

# BYLAWS

of the

## UNITARIAN UNIVERSALIST SOCIETY OF SCHENECTADY

### *2017 Version*

*The following Bylaws were approved by a vote of the congregation on April 9, 2017. As stated in Article 15, they take effect on July 1, 2017.*

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## **ARTICLE 1: NAME**

The legal name of this Society shall be the Unitarian Universalist Society of Schenectady, New York.

## **ARTICLE 2: PURPOSE**

The members of this Society covenant to maintain and foster in Schenectady a non-creedal religious society whose purpose shall be to:

- Encourage a free and responsible search for truth, knowledge and understanding;
- Nurture the religious growth of all who participate in the life of this Society;
- Serve the community;
- Seek the realization of world community with peace, liberty, and justice for all.

Affirming the individual right of conscience, freedom of belief and the democratic process, with reverence for life and respect for the profound mystery of existence, we enter into this covenant, promising to one another our mutual trust and support.

## **ARTICLE 3: AFFILIATION AND INCORPORATION**

The Society shall be a member of the Unitarian Universalist Association of Congregations. The Society is incorporated under Article 19 of the Religious Corporations Law of the State of New York. The original incorporation was March 14, 1901; the re-incorporation date was January 25, 1974. The Certificate of Reincorporation was amended on September 20, 2013. The original Constitution and Bylaws were adopted February 26, 1901.

## **ARTICLE 4: MEMBERSHIP**

- 4.1 Membership in this Society conveys a number of privileges and responsibilities. These include, but are not limited to,
- (a) the privilege to vote,
  - (b) eligibility to hold elective office, and
  - (c) the shared responsibilities of being a property owner and an employer.
- 4.2 In order to become a Member of the Society a person who wants to participate in the functions and support of the Society shall
- (a) be sixteen years of age or older and
  - (b) have made a verifiable monetary contribution of at least the minimum amount specified by the Board of Trustees and
  - (c) have signed directly into the permanent registry of Members.
- 4.3 To maintain membership in good standing a person must, at least once in each fiscal year of the Society, make a verifiable contribution of at least the minimum amount specified by the Board of Trustees.
- 4.4 The Board of Trustees establishes the required financial contribution for membership, and may waive or modify it in the case of persons for whom they judge such consideration to be appropriate.
- 4.5 Membership may be terminated in one of three (3) ways:
1. By submission of a written resignation-
  2. By failure to make the minimum verifiable contribution in a fiscal year.
  3. By separation from the Society for gross misconduct or disruptive behavior, in accordance with the Safe Congregations policy.

## **ARTICLE 5: MEETINGS OF THE SOCIETY**

- 5.1 Notices of Meetings Notice of each meeting of the Society as a whole shall be announced at the two regular Sunday services immediately preceding, but not including, the date of the meeting, and by personal notification to all Members at least two weeks before the meeting.

- 5.2 Quorum Sixty (60) members who are eligible to vote or ten percent (10%) of the membership eligible to vote, whichever is greater, shall constitute a quorum. The presiding officer shall determine if a quorum is present.
- 5.3 Eligibility to Vote and to Hold Office The right to vote and to hold office shall become effective thirty (30) days after the person completes the requirements for membership. To maintain membership, the person must, at least once in the current fiscal year of the Society, make a verifiable contribution of at least the minimum amount specified by the Board of Trustees, unless granted a waiver as described in Article 4 above.
- 5.4 Neither proxy votes nor absentee ballots shall be permitted.
- 5.5 Conduct The latest edition of Robert's Rules of Order shall be the procedural authority. The presiding officer shall appoint a parliamentarian for each meeting.
- 5.6 The Annual Meeting of the Society shall be held in May. The personal notice for the Annual Meeting shall include a copy of the budget proposed for the following fiscal year and an agenda for the meeting.
- 5.7 There shall be a Fall Special Meeting of the Society, typically held prior to December 1 of each year at which the Trustees shall report their plans and progress to the membership. Any business expected to be transacted at this meeting shall be specified in the meeting call.
- 5.8 Special Meetings of the Society may be called by the Board of Trustees at any time.
- 5.9 Special Meetings shall also be called by the Board of Trustees upon the written request of at least five percent (5%) of the Members of the Society. Such written request shall state the purpose of the meeting and shall be presented to the Board by several of the petitioners. Such Special Meeting shall be held no earlier than one month, but no later than two months, from the date of the presentation of the written request to the Board.

#### **ARTICLE 6: OFFICERS and BOARD OF TRUSTEES**

- 6.1 The authority and responsibility for the conduct of affairs of the Society rests with the congregation, which hereby delegates authority to an elected Board of Trustees. The Board serves as the governing body of the Society. It provides leadership to ensure that the mission of the Society is being served, develops policies and plans that define direction and ensure financial sustainability, and provides monitoring and oversight of all ongoing operations.

The Board operates as a unit. Individual trustees have no authority to act or make decisions unilaterally.

- 6.2 The Board of Trustees will work with the Minister and any other professional and volunteer staff who are implementing the Church's mission. In this collaborative relationship, the Board will assure that committees, teams, and other working groups are formed within the Society to address the core functions of the Society, accomplish its Purpose, manage its business, and support its various ministries. The Board of Trustees is ultimately responsible for the activities of all committees, teams and other groups in the congregation and is itself accountable to the congregation as a whole.
- 6.3 The Board of Trustees shall consist of seven members. At successive Annual Meetings of the Society, three, two, and two of the seven Board members shall be elected for three-year terms, to be effective on July 1. A trustee who has served for fewer than three consecutive years may be elected for two additional three-year terms. A trustee who has served for at least six consecutive years will not be eligible for election until two years have elapsed since their consecutive years of service. No person shall be eligible for election to the Board until they have been a voting member of the Society for at least one year.
- 6.4 The board will assure that a process is in place whereby a slate of qualified nominees for election to the Board is presented to the members of the Society at the Annual Meeting in May. This process shall include a means by which additional nominees may be brought forth by members of the Society prior to the Annual Meeting.
- 6.5 The Board shall have four officers, President, Vice President, Secretary and Treasurer, who shall each serve for one year. The Secretary of the Board of Trustees shall also act as recording secretary at all Congregational Meetings.

Following the Annual Meeting in May, and in all cases prior to July 1, the individuals who will serve on the Board effective July 1 will gather to formally elect the coming year's four officers from among themselves.

- 6.6 The Board of Trustees shall hold regular meetings, which shall be scheduled and publicized to the congregation in advance. Notice of any special meetings of the Board will also be shared with the congregation. With the exception of executive sessions which involve discussion of personnel, legal and/or real estate matters, all meetings and the records thereof shall be open to Members of the Society.
- 6.7 A majority of the trustees shall constitute a quorum, and a simple majority vote of those present shall prevail.
- 6.8 The Board of Trustees shall not have the power to buy, sell, transfer, nor mortgage real estate, nor to incur debt in excess of 20% of the current year's operating budget, unless such actions are approved by a vote of the Members present at duly constituted Meeting of the Society for which information regarding the proposed action has been included in the notice of the meeting.
- 6.9 If the position of a Board member becomes vacant in mid-term, the remaining members of the Board will have the authority to fill the position with a replacement to serve until the next Annual Meeting. At the Annual Meeting, a candidate will be elected to fill the unexpired portion of the former Board member's term.

#### **ARTICLE 7: FISCAL YEAR**

The fiscal year of the Society shall be from July 1 through June 30. The expiring terms of all Officers and Board of Trustees members terminate on June 30 of each year. New terms begin on July 1.

#### **ARTICLE 8: TRUST FUNDS**

- 8.1 The Board shall maintain various Trust Funds and other accounts established for different purposes or with different donor restrictions, and these shall be tracked separately. Trust Funds are generally treated differently from cash accounts that are wholly expendable on a current year basis.

In all cases, the Board shall adhere to any restrictions that the donors have placed on gifts to the Society as well as any applicable statutory requirements.

- 8.2 When major financial gifts and bequests are offered to the Society, it shall be the responsibility of the Board of Trustees to manage them. The Board shall review the terms and conditions associated with these gifts. If the Board determines that it is in the interest of the Society to accept the gifts, it shall receive and acknowledge them.

When accepting a new major gift or bequest that includes donor restrictions, the Board will have the authority to place it either in an existing or a newly created Trust Fund or in a cash account as long as such action is consistent with any restrictions placed on the gift by the donor.

In the event of a gift or bequest of \$100,000 or less without restrictions, the Board will have the authority to decide on the placement, uses, and rate of expenditure for the new gift. In the event of a gift or bequest of more than \$100,000 without restrictions, the Board's recommendations regarding the placement, uses, and rate of expenditure for the new gift must be approved by a vote of the Society at a duly constituted congregational meeting for which the proposed recommendation has been included in the notice of the meeting.

- 8.3 The Board shall be responsible to:

8.3.1 Promote additional gifts and bequests to the Society.

8.3.2 Make prudent and appropriate investments of funds held for the benefit of the Society.

8.3.3 For Endowment Funds, as defined by New York State law, make disbursements available for the work of the Society in accordance with a Spending Policy designed to ensure long term sustainability or otherwise in accordance with donor restrictions.

8.3.4 Make any decisions to spend the principal of any Trust Fund not classified as an Endowment only after careful consideration of both the short-term and long-term consequences of such a decision. The Board shall have the authority in any fiscal year to make disbursements from all such non-endowed Trust Funds up to a total of the amount allowable if the Spending Policy for Endowed Funds were applied plus five percent (5%) of the total value

of all such non-endowed Trust Funds on the last day of the fiscal year preceding the proposed disbursement. Disbursement from such non-endowed Trust Funds in excess of the Board authority stated herein requires that the Society affirm the disbursement by majority approval of the members present at a duly constituted meeting of the Society for which a description of the proposed disbursement has been included in the notice for the meeting.

- 8.4 The Board may appoint an Investments Advisory Committee in accordance with its policies to assist it in fulfilling these responsibilities, may engage financial management professionals, and may authorize expenditures from the Trust Funds to cover any expenses or fees directly related to managing the funds.

#### **ARTICLE 9: AFFILIATED GROUPS**

- 9.1 In keeping with democratic methods and the goals of the Society, Members individually and in small groups are encouraged to initiate and explore potential projects and proposals appropriate for religious, educational, recreational, social, and community service undertakings. Such initiatives will be encouraged by publicizing the endeavors and by providing, without charge and after proper scheduling, space for small meetings. All such groups shall work under the direction of the Board of Trustees.
- 9.2 Voluntary organizations which are largely made up of Society Members, but may include friends from the community-at-large, and which are consistent with the stated Purpose of the Society, may be recognized as affiliated groups.
- 9.3 Affiliated groups shall meet the following requirements:
- Each group shall be recognized by the Board of Trustees with the expectation that it will benefit both the Society and the community.
  - Each group shall direct its own programs and functions. This shall be done with proper coordination with the ongoing and planned programs of the Society.
  - Each affiliated group shall be responsible for its own finances. Each affiliated group shall pay for direct expenses by it or incurred in its behalf.
  - Each affiliated group shall appoint a representative to provide information, communication and a financial report at least annually to the Board of Trustees, concerning the activities and programs of the group.

#### **ARTICLE 10: MINISTER and MINISTRY**

- 10.1 The Minister shall serve as the spiritual leader of the Society, and as Head of Staff shall administer the affairs of the Society in accordance with Board policies. The Minister shall have freedom of the pulpit to express their opinion.
- 10.2 The Minister shall be an *ex officio* non-voting member of the Board of Trustees and other committees, teams and task forces of the Society, except the Ministerial Search Committee.
- 10.3 The Minister shall have a contract with the Society.
- 10.4 The calling of a new Minister shall be by written secret ballot and shall require an eighty percent (80%) vote of the Members eligible to vote and present at a duly constituted meeting.
- 10.5 The Minister may be dismissed only by a written secret ballot by two-thirds (2/3) vote of the Members present and eligible to vote at a duly constituted meeting called for that purpose.
- 10.6 The Minister will be responsible for creating and supporting Ministry Teams to help carry out the year-round work of building community, promoting membership in the Society, furthering social justice, and nurturing the religious growth and education of all who participate in the Society.

#### **ARTICLE 11: MINISTERIAL SEARCH COMMITTEE**

- 11.1 When it is known that the position of Minister will become vacant, it is the responsibility of the Board of Trustees to call a Special Meeting of the Congregation at an appropriate time for the purpose of electing a Ministerial Search Committee.

- 11.2 The Ministerial Search Committee shall consist of seven (7) members who have been members of the Society for not less than one year prior to their election to the Committee.
- 11.3 The Ministerial Search Committee shall be nominated, elected, and shall carry out its duties according to the procedures recommended by the Unitarian Universalist Association.
- 11.4 At the time of the Ministerial Settlement, the Search Committee shall be dissolved.
- 11.5 The recommendation of a new Minister to the Society shall be made by the Ministerial Search Committee after informing the Board of Trustees. The Congregation shall have opportunities to meet the candidate and to hear the candidate speak at a church service. Written data on the candidate's experience and qualifications shall be furnished to each member of the Society.

## **ARTICLE 12: AMENDMENTS**

These Bylaws may be amended at any meeting of the Society by a two-thirds (2/3) vote of the Members present, provided that the amendments have been announced at a previously-held duly constituted meeting of the Society. Written notice for each of these meetings must include the fact that amendments to the Bylaws are to be acted upon and copies of the proposed Bylaws including the proposed amendments must be provided to any member of the Society upon request. Unless a later date is specified, such amendments must go into effect after the membership is notified in writing of their passage.

## **ARTICLE 13: SEPARABILITY CLAUSE**

If any provision of these Bylaws shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair or invalidate the remainder thereof, but rather such judgment shall be confined in its operation to the particular provision directly involved in the controversy.

## **ARTICLE 14: DISSOLUTION**

If it should become necessary or desirable to dissolve the Unitarian Universalist Society of Schenectady, New York, such dissolution shall be accomplished pursuant to and in full compliance with applicable provisions of Article 19 of the Religious Corporations Law of the State of New York.

## **ARTICLE 15: SCHEDULE FOR EFFECTIVENESS**

These Bylaws as amended shall become effective July 1, 2017. They shall supersede and make obsolete any prior Bylaws and Constitution adopted by the Society, but these Bylaws shall in no way impair continuing commitments and obligations undertaken under such previous Constitution and Bylaws.

## **ARTICLE 16: POLICIES AND PROCEDURES OF THE SOCIETY**

The Board of Trustees shall maintain a Board Policy Book for the day-to-day administration of the Society. The Policy Book shall address those issues not directly addressed by the Bylaws but shall not supersede nor replace the intent or effectiveness of any part of the Bylaws.

Should the membership of the Society wish to override or change a policy or procedure enacted by the Board, they are invited to present their concerns directly to the Board for research and consideration. If members continue to wish for a policy change, such changes may be made at any meeting of the Society by a two-thirds (2/3) vote of the Members present in compliance with parliamentary procedure.