



Association for UNITARIAN UNIVERSALIST MUSIC MINISTRIES

BYLAWS of the Association for Unitarian Universalist Music Ministries

Approved at the 2019 Annual Meeting

Denver, CO

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 Levels and Descriptions

The levels of membership and descriptions shall be as follows:

1. Regular members, who hold church staff positions (whether compensated or not);
2. Lifetime membership;
3. Team membership, available to additional music staff, paid or unpaid. Must be in conjunction with purchase of ONE membership at any of the Regular Levels I-IV or Lifetime Membership who are currently serving the congregation.
4. Professional, for music professionals and leaders who are unaffiliated with a specific congregation (freelance musicians/troubadours, composers, etc.) and retired program directors
5. Associate for ministry professionals of other UUA professional organizations (UUMA, LREDA, UUAMP, etc.)
6. Affiliate those who wish to support the work and mission of the Association for Unitarian Universalist Music Ministries

2.2 Dues

Annual dues for each level of membership shall be proposed by the Board prior to the Annual Meeting, and discussed and ratified by the members at the Annual Meeting.

2.3 Voting

2.3.1 Membership levels

The following membership levels are allowed to vote:

Regular
Lifetime
Team
Professional
Associate

2.3.2 Voting Rights

Members shall each be entitled to vote whenever a vote is called for, provided membership has not been suspended or terminated (see 2.4)

2.3.3 Method

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.

2.5 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.

2.6 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 consist of 20 percent of the members in good standing. 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 a President, Moderator, Secretary, and Treasurer, (the “officers”); three Trustees elected at large, and a President-Elect during the final year of a President’s term.

All members of the Board must be members in good standing of the AUUMM.

3.2 Elections

3.2.1 Officers and Trustees shall be elected for 3-year terms. The President’s 3-year term shall be preceded by a 1-year term as President-Elect. No Board member shall be eligible to serve more than 2 consecutive full terms per position.

3.2.2 There shall be a Nominating Committee consisting of 3 members each serving 3-year terms. No member shall be eligible to serve more than 2 successive terms. In even-numbered years, the nominee shall be nominated by the AUUMM Board, and in odd-numbered years, the nominee will be nominated by the Nominating Committee. The Nominating Committee shall produce an annual report of slated candidates which shall be submitted to the Board at least 60 days, and to the 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 UUMN, 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 RESIDENT 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 and enforce just process and 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

The President-Elect shall serve as a member of the Board, participating in proceedings and supporting the current President in the execution of the duties of that office.

4.6 Resident Agent

The Board shall, from time to time, appoint a qualified person or corporation to serve as its Resident 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 vote of $\frac{2}{3}$ of the members voting at 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 and 2019.