

BYLAWS

MidAmerica Region of the
Unitarian Universalist Association

Article I. Name

The name of this organization is the MidAmerica Region of the Unitarian Universalist Association (hereinafter referred to as the "Region").

Article II. Purpose

Section 1. **Purpose.** The Region shall work to support, enrich, and extend Unitarian Universalism in the defined geographic area. The Region shall work in collaboration with the Unitarian Universalist Association.

Section 2. **Geographic Area.** The general geographic areas comprising the Region are that of Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, most of Missouri, Nebraska, North Dakota, western Ohio, South Dakota, and Wisconsin.

Section 3. **Cooperative Relationships.** The Region affirms the independence and autonomy of local churches, fellowships, societies and congregations (hereinafter all called "congregations"), as well as the strength and vitality that comes from their active collaboration and cooperation with each other, with the Region, with the Unitarian Universalist Association (hereinafter called "the UUA") and with other groups. The Region affirms its cooperative relationship with the UUA.

Section 4. **Inclusivity.** Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. We pledge to do all we can to replace such barriers with ever-widening circles of solidarity and mutual respect. We strive to be an association of congregations that truly welcome all persons and commit to structuring congregational and associational life in ways that empower and enhance everyone's participation.

Article III. Membership and Representation

Section 1. **Member Congregations.** All congregations recognized as active member congregations of the UUA according to the provisions of the UUA Bylaws, and assigned to the Region by the UUA Board of Trustees, shall be member congregations of the Region.

Section 2. **Good Standing.** A congregation is in good standing if it has made a financial contribution to the Region in the preceding fiscal year of the Region.

Section 3. Delegates of Member Congregations.

- (a) Member Delegates. Each congregation in good standing is entitled to be represented at each MidAmerica Region Business Meeting by the same number of member delegates it is allocated at the UUA General Assembly, as specified in the UUA Bylaws and Rules.
- (b) Professional Delegates.
 - (1) Regional Business Meeting Delegate status is also conferred on each individual:
 - (i) holding ministerial fellowship,
 - (ii) holding credentialed status from the UUA, or
 - (iii) employed as a director of religious education.
 - (2) Such professional delegates must:
 - (i) be in active professional service to a congregation in good standing,
 - (ii) hold formal status as emerita/us as conferred on or before the February 1st preceding the Regional Assembly by a congregation in good standing, or
 - (iii) be in formal affiliation with a congregation in good standing.
- (c) Each delegate shall be entitled to one vote on all matters coming before the membership of the Region. No person shall cast more than one vote. No delegate may vote by proxy.

Section 4. Church of the Larger Fellowship. The Church of the Larger Fellowship (CLF) shall be allocated one (1) delegate for every fifty (50) CLF members or fraction thereof residing in the MidAmerica Region as identified by CLF on or before the February 1st preceding the Regional Assembly. CLF members in attendance at any MidAmerica Region Business Meeting may select CLF delegates amongst those CLF members in attendance and be certified as delegates by a MA staff person and MA Board officer in attendance at the meeting location.

Section 5. Tie-breaking. The presiding Regional officer will only cast a vote to break a tie in a floor vote at business meetings.

**Article IV.
Business Meetings**

Section 1. Annual Meeting. The Annual Business Meeting of the MidAmerica Region (“Annual Meeting”) shall be held at a time and place to be determined by the Board of Trustees (hereinafter called the “Regional Board”) and may be held in conjunction with the Regional Assembly.

- (a) The Regional Board shall decide the structure of Annual Meetings
- (b) The Regional Board may authorize multiple sites for the Annual Meeting. Delegates at each site shall have equivalent voting rights. When a Business Meeting will be held in a multi-site format, the Regional Board shall define appropriate policies and procedures regarding the manner in which business is to be conducted, and these policies and

procedures shall be communicated to congregations at least 60 days prior to the Business Meeting.

Section 2. Special Meetings.

- (a) The President may call a Special Business Meeting of the MidAmerica Region (“Special Meeting”) with the consent of the Regional Board.
- (b) A Special Meeting shall be called by the President at such time and place(s) as the Regional Board shall determine upon receipt by the President of a written request signed by the governing bodies of no fewer than ten percent (10%) of the member congregations in good standing. Such a meeting shall be held no more than ninety (90) days after the receipt of such request and the called meeting agenda shall include business items stated in the meeting request.

Section 3. Notice of Meetings.

- (a) Notice of each Annual Meeting or Special Meeting, specifying the time and place thereof and the business to be conducted at such meeting, shall be sent by the Secretary of the Region to the Presiding Officer of each member congregation and its professional delegates no fewer than sixty (60) days prior to the date of such meeting.
- (b) except that other business may be acted upon at an Annual Meeting with the consent of two-thirds (2/3) of the delegates voting.
- (c) At least thirty (30) days prior to each Annual Meeting, copies of the minutes of the preceding Annual Meeting and any intervening Special Meeting(s), reports of the committees of the Board, the current financial statement of the Region, the Board-approved budget for the succeeding fiscal year, and delegate credentials shall be sent to the Presiding Officer of each member congregation and its professional delegates. Notice of any Annual or Special Meeting shall include the full text of any proposed amendments to these Bylaws which have been submitted by the Regional Board prior to the preparation of such notice.

Section 4. Quorum. A Quorum for Business Meetings shall be defined as consisting of delegates representing at least twenty-five (25) congregations located in at least five (5) states.

Section 5. Business Submitted by Congregational Action. Member congregations wishing to have business considered by the Annual Meeting shall do so following a process to be determined by the Board and communicated to the member congregations.

Section 6. Chair of the Meeting. The President of the Region or that person’s appointee will chair Annual or Special meetings.

Section 7. Accreditation and Certification of Delegates. The Regional Board shall make rules for the accreditation and certification of delegates.

Article V.
Board of Trustees

Section 1. Enumeration of the Regional Board.

- (a) The Board of Trustees of the Region (“Regional Board”) shall consist of nine (9) voting trustees and 1 ex-officio non-voting member, the UUA-appointed MidAmerica Regional Lead Staff person, or that person’s designee
- (b) All voting trustees shall serve three (3) year terms, with three (3) trustees being elected every year. No trustee shall serve more than two (2) consecutive terms.

Section 2. Officers. The officers of the Region shall be a President, Vice-President, Secretary, and Treasurer.

They shall be elected by the board from among their members at the first meeting after June 30th of each year. Officers serve until the first meeting following June 30th of the following year, unless removed under section 6 below, and may be re-elected if they remain on the board. If an office becomes vacant, the board shall elect a replacement at the next meeting from among its members to complete the remaining term. Should the board be unable to reach agreement on an officer appointment, the board president shall make the appointment. The officers shall serve until completion of their terms and until their successors shall have been duly elected or appointed.

Section 3. Qualifications and Limitations for Election. Each elected member of the Regional Board and each member of the Nominating Committee shall be a member in good standing of one of the member congregations of the Region, be a Minister Serving a MidAmerica Congregation, or be a CLF member residing within MA geography. If someone is a member of both CLF and a MidAmerica congregation, for the purposes of this section their membership will be deemed to be in the congregation physically located in MidAmerica. The Board of Trustees and the Nominating Committees, together, shall not have more than two (2) members from the same congregation serving at the same time. No person shall simultaneously hold more than one elected position.

Section 4. Term of Office. The term of the members of the Regional Board shall begin on the July 1st subsequent to their election, or immediately upon appointment in the case of a vacancy.

Section 5. Vacancies. Vacancies on the Regional Board may be filled by action of the Regional Board until the next Annual Meeting at which time the vacancy shall be filled by election for the balance of the unexpired term of the previous incumbent in accordance with these Bylaws. Individuals appointed or elected to serve for less than one-half (1/2) of an unexpired term will be eligible to be elected for two (2) additional consecutive terms.

Section 6. Removal from Office. Any individual trustee may be removed from office for failure to fulfill the duties of the office, or otherwise for cause, by the action of a two-thirds (2/3) majority vote of the Regional Board, provided that the trustee has received notice of the proposed removal and is given an opportunity to address the Board, either at the meeting or in writing.

Article VI.
Duties of Officers

Section 1. The President shall:

- (a) Preside at all Business Meetings of the Region and meetings of the Regional Board.
- (b) Serve as ex-officio member of all committees of the Regional Board
- (c) Report on the actions of the Regional Board at the Annual Meeting.
- (d) Perform other such duties as are commonly associated with the office.

Section 2. The Vice-President shall:

- (a) Be vested with the powers and responsibilities of the President in the event of the President's absence or inability to serve.
- (b) Be responsible for ensuring that the Regional Board creates and implements a plan to strengthen connections with the MidAmerica Region congregations.
- (c) Perform other such duties as are commonly associated with the office.

Section 3. The Secretary shall:

- (a) Maintain a complete record of the proceedings of all MidAmerica Business Meetings and all meetings of the Regional Board.
- (b) Give notice of all MidAmerica Business Meetings and meetings of the Regional Board.
- (c) Perform such other duties as the Regional Board shall from time to time prescribe including but not limited to, conduct of all correspondence.
- (d) Ensure that the minutes of all meetings are made publicly available within thirty (30) days of approval.
- (e) Perform other such duties as are commonly associated with the office.

Section 4. The Treasurer shall:

- (a) Be responsible for monitoring compliance with the Regional Board's financial policies and ensuring and protecting the financial integrity of the Region.
- (b) Coordinate and report on an annual financial review or audit.
- (c) Perform other such duties as are commonly associated with the office.

Section 5. Powers and Responsibilities.

- (a) The Regional Board shall have the responsibility for the general direction of the affairs of the Region. The Regional Board shall set policy, define strategic goals and priorities for its own operations, and for staff. The Regional Board shall approve a proposed budget for the next fiscal year 45 days prior to Regional Annual Meeting
- (b) The Regional Board shall ensure the fiscal integrity and stability of the Region.

Section 6. Regional Board Meetings. Meetings of the Regional Board shall be held at least quarterly. Notices shall be sent to Regional Board members at least ten (10) days prior to the time of the meeting. Five (5) trustees shall constitute a quorum of the Regional Board. The reasonable expenses of trustees incurred in traveling to and from business meetings shall be paid by the Region if requested. Special meetings of the Regional Board may be called by the President and

must be called upon request of three (3) trustees of the Regional Board. In emergency situations, Special Meetings of the Regional Board may be called with or without the required ten (10) days' notice.

Section 7. **Regional Board Report to the Annual Meeting.** A report of the actions of the Regional Board shall be submitted by the Board President to the Annual Meeting of the Region.

Section 8. **Minutes of Regional Business Meetings.** The minutes of each Business Meeting of the Region will be approved by the Regional Board within three (3) months of the Business Meeting during a regular Board meeting.

Section 9. **Board Committees.** The Regional Board may establish and appoint Board Committees for such terms and with such powers and duties as the Regional Board shall deem necessary or desirable to carry out its duties. Board Committees are responsible to the Regional Board, which shall appoint the chairs of such committees.

Article VII. Nominations

Section 1. **A Nominating Committee** shall consist of seven (7) persons. The committee shall elect its own chair no later than August 31st of each year.

- (a) The seven (7) members of the Nominating Committee shall serve terms of two (2) years. In even years four (4) members will be elected by delegates at the MidAmerica Region Annual Meeting; in odd years three (3) members will be elected at the Annual Meeting. Members will serve no more than 3 consecutive 2 year terms
- (b) The Nominating Committee shall nominate at least one person for each open position on the Regional Board and for each open position on the Nominating Committee.
- (c) The Nominating Committee will nominate members for open positions on the Midwestern Unitarian Universalist Conference board each year, in accordance with MUUC's governing documents.
- (d) The report of the Nominating Committee shall be submitted to the Secretary not less than sixty (60) days prior to the annual meeting. The Secretary shall publish the report of the committee and distribute it to member congregations not less than thirty (30) days before the Annual Meeting.
- (e) The Nominating Committee shall endeavor to nominate individuals so that the membership of the Board of Trustees and each elected committee reflects the full diversity of the Region, especially in regard to historically marginalized communities, but also balancing amongst size of congregation, lay and ordained, geography, age (including youth and young adults), and gender, among others.
- (f) In addition, the Nominating Committee shall recommend to the MidAmerica Board one (1) member of the Camp UniStar Foundation Board of Directors each year to maintain staggered terms, drawing their pool of candidates from those who have attended Camp UniStar and are members of good standing in a UU congregation. This recommendation shall be made no later than June 30 of each year.

Section 2. **Nominations by Congregational Action.** A member of a congregation in good standing with the Region may be nominated for any position to be elected by formal endorsement of the governing bodies of at least ten (10) congregations within the Region. Nominations by congregational action must be received by the Secretary no fewer than thirty-five (35) days in advance of the Annual Meeting at which the election is to be held.

Section 3. **Vacancies.** Vacancies on the Nominating Committee may be filled by action of the Regional Board until the next Annual Meeting at which time the vacancy shall be filled by election for the balance of the unexpired term of the previous incumbent in accordance with these Bylaws. Individuals appointed or elected to serve for less than one-half (1/2) of an unexpired term will be eligible to be elected for two (2) additional consecutive terms.

Article VIII. General Provisions

Section 1. **Headquarters.** The Board will determine the headquarters of this organization.

Section 2. **Fiscal Year.** The fiscal year of this organization shall commence on July 1st and end on June 30th of the following calendar year.

Section 3. **Budget.** The Annual Budget, as approved by the Board, will be presented at each Annual Meeting. This budget shall include sufficient resources to permit the effective operation of the programs and services of the Region to its member congregations.

Section 4. **Parliamentary Procedure.** When not inconsistent with law or these Bylaws, the parliamentary rule and usages set forth in the current edition of *Robert's Rules of Order (Newly Revised)* shall govern all MidAmerica Region Business Meetings and meetings of the Board.

Section 5. **Member Congregation Dissolution.** All property, or net sale proceeds therefrom, received by the Region from a dissolved or inactive congregation shall be held separately and allocated as if in trust for a period of five (5) years. During this time, the principal and the net income received from investment of the funds or rental or lease of the real estate of said congregation shall be used only for aiding a successor or new congregation in the same geographical area, as may be determined by the Board. After five (5) years all remaining funds, income, or property may, by action of the Board, revert to the Region.

Section 6. **Reports.** All reports and notices required by Bylaws may be published electronically.

Article IX. Special Relationships to Other Organizations

Section 1. **Camp UniStar Foundation (CUF).** The MidAmerica Region is the sole corporate member of the Camp UniStar Foundation. The membership rights of the MidAmerica Region are described

in the CUF bylaws. Three of the seven voting members of the CUF Board are appointed by the MidAmerica Region Board upon recommendation of the Nominating Committee. These Directors shall meet with the MidAmerica Regional Board upon request and provide a written report for distribution at the Annual Business Meeting of the Region. MidAmerica Directors shall serve a term of three (3) years. Appointments shall be so arranged that approximately one-third of the total number of MidAmerica CUF Directors are elected each year.

Section 2. Midwestern Unitarian Universalist Conference. The Region shall be represented on the Board of the Midwestern Unitarian Universalist Conference (hereinafter referred to as "MUUC") by persons elected in such numbers for terms as set out in the MUUC bylaws and MUUC governing documents. These Directors should meet with the Regional Board upon request and provide a written report for distribution at the Annual Meeting of the Region.

**Article X.
Dissolution of the Region**

Section 1. Dissolution of the Region may be authorized by a two-thirds (2/3) vote of the delegates present at an Annual Meeting. A motion to dissolve the Region can only be placed on the agenda by a two-thirds (2/3) vote of the Board of Trustees. The full text of any such motion must be included in the notice of the meeting as specified in-"Business Meetings, Notice of Meetings"

Section 2. Transfer of Assets Upon dissolution of the Region, all assets thereof shall be transferred to any successor district or region. If there is no successor district or region, then all assets thereof shall be transferred to the Unitarian Universalist Association (UUA) or its successor.

**Article XI.
Amendments to These Bylaws**

These Bylaws may be amended by a two-thirds (2/3) vote of the delegates present at any MidAmerica Business Meeting, provided that the substance of the proposed change shall have been included in the notice of the meeting as specified in "Business Meetings, Notice of Meetings."