

**BYLAWS
of the
HEARTLAND DISTRICT
of the
UNITARIAN UNIVERSALIST ASSOCIATION**

As passed
April 2, 2011

ARTICLE I. NAME AND AFFILIATION

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3 **Article I Section 1. Name** The name of this organization shall be the Heartland District of the
4 Unitarian Universalist Association of Congregations (hereinafter referred to as the District).
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6 **Article I Section 2. Affiliation** It shall be a district organization of the Unitarian Universalist
7 Association of Congregations (hereinafter referred to as UUA) pursuant to the UUA Bylaws.
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ARTICLE II. PURPOSE

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12 **Article II Section 1. Purpose** The purpose of this organization shall be:

- 13 A. to promote the religious life of the member societies, fellowships, churches, and
14 congregations (hereinafter called congregations) and their constituencies,
15 B. to cultivate cooperative relationships among these congregations,
16 C. to assist member congregations to carry on active and effective programs within their
17 respective communities,
18 D. to cooperate with the UUA and the various divisions, departments and regional agencies
19 of that body, and
20 E. to plan and assist in the establishment of new congregations.
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22 **Article II Section 2. Non-profit status** The District is a non-profit organization. All financial
23 matters shall be administered under the direction of the Board of Trustees, to the benefit of all
24 member congregations and their constituencies, pursuant to the purposes listed above.
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ARTICLE III. MEMBERSHIP AND REPRESENTATION

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29 **Article III Section 1. Membership** Membership in the District shall be open to all local
30 congregations that hold active membership in the UUA, pursuant to the UUA Bylaws, and to
31 individual members of the Church of the Larger Fellowship (hereinafter referred to as UUCLF).
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33 **Article III Section 2. Geographical Area** The geographical area served by the District shall
34 include most of the lower peninsula of the State of Michigan, parts of the State of Ohio, parts of
35 the State of Indiana and the Commonwealth of Kentucky.
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37 **Article III Section 3. Midwest Unitarian Universalist Conference** The District shall be
38 represented on the Board of the Midwest Unitarian Universalist Conference (hereinafter referred
39 to as MUUC) by two (2) elected Directors, who can serve up to two (2) three year terms
40 according to the MUUC bylaws. These Directors should meet with the Heartland District Board

41 annually upon request.

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ARTICLE IV. MEETINGS AND DELEGATES

Article IV Section 1. Annual Meeting The Annual Meeting of the District shall be held in the spring at a time and place to be determined by the Board of Trustees. The business for the Annual Meeting shall be:

- A. to receive reports from the Board of Trustees, the District Executive, the UUA Trustee, the Nominating Committee, MUUC Directors, and the Annual Program Fund Chair;
- B. to elect the new officials;
- C. to accept the proposed annual budget; and
- D. to act upon both old and new business presented in the reports and from the floor, as appropriate under the provisions of these Bylaws.

Article IV Section 2. Special Meetings The President of the Board shall call a special meeting of the District:

- A. at the request of the Board at a duly called meeting or conference call,
- B. at the written request of ten (10) member congregations when so voted by the governing body of the respective congregation, or
- C. at the written request of three (3) or more members of the Board of Trustees.

Article IV Section 3. Delegates

- A. Each member congregation may be represented at any meeting by the same number and kinds of delegates as are permitted at the UUA General Assembly, pursuant to the UUA Bylaws and Rules. In addition:
- B. All settled Ministers and Directors of Religious Education who have achieved a Credentialed Religious Education Masters Level status by the UUA may be delegates.
- C. Members of the UU Church of the Larger Fellowship in aggregate have delegates on the same basis as other congregations. Such UUCLF delegates may be elected at a caucus of the individuals present prior to the start of the business meeting.

Article IV Section 4. Delivery of Accreditation Prior to each meeting of the District, the regular member and alternate member delegates of a member congregation shall each be officially identified by a certificate signed by an elected officer or the Minister of that congregation, except that the certificate for the UUCLF may be signed by the District Executive or a trustee of the District. This certificate shall be delivered to the Secretary of the District Board no later than thirty (30) minutes prior to the meeting.

Article IV Section 5. Certification A Credentials Committee shall consist of the President, Secretary, and Treasurer of the District Board. The Secretary shall serve as chair of the Credentials Committee. The committee shall insure preparation of a list of certified and qualified delegates for all meetings of the District and report thereon during the meeting. All questions and appeals concerning the certification of delegates, voting rights, election results, and related issues shall be presented to the Credentials Committee. The Credentials Committee has the sole responsibility to respond.

Article IV Section 6. Privilege of the Floor Officers of the UUA and MUUC, and the District Executive shall have the privilege of the floor at any District Meeting without vote. The privilege of the floor shall be extended at the discretion of the President to those in attendance who are not voting delegates.

93 **Article IV Section 7. Approval of District Meeting Minutes** The minutes of each meeting of
94 the District shall be approved by the Board of Trustees within three months of the meeting
95 during a regular Board meeting or conference call.
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97 **Article IV Section 8. Quorum** At Annual and Special Meetings of the District, fifty (50)
98 delegates, representing not less than one-half (1/2) of the member congregations, shall
99 constitute a quorum.
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101 **Article IV Section 9. Notice of Meetings** The Secretary of the District Board shall provide
102 written notification of scheduled District meetings to the presiding officer and Minister (if there is
103 one) of each member congregation. Such notification, including place and time of the meeting,
104 shall be made not less than thirty days in advance of such meetings and include a request for
105 submission of names, to the Secretary, of selected member delegates and alternates for the
106 meeting.
107

108 **Article IV Section 10. Information with Call** Each Annual Meeting notice shall state that the
109 business to be transacted will be set forth in the official agenda issued in accordance with these
110 Bylaws. Such agenda need not accompany the notice.
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112 **Article IV Section 11. Actions to be Proposed** The agenda for any District meeting shall
113 include actions to be proposed for consideration at that meeting if: supported by a majority vote
114 of the Board of Trustees, or petitioned by at least three (3) member congregations. Such
115 petitions must be delivered to the Secretary of the District Board no later than 60 days prior to
116 the affected meeting.
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118 **Article IV Section 12. Voting**

- 119 A. No proxy voting is allowed.
120 B. Affirmative action on resolutions and motions shall be a majority vote plus one of those
121 present and voting.
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123 **ARTICLE V. BOARD OF TRUSTEES**
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126 **Article V Section 1. Composition** The following seven (7) elected officials shall comprise the
127 District Board of Trustees:

- 128 • President
129 • Vice President
130 • Treasurer
131 • Secretary
132 • Three (3) Trustees at Large
133 • Ex-officio non-voting members: the UUA Trustee for the district and the District
134 Executive
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136 **Section 2. Duties** The Board shall be responsible for the policies and operational integrity of
137 the District, including, but not limited to, financial oversight.
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140 **Article V Section 3. Duties of Officers**
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142 **A. President** The President shall:

- 143 (1) preside at all meetings of the District and the Board of Trustees;
144 (2) serve as ex-officio member of all standing and special committees;

- 145 (3) report on the actions of the Board of Trustees at the Annual Meeting; and
146 (4) perform other such duties as are commonly associated with the office.
147

148 **B. Vice President** The Vice President shall:

- 149 (1) be vested with the powers and responsibilities of the President in the event of the
150 latter's absence or inability to serve;
151 (2) be responsible for insuring that the Board creates and implements an annual plan to
152 establish and strengthen linkage with the Heartland District's ownership; and
153 (3) be charged with monitoring the Board's performance of this job.
154

155 **C. Treasurer** The Treasurer shall:

- 156 (1) be responsible for monitoring compliance with the Board's financial policy and
157 insuring and protecting the financial integrity of the District.
158

159 **D. Secretary** The Secretary shall:

- 160 (1) keep a complete record of the proceedings of all meetings of the District and of the
161 Board of Trustees;
162 (2) give notice of all meetings of the District and of the Board of Trustees;
163 (3) keep a calendar for advising the other officers and committees of times for which
164 various reports may be required;
165 (4) perform such other duties as the Board of Trustees shall from time to time prescribe
166 including, but not limited to, conducting of correspondence and advising individuals
167 of their election to office or appointment to any committee.
168

169 **Article V Section 4. Terms and Term Limits** The term of any Board position shall be two (2)
170 years; no person shall serve more than two (2) consecutive two year terms in a single Board
171 position, and no person shall serve more than six (6) consecutive years on the Board. A Board
172 Trustee completing a term following a vacancy may stand for election for two full terms. All
173 officials shall assume office on July 1 following the Annual Meeting. The President, Secretary
174 and two Trustees at Large are to be elected in odd numbered years. The Treasurer, Vice
175 President and one Trustee at Large are to be elected in even numbered years.
176

177 **Article V Section 5. Qualifications** All elected officials must be voting members of member
178 congregations of the District or members of the UUCLF residing within the geographical area of
179 the District. Not more than two elected officials shall be members of one member congregation.
180 No person shall simultaneously hold more than one of the offices provided for in this Article.
181

182 **Article V Section 6. Nominations** The Nominating Committee shall present for nomination at
183 least one (1) candidate for each vacancy among officers and trustees of the Board of Trustees,
184 the Members of the Nominating Committee, and MUUC Directors. Additional nominations may
185 be made from the floor at the Annual Meeting. These must be accompanied by the verbal or
186 written consent and agreement of the nominee to serve.
187

188 **Article V Section 7. Vacancies** The Board may declare a vacancy when a Trustee is absent
189 from more than one regularly scheduled meeting in a twelve month period. The Board of
190 Trustees may fill any vacancy with an appointee who will hold that position until a newly elected
191 official takes office on July 1.
192

193 **Article V Section 8. Responsibilities and Meetings**

- 194 A. The general direction of the affairs of the District and the general authority necessary to
195 exercise such direction, together with the authority to adopt all measures necessary for

196 promoting the interests of the District, shall be vested in the Board, subject to annual
197 review by the delegates of the annual meeting.

198 B. Regular meetings of the Board shall be held at least four (4) times a year.

199 C. The President is responsible for calling special meetings of the Board and shall do so if
200 requested by four (4) members of the Board. Notice of special meetings shall be sent to
201 members at least ten (10) days prior to the date of the meeting.

202
203 **Article V Section 9. Budget** The Board shall be responsible for raising the funds required to
204 meet the operating budget of the District, and for the control of budget expenditures as accepted
205 by the Annual Meeting or a Special Meeting of the District. The Board shall have the authority,
206 consistent with the mission and financial-well being of the District, to spend less than the
207 authorized amount in any budget category, to reallocate among categories, and to exceed the
208 expenditures of the annual budget by no more than ten (10) percent. In addition, the Board shall
209 have the authority to exceed the annual budget by the amount of unbudgeted grants and
210 contributions that are received.

211
212 **Article V Section 10. Financial Review** The Board shall appoint a qualified person who shall
213 examine and review the accounts of the District and report as to their accuracy .

214
215 **Article V Section 11. Minutes** The Secretary of the District Board shall forward a record of the
216 actions taken at each meeting to each member of the Board not more than three (3) weeks
217 following said meeting.

218
219 **Article V Section 12. Notice and Quorum** Notice of regular meetings shall be sent to
220 members at least twenty (20) days prior to the times of the meeting. Four (4) members of the
221 Board shall constitute a quorum.

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223 **Article V Section 13. Board Transparency** The Board shall establish policies to allow for the
224 maximum transparency of its proceedings and of the proceedings of all Heartland committees,
225 commissions, and task forces, consistent with their effective functioning.

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230 **ARTICLE VI. ADMINISTRATION**

231 In cooperation with the UUA, the Board is authorized to employ a District Executive to
232 administer district programs and services. The District Executive shall be responsible to the
233 congregations of the District through the Board and shall implement the ENDS of the District
234 as articulated in the Governance Policies.

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241 **ARTICLE VII. COMMITTEES of the DISTRICT**

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243 **Article VIII Section 1. Nominating Committee** A Nominating Committee shall be responsible
244 for nominations of all elected officials.

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246 **A. Composition** The Nominating Committee shall be composed of the following five (5)
247 members:

- 248
249
 - Chair
 - Minister (Member of District UUMA Chapter)
 - Three (3) Members at Large

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253 **B. Terms** Elected Nominating Committee members shall serve three-year terms. Members
254 shall be elected in staggered terms.

255
256 **C. Nominees for Approval at the Annual Meeting** The Nominating Committee shall
257 nominate to the delegates of the District annual meeting at least one (1) candidate for
258 each position as follows:

259
260 In every odd year:

- 261
 - President
 - Secretary
 - Two (2) Trustees at Large

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263
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265 In every even year:

- 266
 - Treasurer
 - Vice President
 - One (1) Trustees at Large

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270 In every year:

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 - Nominees to fill terms ending on the Nominating Committee, as described in
 - 272 subsection a above.
 - Nominees to fill terms ending, if any, among MUUC Directors,
 - 273
 - Nominees to fill vacancies, if any, that have arisen in any offices
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277 **ARTICLE VIII. NOMINATION AND ELECTION OF DISTRICT REPRESENTATIVE**
278 **ON UUA BOARD OF TRUSTEES**

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280 **Article IX Section 1. Compliance with UUA Bylaws** The UUA Trustee representing the
281 District shall be elected in compliance with the UUA Bylaws. Future amendments to the UUA
282 By-laws shall take precedence over the provisions in this article.

283
284 **Article IX Section 2. Time of Election** The election of the UUA Trustee shall be held not earlier
285 than three hundred (300) nor later than forty-five (45) days before the regular General Assembly
286 following which such UUA Trustee is to take office, pursuant to the UUA Bylaws.

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288 **Article IX Section 3. Rules of Procedure** The Secretary of the District Board shall establish
289 and publish Rules of Procedure, after approval of same by the District Board of Trustees. These
290 Rules shall show dates for the Start of Nominations, Close of Nominations, Start of Balloting,
291 Close of Balloting, Start of Runoff Balloting, if needed, Close of Runoff Balloting, etc. The Rules

292 of Procedure shall also provide for possible nomination of a candidate by the District Board in
293 the event that no properly executed Nominating Petitions are received.

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295 **Article IX Section 4. Qualifications** The person elected as UUA Trustee shall, at the time of
296 the nomination and election, be a legal member of a congregation located in the District and
297 shall continue as such during the term of service. Such person shall, at the time of nomination,
298 election, and during the term of office, comply with the eligibility provisions, pursuant to the UUA
299 Bylaws.

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301 **Article IX Section 5. Nomination** Nominations for the office of UUA Trustee to represent the
302 District shall be made in the following manner:

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304 **A. Nomination Petition** The Secretary of the District Board shall circulate copies of the
305 official Nominating Petition to the presiding officers of all congregations. Congregations
306 eligible to nominate candidates in the election for UUA Trustee from the District shall
307 include:

308 (1) Congregations in the District that were duly accredited, under the regulations of the
309 UUA, to send delegates to the UUA General Assembly immediately preceding the
310 election and

311 (2) New congregations that have been duly accredited to send delegates to the UUA
312 General Assembly immediately following such voting, provided that such accreditation
313 has been established no later than the deadline for receipt of Nomination Petitions.

314
315 **B. Submission Eligibility** Any member of a congregation in the District who complies with
316 the eligibility provisions of the Bylaws of the UUA may submit a properly executed
317 Nominating Petition to the Secretary of the District Board.

318
319 **C. Petition Requirements** A Nominating Petition shall bear the endorsing signatures of at
320 least six (6) members from each of at least ten (10) congregations in the District. One (1)
321 of the congregations may be the home congregation of the member seeking nomination.
322 The Nominating Petition shall also bear the signature of the presiding officer or the
323 Clerk/Secretary of the applicant's home congregation attesting to the membership status
324 of the applicant.

325
326 **D. Nominations Submitted** The Rules of Procedure shall provide for the following
327 nomination results:

328 (1) If the proper number of properly executed Nomination Petitions are received for more
329 than one candidate, the election procedure shall be carried through as described in
330 Section 6, Balloting and Election.

331 (2) If the proper number of properly executed Nomination Petitions are received for only
332 one candidate, the Secretary of the District Board shall report this result to the
333 District Board and shall certify the election of that candidate without balloting.

334 (3) In the event that no candidate submits the proper number of properly executed
335 nomination petitions, the Secretary of the District Board shall report this result to the
336 District Board, which may nominate a candidate forthwith.

337
338 **Article IX Section 6. Balloting and Election** Balloting for the office of UUA Trustee
339 representing the District shall be made in the following manner:

340
341 **A. Congregations Eligible to Vote** Congregations eligible to vote for the UUA Trustee
342 from the District shall include:

343 (1) Congregations in the District which were duly accredited, under the regulations of the
344 UUA, to send delegates to the UUA General Assembly immediately preceding such
345 voting and
346 (2) New congregations which have been so accredited to send delegates to the UUA
347 General Assembly immediately following such voting, provided that such accreditation
348 has been established no later than seven (7) days prior to the date of the ballot mailing
349 to congregations. Each such congregation shall be entitled to the same number of votes
350 as it would be entitled to at its qualifying meeting of the General Assembly.

351
352 **B. Division of Votes** A congregation may divide its votes among two (2) or more
353 candidates.

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355 **C. Election** Election shall be by the majority of the votes cast. If no candidate receives a
356 majority in the first ballot, a second ballot shall be mailed to all qualified congregations,
357 bearing the names of the two (2) persons receiving the highest number of votes on the
358 first ballot. If the final ballot results in a tie, the District Board of Trustees shall resolve
359 the issue by majority vote.

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361 **Article IX Section 7. Term and Term Limit** The elected UUA Trustee serves a four (4) year
362 term and until the Trustee's successor is qualified. The UUA Trustee takes office at the final
363 adjournment of the regular meeting of the UUA General Assembly in the year in which the
364 election occurs. The UUA Trustee may serve two (2) consecutive full terms.

365
366 **Article IX Section 8. Certification to the UUA** The Secretary of the District Board, or another
367 officer, shall certify the results of the election to the Secretary of the UUA within seven days of
368 completion of the election.

369
370 **Article IX Section 9. Vacancy**

371 **A. Appointment** In the event of a vacancy in the office of UUA Trustee from the District, the
372 District Board shall fill the vacancy by appointment.

373
374 **B. Certification of Appointment to the UUA** The Secretary of the District Board, or
375 another officer, shall certify the appointment of the UUA Trustee to the Secretary of the
376 UUA within seven (7) days of such action.

377
378 **C. Term of Appointment** Pursuant to the UUA Bylaws:
379 (1) If fewer than two regular General Assemblies have met and adjourned since the
380 General Assembly at which the vacating UUA Trustee took office, the appointed
381 UUA Trustee shall hold such appointment for not more than twelve (12) months,
382 during which period a new election shall be held.
383 (2) If the vacancy occurs at any other point in the term, at the discretion of the District
384 Board, the appointed UUA Trustee shall hold such appointment either:
385 (a) for the remainder of the term, or
386 (b) until the office is filled by a special election.

387
388 **D. Term of Vacancy Election** A UUA Trustee elected to fill a vacancy shall take office
389 immediately upon certification, pursuant to the UUA Bylaws, and shall serve until the end
390 of the original term.

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392 **ARTICLE IX. GENERAL PROVISIONS**
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394 **Article X Section 1. District Headquarters** The headquarters and legal office of the District
395 shall be at such place as the Board of Directors shall establish.

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397 **Article X Section 2. Fiscal Year** The fiscal year of the District shall be from July 1 to June 30.
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399 **Article X Section 3. Annual Budget** At each Annual Meeting, the District Executive shall
400 present to the delegates a proposed annual budget certified by the Board of Trustees to be in
401 compliance with its Governance Policies. This budget shall be of sufficient proportions to permit
402 the effective operation of the programs and services of the District to its member congregations
403 in the next year.

404
405 **Article X Section 4. Reimbursement** All officers, Trustees, UUA Trustee, employees and
406 committee members of the District shall be entitled to reimbursement for necessary expenses
407 incurred in pursuing official duties under regulations established by the Board of Trustees.

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409 **Article X Section 5. Property Acquisition** The Board of Trustees has the authority to receive,
410 purchase, or otherwise acquire property up to a value of \$10,000 in addition to that which the
411 District currently owns as it may deem necessary or consistent with the aims and purposes of
412 the District. Acquisition of property valued at greater than \$10,000 can be accomplished only
413 after authority is received from the delegates at a special or Annual District meeting.

414
415 **Article X Section 6. Member Congregation Dissolution** All property or net sale proceeds
416 therefrom received by the District from dissolved or inactive congregations shall be held
417 separately allocated as if in trust for a period of five (5) years during which the principal and also
418 the net income received from rental or lease of the real estate of said congregation shall be
419 used only for aiding a successor or new congregation in the same geographical area, as may be
420 determined by the Board. All other income may, by action of the Board, become a part of the
421 general fund of the District. After five (5) years all remaining funds or income may, by action of
422 the Board, become a part of the capital fund of the District.

423 424 425 **ARTICLE X. DISSOLUTION**

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427 **Article XI Section 1. Transfer of Assets** Upon dissolution of the District, all assets thereof
428 shall be transferred to one or more of the following Unitarian Universalist organizations: any
429 successor District or region; UUA or its successor; Midwest Unitarian Universalist Foundation;
430 Midwestern Unitarian Universalist Conference. Decision as to the percentage of the distribution
431 shall be determined by the final official meeting of the delegate body.

432 433 434 **ARTICLE XI. RULES OF ORDER**

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436 **Article XII Section 1. Conduct and Affairs** The latest edition of Robert's Revised Rules of
437 Order shall govern the conduct of meetings and affairs of the District.

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ARTICLE XII. AMENDMENT AND INTERPRETATION

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Article XIII Section 1. Bylaw Amendment These Bylaws may be amended by a two-thirds (2/3) vote of the delegates present and voting at any annual or special meeting provided that the substance of the proposed change shall have been included in the call and notice of the meeting and copies shall have been sent to the Ministers and presiding officers of the member congregations at least thirty (30) days before the date of the meeting at which such changes are to be acted upon.

Article XIII Section 2. Bylaw Interpretation The Board of Trustees shall have the authority to interpret the meaning of these Bylaws.