

DRAFT 10/7/19
Bylaws of the
Unitarian Universalist Congregation of
Saratoga Springs

Article I Name

The name of this religious organization will be the Unitarian Universalist Congregation of Saratoga Springs, hereinafter referred to as "the Congregation."

Article II Purpose

Respecting in each other, and in all, the right of intellect and conscience to be free, and holding it to be the duty of every person to keep mind and heart at all times open to receive the truth and follow its guidance, we join together without theological condition of membership, and neither demand nor expect uniformity of doctrinal belief, asking only unity of purpose to seek and accept the right and true, and an honest aim and effort to make these the rule of life.

Article III Affiliation

The Congregation will be affiliated with the Unitarian Universalist Association.

Article IV Inclusion

The Unitarian Universalist Congregation of Saratoga Springs affirms and promotes the full participation of persons in all our activities and endeavors without regard to race, color, gender, gender identity, disability, affectional or sexual orientation, age, class, or national origin. The foregoing will apply to all Congregational activities and inform all of its decisions, including with respect to its employment decisions and the calling, installation and retention of its Minister.

Article V Membership

- A. The ultimate authority of the Congregation will reside with its membership, and membership is open to all persons who consider the Congregation their religious community and meet the qualifications of membership, regardless of sex, race, color, age, class, national origin, affectional or sexual orientation or economic circumstances.
- B. Membership in this Congregation conveys a number of privileges and responsibilities. These include, but are not limited to, the privilege to vote, the eligibility to hold elective office, and the shared responsibilities of being a property owner and an employer.
- C. Qualifications of membership:
 1. To become a member of the Congregation, a person will sign the membership book to indicate that the person subscribes to the purposes of the Congregation and agrees to participate in and support the Congregation's programs and activities and to support the

Congregation with an annual recorded financial contribution.

2. Voting members will be those members 18 years of age or older who have been members for 30 days and who have made a recorded financial contribution to the Congregation within the past 18 months.

3. Youth membership is a category of membership for persons 14 years of age or older who have successfully completed a Coming of Age program and have signed the membership book in the appropriate section and in the presence of an authorized representative of the Membership Committee. A youth member will have the same voting privileges as the other members at congregational meetings, with the exception of matters pertaining to the finances or property of the Congregation. Youth membership will expire when the individual reaches the age of 18 at which time they can become a regular active member.

D. A member may be reclassified as inactive upon a majority vote of the Board of Trustees when the member has for a period of 24 months not attended a service or meeting of the Congregation nor contributed to its support. The Secretary will notify the member of the impending reclassification at least sixty days prior to the action of the Board.

E. A member's name shall be removed from membership in case of: (1) the member's death; (2) request by the member to the Board of Trustees; (3) failure to maintain a financial contribution, unless waived by the Minister; or (4) removal by a majority vote of the Board for actions that threaten the well-being of the congregation.

Article VI Meetings

A. Annual Meeting

1. The Annual Meeting of the Congregation will be conducted each year during November or December at a time and place determined by the Board of Trustees. The exact date of the meeting will be scheduled no later than October 1.

2. The agenda of the Annual Meeting will be established by the Board of Trustees and provided to the Congregation at least 10 days prior to the Annual Meeting.

3. Prior to the Annual Meeting, the Board of Trustees will present the annual report of UUCSS to the Congregation.

B. Special Meetings

1. Special Meetings of the Congregation may be called by the Board of Trustees, and will be called by the Board upon receipt of a written request signed by 10 percent of the voting members of the Congregation stating the principal items of business to be transacted.

2. Special Meetings of the Congregation will be conducted at a time and place determined by the Board of Trustees, except that a Special Meeting called by the written request of 10 percent of the voting members of the Congregation, will be conducted within 30 days of receipt of the request by the Board.

C. Provisions Applicable to All Meetings

1. Notice of any meeting of the Congregation, stating the time and place of the meeting and the principal items of business to be transacted, will be posted in a conspicuous location at the facilities of the Congregation for two Sundays prior to the date of the meeting, and will be published at least 10 days prior to the meeting. The notice will include any slate of candidates to be presented at the meeting by the Leadership Committee.
2. No later than seven days prior to any meeting of the Congregation, the secretary will prepare a list of members eligible to vote pursuant to Article V (B). Twenty percent of the voting members will constitute a quorum in the absence of which no business may be conducted, except as these bylaws may otherwise specifically provide. Members must sign in to vote.
3. A simple majority of those members present and voting will decide any question, except as these Bylaws may otherwise specifically provide. No member may vote by proxy or absentee ballot.
4. Upon the request of a member, a vote will be taken by secret ballot.
5. Meetings will be conducted in a democratic manner according to generally accepted procedures such as Robert's Rules of Order.

Article VII Officers and Trustees

A. Board of Trustees

1. Responsibilities

The Board of Trustees will exercise of corporate powers of the Congregation, conduct and control its business affairs and administrative operations, and oversee the maintenance, preservation and use of its property. The authority for the conduct of affairs of the Congregation rests with the membership, which hereby delegates that authority to the elected Board of Trustees. The Board serves as the governing body of the Congregation. It provides leadership to ensure that the mission of the Congregation is being served, develops policies and plans that define direction and ensure financial sustainability, and provides monitoring and oversight of all ongoing operations. The Board of Trustees is ultimately responsible for the activities of all committees, teams and other groups in the congregation and is itself accountable to the congregation as a whole. The Board operates as a unit. Individual trustees have no authority to act or make decisions unilaterally.

2. Composition

The governing body of the Congregation will be the Board of Trustees, which will consist of the president, president-elect, secretary and treasurer, and three at-large trustees, one of whom will be the immediate past-president.

3. Duties

- a. To develop and adopt policies and procedures for the conduct of the financial affairs of the Congregation, for the maintenance and use of its facilities, and for the functions and oversight of its committees, teams, task forces and staff;
- b. To approve the raising and expenditure of funds;
- c. To approve the investment of the financial resources of the Congregation;
- d. To maintain and dispose of the other property of the Congregation;
- e. To approve the budget to be presented to the Annual Meeting;
- f. To act as the agent of the Congregation with regard to the employment of a minister;
- g. To appoint and dismiss staff other than the Minister;
- h. To establish the duties and compensation of staff;
- i. To select a trustee who will serve until the next Annual Meeting to succeed a member who leaves the Board prior to the expiration of their term;
- j. To call meetings of the Congregation;
- k. To establish the roles and responsibilities of the committees, teams and task forces and oversee their activities; and
- l. To establish the terms of the Congregation's affiliation and sponsorship of activities with other organizations and groups.

4. Meetings

Regular meetings of the Board of Trustees will be conducted at least once each month at a place and on a schedule to be determined by the Board, notice of which will be given to the members of the Congregation. Special meetings of the Board may be called by the president or by any three members of the Board on seven days' notice to the remaining Board members stating the purpose of the meeting. A majority of the members of the Board then in office will constitute a quorum for the transaction of business at all meetings. Members of the Congregation may attend any meeting of the Board as observers and may address the meeting with the approval of the Board, except that the Board may determine to enter executive session to consider personnel or legal matters.

5. Limitations

The Board of Trustees will not have the power to buy, sell, transfer, nor mortgage real estate, nor to incur debt in excess of 20% of the current year's operating budget, unless such actions are approved by a vote of the members present at duly constituted meeting of the Congregation for which information regarding the proposed action has been included in the notice of the meeting.

B. Officers of the Congregation

1. Eligibility and Election

The officers of the Congregation will be the president, president-elect, secretary and treasurer, who must be members of the Congregation and will be elected at the Annual Meeting for a term of three years. A person may hold the same office

for up to two consecutive terms, after which the individual may not serve for a period of three years. A president-elect will be elected each year, to serve a 3 year term as president-elect, president, and past-president.

2. Duties

a. President

The president is the chief officer of the Congregation, having served at least one year as the president-elect. The president will preside at all meetings of the Congregation and of the Board of Trustees and will serve as a member ex-officio/non-voting of each committee and team of the Congregation except the Leadership Committee.

The immediate past-president is the chair of the Leadership Committee and will remain on the Board for the year following their term as president.

b. President-elect

The president-elect will preside at meetings of the Congregation and of the Board of Trustees in the absence of the president and will assume the duties of the president should the president become unable to exercise those duties. The president-elect will be a member of the Personnel Committee and act as its liaison to the Board of Trustees. The president-elect will succeed the president at the end of the president's term.

c. Secretary

The secretary will record and prepare minutes of all proceedings at meetings of the Congregation and the Board of Trustees, administer official correspondence of the Board and Congregation, maintain the membership roll and permanent records, other than financial records, of the Congregation. They will prepare a list of members eligible to vote at least seven days prior to any meeting of the Congregation and assure that members sign in at all meetings at which a vote is taken. In addition, the Secretary will maintain an ongoing and complete policy book for the Congregation. The secretary will fulfill the role of historian in so far as possible by collecting and conserving documents and items of historical importance to the Congregation.

d. Treasurer

The treasurer will, pursuant to policies and procedures established by the Board of Trustees, receive, preserve and disburse the money and other financial resources of the Congregation, and will maintain the accounts and permanent financial records of the Congregation, including the official list of current pledges. The treasurer will prepare a written report of the financial condition of the Congregation for the Annual Meeting, for each regular meeting of the Board of Trustees, and for such additional purposes as the Board may require. The treasurer will be a member of the Finance Committee and be available for consultation to the Stewardship Team.

C. Trustees

Trustees at-large must be members of the Congregation. The total number of at-large trustees will be three. No trustee may serve consecutively for more than two full three-year terms plus one partial term of less than three years. Two of the trustees will be elected at-large during an annual meeting of the Congregation. The third trustee will be the immediate past-president of the Congregation, who is also the chair of the Leadership Committee.

If a member resigns from the Board prior to the completion of their term, the remaining Board members will vote to fill the vacancy for the balance of the term with a nominee recommended by the Leadership Committee.

D. Commencement of Terms

The terms of office of officers and trustees will commence on January 1 following the Annual Meeting at which they are elected.

E. Recall of Officers and Trustees

Officers and trustees, or any of them, may be recalled at a special meeting called for the purpose. The notice of the meeting will state the name or names of individuals whose recall is proposed. Fifty percent of the voting members of the Congregation will constitute a quorum, and a two-thirds vote of the members present and voting will decide the question of recall.

Article VIII Committees, Teams and Task Forces

A. Committees

1. The Board of Trustees will establish and abolish advisory committees as needed. Each committee will nominate a chair or leader, who will be approved by the Board. All chairs must be members of the Congregation. Only Congregational members may serve on committees. UUCSS advisory committees in 2020 are: Finance, Leadership, Endowment and Personnel.

1. Duties

The committees will discharge such functions as the Board of Trustees may determine and will recommend to the Board the adoption of policies and procedures for activities of the Congregation within their respective program areas. Committees will submit monthly reports to the Board of Trustees as requested.

B. Teams

1. Teams carry out the greater ministry of the congregations. The following ministry teams are established as of January 1, 2020 (and this list may be modified at any time by the minister with the approval of the Board of Trustees):

- a. Buildings and Grounds
- b. Care
- c. Communications
- d. Membership
- e. Religious Exploration
- f. Safety
- g. Social Justice
- h. Stewardship
- i. Worship

2. Duties

The teams will discharge such functions as the Board of Trustees may determine and will recommend to the Board the adoption of policies and procedures for activities of the Congregation within their respective program areas. Teams will submit monthly reports to the Board of Trustees as requested.

C. Task Forces

1. Task forces may be created by the Board of Trustees for a limited period of time, to provide a specific function on behalf of the Congregation. The composition of Task Forces will be a combination of trustees and members of the Congregation, to be determined by the Board of Trustees.
2. Duties of the Task Force[s] shall be specific, determined by the Board, and have specific times of beginning and ending. Task forces will submit monthly reports to the Board of Trustees as requested.

Article IX Minister

- A. The minister will be responsible for the conduct of the Congregation's worship and ministry according to the terms of the contract between the minister and the Congregation. The minister will have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.
- B. The minister will be an ex-officio/non-voting member of the Board of Trustees and of such committees, teams and task forces as the Board and the minister will agree upon.
- C. To call a minister to serve the Congregation, the voting members of the Congregation will elect a seven-member Ministerial Search Committee at a special meeting of the Congregation called for the purpose.
- D. Upon recommendation of the Ministerial Search Committee, the minister will be called by an 80% majority of the voting members of the Congregation present at a Special Meeting

called for the purpose. Forty percent of the voting members of the Congregation will constitute a quorum for the transaction of business at such a meeting.

- E. The minister may be dismissed by a two-thirds vote of the voting members of the Congregation present at a special meeting called for the purpose, at which fifty percent of the voting members of the Congregation will be a quorum in the absence of which no business will be conducted.
- F. In the event of the minister's dismissal, their salary and allowances will be continued for three months after the date of dismissal. Should the minister offer their resignation, three months' notice must be given at the time the resignation is made, except as the Board of Trustees may allow an interval of less time.
- G. In the event that the Congregation votes to participate in a special program requiring that a minister be placed for a limited period of time rather than called by the Congregation, the calling procedure specified in this Article will be waived.

Article X Endowment

A. Establishment

The Congregation will establish and maintain a separate fund to be known as the Endowment Fund.

B. Purpose

The purposes of the Endowment Fund are to assure the long-range financial security of the Congregation; to fund capital needs and special projects that support the vision and mission of the Congregation; and to help the Congregation manage financial emergencies. The purposes of the Endowment Fund do not include supporting the ongoing operations of the Congregation.

C. Endowment Committee

The Endowment Fund will be managed by the Endowment Committee, which will be the custodian of the Endowment Fund. The Endowment Committee will consist of at least three members of the Congregation elected at the Annual Meeting from candidates nominated by the Leadership Committee or from the floor. A member of the Committee may serve no more than two consecutive terms. At its first meeting each year following the Annual Meeting, the Committee will elect a chair. The Committee will meet at least quarterly and more frequently as the Committee deems necessary. The Committee will report quarterly to the Board, to the Congregation at each Annual Meeting, and to individuals on request about the types of investments being utilized and the success of the investment policy.

D. Investment Policy and Operating Procedures

The Committee will conduct its activities in accordance with the Investment Policy and Statement of Operating Procedures for the Congregation.

E. Gifts to the Endowment Fund

The Committee will encourage, receive, and assure the faithful management of all gifts to the Endowment Fund, including bequests in wills, charitable remainder and other trusts, charitable gift annuities, assignment of life insurance, and transfers of property, in a manner consistent with the wishes of the grantors and in conformity with the investment policy and operating procedures of the Endowment Fund.

F. Distribution from the Endowment Fund

In any year when the unrestricted balance of the Endowment Fund exceeds \$100,000 on September 30, no more than five percent of the unrestricted balance of the Endowment Fund will be available for grants for the following calendar year to support the purposes of the Endowment Fund. A Grants task force comprised of three Board members selected by the President and three Endowment Committee members selected by the chair will solicit and evaluate grant proposals, and may recommend proposals for approval at the Annual Meeting or a special meeting called for that purpose. If no grants are recommended or approved the amount available for grants will be retained in the Endowment Fund.

G. Loans by the Endowment Fund

When the unrestricted balance of the Endowment Fund exceeds \$100,000, the Endowment Committee may recommend loans to the Congregation of up to one-half of the unrestricted balance, either for capital expenditures or for financial emergencies that cannot be addressed in any other reasonable manner, and for no other purpose. Any such loan must be approved at the Annual Meeting or a special meeting called for that purpose.

Article XI Building Fund

A. Establishment

The Congregation will establish and maintain a separate fund to be known as the Building Fund.

B. Purpose

The purpose of the Building Fund is to support the acquisition of new or improved facilities for the Congregation. The purpose of the Building Fund does not include supporting the ongoing operations of the Congregation.

C. Endowment Committee

The Building Fund will be managed by the Endowment Committee in accordance with the provisions of sections C, D, and E of Article X of these bylaws and the Investment Policy and Statement of Operating Procedures for the Congregation.

D. Distributions from the Building Fund

Distributions from the Building Fund may be made only to achieve the purposes of the fund upon the approval by the Board of Trustees and adoption thereafter by the Congregation at the Annual Meeting or a special meeting called for that purpose.

Article XII Amendment

The bylaws may be amended or repealed and new bylaws enacted by a two-thirds vote of the members present at the Annual Meeting or a Special Meeting called for the purpose. The notice of such meeting will state the nature of the amendment or amendments proposed.

Article XIII Dissolution

In the event that the Congregation will be dissolved the property and records of the Congregation will be transferred to the Unitarian Universalist Association or its successors or assigns.