4. Secretary

The Secretary shall be responsible for:

a. Recording, distributing, and archiving minutes of all semi-annual or special congregational meetings of members of the Church, and all meetings of the Board of Trustees.

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b. Keeping a correct record of membership of the Church and reporting that record yearly to the Board of Trustees prior to the Spring Semi-Annual Meeting.

c. Custody of all papers, correspondence, documents, and instruments in writing belonging to the Church and pertaining to the affairs of the Church;

d. An annual report to the members of the Church at each Spring Semi-Annual Meeting;

e. Sending notice to Church members of all congregational meetings.

f. Such other duties as may be assigned by the Board and that may properly devolve upon this office.

Section 5. Executive Committee

The officers of the Church shall act as an Executive Committee of the Board of Trustees. They shall meet on the call of the President one (1) week before the Board of Trustees meeting to establish an agenda for the Board meeting. The Executive Committee may, with the permission of the full Board, handle emergency decisions between Board meetings. Any such decisions shall be reported to the Board and be subject to approval by the Board at its next meeting.

ARTICLE VII. REMOVAL OF OFFICERS, TRUSTEES, AND APPOINTEES

The members of the Church in a semi-annual congregational meeting or any special congregational meeting called for the purpose of the Board of Trustees (but only in the case of appointees), may remove any officer, Trustee, or appointee in any department or committee of the Church and declare the respective office or position vacant.

ARTICLE VIII. MAJORITY VOTE

A majority vote at all elections of this Church and of any board or department thereof shall govern; and all questions, transactions, or decisions of any kind of this Church, board, or department thereof shall be decided by a majority vote, unless otherwise provided by these Bylaws.

ARTICLE IX. PROPERTY

Section 1. Title to Property

The title to all property, both real and personal or mixed, and all contracts relating thereto, shall at all times be taken by and held or made in the name of the Church.

Section 2. Gifts

No gift or grant of property of any nature or kind whatsoever, with any condition attached thereto by the donor, shall be accepted for, or on behalf of this Church, unless the membership of the Church in semi annual or special meeting shall, by a majority vote of the members present, accept the same subject to such conditions, or the Board of Trustees, by a three-fourths (3/4) vote of its entire membership, accept the same subject to such condition.

Section 3. Endowment Funds of the Church

The Endowment Fund was created by the Congregation in 2015. The Endowment Fund principal, including any additions from future gifts designated for endowment or from other sources, shall be invested and preserved as a permanent endowment for the Church. The purpose of the endowment is to enhance the mission of the Church.

Income derived annually from Endowment Fund investment may be added to the principal or used to cover the general operating expenses of the Church at the discretion of the Board. Funds may be withdrawn from the Endowment Fund principal to cover Church expenses with the recommendation of the Board and with a two thirds (2/3) vote of the members at a Congregational meeting.

ARTICLE X. THE MINISTERS

Section 1. Selection of a Minister

A congregational meeting for election of a search committee ("Search Committee") for a permanent Minister will be called, with at least ten (10) days' notice, when a ministerial vacancy occurs or is imminent.

The Board of Trustees will appoint a three (3) member interim minister search committee to recommend an interim Minister to the Board of Trustees when it is deemed necessary to hire an interim Minister.

The Board of Trustees will nominate a slate of seven (7) members for a Search Committee for the permanent Minister, with notifications of the slate to the Church members in conjunction with notification of the congregational meeting and election. Notice will also be given that additional written nominations can be delivered to the Executive Committee until two (2) days prior to the election. Each additional nominee must give his/her approval in writing and have ten (10) or more members co-sign the nomination letter. If no additional nominations are received, a voice vote will be taken. A written ballot must be used if more than seven (7) are nominated. The Church members will approve budgets for both the interim Minister and permanent Minister search committees. A charge, prepared by the Board, will be read to each of the search committees.

Associate or assistant Ministers will be chosen the same way as a permanent Minister except that the permanent Minister will be an ex-officio, active and voting member of any such search committees.

Section 2. Election of a Minister

Ministers shall be chosen by a two-thirds (2/3) majority vote of the active members of the Church present at any congregational meeting.

Section 3. Termination of a Minister

The membership of the Church present at an annual or special meeting can, by majority vote, terminate a Minister's employment on three (3) months' written notice to the Minister.

Section 4. Head of Staff

The staff is administratively responsible to the Minister, who shall be head of staff ("Head of Staff") and who, in turn, implements the established policies of the Board of Trustees.

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Section 5. Freedom of the Pulpit

The congregation, by election of its Minister, loans the pulpit to the Minister for the free exercise thereof by the Minister. The Minister shall have freedom of the pulpit.

Section 6. Minister as Ex-Officio

The Minister shall be a non-voting ex-officio member of all committees and boards except as otherwise provided in these Bylaws.

ARTICLE XI. ORGANIZATIONS

Section 1. Creation and Dissolution

The Board of Trustees may from time to time create departments and committees within the Church and may discontinue departments or organizations so created.

Section 2. Definitions

a. Department

A department is a Church organization charged with a major program area vital to the Church. It is financed by Church funds. Its purpose and the bylaws under which it operates have been approved by the Board of Trustees, including any amendments to said department's bylaws, and it is governed by its own board, which plans, executes, and budgets the programs of the department.

b. Committees/Ministry Teams

Committees and Ministry Teams are Church organizations appointed and funded (if necessary) by the Board of Trustees for specific tasks. Board committees report to the Board through the President; program committees report to the Board through the Vice President; administrative committees report to the Board through the Vice President of Finance.

Section 3. Responsibility to the Board

All departments, committees, and groups operate under the authority and oversight of the Board of Trustees and are responsible to the Board.

Section 4. Bylaws, Rules, and Regulations Governing Departments, Board Committees, Program Committees, and Administrative Committees

Each department, Board committee, program committee, and administrative committee may promulgate and adopt bylaws, rules, and regulations or amendments thereof governing the conduct of its affairs insofar as they are not inconsistent with the Bylaws of the Church. However, any such bylaws, rules, regulations,

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and amendments thereof shall not become effective until the same are approved by a resolution of the Board of Trustees, and a written copy of said bylaws, rules, regulations, and amendments as approved are filed with the Secretary of the Board.

ARTICLE XII. STANDING COMMITTEES

Section 1. Appointments

The Board of Trustees at its first scheduled meeting or as soon thereafter as convenient shall appoint the standing committees to serve during the next Church year or as stipulated in these Bylaws.

The membership of standing committees of the Church shall be nominated for possible two (2) year terms, rotating so that half the committee carries over each year. Each year the new Board President will appoint the committees and their chairs from the carry-over nominees and the new nominees. New nominees would be nominated by various groups – the committee itself, the Board, the Executive Committee, etc. The number of terms served shall not be limited. The purpose of the carry over on membership of standing committees is to ensure continuity of purpose and effort.

Section 2. Nominating Committee

The Nominating Committee (“Nominating Committee”) shall consist of four (4) members and its duties shall be to consider and recommend to the Spring Semi-Annual Meeting of the members of the Church one (1) nominee for each open officer and/or trustee position. These nominees, the number not to exceed the openings in any given year, shall be elected by the membership of the Church at said semi-annual congregational meeting, provided that nominations from the general congregation shall also be in order. Nominations made by the general congregation, and not presented by the Nominating Committee, can be made by written letter to the President delivered no later than seven (7) days prior to said semi-annual

congregational meeting, with approval in writing from the nominee and the signatures of ten (10) or more members accompanying the written nomination.

Section 3. Finance Committee

The Finance Committee is chaired by the Vice President of Finance, and includes up to four (4) other members appointed by the Board of Trustees. Finance sub-committees exist and function as necessary. The Finance Committee through the Vice President of Finance makes a monthly report to the Board, which receives the report and makes it available to the congregation.

The Finance Committee is authorized to supervise and audit all Church funds, budgeted or otherwise. At the direction of the Board, the Finance Committee may consider and make recommendations to the Board for preparation of the annual operating fund budget.

The Finance Committee shall oversee the Endowment Fund, including monitoring the investment performance results achieved by the UUA Common Endowment or any other investment management professional engaged by the Church. At the direction of the Board, the Finance Committee shall review, consider and make recommendations to the Board for the investment of Endowment Fund assets. The Finance Committee may promote development of the Endowment Fund by designing and implementing a planned giving tradition among Church members and friends.

ARTICLE XIII. RULES OF ORDER

In all questions, discussions, decisions, and deliberations of the members of the Church, Board of Trustees, or any department of the Church, Robert's Rules of Order shall govern except in such cases where such rules are in conflict with these Bylaws.

ARTICLE XIV. AMENDMENTS TO THE BYLAWS

These Bylaws can be amended at any semi-annual or special meeting of the members of the Church by a two-thirds (2/3) vote of attending active members provided that the proposed amendment has been submitted in writing to the Board of Trustees one (1) month prior to said meeting, in which case notice of the proposed amendment will be included with the notice for said meeting.

ARTICLE XV. DENOMINATIONAL AFFILIATION

Section 1. Affiliation

All Souls Community Church of West Michigan recognizes and affirms the statement of the Principles and Purposes prepared by the Unitarian Universalist Association ("Association") and shall comply with such requirements as may be necessary to retain full membership participation in the Association.

Section 2. Nondiscrimination

As part of our affiliation with the Unitarian Universalist Association, we agree to declare and affirm our special responsibility to promote the full participation of persons in all of its and their activities and in the

full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, age or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Section 3. Dissolution

Should this Church cease to function and the membership vote to disband, any assets of the Church will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

