

# **BYLAWS for the FIRST UNIVERSALIST SOCIETY of the City Of Rochester, New York**

Revisions adopted January 28, 2018

The “C” prefix on Section names, requires a 4/5 vote for amendments as is explained in Section 1101.

## **PREAMBLE**

This Society was incorporated in 1846 in Monroe County, New York, under the New York State “Act for the Incorporation of Religious Societies,” passed 15 April 1845, and reincorporated under Article 19 of the Religious Corporations Law of the State of New York in April 1973.

## **ARTICLE I—NAME, PURPOSE, & AFFILIATION**

### Section C-101. NAME

The name of this religious corporation is “The First Universalist Society of the City of Rochester,” hereinafter referred to as “the Society.”

### Section C-102. PURPOSE

The purpose of the Society shall be the study and practice of religion in freedom and fellowship and service to the community in ways of religious usefulness.

### Section C-103. AFFILIATION

The Society is a member of the Unitarian Universalist Association and the New York State Convention of Universalists and regards itself as pledged to the support of these organizations and their programs except where a conflict exists with those of the Society.

### Section C-104. DISSOLUTION

In the case of the dissolution of the Society, all its property, real and personal, subject to all just and legal claims against it, shall vest in the New York State Convention of Universalists or its successor, to be held in trust for the benefit of a present or future Unitarian Universalist Society in the Rochester, New York area or for advancing the purposes of the denomination.

## **ARTICLE II—MEMBERSHIP**

### Section 201. CRITERIA

Any person age 16 and over who accepts the mode of government of the Society and approves the spirit and the purposes set forth by the Unitarian Universalist Association and the Society may be received into membership by signing the Membership Book in the presence of the Minister or a Member of the Board of Trustees.

#### Section C-202. VOTING MEMBERS

Voting members are defined as those members who have been in membership at least 60 days. No member shall be denied the right of voice on any issue, however. Members under 18 years of age shall not participate by vote on questions involving the purchase and sale of property.

#### Section 203. WELCOMING CONGREGATION

The Society affirms and promotes the full participation of persons in all its activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age, class, or national origin.

#### Section 204. TERMINATION OF MEMBERSHIP

Membership in the Society shall be terminated upon:

1. The death of the member.
2. A written notice of resignation from the member filed with the Membership Committee of the Society.
3. Failure to evidence a desire to remain a member in good standing. Before a member can be deleted from the roll of members of the Society under this paragraph, the Membership Committee shall endeavor in good faith to contact the member to determine if he or she wishes to remain a member of the Society. If the member indicates that he or she does wish to remain a member, he or she shall be continued in the membership roll.

### **ARTICLE III—MEETINGS**

#### Section 301. ANNUAL BUSINESS MEETING

The Annual Business Meeting of the Society shall be held at such time and place as the Board of Trustees shall designate for the purpose of electing Trustees and Officers as required by these Bylaws, receiving reports, and transacting business.

#### Section 302. SPECIAL BUSINESS MEETING

A Special Business Meeting shall be held at the discretion and instance of the Board of Trustees or upon petition of 20 or more voting members and shall be only for such purposes as are specified in the notice calling the meeting. If held as a result of a petition, the Special Business Meeting shall be convened by the Board of Trustees within 30 days of the filing of said petition with the Clerk of the Society.

#### Section 303. NOTICE

The notices of any Business Meeting shall state the time and the place where it is to be held, the purpose of the meeting and the nominees for any elective positions to be voted on at the meeting. The notice shall be sent to each member not less than 10 and not more than 50 days before the meeting. If possible, said notices shall be read during the Sunday

morning services on the two successive Sundays immediately prior to the date of the meeting.

#### Section 304. QUORUM

Forty voting members shall constitute a quorum at any regular or special meeting of the Society. Once quorum is established, business can be conducted even if the number of voting members falls below the required number.

#### Section 305. VOTE

All business requiring Society membership action shall require a majority vote of those present and voting at a duly called and constituted Business Meeting, unless otherwise provided by law, these Bylaws, or the Society.

### **ARTICLE IV—BOARD OF TRUSTEES**

#### Section 401. THE BOARD OF TRUSTEES

The Board of Trustees shall consist of seven members, elected to three-year terms at the Annual Business Meeting (in rotating groups of 2, 2, and 3). Terms of office shall coincide with the Society's fiscal year as defined in Section 702.2.

#### Section C-402. QUALIFICATIONS

Trustees shall be current voting members of the Society and shall have been active in the affairs of the Society for at least one year prior to their election or appointment. If a Trustee has been elected for two consecutive terms, an interval of one year shall elapse before he/she may again become eligible for election.

#### Section 403. VACANCY

Vacancies shall be filled by the Board of Trustees until the next Business Meeting, at which time the Society shall elect a replacement for the balance of the predecessor's term.

#### Section 404. MEETINGS

The Board of Trustees shall hold at least ten regular meetings per year, and Special Meetings as required. The President shall call a Special Board Meeting at the written request of one-third of the Board Members within ten days of the request. A quorum for the proper transaction of business shall consist of one more than half of the members of the Board. Any Trustee who is absent from three consecutive meetings without cause may be asked to resign.

#### Section 405. DUTIES

The Board of Trustees is responsible for all affairs of the Society not otherwise assigned by the law, these Bylaws, or the Society. The Board may delegate such responsibilities as it sees fit to the Minister(s), staff, the Executive Committee, or standing or ad hoc committees.

#### Section 406. EXECUTIVE COMMITTEE OF THE BOARD

The Executive Committee shall consist of the President, Vice President, and Clerk. In the event of an emergency so urgent as to make direct action by the Board infeasible, the Executive Committee shall have the authority to take whatever action is minimally required to address the emergency, and is normally within the authority of the Board. Such action shall be reviewed and resolved by the Board as soon as is reasonably possible, consistent with the nature of the emergency, by special meeting if necessary. All actions taken by the Executive Committee of both routine and emergency nature shall be reported to the Board at its next meeting and shall be recorded in the minutes of the Board.

#### Section 407. LEADERSHIP ASSEMBLY

At least once per year, the Board shall convene a Leadership Assembly to discuss such issues of general interest as may, in the judgment of the Board, contribute most to the long-range health of the Society. Attendees shall include, at a minimum, the Minister(s), Trustees, and chairs of all standing and ad hoc committees.

### **ARTICLE V—OFFICERS**

#### Section C-501. OFFICERS

The officers of the Society shall be the President, Vice President, and Clerk. To be eligible for office a candidate must be a member of the Board of Trustees, and must have been a member of the Society for at least two years.

#### Section 502. TERM OF OFFICE

The President shall be elected at the Annual Business Meeting from among the members of the newly constituted Board of Trustees. The Vice President and Clerk shall be elected by the Board of Trustees from among its own members at its first meeting of the fiscal year. Officers shall serve for a term of one year, and are eligible for re-election. Vacancies shall be filled by the Board until the next regularly scheduled election.

#### Section 503. DUTIES

##### A. PRESIDENT

The President shall:

1. Serve as the presiding officer at all meetings of the Society, the Board of Trustees, and the Leadership Assembly.
2. Prepare and distribute an agenda and resolutions for said meetings.
3. Sign and execute such legal documents of the Society as the Board of Trustees, these Bylaws, or the law may require.
4. Represent the Society at all official functions, in person or by a personal representative, except as otherwise provided in these Bylaws or by the Society.

##### B. VICE PRESIDENT

The Vice President shall assume the duties of the President in his or her absence or disability, and shall otherwise assist the President as he or she may request.

### C. CLERK

The Clerk shall:

1. Notify the Society and the Board of Trustees of all meetings in accordance with the law and these Bylaws.
2. Record the minutes of Board of Trustees, Society, Leadership Assembly, and Executive Committee meetings.
3. Maintain archives of all official records, documents and other papers pertaining to the Society. Such records shall be kept at least as long as required by the law, these Bylaws, or the Rules (see Article X).
4. Sign and execute such legal documents of the Society as the Board of Trustees, the Bylaws, or the law may require .
5. Prepare an annual report to the Society summarizing action by the Board of Trustees and the Leadership Assembly during the previous year.

## **ARTICLE VI—NOMINATING COMMITTEE**

Purpose: The Nominating Committee shall select nominees for all elective offices of the Society and official delegates to denominational meetings.

### Section 601. MEMBERSHIP

The Nominating Committee shall consist of five voting members of the Society, elected to two-year terms at the Annual Business Meeting (in alternating groups of 2 and 3). Terms of office shall coincide with the Society's fiscal year as defined in Section 702.2. The Committee shall elect a Chair from among its own members as soon as possible after the Annual Meeting. Vacancies shall be filled by the Board of Trustees until the next Business Meeting, at which time the Society shall elect a replacement for the balance of the predecessor's term.

### Section 602. QUALIFICATIONS

Nominating Committee members shall be current voting members of the Society and shall have been active in the affairs of the Society for at least two years prior to their election or appointment. If a member has been elected for two consecutive terms, an interval of one year shall elapse before he/she may again become eligible for election.

### Section 603. DUTIES AND RESPONSIBILITIES

The Nominating Committee shall:

1. In cooperation with the Minister(s), the Board of Trustees, and the Membership Committee, cultivate a pool of qualified lay leaders of the congregation.
2. Submit, to the Annual Business Meeting of the Society, at least one candidate for each elective position to be filled at that meeting. Names of candidates shall be

included in the notice of the meetings. Additional nominations for any office or position may be made from the floor by voting members with the consent of the persons so nominated.

3. Recruit delegates to represent the Society at official denominational meetings, and submit their names in nomination to the Board of Trustees.
4. Recruit, at the request of the Board, candidates for other appointed positions.
5. Ensure that each candidate is provided with a written description of the responsibilities of the position.

## **ARTICLE VII—AD HOC AND STANDING COMMITTEES**

Except as otherwise noted in these Bylaws, the business of the Society shall be conducted by committees, each of which reports, directly or indirectly, to the Board of Trustees. Four committees -- House, Finance, Membership, and Personnel -- have standing status and legal responsibilities called out in these Bylaws. The Board may, from time to time, assign to these committees such additional responsibilities, and create such ad hoc committees and positions (with their own responsibilities), as may in its judgment best ensure the health of the Society. All committee chairs and holders of ad hoc positions shall serve at the pleasure of the Board.

### Section 701. HOUSE COMMITTEE

The House Committee has principal responsibility for stewardship of the Society's building and grounds. The House Committee shall:

1. Regularly review the physical condition of the building and grounds, the appropriateness of policies for building use and maintenance, and the adequacy of insurance coverage.
2. Oversee all routine maintenance, service, and repair activities, whether performed by Society volunteers or outside contractors.
3. Identify any maintenance, safety, or security issues beyond the committee's ability to address, and bring these to the attention of the Board of Trustees.

### Section 702. FINANCE COMMITTEE

The Finance Committee has principal responsibility for the Society's financial assets and policies, fundraising activities, and capital and operating budgets. The Committee includes the Treasurer and Collector, who serve at the pleasure of the Board of Trustees. The Finance Committee shall:

1. Conduct an annual fund drive canvassing all members and friends, coordinate other fund-raising activities, and promote planned giving.
2. Prepare a budget for the operation of the Society in each fiscal year, which shall run from July 1 to June 30. The budget shall be presented to the Board of Trustees and to the Society for approval at the Annual Business Meeting. Any subsequent changes exceeding 5% of the total budget must be approved by the Society.
3. Make recommendations to the Board of Trustees and the Society governing receipt, investment, and expenditure of all memorial or other special funds.

4. Oversee and establish policies for the Endowment Fund, with approval of the Board of Trustees. Up to 5% of the balance of the Fund may be used yearly for the operations of the Society. Withdrawals from the Fund for other purposes must be approved by the Society.

#### A. TREASURER

The Treasurer shall:

1. Maintain custody of all Society funds, including operating funds, all special funds, and the Endowment.
2. Disburse funds and pay bills in accordance with the budget.
3. Deposit all funds and safeguard all financial documents in the name of and to the credit of the Society in such places as are designated by the Finance Committee or the Board of Trustees. The Treasurer may delegate the depositing of Society funds to the Collector.
4. Keep full and accurate records and accounts of all receipts and disbursements in books belonging to the Society.
5. Report on the financial condition of the Society at the Annual Business Meeting and to the Board of Trustees as requested.

The Board of Trustees may appoint an Assistant Treasurer to perform the duties of the office in the Treasurer's absence and such other duties as the Treasurer may delegate.

#### B. COLLECTOR

The Collector shall:

1. Deposit and record financial contributions to the Society as directed by the Treasurer, the Finance Committee, or the Board of Trustees.
2. Keep records of financial pledges and payments, and send pledge statements to contributors.
3. Deposit and record other non-pledge contributions, providing acknowledgment and statements to contributors as appropriate.

#### Section 703. MEMBERSHIP COMMITTEE

The Membership Committee has principal responsibility for tracking and promoting legal membership in the Society. The Membership Committee shall:

1. Keep records of all the members of the Society with admission and withdrawal dates, and such other pertinent information as may be required from time to time by the Board of Trustees.
2. Keep records of religious ceremonies affecting members as may be required by the Society or the Board.

#### Section 704. PERSONNEL COMMITTEE

The Personnel Committee has principal responsibility for the employment conditions of staff (not to include the Minister(s)). The Personnel Committee shall:

1. In cooperation with the Minister(s) and relevant committees, lead the development of recommendations to the Board of Trustees regarding employment contracts; reporting relationships; and recruiting, hiring, and termination of staff.
2. Ensure compliance with all legal requirements of employment, and promote fair compensation.
3. Oversee annual performance evaluations and salary recommendations, in cooperation with the Minister(s), relevant committees, and the Board.

## **ARTICLE VIII—MINISTER(S)**

### Section C-801. SEARCH COMMITTEE

At such time as the Society shall determine the need for a settled Minister, the Board of Trustees shall appoint a Search Committee, subject to approval of the Society.

The Search Committee shall:

1. Seek out and interview prospective candidates for the Ministry of the Society.
2. Recommend to the Society its candidate, with sufficient information to aid the Society in making a determination.
3. Arrange for the candidate under consideration and the Society membership to become acquainted with one another.
4. Help the newly called Minister settle into a new home, community, and position.

A Minister shall be selected by the Society by a 90% majority vote of the qualified members present and voting at a duly called Business Meeting of the Society for which a quorum shall be designated as 40% of the Society's members.

### Section 802. DUTIES

The Minister(s) shall:

1. Assume responsibility for the religious life of the Society.
2. Execute administrative policy and supervise Society staff, as agreed with the Board of Trustees.
3. Discharge all other duties contained in the letter of agreement between the Society and the Minister(s).
4. Provide such reports to the Society and to the Board of Trustees as they shall require.
5. Serve as an ex-officio member, without vote, on the Board of Trustees and committees of the Society, as appropriate, except the Nominating Committee.

### Section 803. LETTER OF AGREEMENT

A written letter of agreement shall exist between the Society and any Minister(s) hired for a period to exceed six months in duration. Such letter must be reviewed by the Board of Trustees on at least an annual basis. The letter should include, but is not limited to, the following items:

1. Salary and fringe benefits.

2. Housing provisions.
3. Job description and responsibilities.
4. Vacation time and conditions.
5. Sabbatical and continuing education provisions, if any.
6. Termination provisions.

No terms of the letter shall be in variance with these Bylaws. A prospective Minister must be provided with a copy of these Bylaws prior to executing the letter.

#### Section C-804. FREEDOM OF THE PULPIT

The Society recognizes that freedom of the pulpit is a fundamental tenet of Unitarian Universalism. This freedom shall extend to the expression by the Minister(s) of views in whatever medium shall be chosen. However, views expressed from the pulpit are personal and not to be taken or considered as those of the Society.

#### Section C-805. TERMINATION OF SERVICES

Unless otherwise provided in the letter of agreement, the following provisions shall prevail:

1. If either a Minister or the Society wishes to discontinue their mutual relationship, three months written notice must be provided to the other party, unless both the Minister and the Society agree otherwise.
2. In order for the Society to terminate its relationship with a Minister, a three-fourths majority of the voting members present and voting at a duly constituted Business Meeting of the Society shall be required. Any proposal for termination must be included in the notice of the meeting.

### **ARTICLE IX—DELEGATES TO OFFICIAL DENOMINATIONAL MEETINGS**

The Society shall make every effort to be represented by the full number of delegates authorized to attend Annual or Special Meetings of the Unitarian Universalist Association, the St. Lawrence Unitarian Universalist District, the New York State Convention of Universalists, or any successor organization to these, and other organizations with which the Society is affiliated.

Nominees for delegate positions shall be sought in accordance with Section 603.3, and shall be appointed by the Board of Trustees.

Delegates are empowered to vote their conscience in business sessions of the meetings to which they have been sent. They shall participate faithfully in those sessions, and shall report back on them to the Society.

### **ARTICLE X—RULES**

#### Section 1001. ADOPTION AND AMENDMENT OF RULES BY THE SOCIETY

The Society may adopt Rules not inconsistent with these Bylaws at a duly constituted Business Meeting, whether or not the proposed Rules have been placed on the agenda of

said meeting prior thereto. The Society may amend or repeal Rules adopted by it or the Board of Trustees in the same manner as it may adopt said Rules.

#### Section 1002. ADOPTION AND AMENDMENT OF RULES BY THE BOARD OF TRUSTEES

The Board of Trustees may adopt Rules not inconsistent with these Bylaws and the Rules adopted by the Society, and may amend or repeal Rules made by the Board of Trustees only.

#### Section 1003. RULES OF ORDER

The rules contained in the current edition of “Roberts Rules of Order” shall govern the Society in all cases to which they are applicable, to the extent to which they are not inconsistent with these Bylaws and any rules that may be adapted hereunder.

### **ARTICLE XI—AMENDMENTS**

#### Section C-1101. PROCEDURE

These Bylaws may be amended by a two-thirds vote of all voting members present and voting at a duly constituted Business Meeting of the Society, except that any proposal effectively amending a Section preceded by the letter “C” must be amended by four-fifths majority of those voting members present and voting.

#### Section 1102. NOTICE

Any proposed amendments to these Bylaws shall be included in the notice of the meeting.