

# UNITARIAN UNIVERSALIST CONGREGATION OF THE SOUTH FORK, INC

Bylaws as amended on January 6, 2013

## 1. NAME

- 1.1. The name of this religious Congregation shall be Unitarian Universalist Congregation of the South Fork, Inc. (UUCSF).

## 2. PURPOSE

- 2.1. We join together in community to affirm our liberal, non-creedal religion; to examine our beliefs and values, encouraging each to seek his or her own truth; to seek spiritual growth; to work individually and as a group to benefit the greater community; to guide our children in developing their own beliefs and values to meet their own experiences and needs; to welcome diversity in our Congregation and our world; and to celebrate life's wonder.

## 3. MEMBERSHIP

- 3.1. Any person 13 years of age or older, who is in sympathy with its purposes, has signed the membership book, and makes an annual contribution of record, may become a member of the Congregation. Members must have reached the age of 18 years, in accordance with the voting laws of the State of New York. The right to vote as a member on Congregational matters commences 30 days after a new member signs the membership book. A current Board member must witness the new member's signing of the membership book. We value and respect all members of the human race; accordingly membership is open to anyone whose beliefs are in accord with Unitarian Universalist Principles as adopted from time to time by the General Assembly of the Unitarian Universalist Association of Congregations.
- 3.2. Withdrawal of membership may be made by written request to the Secretary of the Congregation. Such notice shall be transmitted to the Board of Trustees.
- 3.3. Another category of participation in the Congregation is that of "contributing friends". Contributing friends are individuals who participate in the life of the Congregation and make an annual contribution of record to the Congregation.

## 4. DENOMINATIONAL AFFILIATION

- 4.1. This Congregation shall be a member of the Unitarian Universalist Association of Congregations, the Unitarian Universalist District of Metropolitan New York, and such other organizations as the Board may choose to join.

## 5. MEETINGS

- 5.1. The agenda of the Annual Business Meeting shall include, as a minimum, the election of a slate of Trustees, officers, and committee Chairs; adoption of an annual budget; and reports of officers and staff.
- 5.2. The Annual Business Meeting shall be held each year in May or June at a time and place to be fixed by the Board of Trustees. Other business meetings may be called by vote of the Board of Trustees or by petition of 15% of the voting members of the Congregation. Members of the Congregation shall be notified at least 14 days prior to

any business meeting of the place, time and agenda of the meeting. A quorum for action at a business meeting shall be as prescribed in Article 15. (In reckoning quorums and necessary majorities here and elsewhere, a whole number plus a fraction shall be construed as the next higher whole number.) Between business meetings of the Congregation, the Board of Trustees shall act on behalf of the Congregation in all matters of business.

- 5.3. Proxy voting and absentee ballots are not permitted.
- 5.4. Meetings shall be open to the members of the Congregation, contributing friends, and to other interested parties who participate in the life of the Congregation. Provision shall be made at meetings for non-members to speak but not to make motions or to vote. Meetings may be restricted to members of the Congregation only to discuss personnel matters or to receive legal advice.

## 6. OFFICERS AND BOARD OF TRUSTEES

- 6.1. The Board of Trustees shall consist of six members of the Congregation. At each Annual Business Meeting of the Congregation, a number of Trustees equal to the number whose terms are expiring, shall be elected to hold office for three years. Officers of the Congregation, namely a President, Vice-President, Secretary, and Treasurer, shall be elected from the six continuing and/or new members of the Board of Trustees. The term of officership shall be one year. A vacancy in the Board and/or an officer position, occurring for any reason other than expiration of a term, shall be filled by the Board. The Trustees so appointed shall hold office until the next Annual Meeting, at which time a person shall be elected to the unfulfilled portion of the term. A member who has served as a Trustee for a full three years may be reelected for a maximum of one additional consecutive three year term but may not be reelected to the Board for at least one year after the termination of the second consecutive three year term. Any or all of the Trustees may be removed by a two thirds vote of the members of the Congregation present, but not less than a majority of the total membership at a meeting called for that purpose.
- 6.2. The governance of the Congregation shall be vested in the Board of Trustees which shall have general charge as to all matters not otherwise specified in these bylaws. These matters shall include management of its business and property, as well as the conduct of its business.
- 6.3. At the Annual Business Meeting the Nominating Committee shall offer to the members of the Congregation the names of members the Committee considers qualified and available to fill expiring and vacant Trusteeships, officer positions, and committee Chairs. Formal notice of the Annual Business Meeting shall list the names of the persons nominated by the Nominating Committee. The members of the Congregation shall nominate, as they see fit, these and other persons and shall vote their election. Each member may vote for a number of nominees up to or equal to the number of expirations and vacancies in each of these respective positions.
- 6.4. The Board of Trustees shall meet at such time and place as they may choose, provided that all meetings be announced by either newsletter or verbal announcement in a

general program of the Congregation at least five days in advance, and that no more than 90 days pass between such meetings.

- 6.5. Board meetings shall be open to the members of the Congregation, contributing friends, and to other interested parties who participate in the life of the Congregation. Provision shall be made at meetings for non-members to address the Board but not to make motions or vote. The Board may meet in executive session only to discuss personnel matters or to receive legal advice.
- 6.6. Minutes shall be kept of all meetings of the Board excluding Executive Sessions. A set of final approved minutes shall be kept at a place determined by the Board to be safe from loss or damage. A second set of such minutes shall be kept in a place and under conditions which shall make them readily available to all members of the Congregation membership. All recorded minutes shall be formally approved by a majority vote of at least a quorum of the Board, and shall be signed by the Secretary certifying that such minutes are as approved by the Board.

## 7. NOMINATING COMMITTEE

7.1 Purpose. The Nominating Committee shall propose candidates for the following positions:

1. Replacements for Board vacancies.
2. Replacements for vacancies in the Chairs of the committees named in Section 8.2.
3. Officers of the Congregation, i.e., President, Vice-President, Secretary, and Treasurer.

Nominations for officer positions shall be made from the group consisting of continuing Board members and those proposed for Board membership under provision 1, above.

7.2 Composition. The Nominating Committee shall consist of the following persons:

- The Minister of the Congregation
- Current Board members who are ineligible for reappointment under the provisions of the bylaws.
- Past Presidents and co-Presidents who are current members of the Congregation.
- Three other members or contributing friends of the Congregation appointed by the Board. None of these shall be current members of the Board. The Board shall strive to use these appointments to balance the committee by gender, age, sexual orientation, and other characteristics deemed relevant by the Board.

With the exception of the Minister, who shall not vote, each member of the Nominating Committee shall have one vote, even if qualifying under more than one of the above provisions. The Secretary shall notify all persons eligible for membership on the Nominating Committee and request acceptance or declination of the appointment. The Board shall name one member of the Nominating Committee to be its convener. At its first meeting, the committee shall elect one of its members to serve as Chair.

7.3. Timing. The Nominating Committee shall be constituted at least four months prior to the Annual Meeting of the Congregation. The Committee shall deliver its nominations to the Board at least two months prior to the Annual Meeting.

7.4. Term Lengths. Members of the Nominating Committee shall be determined each year according to the above procedure, with the proviso that members selected by the Board shall serve for two years. Terms of committee Chairs elected by the Congregation shall be two years.

With the exception noted in this paragraph, no person shall serve more than three consecutive terms as Chair of any committee. In special cases where the Nominating Committee judges the need to be pressing, it may choose to nominate such a person, who may then be elected by the Congregation. In any such event, the Nominating Committee shall present to the Congregation its reasons for suspending this rule.

Terms of Board members shall be as defined elsewhere in the bylaws. All terms shall begin and end at the close of the Annual Meeting for the year in question.

7.5 Initiation. The terms of the Chairs of the ten committees named in Section 8.2, serving at the time of the 2011 Annual Meeting, shall all be deemed to end at the close of that meeting. For the following year only, the term of Chair of five of these committees shall be one year. The purpose of this provision is to spread the work of committee Chair selection evenly from year to year. The Nominating Committee shall propose which five committees shall be so designated, this selection to be presented for approval by the Congregation at its 2011 Annual Meeting.

## 8. STANDING COMMITTEES

- 8.1. This paragraph applies to all committees except the Nominating Committee, which is described in Article 7, the Ministerial Search Committee and Committee on Ministry, which are described in Article 9, and the Endowment Committee, which is described in Article 14.
- 8.2. The Board of Trustees may establish committees as required to fulfill its mission and continue its functioning. The committees shall include at least the following:
  - Building and Grounds
  - Children's Programs
  - Finance
  - Fellowship
  - Social Justice
  - Worship
  - Stewardship
  - Communications
  - Arts
  - Adult Programs
- 8.3. Except as provided in Article 8.6, committee members may be either members or nonmembers of the Congregation and will be selected by the committee Chairs from volunteers .

- 8.4. Committee Chairs may be either members or contributing friends of the Congregation. Chairs of committees named in Section 8.2 shall be elected by the Congregation at its Annual Business Meeting.
- 8.5. Chairs of committees and teams not named in Section 8.1 or 8.2 shall initially be appointed by the Board for a three-year term. For subsequent terms, the committee members will elect their committee Chairs for a three-year term, subject to concurrence by the Board.
- 8.6. The Finance Committee shall be composed of three to five members or contributing friends of the Congregation, one of whom shall be the Treasurer, who may vote but who shall not serve as the chair. The other committee members shall be proposed by the Nominating Committee subject to election by the Congregation in the manner prescribed in Article 6.3. Initially, the Nominating Committee may specify a one-year term for not more than half of these other proposed members. Otherwise, all terms shall be for two years. All committee members other than the Treasurer shall be subject to the term limits imposed on committee Chairs elsewhere in the bylaws.

## 9. MINISTER

- 9.1. The Minister and the members of the Congregation share the responsibility for the Congregation and its spiritual interests and activities. The Minister shall be responsible for the conduct of worship within the Congregation and the Congregation's spiritual interests and affairs. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The Minister shall be a non-voting member of the Board of Trustees and shall be free to attend any meeting of any committee.
- 9.2. At such time as it may become desirable to call or hire a Minister or replace an existing Minister:
  - 9.2.1. The membership of the Congregation shall at a duly called meeting for the purpose of considering a proposal to call or hire a Minister, vote by a two thirds majority, provided a quorum of at least one half of the members is present, to initiate a search for a Minister, and to budget funds sufficient to support the position;
  - 9.2.2. The membership of the Congregation shall elect a committee of five members to serve as a Ministerial Search Committee.
  - 9.2.3. The Ministerial Search Committee shall secure the names of potential candidates for the position and interview such candidates. It shall be the charge to the Committee to recommend to the Congregation a single candidate for the Ministry.
  - 9.2.4. A call or offer to that candidate shall require at least three quarters majority vote of those voting at a meeting duly called to act on such matters, provided a quorum of at least one half of members is present.
  - 9.2.5. A Minister who accepts such a call or offer shall serve with indefinite tenure, provided that the Congregation and/or the Minister may sever the relationship, without cause or redress, with three months notice.

9.2.6. A vote by the Congregation to either dismiss a Minister or reduce the compensation paid to the Minister shall require at least a three quarters majority of those voting at a meeting duly called to act on such matters, provided a quorum of at least one half of members is present.

9.2.7. Only those persons who are ordained Unitarian Universalist clergy shall be considered for the position of Minister.

9.3. A Committee on Ministry shall be composed of one member selected by the Minister, one member by the Board, and the third member by the other two members. Its function shall be to facilitate and (if needed) to mediate discussion of matters concerning the relationship between the Minister and the Congregation.

## 10. INDEMNIFICATION

10.1. The Congregation shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, or Committee member of the UUCSF against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the UUCSF to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this paragraph shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

## 11. FISCAL YEAR

11.1. The fiscal year of the Congregation shall be July 1st to June 30th.

## 12. DISSOLUTION

12.1. Should this Congregation cease to function and the membership to disband, any assets of the Congregation will be transferred to the Unitarian Universalist Association of Congregations for its general purposes. This transfer is to be made in full compliance with applicable laws.

## 13. AMENDMENT

13.1. These bylaws may be amended in whole or part by a three quarters majority of those voting at a meeting of the membership duly called for that purpose, provided that the quorum and supermajority requirements prescribed in Article 15 are met, and that the text of all amendments have been included in the notice of meeting, and the versions adopted by the meeting not differ other than in style from those so included. All bylaw amendments shall take effect at the close of the meeting in which they are enacted.

## 14. ENDOWMENT FUND

14.1. An investment account separate from the ordinary operation accounts of the UUCSF shall be established. The name of the account shall be the UUCSF ENDOWMENT FUND (FUND).

- 14.2 The purpose of the FUND shall be to provide income for long-term benefit and capital improvements of the UUSF.
- 14.3 Management of the FUND shall be in accord with an enabling resolution adopted at the Congregation's Annual Meeting on June 3, 2012, which is incorporated into these bylaws by reference.
- 14.4 Amendments to this resolution shall be permitted under the provisions in Article 13. Any such amendments, when approved, shall be incorporated into these bylaws by reference.

## 15. QUORUMS AND MAJORITIES

15.1 Except as provided in Article 9 (Minister), quorums and required levels of agreement (majority or supermajority) at business meetings of the Congregation shall be as stated in this Article.

15.2 For the three matters named below, which are critical to the life of the congregation, the quorum shall be 50% of the whole membership, and at least a three quarters majority of members present and voting shall be required to adopt a motion. These matters are:

- Purchase, sale, or mortgaging of real estate.
- Change in denominational affiliation.
- Dissolution of the congregation.

15.3 To amend the bylaws, the quorum shall be 40% of the whole membership, and at least a three quarters majority of members present and voting shall be required to approve the amendment.

15.4 For all other business, the quorum shall be 40% of the whole membership, and a simple majority of members present and voting shall be sufficient to adopt a motion.

## **Enabling Resolution for an Endowment Fund**

### **Amendment to Congregational Bylaws**

An endowment fund, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the congregation, shall be established.

### **A. Resolution to Implement the Endowment Fund**

WHEREAS, stewardship involves the faithful management of the gifts of time, talent, and money, including accumulated, inherited, and appreciated resources; and

WHEREAS, we can support the religious mission and work of this congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans; and

WHEREAS, it is the desire of the congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED, that this congregation in the annual meeting assembled on June 3, 2012, approve and establish on the records of the congregation a new and separate fund to be known as THE UUCSF ENDOWMENT FUND (hereafter called the "FUND");

BE IT FURTHER RESOLVED, that the purpose of this FUND is to sustain and enhance the mission of Unitarian Universalist Congregation of the South Fork (hereafter called "UUCSF") apart from the general operation of the Congregation.

BE IT FURTHER RESOLVED, that the Endowment Fund Committee (hereinafter called the "COMMITTEE") shall be the custodian of the FUND;

BE IT FURTHER RESOLVED, that the following Plan of Operation sets forth the administration and management of the FUND.

## **B. Plan of Operation**

### *1. The Endowment Fund Committee*

The Endowment Fund Committee (hereafter, the "COMMITTEE") shall consist of five (5) members, all of whom shall be voting members of the UUCSF. Except as herein limited, the term of each member shall be three (3) years.

Within 90 days after the Trustees of the congregation accept a gift that the donor directs to be placed in the FUND or that the Trustees elect to be placed in the FUND, the Nominating Committee of the congregation shall nominate five (5) Congregation members for the COMMITTEE to be considered for election by the congregation. The elected COMMITTEE members shall serve as follows: two (2) for a term of three (3) years; two (2) for a term of two (2) years; and one (1) for a term of one (1) year. Such election shall occur within the initial 90 day period. Thereafter, the nominating committee shall nominate and the congregation shall elect the necessary number of COMMITTEE members for terms of three (3) years.

No member shall serve more than two consecutive three-year terms. After a lapse of one (1) year, former COMMITTEE members may be reelected.

The Nominating Committee shall nominate new members for the COMMITTEE and report at the annual congregational meeting in the same manner as for other offices and committees. No more than two members may serve on the COMMITTEE while also serving on the Trustees of the Congregation.

In the event of a vacancy on the COMMITTEE, the Trustees shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the Nominating Committee shall nominate and the congregation shall elect a member to fulfill the term of the vacancy.

The COMMITTEE shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. A quorum shall consist of three (3) members. A majority of the entire COMMITTEE shall carry any motion or resolution. The COMMITTEE shall elect from its membership a chairperson, financial secretary, and recording secretary. The chairperson, or member designated by the chairperson, shall preside at all meetings of the COMMITTEE.

The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to each member of the COMMITTEE, as well as the President of the Congregation.

With the assistance of the office of the Congregation's Treasurer, the financial secretary of the COMMITTEE shall keep a record of all gifts to the fund.

The COMMITTEE shall provide a monthly report of the assets of the FUND to the Congregation's Treasurer, who shall include these assets in the Congregation's monthly profit and loss statement. At each annual or special meeting of the congregation, the COMMITTEE shall render a complete account of the administration of the FUND during the preceding year.

The COMMITTEE may request that other members of the congregation serve as advisory members. At the expense of the FUND (taken from the annual distribution amount OR undistributed capital appreciation), the COMMITTEE may provide for such professional counseling on investments, accounting needs, or legal matters as it deems to be in the best interest of the FUND. COMMITTEE shall not employ members of the Congregation as agents or for any other purpose.

Members of the COMMITTEE shall be protected from liability as covered in the Congregation by laws. Furthermore, individual COMMITTEE members shall not be liable for any losses that may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. Each member shall be liable for only her or his own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the FUND in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of the Unitarian Universalist Congregation of the South Fork UUCSF ENDOWMENT FUND.

Decisions to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the COMMITTEE. While the COMMITTEE will base its investment decisions on potential risks, gains, and social impacts in keeping with the Congregation's mission, the primary goal of all investments will be capital appreciation.

## *2. Distributions*

The purposes of the distributions are for capital improvements and other long term benefits to the Congregation. Only in particular, temporary, difficult circumstances may this congregation, by a vote of two thirds majority of a quorum of members as defined in the Congregation's Bylaws, use FUND distributions for items normally included in the annual operating budget.

Lifetime and testamentary gifts to the FUND shall accumulate until a fair market value of \$100,000 is achieved, after which annual distributions may commence. However, should the fair market value of the FUND subsequently decline to less than \$100,000, distributions shall be made only upon a 2/3 majority vote of a quorum of the Congregation's members.

Distributions from the FUND may be made annually, in amounts not to exceed 5 percent of the average fair market value of the FUND over the previous thirteen quarters. Within the limitations of this section the decision of the dollar amount to distribute shall be made by the COMMITTEE subject to approval or revision by majority vote of a quorum of the Congregation.

All checks drawn against the FUND shall be signed by the Treasurer of the Congregation or assignees of record. Two members of the COMMITTEE must sign requests to issue checks drawn against the FUND.

### *3. Amending the Resolution*

BE IT FURTHER RESOLVED, that any amendment to this resolution which will change, alter, or amend the purpose for which the FUND shall be adopted in accord with article 13 of the Congregation's Bylaws.

### *4. Disposition or Transfer of FUND*

BE IT FURTHER RESOLVED, that in the event the UUCSF ceases to exist through merger, the disposition or transfer of the FUND shall be at the discretion of the Trustees in conformity with the approved congregational bylaws and in consultation with The Unitarian Universalist Association of Congregations. In the event the UUCSF ceases to exist through dissolution, the disposition or transfer of the FUND shall be made in accord with article 12 of the Congregation's Bylaws.

## **C. Adoption of Resolution**

This resolution, recommended by the Trustees and accepted by the congregation at a legally called congregational meeting, is hereby adopted.

\_\_\_\_\_ By \_\_\_\_\_  
[Name of Congregation] President

and \_\_\_\_\_  
Secretary

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.