

# **BY-LAWS OF THE FIRST EXISTENTIALIST CONGREGATION OF ATLANTA**

## **ARTICLE I:        PREAMBLE**

The name of this organization shall be "The First Existentialist Congregation of Atlanta", hereinafter referred to as the "Congregation", an independent affiliate of the Unitarian Universalist Association (UUA). The Congregation acts in compliance with the by-laws of the Unitarian Universalist Association.

The Congregation is incorporated as a nonprofit corporation under the laws of Georgia and as such will have all the powers that are permitted to nonprofit corporations under Official Code of Georgia Annotated, Section 14-3-21 amended.

The First Existentialist Congregation of Atlanta supports diversity. The Congregation welcomes peoples to participate as visitors, members or staff without regard to race, color, ethnicity, national origin, class, spiritual beliefs, gender, sexual orientation/affectional preference, age or disability.

## **ARTICLE II:        PURPOSE**

The purpose of the Congregation is a common dedication to existential philosophy as guidance for elevating and ennobling the spiritual quality of human life through:

1.     Respecting individual feelings and honoring the subjective experience;
2.     Accepting individual freedom of belief;
3.     Fostering growth in awareness, concern, and wisdom;
4.     A commitment to human liberation;
5.     A free and responsible search for truth and meaning;
6.     Promoting the democratic process in human relations;
7.     Celebrating diverse spiritual and philosophical traditions;
8.     Building a community of individuals and embracing diversity in spiritual beliefs, race, ethnicity, national origin, class, gender, sexual orientation/affectional preference, age, and able ness.

## **ARTICLE III:       MEMBERSHIP**

### **Section A:**

Members are eligible to participate in all activities and processes of congregational life and governance, to hold office, to represent the Congregation in the UUA, and to vote. New members may vote after 90 days and may serve on the Board after one year. Members are expected to contribute freely of opinion, knowledge, skill and talent, and to support the Congregation financially each year.

Any person at least sixteen years of age desiring to become a member may do so by signing a written or emailed membership form pledging spiritual and financial commitment to the Congregation. Persons under the age of sixteen may become members by approval of the Board of Directors, hereinafter referred to as the “Board.”

**Section B:**

Active membership is renewed at the end of every third (3<sup>rd</sup>) calendar year with a pledge of continuing spiritual and financial support.

Members who fail to renew their pledges shall be considered inactive. Members who do not renew their memberships shall be contacted by mail or email and offered an opportunity to renew their active membership. These letters or emails should go out at least forty-five days in advance of the annual meeting at which the new board is elected. The Membership Guild Chair and/or Treasurer shall be responsible for coordinating this mailing.

**Section C:**

A member may resign from the Congregation by written notification to the Board.

**Section D:**

If a member is found through his/her behavior to be threatening, abusive, or violent, his/her membership may be revoked by a two-thirds majority of the entire Board; and the Board shall notify the member in writing or by email with return certification.

**ARTICLE IV:      MEETINGS OF THE CONGREGATION**

**Section A: Annual Meetings**

An annual meeting shall be held in April for the purpose of electing members of the Board, presenting reports and conducting other congregational business.

**Section B: Special Meetings**

Special meetings of the Congregation may be called by a majority of the Board; or they shall be called by the Board within one month of the receipt of a written or emailed request by 10% of the members of the Congregation eligible to vote.

**Section C: Notice**

Notice of all annual and special meetings of the Congregation shall be provided in writing to the membership, either by email, publication in the newsletter or by a special mailing, at least two weeks prior to the scheduled meeting. In addition, announcement of congregational meetings shall be made during at least one Sunday service.

**Section D: Quorum**

At all congregational meetings, twenty-five percent (25%) of the membership eligible to vote shall be considered a quorum for transaction of business, unless otherwise specified herein.

## **Section E: Majority**

Changing of the By-laws or selection of a minister shall be decided by a three-fourths vote of the members voting. Decisions concerning purchasing, selling, encumbering or otherwise dealing in real estate transactions; or a decision concerning dissolution of the Congregation, shall require a three-fourths vote of the members voting at the meeting. All other matters shall be decided by a simple majority of the members voting unless otherwise specified herein.

## **Section F: Procedure**

The rules contained in Robert's Rules of Order, Revised may be used in congregational meetings in all cases to which they are not inconsistent with these By-laws.

## **Section G: Voting**

### **1. Eligibility**

The Board shall maintain a current list of members eligible to vote and shall furnish such a list at each duly called meeting of the Congregation.

Voting at congregational meetings shall be the exclusive right and privilege of active members (as defined in Article III, Section B). Inactive members may resume voting 30 days after renewal of their pledges. New members may vote 90 days after becoming active members.

### **2. By Proxy**

Only another active member may exercise a member's proxy.

A proxy may be limited or general. A limited proxy authorizes the holder to vote only in accordance with the specific instructions contained therein. A general proxy authorizes the holder to vote at her/his discretion on any matter presented at the congregational meeting.

A proxy is deemed to be a general proxy unless otherwise specified. It is the responsibility of the member to request a proxy.

Unless a specific waiver of this requirement is granted by the Board, members must request their proxies in writing, which includes emailed requests. The request must be dated and must specify the meeting at which a proxy vote is requested and who will cast this vote.

The designated proxy must have this written request with him or her at the vote in order for the proxy vote to be counted, or in the case of remote meetings, the emailed proxy must have been sent to the Treasurer, Board Chairperson, or Membership Chair.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section A: Authority**

The Board shall be the governing body of the Congregation. The functions, business and government of the Congregation shall be directed by the Board. The powers of the Congregation shall be vested in the Board which shall have the authority to perform all acts and functions not inconsistent with the direction of the Congregation in explicit votes, these By-laws, the Articles of Incorporation, and applicable laws, ordinances and regulations.

## **Section B: Requirements and Responsibilities of Board Members**

The requirements and responsibilities of the Board members shall consist of the following:

1. Be an active member of the Congregation, and have maintained active membership for a period of at least one year immediately preceding election to the Board, unless granted an exception by the Board;
2. Endorse and support the purpose of the Congregation as stated in Article II of the By-laws;
3. Attend Board meetings regularly;
4. Participate in the planning, monitoring and evaluations of the goals of the Congregation and in the adoption, periodic evaluation and revision of the policies of the Congregation;
5. Consider and vote on the annual budget and subsequent revisions as recommended by the Treasurer;
6. Reflect and vote on legal, contractual and policy issues that affect the Congregation;
7. Actively support the fundraising activities of the Congregation.

## **Section C: Duties and Functions of the Board**

Subject to limitations which are provided elsewhere in these By-laws, the duties and functions of the Board shall include, but shall not be limited to the following:

1. Maintain custody and management of all property and operations of the Congregation; and maintain accountability for the expenditure of all funds;
2. Adopt, amend, rescind and implement policies, rules and regulations which are consistent with the duties and functions of the Board and with decisions of the membership;
3. Work closely with the professional congregational staff to ensure that the needs of the membership and its stated goals are adequately met;
4. Establish and provide direction to such committees and/or guilds deemed appropriate, define their duties and prescribe their powers.
5. Develop and approve the annual Congregation operating budget and make it available to the Congregation;
6. Submit a full statement of financial condition to the membership on an annual basis and conduct an annual audit;
7. Appoint, as appropriate, delegates and alternates to represent the Congregation at meetings of the Unitarian Universalist Association and other denominationally-related bodies;
8. Maintain accurate and open records of all its meetings, except Executive Sessions;
9. Oversee all publications of the Congregation, including but not limited to Sunday bulletins, monthly newsletters, brochures, press releases, other promotional materials, emailed communications, and website;
10. Recommend revisions to the By-laws as appropriate.

## **Section D: Limitations**

Absent authorization by the Congregation pursuant to these By-laws, the Board shall have no authority to:

1. Select or remove any minister;
2. Make any expenditure or incur any debts or other financial commitments concerning real estate transactions, such as purchasing, selling, encumbering or otherwise dealing in real estate.

Except for an emergency, the Board shall not incur any operating debts that cannot reasonably be expected to be retired under the current operating budget. Emergency in this context involves a sudden and unexpected demand on Congregation resources necessary to continue the activities of the Congregation. Other debts may not be incurred in excess of funds available.

## **Section E: Structure**

1. The Board shall consist of a minimum of seven (7) members, elected at the annual meeting as members at large
2. Members of the Board shall be elected to serve one-year terms and may not serve more than three consecutive one-year terms.
3. All members of the Board shall take office at the first Board meeting following their election. Though they will no longer have voting rights, all outgoing members of the Board may also be present for the duration of this meeting to facilitate the Board's transition.
4. The new Board shall elect its officers before its second regular meeting.

## **Section F: Officers**

Each of the offices listed below, and others which may be defined by the Board as necessary for the operation of the Congregation, may be filled by one or more persons as determined by a majority of the Board. Any of the duties of the defined offices can be delegated. At a minimum the officers shall be as follows:

1. **Chair:** one who serves as spokesperson for the Board and Congregation and is responsible for conducting meetings. The Chair shall be the principal executive officer of the Congregation and shall call and preside at meetings of the Board and the Congregation, and shall perform all other duties usually associated with this office. The Chair shall also execute, in the name of the Congregation, any and all such instruments that the Board or membership determine are necessary as to the management of the Congregation's business.

2. **Recorder:** one who records minutes of the Board and Congregational meetings and communicates in written form on behalf of the Board. The Recorder shall record the minutes of all meetings of the Board and all Congregational business meetings; if requested, shall provide at such meetings the minutes of any previous meetings; shall conduct the Congregation's correspondence; shall take care of all Congregation announcements to the membership as

requested by the Chair and the Board; and shall be custodian of the seal of the Corporation. All records of the Recorder shall remain the property of the Congregation.

3. **Treasurer:** one who is responsible for the custody of the Congregation's funds, financial reporting, budgeting, and overseeing the annual pledge campaign for members and friends. The Treasurer shall maintain a list of current pledging members and friends.

### **Section G: Finance Committee**

1. **Purpose:** The purpose of the Finance Committee shall be to provide the Board with ongoing oversight of the Congregation's financial systems.

2. **Duties:** The Finance Committee shall:

- a. Oversee the collection, deposit and accounting of all Congregation funds;
- b. Supervise the bookkeeper in preparing checks and paying expenses;
- c. Maintain annual budget, gift and pledge records, with monthly financial reports to the Board and annual contribution letters to donors.

3. **Membership:** The Finance Committee shall be composed of at least four Congregation members. The Board Chair and Treasurer shall always be Finance Committee members. Other Committee members shall be appointed or reappointed by each Board annually, no later than the January Board meeting. Committee members shall serve one-year terms but may serve multiple consecutive terms as long as Board continues to reappoint them

### **Section H: Nominating Committee**

1. **Purpose:** The purpose of the Nominating Committee shall be to identify and recruit eligible people to be considered for election, in accordance with Congregational By-laws, to serve as members of the Board. The Nominating Committee shall consist of three members of the Congregation selected by the Board no later than the January Board meeting of each year. At least one member of the Nominating Committee will be a current Board member and at least one will not.

2. **Duties:** The Nominating Committee shall be responsible for publicizing the availability of all positions and shall solicit suggestions from the Congregation. The Nominating Committee shall be responsible for securing at least seven (7) candidates.

### **Section I: Interim Vacancies**

1. Interim vacancies shall be filled through selection by the Board. Members so selected shall serve until the time of the next *annual* election, at which time they may be nominated to serve a full term. If elected, such members may serve up to three full terms.
2. The Board shall be empowered by a vote of two-thirds (2/3) of its membership to declare a vacancy when a Board member is unable to discharge his or her duties. Inability to discharge duties may be evidenced by, among other things, excessive

absences from meetings of the Board. No such action shall be taken without at least two weeks advance notice of such action being provided to the affected Board member.

3. A member of the Board who believes he or she is unable to fulfill his or her duties may resign by providing notice to the Chair.

## **Section J: Board Meetings**

### **1. Regular Meetings**

The Board shall hold regular meetings at least monthly. Additional meetings, as may be necessary, may be called by the Chair or any two Board members. All regular meetings shall be open to all Congregation members. Any member or friend may speak at Board meetings when recognized by the Chair. The Board meetings shall be conducted according to Robert's Rules of Order, Revised where applicable, as determined by the Chair.

### **2. Executive Sessions**

Executive Sessions are restricted to Board members. The Board may meet in Executive Session to address personnel issues and such other issues for which a majority of the Board members present determine that confidentiality is appropriate.

### **3. Quorum**

A quorum for the Board is at least 55% of the elected Board. Action of the Board is determined by a simple majority of those present at a meeting.

## **ARTICLE VI:       SELECTION OF A MINISTER BY THE CONGREGATION**

### **Section A: Selection**

#### **1. Search Committee**

When it becomes necessary to select any minister (other than an interim minister as provided in Section B below), a Search Committee will be nominated by the Board and the slate will be presented to the Congregation for approval by vote at a special meeting called for that purpose. A Ministerial Search Committee shall consist of no less than five, nor more than eight members, broadly representative of the interests and needs of the Congregation, and shall include at least one and no more than three members of the Board. The Board will charge the Search Committee with guidelines, parameters, and a timeframe for the search process. The Search Committee shall consider candidates recommended by members of the Congregation, the UUA, and other appropriate bodies. The search is not limited to individuals ordained by the Congregation. Upon completion of the search process, the Search Committee shall present to the Congregation one candidate for each position available.

#### **2. Election**

Election of a minister shall be by a vote of three-fourths (3/4) of the members of the Congregation voting; thirty percent (30%) of the membership shall be considered a quorum for that purpose.

### **3. Terms of Employment**

Ministers shall serve the Congregation according to the terms of a written agreement signed by the Chair of the Board after approval by the Congregation. This agreement shall specify ministerial responsibilities and privileges, compensation, duration of contract and terms of renewal, and accountability to the Congregation.

## **Section B: Interim Provisions**

Pending the selection of a minister(s) by the Congregation, the Board shall be authorized to make interim provisions for fulfilling ministerial responsibilities.

## **Section C: Responsibility**

The minister(s) shall:

1. Perform the duties and responsibilities detailed in the minister's agreement with the Congregation;
2. Have freedom of the pulpit and freedom to express the minister's opinion outside the pulpit;
3. Be responsible for the spiritual interests and affairs of the Congregation;
4. Unless otherwise agreed upon by the Board and the minister(s), the minister(s) shall assist the Congregation in personnel matters by:
  - a. Coordinating the responsibilities and supervising and evaluating the performance of the non-ministerial office staff in collaboration with the appropriate Board members and committees;
  - b. Employing and supervising all other employees of the Congregation in conformance with the provisions of the approved budget and program of the Congregation;
  - c. In the case of a senior minister, coordinating the responsibilities and evaluating the performance of all ministerial staff serving the Congregation in collaboration with appropriate Board members and committees;
5. Be a member, ex officio without vote, of the Board and all Program Committees. The minister's attendance at Program Committee meetings shall be at the minister's discretion;
6. In the event of conflict between a minister and the Board concerning ministerial personnel issues which are not resolved by the Ministerial Relations Committee, the minister and designated Board representatives shall participate in professional mediation in an attempt to resolve their differences;
7. In the event of a minister's disability, the above described duties shall be fulfilled by other minister(s) or persons designated by the Board;
8. In the event of a team ministry, the ministers may make provisions for allocation of the responsibilities specified in Section B above, subject to approval of the Board.

## **Section D: Termination of Employment**

A minister's service may end by resignation, dismissal, non-renewal of contract or retirement:

1. A minister who resigns shall give at least three months written notice to the Chair of the Congregation. During the term of the notice, the Board shall have the discretion to discontinue all or any portion of the duties required of the minister.
2. Any minister may be dismissed by a vote of three-fourths (3/4) of the members of the Congregation voting at any meeting called for that purpose.
3. A minister's service may be ended by non-renewal of contract as specified in the employment contract.
4. In the event of resignation, dismissal, or non-renewal of contract, compensation shall be provided as specified in the employment contract.
5. Upon a minister's retirement, the Board may grant the minister the honorary title of "Minister Emeritus".

## **Section E: Ministerial Relations Committee**

The Ministerial Relations Committee shall consist of three members: – one selected by the minister(s), one selected by the Board, and the third selected by the other two. Members shall serve one-year terms, without limitation on additional terms if selected. The Committee shall:

1. Engage with the minister(s) in an ongoing evaluation of their leadership of the Congregation;
2. Facilitate the working understanding of the Congregation and the Board with regard to the minister(s) responsibilities;
3. Provide the minister(s) with candid assessment of the minister's perceived effectiveness in the Congregation;
4. Advise the Board at least annually regarding matters of ministerial performance;
5. Initiate and recommend to the Board all contractual and financial arrangements for the minister(s);
6. Assist with resolution of any disputes that may arise among ministers or between minister(s) and staff.

## **ARTICLE VII: ORDINATION OF MINISTERS**

### **Section A: Application for Candidacy**

When any member of the Congregation desires ordination from the Congregation, he or she shall submit a written request to the Board requesting consideration to become a candidate for ordination. The Board will notify the member of the requirements for ordination and invite the member to meet with a designee of the Board to make a proposal of how that member will meet the requirements for ordination. An ad hoc Ordination Committee shall be appointed by the Board

and shall consist of at least four Congregation members and at least one currently serving minister (if available).

### **Section B: Minimum Requirements**

In order for a member to be ordained by the Congregation, that member must meet the following minimum requirements:

1. Membership in the Congregation for a minimum of three years;
2. Active participation in the infrastructure during their membership;
3. Completion of a congregational project. (Creative design of congregational projects is encouraged);
4. Satisfactory completion of a program of study approved by the ad hoc Ordination Committee. This program shall focus on existentialist and feminist thought.
5. Receive a majority vote from the Ordination Committee recommending ordination.

### **Section C: Progress Reports**

During the time that the applicant is performing activities to meet the requirements for ordination, regular meetings will be held with the Ordination Committee to assess the progress being made. The committee will then make reports of the progress to the applicant and the Board no fewer than three times a year.

### **Section D: Conclusion of Candidacy Reviews**

If the Committee votes in favor of ordination upon determining that the applicant has met the requirements, the applicant and at least one member of the Committee will appear at a Board meeting to advise the Board regarding how the applicant has met the requirements for ordination.

If the Committee votes against ordination, the Committee will present a written explanation to the applicant and the Board.

### **Section E: Call for Ordination**

Upon receiving the Committee's recommendation of the candidate for ordination, the Board will recommend to the Congregation approval for ordination of the candidate. A congregational meeting will be called for the purpose of voting on ordination of the candidate.

### **Section F:**

The Board will maintain a list of persons ordained by the Congregation. The Board will be responsible for developing procedures to remove an ordained person from the list for cause.

### **Section G:**

Ordination by the Congregation does not confer any entitlement to employment as a minister by the Congregation.

## **Section I:**

An individual who is not recommended for ordination may re-apply after a period of one year.

## **ARTICLE VIII: GUILDS**

Guilds may be established with Board approval to promote involvement in the activities and functions of the Congregation. Guilds shall be supervised by the Board and shall report to the Board upon request. The number of members is subject only to the discretion of the Guild, except that a minimum of three (3) shall be required on each Guild, with at least two being members of the Congregation. Guild Chairs should be selected by the Guild. Guilds may be dissolved at the discretion of the Board and shall be considered temporarily inactive if the number of Guild members drops below three (3). The following are examples of Guilds and usual functions.

### **Art:**

Shall provide opportunities to affirm the importance of the arts within our lives and commit itself to cultivate, nurture, and present the performing, visual and literary arts within our space. This may be accomplished through art exhibits, sales, live performances, and other events.

### **Building and Grounds:**

With authorization from the Board, shall be responsible for maintenance, repair, and improvement of buildings and grounds, including the hiring and supervision of maintenance personnel. Shall comply with all building, fire, and safety codes in carrying out these tasks.

### **Congregational Care:**

Shall keep in touch with individual members regarding their concerns and well being, particularly in the event of illness, death among family and friends, and other significant events, shall initiate and coordinate personal visits and other types of support activities that might be appropriate in particular circumstances. The Guild shall bring to the attention of the Board any significant collective concerns of the Congregation.

### **Education:**

Shall nurture the spiritual life of the Congregation for children and adults. Shall oversee the selection of educational materials and curriculum; shall help recruit and supervise teachers and other personnel; shall maintain a library; and shall initiate and supervise special programs.

### **Membership:**

Shall promote, develop and enhance the membership of the Congregation; shall make literature available that relates to member services and the values, procedures, and philosophy of the Congregation; shall gather and record information relating to membership; and shall oversee periodic publication of a Congregational directory.

### **Program:**

Shall work with the minister(s) and other staff in planning and conducting services and obtaining qualified speakers, musicians, and other participants for various services, both from outside sources and from within the Congregation.

## **ARTICLE IX: THE CONGREGATIONAL CALENDAR**

The accounting fiscal year and the pledge year for membership and annual budget is January 1 through December 31.

The term of office of Board members is May through April.

## **ARTICLE X: AMENDMENTS**

Amendment(s) to the By-Laws may be made at any legal meeting of the Congregation, provided the proposed amendment shall be set forth fully in the call for such a meeting. A vote of three-fourths (3/4) of the members voting is necessary for the adoption of such Amendment(s).

## **ARTICLE XI: DISSOLUTION**

Should the Congregation cease to function and members vote to disband, any assets of the Congregation will be transferred to a non-profit organization or organizations with similar purposes and values to those of the Congregation. A decision to disband and transfer assets must be made at a specially called meeting by a three-fourths (3/4) majority of members voting. This transfer shall be made in full compliance with Georgia law.

## **ARTICLE XII: R. LANIER CLANCE WOODLAND SANCTUARY**

### **Section A: Purpose**

The Woodland Sanctuary was created as a memorial space, a spiritual and quiet place of natural beauty for contemplation, reflection and remembrance. For some of us the Woodland Sanctuary has been and will be a place for our ashes to be scattered.

### **Section B: Use**

1. The Woodland Sanctuary is for use by the First Existentialist Congregation only.
2. Group activities by members are limited to dedication ceremonies or memorial services unless otherwise approved by Woodland Sanctuary Committee.
3. The Woodland Sanctuary is not a rental facility and is not included with rental agreements.
4. Guidelines are posted at the entrance to the Woodland Sanctuary.

## **ARTICLE XIII: THE WOODLAND SANCTUARY COMMITTEE**

The Woodland Sanctuary Committee chair is appointed by the Board of Directors as needed and the committee members are selected by the chair.

### **Section A: Purpose**

1. The Committee provides ongoing stewardship and oversight for the R. Lanier Clance Woodland Sanctuary.

### **Section B: Duties**

1. Maintain the Woodland Sanctuary grounds, pond, and the surrounding area outside the entrance gate.
2. Fundraising to maintain and improve the Woodland Sanctuary.
3. Provide approval / non-approval for use of the Woodland Sanctuary.
4. Consult with the Board as needed and provide reports upon request.