

# 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 ~~International~~ Affiliation<sup>1</sup>

The Congregation will be affiliated with the Unitarian Universalist Association.

## Article IV (~~amended December 6, 2015~~) *Inclusion*<sup>2</sup>

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, ~~Membership which will consist of~~ *and membership is open to*<sup>3</sup> 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.*<sup>4</sup>

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<sup>1</sup> Removed "International," since the UUA is not!

<sup>2</sup> Added "Inclusion" since the Article was not labeled.

<sup>3</sup> Simplifies original language ["which will consist of .."]

<sup>4</sup> Section V.B taken from UU Schenectady, to emphasize the importance of membership.

C. Qualifications of membership:<sup>5</sup>

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. The Unitarian Universalist Congregation participate in and support the Congregation's programs and activities and to support the Congregation with an annual recorded financial contribution.~~<sup>6</sup>

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 pledge or <sup>7</sup> 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 ~~he or she~~ **they** <sup>8</sup> 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 36 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.***

~~Membership may be terminated by:-~~

~~1. A written request by the member to the Board of Trustees, or a verbal request verified by a written confirmation from the Board of Trustees to the individual who has requested termination;-~~

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<sup>5</sup> V.C incorporates former V.B, V.C and V.D, as they are all qualifications of membership.

<sup>6</sup> V.C.2 duplicates V.C.1, so it is deleted.

<sup>7</sup> Removed "a pledge or," to emphasize the need to contribute, and not simply to pledge to contribute.

<sup>8</sup> Gendered pronouns are changed to gender-neutral throughout the document.

- ~~2. A majority vote of the Board of Trustees when the member has moved away from the region or when the member has for a period of 21 months not attended a service or meeting of the Congregation nor contributed to its support, provided that notice of the impending termination of membership is mailed to the member at least thirty days prior to the action of the Board.~~<sup>9</sup>

## 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 ~~September~~ **October 1**.<sup>10</sup>
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.***<sup>11</sup> ~~the following:-~~
  - ~~a. Call to order;~~
  - ~~b. Approval of minutes of the prior Annual Meeting;~~
  - ~~c. Report of the president;~~
  - ~~d. Report of the minister;~~
  - ~~e. Report of the treasurer;~~
  - ~~f. Presentation of the slate of candidates of the Nominating Committee, additional nominations from the floor, and the election of officers and trustees;~~
  - ~~g. Approval of the budget for the following fiscal year;~~
  - ~~h. Amendments to the bylaws;~~
  - ~~i. Reports of committee chairs;~~
  - ~~j. Old business;~~
  - ~~k. New business; and~~
  - ~~l. Adjournment.~~

***3. Prior to the Annual Meeting, the Board of Trustees will present the annual report of UUCSS to the Congregation.***<sup>12</sup>

### 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

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<sup>9</sup> New wording creates inactive member status, clarifies termination of [former] members. UUA no longer bases congregational contribution on member count, but on budget, so retaining members is not an issue.

<sup>10</sup> Scheduling of the Annual Meeting changed from September 1 to October 1 to reflect reality of BOT scheduling.

<sup>11</sup> The agenda for the Annual Meeting is properly the responsibility of the BOT, and the exact inclusions should be policy-based, and not demanded by Bylaws.

<sup>12</sup> There is no current requirement for an Annual Report in the Bylaws. There should be.

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 upon 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 ~~emailed and/or mailed to each member~~ **published**<sup>13</sup> at least 10 days prior to the meeting. The notice will include any slate of candidates to be presented at the meeting by the ~~Nominating~~ **Leadership**<sup>14</sup> 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 attending must sign in.

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 ~~be responsible for the~~ exercise of the corporate powers of the Congregation, ~~for the~~ conduct and control of its business affairs and administrative operations, and ~~for~~ **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***

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<sup>13</sup> “published” incorporates both current and future means of disseminating information; “email and mail” are both limiting and exhausting of supplies and personnel.

<sup>14</sup> “Nominating” committee is replaced by “Leadership” committee throughout, following the approved change in 2016.

*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.*<sup>15</sup>

## 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.*<sup>16</sup>

## 3. Duties

- a. To develop *and adopt*<sup>17</sup> 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,*<sup>18</sup> *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 his or her* term;
- j. To call meetings of the Congregation;
- k. To establish the roles and responsibilities of the ~~Councils~~ 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

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<sup>15</sup> This section, taken from UU Schenectady, clearly establishes the authority of the BOT to act as the elected representative body of the Congregation. This authority is implied in the extant Bylaws, but it should be made explicit to avoid confusion over authority [and responsibility and limitations, which follow in Article VII].

<sup>16</sup> The GTF recommends the change from 6 “committee-related” trustees to 3 “at large” Trustees. This change will give voice to congregants not associated with committees or teams, eliminate the potentially unequal representation of certain committees and teams, and keep the total Board of Trustees nimble with just 7 members. The concept of a role for the past-President is expanded in fn. 20, below.

<sup>17</sup> Adding “adopt” to the statement about policies completes the action; current language requires only the creation of the policies, with adoption being implicit, not explicit.

<sup>18</sup> The addition of “teams” coincides with the restructuring of our various groups.

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.*** <sup>19</sup>

#### 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~~ The secretary and treasurer will be elected at the Annual Meeting for a term of **three**<sup>20</sup> years. A person may hold the same office for up to **two**<sup>21</sup> consecutive terms, ~~the last term of which may be extended until a successor is elected.~~ ***after which the individual may not serve for a period of three years.***<sup>22</sup> ***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

1. The president ***is*** the chief officer of the Congregation, ***having served at least one year as the president-elect.*** <sup>23</sup> 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 ~~Nominating Leadership Committee. and the Committee on the Ministry.~~

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<sup>19</sup> These limitations are implicitly followed now, but this wording makes the limitations explicit and not subject to interpretation.

<sup>20</sup> We recommend changing the terms of service of all officers from one to three years, as is the case for the at-large trustees. Continuity and experience in office are critical to good leadership. The person elected President-elect serves 3 years, but in different titles: President-elect, President and past-President.

<sup>21</sup> With a 3 year commitment, two terms are more reasonable than the current 3 [based on a 1 year term].

<sup>22</sup> The wording eliminates the possibility of an "officer for life," insuring diversity of leadership.

<sup>23</sup> The GTF recommends a 3-year path for the President: President-elect, President, past-President [and chair of the Leadership Committee]. All are BOT positions.

2. ~~The immediate past president will serve, for up to a year, as an ex-officio/non-voting member of the Board of Trustees, thereby providing continuity from one Board membership and its recent work to a somewhat different Board membership.~~ ***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 their term.***<sup>24</sup>

c. Secretary

The secretary will record and prepare minutes of all proceedings at meetings of the Congregation and the Board of Trustees, will administer official correspondence of the Board and Congregation, will maintain the membership roll and permanent records, other than financial records, of the Congregation, and 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. A complete set of Board minutes will be easily available to the Congregation ~~in the Church Office~~<sup>25</sup>. In addition, the secretary will maintain an ongoing and complete ~~book of all policies of~~ ***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

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<sup>24</sup> A president benefits greatly from having experience on the Board immediately prior to assuming office. A president will now serve on the Board for a period of three years: one as president-elect, one as president, and one as chair of Leadership. The increase in size and complexity we are experiencing [and expected continuation] warrants a greater commitment on the part of our leadership than a single year's service.

<sup>25</sup> Minutes are available electronically. The old wording reflects the old procedure, not the present.

Finance Committee and *be available for consultation*<sup>26</sup> to the Pledge-Campaign *Stewardship Team. Committee.*

C. Trustees (~~amended September 20, 2009~~)

Trustees *at-large* must be members of the Congregation. The total number of *at-large* trustees will be ~~six~~ *three*. No trustee may serve consecutively for more than two full three-year terms plus one partial term of less than three years. ~~The terms of all Trustees serving prior to January 1, 2010 will terminate on December 31, 2009. Two of the trustees will be elected at-large during the 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.~~<sup>27</sup> *At the first election of at-large trustees one will be elected for a term of 2 years, the other for 3 years. Trustees will all serve for 3 years thereafter.*<sup>28</sup>

~~In order to establish an orderly rotation of Trustees on and off the Board, in the first election following the revision of these bylaws, or for the year commencing January 1, 2010,~~

- ~~▪ Trustees #1 and #2 will be elected for terms of three years;~~
- ~~▪ Trustees #3 and #4 will be elected for terms of two years;~~
- ~~▪ Trustees #5 and #6 will be elected for terms of one year.~~

~~In each subsequent election, two Trustees will be elected for terms of three years.~~

~~Each Trustee will be elected at large from the Congregation. Upon election, each Trustee will serve as chair of his/her assigned council and act as liaison to the Board of Trustees.~~

- ~~▪ Trustee #1 will serve as liaison of the Youth Religious Education (RE) Committee;~~
- ~~▪ Trustee #2 will serve as liaison of the Adult Programs;~~
- ~~▪ Trustee #3 will serve as the liaison of the Building and Grounds Committee;~~
- ~~▪ Trustee #4 will serve as the liaison of the Social Justice Committee;~~
- ~~▪ Trustee #5 will serve as the liaison of the Long Range Planning Committee; and~~
- ~~▪ Trustee #6 will serve as the liaison of the Membership Committee.~~

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<sup>26</sup> Consulting is the realistic job done by the treasurer with the Stewardship Team, not membership on the Team.

<sup>27</sup> This wording reflects the proposed major change in our governance structure. We would eliminate trustee positions serving as liaisons to select committees, and instead elect two at-large trustees, with a third being the past-president/Leadership chair, elected originally as the president-elect. This change makes the section that follows null and void, and it is therefore removed from the Bylaws.

<sup>28</sup> The initial different term lengths are suggested to insure that both at-large trustees do not end and begin their terms together, providing continuity.

If a ~~Trustee~~ **member** resigns from the Board prior to the completion of his/~~her~~ **their** term, the remaining Board members will vote to fill the vacancy for the balance of the term **with a nominee suggested by the Leadership Committee.**<sup>29</sup>

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 (~~amended December 6, 2015~~)

1. The president, with Board of Trustees approval, will establish **advisory** committees. ~~and will designate a chair for each. Each committee will nominate a chair or leader, the who will be approved by the Board. committee to serve for a term of one year or until a successor is selected.~~ All chairs must be members of the Congregation. Only Congregational members may serve on committees. **UUCSS advisory committees are: Finance, Ministry, Leadership, Endowment and Personnel. and Religious Services.**

2. 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 BOT 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 BOT):**

- ~~a. Building and Grounds,~~
- ~~b. Finance,~~
- ~~c. Membership,~~
- ~~d. Ministry,~~

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<sup>29</sup> The changes make it clearer that any member of the Board – not just the Trustees – will be replaced if they leave their position, and that the Leadership Committee will be responsible for nominating replacements to the Board [as opposed to the Board selecting its own replacements].

- ~~\_\_\_\_\_ e. Worship Associates,~~
- ~~\_\_\_\_\_ f. Personnel,~~
- ~~\_\_\_\_\_ g. Religious Education,~~
- ~~\_\_\_\_\_ h. Social Justice,~~
- a. Buildings and Grounds**
- b. Care**
- c. Communications**
- d. Membership**
- e. Planning**
- f. Religious Exploration**
- g. Safety**
- h. Social Justice**
- i. Stewardship**
- j. Worship<sup>30</sup>**

## 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. Committees will submit monthly reports to the BOT as requested.*

### **C. Task Forces<sup>31</sup>**

- 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 BOT as requested.**

### ~~D. Leadership Committee (amended December 18, 2016)~~

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<sup>30</sup> The term of office for chairs has been left open, reflecting current practice. This section establishes the four extant committees [Endowment, Finance, Leadership, Personnel], and the current teams, many of which were formerly known as committees. The committees are more directly part of governance and are advisory to the Board, while the teams relate more closely to ministry, although there is not a hard and fast division between the two large segments of the congregation.

<sup>31</sup> Task forces do not appear in the current Bylaws, yet are currently in operation [Planning, Governance], and need validation through the Bylaws, as well as a definition and aspects of their composition.

- ~~1. The Leadership Committee will consist of five members. Only members of the Congregation may serve. Four members will be elected at Annual Meetings of the Congregation. At the first such election following adoption of this paragraph, two members will be elected for terms of one year, and two members will be elected for terms of two years. Thereafter two members will be elected at each annual meeting to serve for terms of two years. No elected member of the Leadership Committee may succeed him or herself themselves. The immediate past President of the Congregation will be a voting member and serve as chairperson of the Leadership Committee. Current trustees and officers may not serve on the Leadership Committee.~~
  
- ~~2. For each annual election to be held at each Annual Meeting of the Congregation, the Leadership Committee will submit one nominee for the following positions: (a) President; (b) President elect; (c) Treasurer; (d) Secretary; (e) for each open Trustee position; f) for each of two positions on the Leadership Committee. Nominations also will be submitted at each annual election to fill the remainder of terms of office for Board of Trustee positions in which vacancies have occurred since the last annual election, the normal terms for such positions being then unexpired. The Leadership Committee will issue a list of nominations no later than thirty days prior to the annual meeting of the Congregation. This list will be posted at the current meeting place of the **Congregation** and made available to the membership in the church newsletter and/or in a separate mailing.~~  
~~After the Leadership Committee has published its list of candidates and until two (2) weeks before the Annual Meeting, other candidates for any elective position may be nominated by a petition signed by ten (10) members. Such petition will be accompanied by background information about the proposed candidate and assurance of willingness to serve. The nominations will be closed two (2) weeks before the Annual Meeting unless there is a vacancy without a nomination for a trustee position or officer in which case the nomination for that vacant seat will remain open until the vote of officers at the annual meeting. Positions that remain vacant after the annual meeting may be filled by a vote of the Board of Trustees. The complete list of nominees with background information will then be made available to the membership via newsletter, postal, or e-mail.~~
  
- ~~3. In years when a ministerial search committee is required, the Board of Trustees will request that the Leadership Committee nominate seven members for that committee for election at a special Congregational meeting, at which additional nominations may be made from the floor. Only members of the Congregation may serve on the Search Committee.~~
  
- ~~4. It will be the responsibility of the Leadership Committee to provide education and encouragement to members of the congregation to assume leadership positions within the governance structure of the congregation.~~ <sup>32</sup>

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<sup>32</sup> The description of the duties, make-up and ongoing activities and responsibilities of the Leadership Committee rightly belongs in the policy section of our governance, with the other committees and teams, and not as part of the Congregational Bylaws. The GTF recommends striking this entire section and placing it in the policy book with all authority and responsibilities intact.

## Article IX Minister

- A. The minister will be responsible for the conduct of the Congregation's *worship and ministry* ~~and for the Congregation's spiritual interests and affairs~~, 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~~ *their* 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% four-fifths~~ 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, ~~his or her~~ *their* salary and allowances will be continued for three months after the date of dismissal. Should the minister offer ~~his or her~~ *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 ~~from three to five members~~ **at least three members of the Congregation**<sup>33</sup> elected at the Annual Meeting from candidates nominated by the Leadership Committee or from the floor ~~At the first Annual Meeting following adoption of this section of the bylaws the Congregation will elect one or two members for a term of three years. ; one or two members for a term of two years; and one member for a term of three years.~~<sup>34</sup> 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

~~No more than 90 days after the first election of its members, the Committee will prepare and forward to the Board for its approval an investment policy and a statement of operating procedures consistent with the purposes of the Endowment Fund. Following approval by the Board, the investment policy will be submitted to the Congregation for adoption at the Annual Meeting or at a special meeting called for the purpose.~~ ***The Committee will conduct its activities in accordance with the Investment Policy and Statement of Operating Procedures for the Congregation.***<sup>35</sup>

### 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 available for grants for the following calendar year to support the purposes of the

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<sup>33</sup> Establishes a minimum without capping participation at 5 members.

<sup>34</sup> Details of terms no longer relevant.

<sup>35</sup> The changes follow policy adopted by the Board, 2017

Endowment Fund. A Grants ~~Committee~~ *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.