

BYLAWS of the Unitarian Universalist Musicians Network, Inc.

Amended July 2009

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 ("The Unitarian Universalist Musicians Network Inc.", hereafter "UUMN.")

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 Classes and Qualification

The classes of members shall be as follows:

- Regular members, who hold church staff positions (whether compensated or not);
- Supporting members.

2.2 Dues

Annual dues for each class of members shall be set by the Board prior to the Annual Meeting, and ratified by the members at the Annual Meeting.

2.3 Voting Rights

Members in good standing shall each be entitled to vote at meetings of the UUMN, and in any mail ballot called by the Board.

2.4 Tenure

A member shall be considered to be in good standing if dues have paid for the year in which the meeting or ballot is being conducted.

2.5 Suspension or Removal

A member may be suspended or removed with cause by a 2/3 vote of the Board.

2.6 Annual Meetings

The Annual Meeting shall customarily be held within the first two weeks of August. The date, time and location will be set by the Board and written notice given to the members no later than thirty days prior to the meeting.

2.7 Other Meetings

Other meetings may be called by the Board. In addition, a meeting shall be called by the Moderator, or any other officer upon receipt of a written petition requesting a meeting signed by no less than twenty per cent of members in good standing. The time, date and location of such meetings shall be communicated to the members in writing at least thirty days prior to the meeting. In extraordinary circumstances, a meeting may be called by two thirds of the Board upon seven days written notice to the members.

2.8 Written Notice Defined

Written notice shall be any notice transmitted to the membership in the UUMN newsletter or other document sent by regular U.S. mail, and shall also include any notice transmitted electronically, included, but not limited to telegram, facsimile or computer. The tolling of days shall start with the date the notice is sent.

2.9 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.

2.10 Action by Vote

Unless otherwise provided by law, the articles of organization, or these bylaws, and actions of the members at meetings shall be in accordance with the current edition of Robert's Rules of Order. Action by mail ballot shall be by a majority of ballots cast, unless otherwise specified in the ballot.

2.11 Proxies Not Allowed

There shall be no proxy votes allowed at meetings.

Section 3. BOARD of TRUSTEES

3.1 Board members

The UUMN 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 UUMN, and may be required by the Board to post a bond and/or surety if his/her duties so require.

3.2 Elections

Officers and Trustees shall be elected for staggered three-year terms. The President-Elect shall serve a one-year term, followed by a three-year term as President. No Board member shall be eligible to serve more than 2 consecutive terms; however, each Board member shall serve until her/his successor is elected and qualified, or until death, incapacity, resignation, or removal. Vacancies in the Board or Nominating Committee shall be filled by the Board for the remainder of the vacated term.

There shall be a three person Nominating Committee serving three-year staggered terms. No member shall be eligible to serve more than 2 successive terms. In even-numbered years, the nominee will be nominated by the UUMN Board, and in odd-numbered years, the nominee will be nominated by the Nominating Committee.

The report of the Nominating Committee shall be submitted to the Board at least sixty days, and to the membership at least thirty days prior to the Annual Meeting

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

The Board will meet at least annually, upon call of a majority of the members of the Board. Ordinarily, meetings shall be preceded by a notice period of 14 days, said notice being either oral or written, unless said notice period is waived by at least two thirds of the Board orally or in writing prior to the meeting. Notice of meetings need not specify the purpose of the meeting, unless otherwise required by law, the articles of organization, or these bylaws or unless there is to be considered at the meeting, amendments to these bylaws, removal or suspension of a Board member, or dissolution of the corporation. Unless otherwise stated, Board meetings are open to all members of the UUMN.

3.5 Quorum

At any meeting of the Board, a majority of the Board members then in office shall constitute a quorum. A meeting may be recessed or adjourned by a majority of votes cast upon the question, whether or not a quorum is present, and the meeting may be resumed without any further notice.

3.6 Action by Writing

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if two thirds of the Board consent to the action in writing (as defined in Section 2.8 above) and said consents, or copies thereof, are filed with the records of the minutes of the Board.

3.7 Compensation

No compensation shall be paid to any person on account of his/her service as a Board member of the UUMN. This shall not preclude the reimbursement of bona fide expenses of a Board member incurred on behalf of the UUMN, nor shall Board members be precluded from serving the UUMN in any other capacity and receiving compensation or any such services as authorized by the Board or its designee.

3.8 Suspension or Removal

A Board member may be suspended or removed with cause by two-thirds of the Board members then in office or by two thirds of the members at a meeting called for that purpose, but only after reasonable notice and opportunity to be heard by the Board.

3.9 Resignation

A Board member may resign by delivering her/his written resignation to an officer or to the corporation at its principal office and the resignation will be in effect when received.

3.10 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.

3.11 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 operating officer of the UUMN and shall have general charge and supervision of the UUMN subject to the control of the Board. Subject to policies adopted by the Board, the President shall have the power to appoint and remove Program Directors to manage the program and administration of the UUMN.

4.2 Moderator

The Moderator shall be the chief governance officer of the UUMN and shall preside at all meetings of the Board and the membership. Subject to policies adopted by the Board, the Moderator shall have the power to establish agendas, enforce rules of order, and ensure the integrity of the governance process.

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. The Secretary shall further produce and maintain communications as directed by the Board, shall receive and maintain communications addressed to the UUMN, and shall perform related duties as directed by the Board.

4.4 Treasurer

The Treasurer shall be the chief financial officer of the UUMN, and shall account to the Board for the safety and proper use of all funds, securities, and valuable papers. In cooperation with the President, and subject to policies adopted by the Board, the Treasurer shall determine the UUMN's accounting procedures, oversee the keeping of accounts, and make a full and complete written report of same to meetings of 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, observing proceedings and supporting the current President as s/he executes 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 UUMN 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 UUMN. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the UUMN, may look only to the funds and property of the UUMN 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 UUMN.

Section 5. AMENDMENTS

These bylaws may be altered, amended or repealed in whole or in part by vote of two thirds of the members voting at any duly called meeting of the UUMN provided that notice of intent to do so and a copy of the intended changes have been transmitted in writing to the members at least thirty days prior to the meeting.

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