

BY-LAWS OF THE UNITARIAN UNIVERSALIST FELLOWSHIP  
ADOPTED APRIL 27, 1984  
AMENDED JANUARY 26, 2003  
AND ON JUNE 4, 2004

ARTICLE I – NAME

The name of this religious Fellowship, incorporated under the laws of the State of New York shall be the Unitarian Universalist Fellowship.

ARTICLE II – DENOMINATION AFFILIATION

The Fellowship shall be a member of the Unitarian Universalist Association and the St. Lawrence District thereof.

ARTICLE III – PURPOSE

The purposes of the Fellowship are:

- A. To promote the principles and purposes of the Unitarian Universalist Association within the Fellowship and to extend and strengthen Unitarian Universalism in the communities in which we live.
- B. To provide a place where individuals may develop and discuss their own religious philosophies within an atmosphere of openness and acceptance.
- C. To provide fellowship and mutual support among its Members and Friends.
- D. To provide, through a religious education program and other Fellowship activities, a liberal religious experience for children, so that as they mature they may come to understand and appreciate the moral and ethical values for which this fellowship stands.
- E. To provide encouragement to and a vehicle for its members to engage in social action and community service.

ARTICLE IV – MEMBERSHIP

The Unitarian Universalist Fellowship is a membership organization, having four categories of membership: Voting Membership, Associate Membership, Affiliate Membership, and Youth Membership. Specific regulations governing these membership categories are contained in the Fellowship's Policy Manual. Any changes in Membership Policies will be proposed by the Board of Trustees and voted on by the Voting Members at a duly-called congregational meeting at which there is a quorum. A simple majority vote will be required for passage of changes in Membership Policies.

Except for age requirements for Voting Membership and Youth Membership, the Unitarian Universalist Fellowship will not discriminate against persons seeking membership with regard to their race, color, creed, ethnic or national origin, age, gender, sex, sexual orientation, or disability.

## ARTICLE V – BUSINESS MEETINGS

- A. There shall be at least one meeting of the Fellowship per year, which shall be the Annual Business Meeting, held during the month of June at the place of regular assembly. Written notice shall be mailed to all members not less than ten (10) nor more than 50 days prior to the meeting, and two (2) public announcements of such meeting will be made during each of the two services following the mailing of the written notice. The members of the Fellowship shall:
1. elect the officers, trustees and members of the nominating committee;
  2. vote on the budget for the following year, thereby giving the Board of Trustees authorization for budgeted expenditures;
  3. determine general lines of direction for the Fellowship by receiving and responding to reports and information from the Board;
  4. conduct such other business as may come before the members.
- B. Special Meetings of the Fellowship may be called by the Board of Trustees or by a written request of at least ten (10) of the active membership or one-third of the active membership whichever is greater. No business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be mailed to the Fellowship members following the guidelines as indicated for the Annual Business meeting, Article V, Section A.
- C. Meeting Protocol
1. The right to vote at business meetings of the Fellowship shall be reserved for Members who have met the requirements of Active Membership. Any new Member who meets the criteria of Active Membership is immediately eligible to vote at any business meeting, unless the majority of the Active Members present at that meeting have been Active Members for less than six months. In that case, the privilege of voting at that meeting shall be extended only to those who have been Active Members for six months or more, even if this shall reduce the number of people voting to less than that specified for a quorum.
  2. Quorum: Six persons or one-third of the Active Members, whichever is greater, must be present in person to constitute a quorum for the transaction of business. (See Article V, Section C, 1 for special rules relating to persons who have been Active Members for less than six months.)

3. Active Members who are physically present shall be entitled to one vote. Election shall be by ballot in contested elections and may be by voice or other means in uncontested elections.
4. A majority vote of the Active Members present may decide any question, unless these By-Laws specify differently. This includes any non-budgeted expenditure of over 10%, but not more than 20%, of the budget.
5. A two-thirds majority of Active Members present shall be required to decide:
  - i. all non-budgeted, single expenditures or contracts for expenditures to exceed 20% of the budget,
  - ii. acquisition and disposition of real property,
  - iii. approval of building plans,
  - iv. change of organizational status,
  - v. dismissal of any minister,
  - vi. removal of any Board Officer or Trustee, and
  - vii. any changes to the By-Laws.
6. A 90% majority of active members present shall be required to call any minister (see Article IX, Section D).
7. Short-term changes of three (3) months or less to the time or place of Services may be made by the Board of Trustees. Permanent or longer term changes must be approved by a majority of Active Members present at a business meeting of the Fellowship.
8. Associate Members, Friends, and Inactive Members of the Fellowship shall be welcome at all meetings and may be given the courtesy of the floor, but they may not vote.

## ARTICLE VI – BOARD OF TRUSTEES

- A. There shall be a Board of Trustees composed of six Trustees which consists of four elected officers of the Fellowship (a President, Vice President, Secretary, and Treasurer) and two elected Trustees at Large. One Trustee at Large shall be elected at each Annual General Business Meeting to serve a two-year term. A Trustee at Large who becomes an officer before the end of his or her term as Trustee at Large forfeits the balance of his/her term as Trustee at Large. (For election requirements regarding officers, see Article VII)
- B. Only Active Members of the Fellowship shall be eligible for election to the Board of Trustees. All Trustees of the Board are expected to attend Board meetings on a regular basis and to notify the President if they will be unable to attend. A Trustee who has three unexcused absences from Board meetings within a fiscal year may, by majority vote of the Board, be asked to step down from his or her seat on the Board.

- C. The Board of Trustees is the executive power of the Fellowship, subject to the ultimate control of the Active Membership. The Board is responsible to the Membership for the general operation of the Fellowship and shall have control of its administration, as detailed or limited below:
1. The Board shall approve the employment, contractual agreement, resignation, or dismissal of any person engaged or contracted by the Fellowship (except those filling a called ministerial role) and shall fix the engaged or contracted person's compensation, except as limited under Article V, Section C, 5i.
  2. The Board authorizes all expenditures of money; However, no contract committing the Fellowship to a total expenditure exceeding 10% of the total authorized annual budget may be made without a vote of the majority present at a meeting of the Fellowship called to consider the expenditure (see Article V, Section C, 4)
    - a. Funds shall be allocated following the Annual General Business Meeting in accordance with the budget approved by the Membership.
    - b. The Board shall oversee that the objectives of the committees are being met and may withdraw the funds if they are not.
  3. The Board approves appointment of all committee chairs, except for that of the Nominating Committee (See Article VIII, Section A) and any duly formed Search Committees (See Article IX, Section E)
  4. The Board receives and approves the auditor's report.
  5. The Board shall act upon applications for any new organizations within the Fellowship.
  6. The Board approves the use of the Fellowship building for meetings or events for non-Fellowship purposes. The President may, if the next Board meeting is scheduled less than one week before the requested date, grant permission for a one-time use to such a group. The President shall report the request and its disposition at the next scheduled Board meeting.
- D. Board meetings will be held at the place of regular assembly or at the Fellowship building. The Board of Trustees will adopt a schedule of Board Meetings for the year at the first meeting of the fiscal year. Regular Board meetings may be rescheduled by the Board as needed. Additional Board meetings may be called by the request of two Board members. If possible, any new Board Meeting dates shall be announced during a regular service.

- E. Four Trustees constitute a quorum, which shall be required for the transaction of any business other than adjournment. A majority vote may decide any question unless the By-Laws specify differently. All Active Members and Associate Members of the Fellowship are welcome at Board meetings and shall be given the courtesy of the floor, but only elected Board Members may vote. Any non-member of the Fellowship may be present at the discretion of the Board. The Board reserves the right to discuss personnel issues and pending legal issues in a closed Executive Session of the Board for which the minutes and records shall be kept confidential. The Board may invite any individual(s) to attend, but not vote in, an executive session.

## ARTICLE VII – OFFICERS

The officers shall be: President, Vice President, Secretary, and Treasurer. They shall be elected by the Active Membership at the Annual General Business Meeting, and shall become Trustees and member of the Board of Trustees. The terms of office shall be one year or until new officers are elected. The President and Vice President may not hold the same office for more than three successive terms. The Secretary and Treasurer may succeed themselves indefinitely.

- A. The President shall be the presiding officer at all meetings of the Fellowship and of the Board of Trustees. The President shall be a non-voting member of all committees (except of the Nominating and Search committees). The President shall represent and act as spokesperson for the Fellowship and shall have access (together with the Treasurer) to all financial accounts and safe-deposit boxes of the Fellowship.
- B. The Vice-President shall act in the place of the President during the President's absence.
- C. The Secretary shall keep an accurate record of the transactions of all business meetings of the Fellowship and the Board of Trustees and keep a permanent record of minutes on the Fellowship premises. All official records of the secretary shall remain the property of the Fellowship.
- D. The Treasurer shall receive and safely keep all money and other non-real property of the Fellowship and shall disburse the same under the direction and to the satisfaction of the Board of Trustees, including payment of utilities, mortgages and other loans, rents, insurance, salaries, and administrative expenses. The Treasurer shall keep a complete account of the finances of the Fellowship on books which will remain the property of the Fellowship and which shall be open for inspection at any time to any Officer or Trustee. The details of individual pledges and gifts shall be kept confidential. The Treasurer shall render a current statement, including the status with respect to the budget, at each regular meeting of the Board and of the Fellowship. The annual statement for the fiscal year shall be audited by the auditor designated by the Board. The Treasurer shall furnish statements of pledge status to pledging units twice a year.

## ARTICLE VIII – NOMINATING COMMITTEE, APPOINTED COMMITTEES, AUDITOR, AND NEWSLETTER EDITOR

The Board of Trustees shall approve the formation of such committees as shall be deemed appropriate to efficiently carry out the work of the Fellowship and to foster Member participation in the day-to-day operations. The Board may dissolve committees that no longer meet those needs and/or functions. The Board of Trustees shall allocate funds from the Operating fund for the work of committees, task forces, or individuals designated or appointed to carry out the work and activities of the Fellowship. Monies for the General Fund shall be approved by the Membership of the Fellowship at the Annual General Business Meeting.

### A. NOMINATING COMMITTEE

1. The Nominating Committee shall consist of three Active Members of the Fellowship, none of whom is the President. Members of the committee shall be elected at the Annual General Business Meeting. The elected members shall serve for staggered two-year terms, with two members being elected one year and one member being elected the next year.
2. The Nominating Committee shall choose a chair from among its members.
3. A vacancy on the Nominating Committee shall be filled by appointment by the Board of Trustees with the appointed member serving until the following Annual General Business Meeting, at which time a member shall be elected to serve any remaining portion of the term, if applicable.
4. Before the Annual General Business Meeting, the Nominating Committee shall prepare a slate of Fellowship officers and of other members of the Board of Trustees, and of members of the Nominating Committee for the following fiscal year. Insofar as possible, the nominee for President shall have served as a Trustee in the year immediately preceding the nomination. If such nomination creates a vacancy on the Board of Trustees, the Nominating Committee shall present a candidate for that vacancy.
5. Nominations may be made from the floor at the Annual General Business Meeting, providing the person named has given consent.
6. When vacancies on the Board of Trustees occur during the year, the Nominating Committee shall provide suggestions to the Board of Trustees for candidates to fill those vacancies.

### B. APPOINTED COMMITTEES, TASK FORCES, AND INDIVIDUALS.

1. The Board of Trustees shall designate committees and/or task forces as necessary, and appoint individual volunteers as necessary, to carry out the work and activities of the Fellowship, and shall designate the scope and responsibilities of such committees, task forces, or appointments.

2. The Board of Trustees may, at its discretion, dissolve any such committees or task forces or end the appointment of individual volunteers if the responsibilities of these committees, task forces or individuals are deemed by Board to be complete, redundant, irrelevant, or otherwise unnecessary to the functioning of the Fellowship.
3. Leaders, coordinators, or chairs of committees or task forces, and individuals acting alone on behalf of the Fellowship, shall be appointed by the President with the consent of the Board of Trustees. Leaders, coordinators, or chairs shall be Active Members of the Fellowship.

#### C. AUDITOR

During the month following the end of the fiscal year and at other times deemed necessary, the Board of Trustees shall appoint a member of the Fellowship to audit the books of the Treasurer. The Auditor shall not have been a member of a Finance Committee for the current or preceding year and shall report directly to the Board. The details of individual pledges and gifts shall be kept confidential.

#### D. NEWSLETTER EDITOR

The Board of Trustees shall appoint an individual to publish and distribute a newsletter on a schedule to be specified by the Board.

### ARTICLE IX – MINISTER (S)

- A. Within this section of the By-Laws, the term “minister” shall be understood to refer to any and all ministers called or hired by the Fellowship.
- B. The minister shall share responsibility for the ministry of the Fellowship with the congregation. The details of the minister’s role and duties shall be agreed upon at the time of the call or hiring, and shall be included in a formal letter of agreement with the Fellowship. The letter of agreement should also provide means for periodically reviewing and revising the minister’s duties.
- C. The Board may approve the hiring of an Intern, Interim, or other temporary ministers, who will serve the Fellowship for not more than two years. A majority vote of the Fellowship shall be required to approve the minister’s salary and to authorize the Board to hire a temporary minister but is not required to approve the candidate selected by the Board.
- D. Called ministers (i.e.. those expected to serve at least two years) must be approved by a vote of the Fellowship. A candidate must be approved by at least 90% of those voting.
- E. When intending to call or hire a minister, a Search Committee shall be formed. This committee shall:
  1. be composed of no less than five members

2. be elected at a Business Meeting, from a slate presented by the Board of Trustees and nominations from the floor
  3. select its own chair
  4. be responsible for soliciting and reviewing applications, interviewing candidates, and selecting a candidate to present to the Fellowship (in the case of a called minister) or to the Board of Trustees (in the case of a temporary minister).
- F. The minister shall have a written letter of agreement with the Fellowship. The Board of Trustees shall act as agent of the Fellowship in the negotiation and implementation of this agreement.
  - G. The minister will sign a code of conduct similar to that of the Unitarian Universalist Ministers Association (UUMA).
  - H. The minister shall have freedom of the pulpit as well as freedom to express an opinion outside the pulpit. It is the minister's responsibility to make it clear when speaking as an individual.
  - I. The minister shall be a non-voting member of the Board of Trustees and of such committees as the Board shall designate. .
  - J. The Fellowship recognizes sabbatical leave as important to a minister's personal growth and professional development, and fully supports such leave. The terms of sabbatical leave shall be specified in the letter of agreement between the minister and the Fellowship.
  - K. Dismissal of a minister shall be by written ballot at a general business meeting, following the specifications of Article V, Section C, 5, v.

## ARTICLE X – DISSOLUTION

- A. Dissolution can occur only if there is an affirmative vote of four-fifths of the Active Members voting at a meeting of the Fellowship, with notice of such meeting having been mailed to the entire membership at least one month prior to such a meeting, and such mailing to be separate from the regularly published newsletter.
- B. In the case of dissolution of the Fellowship, all property, real and personal, subject to all just and legal claims upon it, shall vest in the St. Lawrence District of the Unitarian Universalist Association or its successor. The proceeds of said property shall be held in trust for five years from the time of dissolution for use in forming another Unitarian Universalist congregation in the same geographical area. If no new congregation is formed during that time, the St. Lawrence District shall use the proceeds in a way they deem appropriate to advance the purposes of Unitarian Universalism within the District.

## ARTICLE XI – FISCAL YEAR AND TERM OF OFFICE

The fiscal year shall be from July 1<sup>st</sup> to June 30<sup>th</sup> the following year.

## ARTICLE XII – AMENDMENTS

These By-Laws may be amended or repealed, as allowed by New York State Law, at any General Business Meeting. No changes to these By-Laws shall be made except after written notice stating the substance of such proposed change has been provided to the Membership in accordance with Article V, Section B. A two-thirds majority of those Active Members present shall be required to effect any changes to these By-Laws.

## ARTICLE XIII - EFFECTIVE DATE

- A. Any amendment to the By-Laws that is adopted in accordance with Article XII of these By-Laws shall become effective immediately upon its adoption, unless the motion to adopt or repeal specifies a time for its going into effect.
- B. The By-Laws shall supersede all prior By-Laws. The dates of adoption of these By-Laws and of the most recent amendment shall be displayed on the first page of said By-Laws.