



BYLAWS of the Association for Unitarian Universalist Music Ministries
*Approved at the 2023 Annual Meeting**
Baltimore, MD

Section 1. NAME PURPOSES, LOCATION, CORPORATE SEAL and FISCAL YEAR

1.1 Name and Purposes

The name and purpose of the corporation shall be as set forth in the articles of organization ("Association for Unitarian Universalist Music Ministries, Inc.", hereafter "AUUMM.")

1.2 Location

The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the corporation. The Board may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal

The Board may adopt and alter the seal of the corporation.

1.4 Fiscal Year

The fiscal year of the corporation, unless otherwise decided by the Board, shall end on December 31 in each year.

Section 2. MEMBERS

2.1 MEMBERSHIP

AUUMM membership is available to all who pay annual dues and work to support the mission of the organization.

2.2 Dues

Annual dues for membership shall be proposed by the Board prior to the Annual Meeting. The proposed dues shall be discussed and ratified by the members present at the Annual Meeting.

2.3 Voting

2.3.1 Voting Rights

Each AUUMM member shall be eligible to vote, whenever a vote is called for, provided their membership has not been suspended or terminated (see 2.4).

2.3.2 Method

The Moderator, in collaboration with the Board, shall determine the methods by which fair and appropriate voting will occur.

2.4 Suspension or Termination

Membership may be suspended or terminated with just cause by a $\frac{2}{3}$ majority vote of the Board.

2.4.1 Membership Reinstatement

After a period of time and process of reconciliation and/or restoration of right relationship with the organization, it may be possible for membership to be reinstated by a $\frac{2}{3}$ majority vote of the Board.

2.5 Annual Meetings

The date, time, and location of the Annual Meeting will be set by the Board and written notice will be provided to the membership no later than 30 days prior to the meeting.

2.5.1 Annual Meeting Minutes

The Secretary shall record minutes of the Annual Meeting and release a draft for review to the membership within 30-days of the annual meeting. The membership will then have 30 days to review

and send revisions of the annual meeting minutes to the Board. The Board may then approve the annual meeting minutes at their next Board meeting and distribute the minutes to the membership.

2.6 Additional Meetings

Additional meetings may be called by the Board. Also, an officer of the Board shall call a meeting upon receipt of a written petition signed by no less than $\frac{1}{4}$ of the membership. The time, date and location of such meetings shall be communicated to the membership in writing at least 30 days prior to the meeting. In extraordinary circumstances, a meeting may be called by $\frac{2}{3}$ of the Board upon 7 days written notice to the membership.

2.7 Written Notice Defined

“Written notice” shall be any notice transmitted to the membership in writing. “Written notice” shall be inclusive of the day notice is sent.

2.8 Quorum

At any meeting of the members, a quorum shall be comprised of no less than 15 percent of the total membership. A meeting, which is properly called and at which a quorum is present, may be adjourned or recessed for up to ninety days from the date of such action without further notice to the members.

2.9 Proxies Voting

There shall be no proxy votes allowed at meetings.

Section 3. BOARD of TRUSTEES

3.1 Board members

The AUUMM shall be governed by a Board of Trustees ("the Board"). The Board shall consist of no fewer than seven members inclusive of a President, Moderator, Secretary, and Treasurer, (the "officers"), Trustees elected at large, and a President-Elect and Moderator-Elect during the year preceding the start of their full terms.

The number of Trustees-at-large shall never be fewer than 3 persons and shall not make the total number of Board members exceed 2% of the total membership. All members of the Board must be members of the AUUMM.

3.2 Elections

3.2.1 Officers and Trustees shall be elected for 2-year terms [*proviso: effective for full terms beginning in 2026*].

3.2.1.1 The President's and Moderator's 2-year terms shall be preceded by 1-year terms as President-Elect and Moderator-Elect, respectively.

3.2.1.2 No Board member shall serve more than 4 consecutive terms, which may include up to two consecutive full terms in any single role.

3.2.1.3 In extraordinary circumstances, the Board may, by unanimous vote, appoint an acting Board member to serve for up to 12 months beyond a term limit. No acting service shall count as a full term.

3.2.1.4 No individual person shall be in service to the Board for more than 10 years in any 15 year period.

3.2.2 There shall be a Nominating Committee. The Nominating Committee shall consist of no fewer than 3 members and no more than one member per full 100 AUUMM members. Each Nominating Committee member shall serve a 3-year term. No member shall be eligible to serve more than 2 consecutive terms.

In even-numbered years, Nominating Committee nominee(s) shall be slated by the AUUMM Board, and in odd-numbered years, Nominating Committee nominee(s) shall be slated by the existing Nominating Committee. The Nominating Committee shall produce an annual report of slated candidates for Board and Nominating Committee positions which shall be submitted to the Board at least 60 days, and to the AUUMM membership at least 30 days prior to the Annual Meeting.

3.2.3 Vacancies on the Board or Nominating Committee shall be filled by a Board appointee for the remainder of the vacated term.

3.3 Powers

The Board shall have and may exercise all the powers of the AUUMM, except those powers reserved to the membership by law, the articles of organization or these bylaws. The Board may delegate its powers to others by written policy.

3.4 Meetings

3.4.1 The Board will meet at least annually, upon call of a majority of the members of the Board. At least 14 days notice will be given for meetings, unless a $\frac{2}{3}$ majority of the Board determine otherwise. Notification need not specify the purpose of the meeting unless required by law or these bylaws, or for consideration of amendments to these bylaws, or for removal or suspension of a Board member, or dissolution of this organization. Unless otherwise stated, Board meetings are open to all members of this organization.

3.4.2 A meeting shall be defined as a designated time and/or process for the purpose of conducting the business of the organization, with at least $\frac{2}{3}$ Board participation.

3.5 Quorum

At any meeting of the Board, a quorum shall be defined as $\frac{2}{3}$ of the Board members then in office.

3.6 Compensation

No compensation shall be paid to any person on account of service as a Board member of the AUUMM. This shall not preclude the reimbursement of expenses determined by consensus of the Board, incurred on behalf of the AUUMM. Board members shall not serve the AUUMM concurrent with serving in any compensated capacity for the organization.

3.7 Suspension or Removal

A Board member may be suspended or removed with cause by a decision of $\frac{2}{3}$ of the Board members then in office. Any Board member in question shall be recused from voting.

3.8 Resignation

A Board member may resign by delivering a written statement to an Officer or the Board. The resignation shall not take effect prior to its receipt.

3.9 Emergency succession plan

The Board shall have the power to provide, by written policy, for succession to all leadership positions in case of the resignation, death, incapacity, or removal of any Board officer.

3.10 Committees

With the exception of the Nominating Committee, the Board may create and appoint members to committees as required.

Section 4. OFFICERS and REGISTERED AGENT

4.1 President

The President shall be the chief executive officer of the AUUMM and shall be responsible for general oversight of the AUUMM subject to the control of the Board. According to policies adopted by the Board, the President shall appoint AUUMM Program Directors to execute the mission of the organization. The President is authorized to change or remove Program Directors as appropriate.

4.2 Moderator

The Moderator shall be the chief governance officer of the AUUMM and shall preside at all meetings of the Board and the membership. According to policies adopted by the Board, the Moderator shall be authorized to establish agendas, determine just process and enforce governance.

4.3 Secretary

The Secretary shall maintain minutes and records of all meetings of the members and the Board, and shall distribute said minutes and records as directed by the Board.

4.4 Treasurer

The Treasurer shall be the chief financial officer of the AUUMM, and shall account to the Board for the use of all funds, assets, and financial documents. According to policies adopted by the Board, the Treasurer shall determine the AUUMM's accounting procedures, oversee the keeping of accounts, and make a full and complete written report of same to the Board and membership. Financial accounts shall be subject to annual examination as determined by the Board.

4.5 President-Elect & Moderator-Elect

The President-Elect and Moderator-Elect shall each serve as members of the Board, participating in proceedings and supporting the current President or Moderator, respectively, in the execution of the duties of those offices. The roles of President-Elect and Moderator-Elect shall be allowed, when appropriate and necessary, to be held concurrently with other roles on the Board.

4.6 Registered Agent

The Board shall, from time to time, appoint a qualified person or corporation to serve as its Registered Agent as required by the Commonwealth of Massachusetts.

4.7 Execution of Papers

Except as the Board may otherwise direct in particular cases, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, executed, or endorsed by the AUUMM shall be signed by the President, the Treasurer, or the Secretary.

4.8 Personal Liability

No members or Board members shall be personally liable for any debt, liability or obligation of the AUUMM. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the AUUMM, may look only to the funds and property of the AUUMM for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the AUUMM.

Section 5. AMENDMENTS

These bylaws may be altered, amended or repealed in whole or in part by a $\frac{2}{3}$ majority vote of members present for a meeting of the AUUMM, provided that notice of intent to do so and a copy of the intended changes have been transmitted in writing to the membership at least 30 days prior to the meeting.

Amended and approved by the members at the annual business meeting in 1988, 1999, 2001, 2003, 2005, 2008, 2009, 2019 and 2023*.

- *Sections 3.1, 3.2.1, and 4.5 were approved via electronic ballot in November 2023*