



Unitarian Universalist
Society of Oneonta, Inc.

BYLAWS
May 19, 2019

ARTICLE ONE

NAME

1.1.1 The name of this religious organization is the Unitarian Universalist Society, of Oneonta, Inc. This Society shall be a member of the Unitarian Universalist Association and of the New York State Convention of Universalists.

ARTICLE TWO

PURPOSE

2.1.1 The purpose of this organization is the study and practice of religion in a spirit of freedom and fellowship.

ARTICLE THREE

MEMBERSHIP

3.1.1 All authority rests in the Membership and is exercised through a vote of the Membership, except as is herein delegated.

3.2.1 Qualifications: Any person, having reached the age of fifteen, who agrees with the purpose and spirit of this Society may become a Member by assenting to the Bylaws and signing the Membership book in the presence of the Minister or the President of the Board of Trustees. No test of creed or character shall be imposed as a condition of Society Membership. Membership is renewed annually in a manner determined by the Board.

3.3.1 Voting members: A Society Member is entitled to one vote on each matter submitted to a vote of the Membership, provided such Member has been a Member for at least one month. Questions of dismissal of a minister or dissolution of this legal Society may be voted on only by Members who have signed the Membership book at least one year prior to a vote on such questions.

3.3.2 In the event a vote is challenged, the Clerk and members of the Board of Trustees present determine the validity of such challenged vote.

3.4.1 Termination: Membership is terminated by death or by written resignation tendered to the Board of Trustees. In addition, a Member who has not renewed their Membership according to the current Membership Affirmation Policy may be removed from Membership by a two-thirds vote of the Board.

3.4.2 A Member's name shall be removed from the Membership List by a two-thirds vote of the Board for actions that the Board deems a threat to the safety or well-being of a member of the Congregation or of the Congregation as a whole, provided that the offending Member has the right to appear before the Board.

ARTICLE FOUR

CONGREGATIONAL MEETINGS

4.1.1 The Annual Meeting shall be held in May to elect members of the Board of Trustees, the Endowment Committee, the Nominating Committee, the Committee on Ministry, and a Moderator; to vote on the tentative budget and any proposed Bylaws revisions; and to conduct any other business on the agenda.

4.1.2 The Fall Congregational Meeting shall be held in October to hear a comprehensive report from the Finance Committee; to vote on the final budget and any proposed Bylaws revisions; to vote on Social Justice Task Forces; to receive annual reports of the Minister, committees and sub-organizations of the Society; and to conduct any other business on the agenda.

4.1.3 The exact dates of the Annual Meeting and the Fall Congregational Meeting are set by the Board of Trustees.

4.1.4 Special meetings may be called by the Board of Trustees or shall be called at the written request of ten (10) Society Members made to the Board. Such meetings are restricted to the business for which they are called.

4.2.1 Notice of Meetings: The Moderator shall give written notice, stating the place, day, hour, and purpose of any meeting, and see that it is mailed to each Society member not more than 42 days and not fewer than 16 days prior to such meeting.

4.3.1 Quorum: At any duly called meeting, ten percent (10%) of the members of the Society constitutes a quorum.

4.4.1 Voting: Voting at all Congregational Meetings shall be by show of hands or *vive voce*. However, should one Member call for a written ballot on any particular issue, the presiding officer shall direct the voting on that particular issue be so conducted. There shall be no voting by proxy or by absentee ballot.

ARTICLE FIVE

BOARD OF TRUSTEES

5.1.1 Functions of the Board: The Board of Trustees consists of nine (9) Society Members who implement the decisions and policies of the Membership and act for the Membership between meetings. The Board has general charge of the business and administrative affairs of the Society in accordance with the provisions of the Bylaws.

5.2.1 Election of Trustees: Each year, at the Annual Meeting, three (3) Trustees are elected for terms of three (3) years, beginning with the start of the fiscal year. A person who serves as a Trustee for two consecutive elected terms shall not be eligible for re-election until one year after the expiration of the second term. A vacancy occurring between Annual Meetings is to be filled by a Society Member appointed by the President, subject to approval by the Board, to serve until the end of the current fiscal year. At the Annual Meeting an unexpired term shall be filled by vote of the Membership.

5.2.2 Termination: Board membership is terminated by expiration of term, written resignation or absence from three consecutive regular Board meetings provided that, in the latter case, the Board votes to terminate such membership thirty (30) days after notice is mailed to such member advising of such contemplated action. A Board member may also be removed from office by a two-thirds vote at a special Congregational Meeting called for that purpose.

5.2.3 The Board may grant a leave of absence for any part of a Board member's term; a leave of absence shall be filled for its entire duration by appointment of the President, subject to approval by the Board.

5.3.1 Meetings of the Board of Trustees: Meetings of the Board of Trustees are open to Members of the Society and are held monthly for at least eleven (11) months during each fiscal year. Special Board meetings will be called as needed. All meetings are called by the President, or other such designated officer in the President's absence, and notice shall be given each trustee of the time and place of such meeting and shall be announced to the Society's Membership. Five Board members constitute a quorum, and their action constitutes an act of the Board of Trustees. In the event of a tie vote, the motion is lost. A resolution may be adopted only if passed by five (5) members.

5.3.2 The Board president or five (5) members of the Board may call an executive session when considering personnel, litigation, or sensitive issues.

ARTICLE SIX

OFFICERS

6.1.1 Officers: The officers of this Society are: President, Vice-President, Clerk, Treasurer, Moderator and other such officers as may be designated and elected by the Board of Trustees.

6.1.2 Election: The newly constituted Board meets and elects the President, Vice-President and Clerk from its membership prior to the start of the fiscal year.

6.1.3 The Treasurer is appointed by the Board.

6.1.4 The Moderator is elected from the Membership by the Congregation at the Annual Meeting for a term of one year and may serve for no more than two consecutive terms.

6.2.1 Duties: The duties of these officers are as customarily exercised by such officers, and other duties as designated by the Board and the Membership. These duties include:

6.2.2 President: The President presides at all meetings of the Board and generally supervises the administration of the Society. The President is an *ex officio*, non-voting member of all committees except the Nominating Committee, the Committee on Ministry, and the Ministerial Search Committee.

6.2.3 Vice-President: The Vice-President assists the President in the performance of the President's duties and presides at Board meetings in the absence of the President.

6.2.4 Clerk: The Clerk is responsible for assuring that all proceedings of the Board and Congregational Meetings are recorded and filed. The Board will determine what other records the Clerk is responsible for maintaining.

6.2.5 Treasurer: The Treasurer is responsible for ensuring the following: the payment of all bills duly authorized by the Membership and the Board; the maintenance of accurate records of all money received; that all money is properly deposited in the bank(s) designated by the Board; and for periodically, or on demand, issuing statements to those who have pledged. The Treasurer is responsible for reporting the condition of the treasury to the Board at its regular meetings and to the Membership at regularly scheduled meetings. The Treasurer is a non-voting member of the Finance Committee.

6.2.6 The Moderator sets the agenda and presides at Congregational Meetings, is an *ex officio*, non-voting member of the Board of Trustees and may serve as an *ex officio* member of any or all committees, except the Nominating Committee, the Committee on Ministry and the Ministerial Search Committee. The Moderator advises the Board and the Congregation of actions that are impacted by the Bylaws.

6.3.1 All terms of office specified herein shall begin with the fiscal year.

ARTICLE SEVEN

COMMITTEES

Standing Committees

7.1.1 Standing committees are the Nominating Committee, the Finance Committee, the Endowment Committee, the Bylaws Committee and the Committee on Ministry, and when required, the Ministerial Search Committee. Ongoing Standing Committees elect their chair and vice-chair annually at the last meeting of the fiscal year. Committee members need not be members of the Society except as required elsewhere in the Bylaws. The Finance Committee and Endowment Committee each have a member of the Board of Trustees serving as liaison between the committee and the Board.

7.1.2. The term of each member of a Standing Committee begins at the start of the fiscal year following the Annual Meeting.

7.1.3 A vacancy in a Standing Committees may, unless otherwise specified, be filled by a Society Member or friend appointed by the President, subject to the approval of the Board, and in accordance with these Bylaws, to serve until the end of the fiscal year. The Board may grant a leave of absence for any part of a committee member's term; a leave of absence shall be filled for its entire duration by appointment of the President, subject to Board approval.

7.1.4 A Standing Committee member may be removed from office by an assenting vote of at least five members of the Board of Trustees.

7.2.1 The Nominating Committee consists of three (3) Society Members. Each year one member is elected for a term of three (3) years. Members of the Nominating Committee may not be members of the Board

7.2.2 The Nominating Committee, after consulting with the Membership, Board, and Minister prepares a list of nominees for all Trustee, Endowment Committee, Nominating Committee, and Moderator positions to be voted on by Members of the Society at the Annual Meeting. Their selections shall be mailed to all Society Members not more than 42 days and not fewer than 16 days prior to the Annual Meeting. Additional nominations for these elected position may be made from the floor with the consent of the member so nominated.

7.2.3 In March, or when a vacancy arises, the Committee on Ministry (COM) will submit to the Nominating Committee the names of at least three Society Members for membership on the COM. From these names, the Nominating Committee will place one name in nomination for a vote at the next regular or specially called Congregational Meeting. No nominations from the floor will be accepted for the Committee on Ministry.

7.2.4 The Nominating Committee, along with the Board, shall be responsible for submitting a slate of candidates for the Ministerial Search Committee to the Membership when the need arises.

7.3.1 The Finance Committee consists of the Treasurer and at least four (4) Society Members, each appointed by the Board for a four year term. Each year at least one member is appointed by the Board of Trustees at their first meeting after the Annual Meeting. A member of the Finance Committee who has served for two (2) consecutive appointed terms is not eligible for re-election until one year after the expiration of the second term.

7.3.2 The Finance Committee, in cooperation with the Board, prepares the annual budget and submits it to the Membership for approval. A tentative budget shall be submitted at the Annual Meeting, and the final budget no later than the Fall Congregational Meeting. This Committee also provides for the annual examination and verification of bank balances. The Finance Committee supplies information and technical support for the annual Stewardship Campaign.

7.4.1 The Endowment Committee consists of eight (8) persons:

Seven (7) voting Members as follows:

- The Moderator of the Society (or a delegate appointed by the Moderator from the Board of Trustees)
- A representative of the Finance Committee (to be chosen by the Finance Committee)
- Five (5) members who are Society Members or friends of the congregation, whose terms are for three (3) years. These members are nominated by the Nominating Committee and voted on by the congregation at the Annual Meeting. No more than one of these five persons shall be a member of the Board of Trustees. These five members shall be active participants in Society affairs/business and have provided financial support for a period of three years or more.

One non-voting member:

- The Minister of the Society

7.4.2 The Endowment Committee is charged with the stewardship of the Community Fund of the Unitarian Universalist Society of Oneonta, Inc. This stewardship includes the raising, the administration and the disbursement of funds given to the Society for all its endowed funds.

7.4.3 The Endowment Committee is “semi-autonomous” in that it abides by Endowment Committee Bylaws and the Bylaws of the Society.

7.5.1 The Bylaws Committee consists of the current Moderator and the two previous Moderators.

7.5.2 The Bylaws Committee reviews the Society’s Bylaws at least annually and submits revisions, if any, to the Board at its March meeting or at its August meeting. Having determined which revisions are necessary, the Board submits them for a vote at the Annual Meeting in May or the Fall Congregational Meeting in October.

7.5.3 A vacancy on the Bylaws Committee will be filled, if possible, by a past Moderator, or by a Society Member appointed by the President, subject to approval by the Board.

7.6.1 The Committee on Ministry (COM) shall consist of three (3) Society Members, each elected for a three-year term. A member of the COM who has served for two (2) consecutive elected terms is not eligible for re-election until one year after the expiration of the second term. A member of the COM may not be a member of the Board of Trustees or the Chair of any other committee.

7.6.2 The Committee on Ministry has the purpose of: keeping the mission of our Society in the forefront of its thoughts and actions; facilitating cooperation among ministries; mediating conflicts which interfere with its ministries or mission; and monitoring the effectiveness of all of the ministries of the Society in light of its mission. Ministry, here, is defined as all that the Society does in fulfillment of its mission.

7.6.3 A vacancy on the Committee on Ministry will be filled by Congregational vote at the next regular, or specially called, Congregational Meeting, following the procedure above (7.2.3), to fill the remainder of the term vacated. A person elected to serve a partial term may be eligible for re-election to a full term at the discretion of the COM.

7.7.1 The Ministerial Search Committee: Whenever a vacancy exists, or is anticipated, in the position of the minister, the Congregation shall be notified of the intent to form a Ministerial Search Committee consisting of seven Society Members. The Board of Trustees and the Nominating Committee solicit and collect written applications. A slate of seven individuals will be selected from the pool of applicants by the Board and Nominating Committee. The slate is then presented to the Congregation for approval at a Congregational Meeting. If the slate is rejected, the process begins again.

7.7.2 The Board will use appropriate criteria for selection to the Ministerial Search Committee as outlined in the most current Unitarian Universalist Association (UUA) guidelines. Paid staff members are not eligible. Members of the committee who are unable to fulfill their full terms will be replaced at the discretion of the Ministerial Search Committee. The Board of Trustees *and* the Nominating Committee will appoint a replacement if requested.

7.7.3 The Ministerial Search Committee elects its own leader. It is the responsibility of the committee to implement the search following the most current UUA guidelines and procedures. The committee may then recommend one candidate to the Congregation for approval.

7.7.4 The Ministerial Search Committee continues until a candidate is called, or until the committee is dissolved on its own motion or by a resolution of the Society's Membership.

Committees and Teams of the Society

7.8.1 All other committees may be constituted or dissolved by the Board of Trustees as the need arises. Each committee will have a Board liaison.

7.8.2. All teams are constituted or dissolved by the Minister. The Minister and Staff are accountable to the Board for the ministry of the Society.

ARTICLE EIGHT

SOCIAL JUSTICE TASK FORCES

8.1.1 The Congregation may establish one or more task forces to address particular social justice issues. The proposals for such task force(s) will be included in the notice of the Fall Congregational meeting in October where they will be presented to the Congregation for approval. If established, the task force(s), through their liaison(s), will report to the Board of Trustees. To continue, a proposal must be renewed annually.

ARTICLE NINE

FINANCES

9.1.1 The Board, except as otherwise provided in these Bylaws, has general charge of managing all donations, grants, and bequests made to the Society, after consultation with the Finance Committee.

9.2.1 Budget: Unbudgeted expenditures in excess of two per cent of the annual budget require the approval of a majority of the Members present and voting at a duly called meeting.

9.2.2 Expenditures in excess of two percent above the budgeted amount for any specified item shall require approval by the Board.

9.3.1 Fiscal Year: The fiscal year shall begin July 1st each year.

ARTICLE TEN

MINISTER

10.1.1 The Minister is responsible for the conduct of worship with the Society and for the Society's spiritual interests and affairs. The Minister shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit. The Minister shall perform all other duties generally understood to be the proper function of a Minister as agreed upon by the Minister and the Board of Trustees.

10.1.2 The Minister is a non-voting, *ex officio* member of all Committees and the Board, except the Nominating Committee, and the Ministerial Search Committee when such exists. The Minister ordinarily attends the meetings of the Board of Trustees, and brings to its attention any matters, which seems pertinent to the welfare of the Society. The Minister makes a full report at the Fall Congregational Meeting.

10.2.1 The Minister is chosen and the Minister's initial salary determined by a two-thirds majority vote of Society Members present and voting at a Congregational Meeting duly-called for that purpose.

10.3.1 The salary of the Minister is to be presented to the Minister in writing, prior to the end of the fiscal year, said salary to continue in effect for the following fiscal year.

10.4.1 Dismissal of the Minister shall be by a majority vote, taken by written ballot, at a special congregational meeting held for that purpose only. In the case of resignation or dismissal, the Minister's office shall expire three months after such a decision, unless otherwise agreed upon by both the Board of Trustees and the Minister.

ARTICLE ELEVEN

DISSOLUTION

11.1.1 In the dissolution of this Society, all its property, both real and personal, after all claims on it are paid, shall be conveyed to, and vested in, the Unitarian Universalist Association or its successor.

ARTICLE TWELVE

PARLIAMENTARY PROCEDURES

12.1.1 The current edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedure (formerly *Sturgis Standard Code of Parliamentary Procedure*) governs this Society in all Parliamentary situations that are not provided for in the law or in its charter, Bylaws, or adopted rules.

ARTICLE THIRTEEN

AMENDMENTS

13.1.1 These Bylaws may be altered or amended by a two-thirds vote of members present at the Annual Meeting or a special meeting called for that purpose. The proposed Bylaw changes must be mailed to each member not more than 42 days and not less than 16 days prior to the meeting.

13.2.1 The Board of Trustees is responsible for reviewing the Bylaws at least every five years.

ARTICLE FOURTEEN

CODE OF RESOLUTIONS

14.1.1 In order to aid and supplement these Bylaws for the information of the membership and guidance of officers, the Board of Trustees shall provide from time to time (relating to but not limited to the following subjects):

1. Fiscal procedure and the duties of the respective officers in regard thereto;
2. The details and composition of all committees and their setting up, duties and responsibilities;
3. An inventory of the physical property of the Society and handling and control of such property;
4. The order of business at Board and membership meetings, the contents of minutes, and the provision and maintenance of records.

ARTICLE FIFTEEN

INTERPRETATION

15.1.1 Questions of interpretation regarding these Bylaws shall be determined by a majority vote of all Board members, subject to reversal by a two-thirds majority of all recorded Members of the Society.