

# UNITARIAN UNIVERSALIST SOCIETY OF AMHERST

## BYLAWS

As Adopted May 31, 2009

*With amendments made May 31, 2015 and June 5, 2016*

### **ARTICLE I - NAME**

The legal and public name of this organization shall be The Unitarian Universalist Society of Amherst. Whenever the word Society is used in these By-laws or their amendments, it shall signify the legal organization as herein Established; and the phrase "a vote of the Society" (or any similar phrase) shall mean a vote of the Active Members of the Society at any duly called Meeting. Whenever the term Active Members is used, it will mean all Active and all Voting Youth Members.

### **ARTICLE II - PURPOSES**

The purposes of this Society are:

1. to affirm, defend, and promote the principles of Unitarian Universalism.
2. to establish and sustain a religious fellowship that promotes and strengthens free and self-disciplined searching for truths, and
3. to provide services that foster each person's spiritual journey.

### **ARTICLE III -AFFILIATION**

This Society shall be a member of the Unitarian Universalist Association (UUA) and the Clara Barton District.

### **ARTICLE IV – MEMBERSHIP**

This congregation affirms and promotes the full participation of persons in all our activities and endeavors without regard to race, color, physical or mental challenge, affectional or sexual orientation, gender identity or expression, age, class, or national origin, or any other distinction. Membership in this Society is open without any other qualifications to any person 13 years of age or older who:

1. subscribes to the purposes of the Society,
2. indicates a desire to join and support the Society, and
3. signs the Membership Book in the presence of two or more Trustees of the Society.

#### **A. Categories of Membership**

Membership shall be of four categories, Active, Inactive, Voting Youth, and Nonvoting Youth Members.

1. **Active Members** are 18 years of age or older, and are expected to participate in one or more activities of the Society and/or make recorded financial contributions to the Society annually.

2. **Inactive Members** are former Active Members who have not participated in any activity nor made a recorded financial contribution for a period of a year or more, including the current year.
3. **Voting Youth Members** are from 16 to 18 years of age and are full time students. Such members may participate in all activities of the Society, may vote on all matters except those prohibited by law, may serve on the Board of Trustees, but are not expected to make a financial commitment to the Society.
4. **Nonvoting Youth Members:** Full time students ages 13-15 who may participate actively in the activities of the Society but who may not vote nor be elected to an office in the Society.

**B. Privileges of Membership**

Active Members may vote, hold office in the Society, or be an agent of the Society. Active Members may vote in any congregational meeting of the Society provided that they have been a member of a Unitarian Universalist church, society, or fellowship for a total of 60 consecutive days immediately preceding the meeting including at least 30 days of membership in the Unitarian Universalist Society of Amherst.

**C. Termination of Membership**

Membership may be terminated by any of the following:

1. written request from the member or someone acting for the member to the Clerk of the Society, or
2. approval of the Board of Trustees, after being designated as Inactive by the Clerk for two or more consecutive years.
3. death or relocation of the member.

**ARTICLE V - ORGANIZATION**

This Society shall consist of all Members of record, at the current time, and shall be governed by a Board of Trustees (the 'Board') elected from and by its Active Members. Regular and Ad Hoc Committees may be formed by the Board to attend to specific needs and concerns as they occur. All Regular and Ad Hoc Committees shall serve at the pleasure of the Board.

- A. **Leadership Development Committee** elected from and by the Active Members shall recommend members for election to the Board and also recommend members to serve on the succeeding Leadership Development Committee.
- B. **Board of Trustees.** The Board of Trustees shall consist of a minimum of nine members and a maximum of eleven members of whom four are Officers, with the President Emeritus/a, at his or her discretion, remaining a voting member of the Board for one fiscal year following his or her presidency. The Minister and the Director of Religious Education are ex-officio members without voting privileges. Fifty percent of the voting members of the Board shall constitute a quorum for conducting business. Motions must pass by a majority of voting members present. The Board is authorized to:
  1. Care for and preserve all property of the Society, real, tangible and intangible.
  2. Conduct the business affairs of the Society, including all contracts for goods and services. Contracts for employment may be negotiated by the Personnel Committee and subsequently presented to the Board of Trustees for

ratification. Any contract or expenditure exceeding three percent of the operating budget must have prior approval by a vote of the Society.

3. Administer the affairs of the Society, including the creation and dissolution of committees necessary to fulfill the Society's purposes.
4. Have jurisdiction over meetings and non-religious meetings of the Society;
5. Replace a Trustee who resigns or is unable to serve. Trustee replacements shall serve until elections can be held at the next meeting of the Society.
6. Approve, following all due consideration, any substantive personnel or other policies governing the Society.

C. **Officers.** The Officers of the Society shall consist of:

1. A **President** who shall:
  - a. call and preside over all meetings of the Society and the Board, act as the legal representative of the Society and speak for the Society when empowered to do so by the Society or the Board,
  - b. appoint members to represent or be agents for the Society and appoint chairs for any committees where the chair is not recommended by the Leadership Development Committee, and
  - c. sign checks drawn on Society funds in the absence of the Treasurer.
2. A **Vice President**, who shall:
  - a. act for the President whenever he or she is unavailable or incapacitated, or when empowered to do so by the Board of Trustees, and
  - b. be responsible for specific functions and tasks stipulated by the President or Board of Trustees.
3. A **Clerk**, whose duties shall include but not be limited to:
  - a. ensuring the recording of minutes of the Board meetings and the maintenance of a permanent record of all meetings of the Board and the Society, together with all relevant monthly and annual reports,
  - b. notification by mail to members of the date, time, location, and subject matter of any meeting of the Society at least ten days prior to the meeting,
  - c. keeping current the register of all members, and
  - d. reporting to the Board, at least annually, the names of inactive members and recommending that they be removed from the membership roll.
4. A **Treasurer**, who shall:
  - a. ensure the keeping of a permanent record of all receipts and expenditures of the Society,
  - b. purchase and sell securities for the Society and sell unrestricted non-monetary gifts donated to the Society, when so directed by the Board,
  - c. ensure the preparation and presentation of monthly Financial Statements to the Board, in such detail as requested, and
  - d. ensure the preparation of an Annual Financial Statement for distribution to the members of the Society in such detail as requested by the Board.

D. **Financial**

1. The financial resources of the Society shall be segregated into (a) operating funds, (b) unrestricted reserves, (c) endowment, and (d) funds designated for specific purposes
2. The Board of Trustees has the responsibility to present to the Society a

balanced operating budget in which the income and expenses are reasonably and realistically estimated.

- 3 (a) The society shall not take or borrow funds from or against the principal of the endowment for operating expenses. The board may implement a systematic procedure where the endowment shall pay to the UUSA an amount equal to the percentage elected by the board times the average dollar market value of the endowment for the previous thirteen quarters. The board may elect a distribution percentage in a range of 0-6% per annum to supplement the operating budget (amended May 31, 2015)
- (b) The Society shall not take or borrow funds from or against the principal of the designated funds for operating expenses. Excess designated funds remaining after the completion of the specified project may be transferred to the operating budget.
4. If necessary, the Board shall authorize the borrowing of money to cover operating expenses. The money thus borrowed, plus any interest, shall be repaid from future operating income.
5. The Board and all staff shall use good cash management procedures and shall, in all good faith, see that the Society's financial records are audited as necessary. When an audit is deemed necessary, the Board will appoint the auditor.

#### **ARTICLE VI - ELECTIONS**

All members of the Board of Trustees including the Officers, the Leadership Development Committee, and any Special Committees as designated by the Board are to be elected. The Leadership Development Committee shall prepare a slate of candidates for each open office, and present it at the meeting. Other nominations may be made from the floor after the slate has been presented, provided the nominee is an Active Member or Voting Youth Member, and has demonstrated a willingness to serve.

- A. **Society and Fiscal Year.** For elective and accounting purposes the society year and the fiscal year shall start on July 1 and continue through June 30. The years shall have the same name as the calendar year on June 30.
- B. **Leadership Development Committee.** A Leadership Development Committee composed of a chair and two other Active Members shall be elected at the Annual Meeting for a one-year term. The committee shall present a slate of candidates for those positions to be filled on the Board and the next Leadership Development Committee, and/or of candidates for any Long Range Planning or Ministerial Search Committee. The slate shall be presented to the members at the Annual Meeting for a vote.
- C. **Election.** All candidates for office shall be elected by a majority of the Active Members present at the meeting. The current Vice-President shall succeed the current President. A Vice-President shall be elected annually. The Clerk shall be elected in odd-numbered years and the Treasurer shall be elected in even-numbered years.
- D. **Terms of Office.** All Trustees, including the Treasurer and the Clerk, shall serve for a two-year term, and may not serve more than two terms in succession. The

Presidency shall consist of a two-year term, the first year of which shall be served as Vice-President of the Society.

## **ARTICLE VII - MEETINGS**

The members of the Society shall meet once a year at an Annual Meeting to elect the Officers and Trustees, to approve a budget for the following fiscal year, and to conduct any other business that has been included in the warrant for the meeting. Special Meetings may also be held at other times to consider matters that affect the Society and/or conduct any business that requires a vote of the Members.

- A. **Annual Meeting.** The Annual Meeting of the Congregation shall be held yearly at a time and place specified by the Board.
- B. **Special Meetings.** A Special Meeting may be called at any time by the Board or by a written petition to the Board signed by ten or more Active Members.
- C. **Notification.** The Clerk shall notify all current members of record of the time, date, location, and matters to be considered and acted on by mailing a warrant for the meeting. The warrant may be delivered either electronically or via postal service depending on member choice. Notification must be accomplished at least ten days prior to the meeting. Two Sundays prior to the date of the meeting, the Clerk shall read the warrant before the Congregation and post copies of the warrant at the entrance doors to the Sanctuary (amended June 5, 2016)
- D. **Quorum.** Twenty five percent of the Active Membership constitutes a quorum for conducting business at a meeting of the Society unless specified otherwise elsewhere in these Bylaws. For a special or emergency congregational meeting, the Board may, by unanimous vote, decide that a larger percentage of the active membership is required to constitute a quorum for conducting business.
- E. **Procedures.** The President shall conduct all meetings of the Society or, with the approval of the Board of Trustees, appoint a chairperson to serve for the duration of the meeting. All Congregational meetings shall be conducted according to *Robert's Rules of Order*. The Chair shall resolve any conflict regarding procedure.
- F. **Affirmation.** A simple majority of the Active Members present shall affirm any motion properly brought before the meeting, unless otherwise specified elsewhere in these Bylaws or unless a motion is made and approved at the meeting to raise the percentage necessary to pass a particular motion.
- G. **Proxy Ballots.** Members unable to attend any congregational meeting may vote by proxy. The member must notify the Clerk, in writing or by e-mail, of his/her intention to vote by proxy, naming the individual who will hold the proxy vote and requesting the proxy assignment form for the meeting. Such notice must be given at least three days prior to the date of the meeting. The individual named as proxy must be a member of the UUSA and must be present at the meeting. The proxy-holder should notify the Clerk of his or her intent to act as a proxy by submitting the signed proxy assignment form to the clerk prior to the start of the meeting. Proxy votes do not count toward a quorum as defined in Article VII D.
- H. **Emergency Meetings:** By unanimous vote the Board may call an emergency meeting of the congregation, not following the usual requirements for notification,

but making all appropriate effort to notify the entire voting membership including phone trees, direct mail, e-mail, and any other appropriate means.

### **ARTICLE VIII - MINISTER**

The decision to search for a Minister must be made by an affirmative vote of at least 75 percent of the Active Members present and voting at a Special Meeting called for this purpose. A Ministerial Search Committee shall be formed to seek out and evaluate such Ministers as may be available and suitable, and recommend a specific Minister to the membership. The Committee will arrange for the candidate to preach on at least one Sunday and will arrange other opportunities for the Congregation to meet the candidate, after which a vote shall be taken on calling this Minister.

A. **Search Committee.** The Search Committee for a Minister shall be composed of seven Active Members of our Congregation elected at a Special Meeting called for this purpose. The Congregation will nominate people to serve on the Committee. The Board will present a slate of candidates composed of Members who have been nominated, consulted, and who are willing to serve.

The Congregation will vote by secret ballot for Search Committee members at the Special Congregational Meeting. Nominations will also be accepted from the floor during that Meeting. The top four vote-getters on the slate will serve on the Committee. The three additional Search Committee members will be people from the slate or people nominated from the floor who are appointed by the Board of Trustees to ensure demographic balance on the Search Committee.

B. **Call.** A Minister shall be called after recommendation by the Search Committee and an affirmative vote of at least 90 percent of the Active Members present at a Special Meeting called for this purpose. A quorum of at least 50 percent of the Active Members of record shall be required at this meeting.

C. **Freedom.** The Minister may hold meetings for religious purposes in the Society's property, and shall have complete freedom to choose and talk on any topic, both in the pulpit and in public.

D. **Compensation and Evaluation.** The Minister's salary and benefits shall be negotiated by the Board of Directors and shall be approved by the Board, and a contract stating the Minister's salary, benefits, and responsibilities shall be drawn up and signed by the President and the Minister. The Board shall provide for the regular evaluation and contract renewal for the minister using appropriate committees and a combination of formal and informal processes, and it shall annually establish a process to set the minister's compensation. This process shall culminate in Board and Congregational acceptance via their approval of the budget.

E. **Responsibilities** The following responsibilities shall be used as a guideline in negotiating the contract with the Minister:

1. overseeing the religious affairs of the Society,
2. planning, conducting, and/or participating in religious services according to his or her discretion, and arranging with the Sunday Services Committee for services he or she can not perform,
3. providing religious leadership, guidance, and support to the congregation and to such committees as requested or approved by the Board,

4. ensuring the provision of outreach and orientation programs for prospective and new members,
  5. performing all ministerial functions, including but not limited to:
    - a. ceremonies such as weddings, services of union, namings, dedications, memorial services, and funerals,
    - b. counseling members who need short-term help and referring them to organizations or agencies that can provide immediate or long-term help, and
    - c. visiting members who are ill or injured in the hospital, at the Minister's discretion and/or member's request,
  6. attending meetings of the Society and the Board, submitting written reports to them bringing to their attention any matters deemed pertinent to the general welfare of the Society, and making such recommendations as seem proper. The Board or the Society shall make all decisions in matters of policy and procedure.
  7. ensuring the supervision of staff.
- F. **Termination.** The Minister shall cease to serve the Society upon resignation, retirement, death, or dismissal.
1. **Notice.** The Minister shall give three months notice before resigning or retiring, unless the Board approves a shorter time. Position, duties, pay, and benefits shall cease on the effective date of resignation or retirement.
  2. **Dismissal.** The Minister may be dismissed at the will of the Society. A majority vote shall be required at a Special Meeting called for this purpose and attended by at least 50 percent of the Active Members of record. Position, duties, pay, and benefits shall cease 3 months after dismissal for incompatibility or ineffectiveness, and immediately after dismissal for cause.

#### **ARTICLE IX - DISSOLUTION**

The Society may be dissolved by an affirmative vote of at least 67 percent of the Active Members at a Special Meeting called, with 90 days prior notice, for this purpose. Upon dissolution all assets of the Society shall be transferred to the Unitarian Universalist Association or its successor in accordance with existing laws and regulations.

#### **ARTICLE X - AMENDMENTS**

These Bylaws may be amended or replaced at any meeting of the Society provided notice of such intent, all proposed amendment(s) or the complete replacement, and the existing bylaw(s) are included in the warrant for the meeting. An affirmative vote of at least 67 percent of the Active Members present at the Meeting is required to adopt a proposed amendment or replacement.

**As Adopted May 31, 2009**

**Amended March 24, 2013 (Article VII G)**

**Amendments made May 31, 2015, June 5, 2016, and March 12, 2017**