

## Side-by-Side Comparison of Proposed and Current Bylaws

Draft 1.1

The proposed bylaws are based on the governance structure accepted by the Board of Trustees in March, 2019.

The new governance structure features:

- A smaller Board with strategic focus
- An appointed Team to lead and coordinate ministry (now the Ministries and Operations Team), and
- A simpler organizational structure and bylaws.

With the new structure, the functions of many committees, as well as the Religious Education and Social Responsibility Councils, will be carried out by volunteer teams.

The Endowment Trust will continue to be elected as it is now, and the Nominating Committee will continue to be chosen by the congregation through contested elections. Most positions will be held for two-year renewable terms.

The proposed bylaws are shorter and simpler. They consist of 11 Articles and 10 pages, in contrast to our current bylaws of 13 articles and 22 pages. Instead of spelling out details and procedures in the bylaws, these can be recorded in policies adopted by the Board as well as in operating procedures.

Proposed Bylaws Draft as of May 29, 2020	Current Bylaws Last Amended 1/10/16	Explanation of Changes
<b>ARTICLE I. NAME, PURPOSE, AND AFFILIATION</b> Section 1. Name The name of this religious corporation shall be “First Unitarian Universalist Society of Albany,” referred to as the “Society.”	<b>ARTICLE I. NAME, PURPOSE, AND AFFILIATION</b> Section 1. Name The name of this religious corporation shall be “First Unitarian Universalist Society of Albany,” referred to as the “Society.”	No change from current bylaws.
Section 2. Purpose We unite in order to create and sustain a non-creedal religious community. Our unity is based upon our concern for the individual and society and for the quality of life reflected in each. Thus we join together to inspire and support one another in a search for the insights and actions that will foster and strengthen this concern.  We welcome all persons into a fellowship committed to the dignity and potential of each individual, to the sacredness of a free and responsible search for truth, and to freedom as the proper and essential atmosphere for the fulfillment of this purpose.	Section 2. Purpose We unite in order to create and sustain a non-creedal religious community. Our unity is based upon our concern for the individual and society and for the quality of life reflected in each. Thus we join together to inspire and support one another in a search for the insights and actions that will foster and strengthen this concern.  We welcome all persons into a fellowship committed to the dignity and potential of each individual, to the sacredness of a free and responsible search for truth, and to freedom as the proper and essential atmosphere for the fulfillment of this purpose.	No change from current bylaws.
Section 4. Inclusion The Society declares and affirms its special responsibility to promote the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, gender expression and identity, age, or national origin, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.	Section 4. Inclusion The Society declares and affirms its special responsibility to promote the full participation of persons in all of its activities and in the full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, gender expression and identity, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.	No change from current bylaws.

<b>Proposed Bylaws</b> <b>Draft as of May 29, 2020</b>	<b>Current Bylaws</b> <b>Last Amended 1/10/16</b>	<b>Explanation of Changes</b>
<p>Section 5. Interpretation</p> <p>These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is now stated to be the efficient and effective operation and management of the Society in order to accomplish the purposes stated in Section 2 of this Article.</p>	<p>Section 5. Interpretation</p> <p>These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is now stated to be the efficient operation and management of the Society in order to accomplish the purposes stated in the Society's Purpose, Article I Section 2.</p>	<p>Minor edit, with meaning unchanged from current bylaws.</p>
<p><b>ARTICLE II. MEMBERSHIP</b></p> <p>Section 1. Membership Authority</p> <p>A. The membership as defined in this Article holds the final and ultimate authority of the Society.</p> <p>B. The Board of Trustees ("Board"), committees, and groups are constituent organizations of the Society, and exist and act subject to the authority of the membership.</p> <p>C. The actions of all constituent organizations are subject to the membership's authority to amend or rescind such actions when the membership deems amendment or rescission appropriate, except when they are in the nature of a binding contract executed within the authority of the Society.</p>	<p><b>ARTICLE II. MEMBERSHIP</b></p> <p>Section 1.</p> <p>The membership as defined in this Article holds the final and ultimate authority of the Society.</p> <p>The Board of Trustees, councils, committees, and groups are constituent organizations of the Society, and exist and act subject to the authority of the membership.</p> <p>The actions of all constituent organizations are subject to the membership's authority to amend or rescind such actions when the membership deems amendment or rescission appropriate, except when they are in the nature of a binding contract.</p>	<p>Dropped "councils," since they will no longer be part of the Albany UU governance structure. Otherwise, meaning unchanged from current bylaws.</p>
<p>Section 2. Privileges and Responsibilities</p> <p>Membership in the Society conveys a number of privileges and responsibilities. These include, but are not limited to,</p> <ul style="list-style-type: none"> <li>a. the privilege to vote,</li> <li>b. eligibility to hold office,</li> <li>c. the shared responsibility of stewardship, and</li> <li>d. the responsibility to support the Society with a member's volunteer service and financial contributions.</li> </ul>		<p>New section, to reflect the importance of membership.</p>

<p>Section 3. Membership Categories</p> <p>A. Active – All persons of at least 18 years of age who have indicated agreement with the purpose of the Society and have signed the membership book shall be deemed active members for legal and denominational purposes so long as interest is demonstrated by participation in activities of the Society and by a verifiable financial contribution of at least the minimum amount as determined by the Board. Active members are eligible to hold office and vote at a congregational meeting 30 days after becoming active members.</p> <p>B. Youth – All persons under the age of 18 who have successfully completed a recognized UUA rite of passage program and have signed the membership book shall be deemed youth members of the Society. Youth members who are 16 or older shall have voting privileges at congregational meetings, provided they have signed the membership book at least 30 days prior to any vote. Youth membership shall expire when the person attains the age of 18.</p> <p>C. Inactive – Members who no longer meet the criteria for active membership shall be classified as inactive.</p> <p>D. These qualifications may be modified for any person by the Minister and the President of the Society acting together.</p>	<p>Section 2. Active Members</p> <p>A. All persons of at least eighteen years of age who have indicated agreement with the purpose of the Society and have signed the membership book in the presence of an authorized representative of the Membership Committee, shall be deemed active members for legal and denominational purposes so long as interest is demonstrated by participation in activities of the Society, and a financial contribution to cover at least the costs of membership as determined by the Board of Trustees.</p> <p>B. These qualifications may be modified for an individual by the minister and the president of the Society acting together. Active members will have the privilege of voting and holding office thirty days after becoming active members.</p> <p>Section 3. Inactive Members</p> <p>A. Members who no longer meet the criteria for active membership shall be classified as inactive members after being notified by the Membership Committee of such reclassification.</p> <p>B. Active status may be resumed at any time by application to the Membership Committee and again demonstrating interest.</p> <p>Section 4. Youth Members</p> <p>A. Any individual under the age of 18 who has successfully completed a recognized UU rite of passage program, and has signed the membership book in the appropriate section and in the presence of an authorized representative of the Membership Committee shall be deemed a youth member of the Society.</p> <p>B. Youth members who are sixteen or older shall have voting privileges at congregational meetings. For purposes of voting in congregational meetings, youth members who are sixteen or older shall be counted as active members.</p>	<p>Edited for clarity.</p>
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	C. Youth membership shall expire when the individual attains the age of 18.	
<p>Section 4. Resignations and Removals</p> <p>A. Resignations – Members may withdraw from the Society by submitting a written resignation to the Society.</p> <p>B. Removals</p> <p>1. Persons classified as inactive for one year may be dropped from the membership roll after written notification of the pending action.</p> <p>2. Persons may be separated from the Society for gross misconduct or disruptive behavior in accordance with the policies adopted by the Board.</p>	<p>Section 5. Resignations</p> <p>Members may withdraw from the Society by submitting a written or oral resignation for transmission to the Membership Committee.</p> <p>Section 6. Removals</p> <p>A. Persons classified as inactive for one year shall be dropped from the membership roll by the Board of Trustees after written notification of the pending action.</p> <p>B. Members who have moved from the Albany area and not requested active status will be dropped from the membership roll.</p>	<p>Withdrawals from membership should be in writing.</p> <p>Inactive persons may be removed from membership, but removal is not required.</p> <p>Members may be removed for cause.</p>
	<p>Section 7. Membership Roll and Certified Number of Members</p> <p>The roll shall be updated annually by the Membership Committee and shall be submitted to the Board of Trustees for approval and for preparing the certified number of active members that is reported to the UUA in January of each year.</p> <p>Section 8. Membership Committee</p> <p>The Committee shall oversee the welcoming of newcomers, addition of new members, integration of new members into the life of the congregation, and other duties as stated in this section.</p>	<p>Membership procedures and committee responsibilities should be included in policies, not in bylaws.</p>

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<p><b>ARTICLE III. OFFICERS AND BOARD OF TRUSTEES</b></p> <p>Section 1. Board of Trustees The Board serves as the governing body of the Society and is accountable to its membership. It provides leadership to ensure that the mission of the Society is being served, develops policies and plans that define direction and ensure financial stability, and provides monitoring and oversight of all ongoing operations.</p> <p>Section 2. Officers and Members of the Board The Board shall consist of the President, Vice-President, Secretary, and Treasurer, and four Trustees. The Minister shall be a non-voting ex-officio member.</p>	<p><b>ARTICLE V. BOARD OF TRUSTEES</b></p> <p>Section 1.</p> <p>A. The executive powers of the Society shall be vested in and exercised by a Board of Trustees, consisting of six trustees and six ex-officio voting members.</p> <p>B. The six trustees shall be elected and shall serve in accordance with Articles VIII and IX of these bylaws.</p> <p>C. The six ex-officio voting members are the four officers of the Society and the chairs of the Religious Education Council and the Social Responsibilities Council. The minister shall serve as a non-voting ex-officio member of the Board. The immediate past president shall serve as a non-voting ex-officio member of the Board for one year following his or her term of service.</p>	<p>The proposed bylaws define the Board's role as governing and oversight, not administration.</p> <p>Drops the provision for the immediate past president to serve as an ex officio Board member for one year. Presidents have not found this to be needed.</p>
<p>Section 3. Meetings The Board shall hold regular meetings, which shall be publicized and open to all members of the Society, except when the Board votes to hold an executive session. Board members may participate in meetings by telephone, video conference, or similar means.</p>	<p>D. Publicized meetings of the Board shall occur at least eight times a year and shall be open to all members of the Society except when the Board votes to hold an executive session.</p> <p>1. The Board may go into executive session when it will consider sensitive personnel matters, or other specific matters, the disclosure of which could be injurious to the interests of the Society.</p> <p>2. An executive session is a meeting which is restricted to Board members and specifically invited guests.</p>	<p>Authorizes remote participation in Board meetings.</p> <p>Drops requirement for eight meetings; our Boards have met at least 11 times per year for many years.</p>

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<p>Section 4. Quorum and Action by the Board A quorum shall be five voting Board members, at least two of whom shall be officers. Once a quorum has been attained, a majority of voting Board members participating shall decide any question.</p>	<p>E. A quorum shall be seven Board members, at least two of whom shall be officers.</p>	<p>Reflects the proposed Board of 8 members, in contrast to the current Board of 12 members</p>
	<p>Section 2. Powers A. The authority to determine matters of policy and management, and to supervise officers, employees, councils, committees, and organizations of the Society, shall be vested in the Board of Trustees. B. In the discharge of its duties on behalf of the membership, the Board shall have the following specific powers, except as limited in these bylaws: 1. Promote the general purpose of the Society as it is expressed in these bylaws. 2. Manage and safeguard the property, business, and financial affairs of the Society. 3. Review annually the reports and recommendations of the Personnel Committee. 4. Propose compensation and conditions of employment of the staff subject to the provisions of Articles X and XI of these bylaws. 5. Ensure that a service of worship is held each week during the church year, as defined by the Board, in the event of the absence or disability of the minister or when the position of minister is vacant. 6. Maintain guidelines to supplement and implement these bylaws. C. The Board shall have other powers in addition to those specifically enumerated herein, except as limited in these bylaws.</p>	<p>Article III Section 1 of the proposed bylaws describes the Board's responsibility more generally.</p>

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	<p>Section 3. Executive Committee.</p> <p>A. The Executive Committee of the Board of Trustees shall consist of the officers of the Society and the minister.</p> <p>B. This committee shall prepare the agenda for each Board meeting, shall act on matters requiring immediate attention between meetings, and shall at all times attempt to expedite and facilitate the administration of Board affairs.</p> <p>C. Any interim policy decisions made by this committee between Board meetings are subject to ratification by the Board of Trustees at its next meeting.</p>	<p>An Executive Committee might not be needed with a smaller Board – 8 members instead of 12.</p> <p>If needed, the Board can adopt policy to create such a committee.</p>
<p><b>ARTICLE IV. CONGREGATIONAL MEETINGS</b></p> <p>Section 1. Annual Meeting</p> <p>The annual meeting of the Society shall be held in May of each year. At this meeting, the congregation shall vote upon positions open for election, vote on the annual budget, and address other business included in the notice of the annual meeting or raised in the course of the meeting.</p>	<p><b>ARTICLE III. CONGREGATIONAL MEETINGS</b></p> <p>Section 1. Annual Meeting</p> <p>The annual meeting of the Society shall be held in the spring before June 1 and at such time and place as shall be fixed by the Board of Trustees.</p>	<p>States long-time practice.</p>



<p>Section 2. Special and Emergency Meetings</p> <p>A. A special meeting of the Society may be called by the President at the direction of the Board or by the President upon the signed request of at least 10 percent of active members of the Society. A special meeting shall be held at a date and time fixed by the Board, which in the event of a special meeting requested by members shall occur no later than three weeks after the members' written request is filed with the President unless otherwise agreed by the Board and the requesting members.</p> <p>B. An emergency meeting of the Society may be called by the President at the direction of the Board. For the purposes of this section "emergency" shall mean any event, anticipated or occurred, that may substantially affect the finances, well-being, membership, or employees of the Society, and that must be addressed in an expedited manner. An emergency meeting shall be held at a date and time fixed by the Board.</p>	<p>Section 2. Special Meetings</p> <p>A. A special meeting of the Society may be called by the president at the direction of the Board of Trustees to be held on a date fixed by the Board, or must be called within three weeks after a written request for a special meeting is filed with the president stating the purpose of the meeting and signed by a number of active members of the Society that is equal to ten percent of the certified number of members.</p> <p>B. The notice of a special meeting shall state the purpose(s) thereof, including the wording of any resolutions or amendments to be presented, and no other business shall be considered at such meeting.</p> <p>Section 3. Emergency Meetings.</p> <p>A. For the purposes of this section "emergency" shall mean any event, anticipated or occurred, that may substantially affect the finances, well-being, membership or employees of the Society and that must be addressed in an expedited manner to avoid or enhance the consequences of the event.</p> <p>B. An emergency meeting of the Society may be called by the president at the direction of the Board of Trustees or by the Executive Committee, to be held at a date, time and location fixed by the Board or Executive Committee.</p> <p>C. The emergency meeting may not be held on less than 24 hours' notice by either telephone or electronic notice to all active members.</p> <p>D. The notice of an emergency meeting shall include the date, time, location and a purpose for the meeting, including the wording of any resolutions or amendments to be presented, and no other business shall be considered at such meeting.</p> <p>E. Any resolution or amendment presented at an emergency meeting must be passed by a two thirds majority of the active members attending the meeting.</p>	<p>No change in calling or providing notice for special meetings. Sections are reorganized for clarity and to eliminate repetitive phrasing.</p>
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<p>Section 3. Notices</p> <p>A. Except in the case of an emergency meeting, notice of a congregational meeting shall be:</p> <ol style="list-style-type: none"> <li>1. Posted in a prominent place in the Society's building for two successive Sundays preceding the date of said meeting (which may include the Sunday on which the meeting is to be held if the meeting date falls on a Sunday),</li> <li>2. Read from the pulpit on the Sundays of posting,</li> <li>3. Posted on the website and other social media in regular use by the Society, and</li> <li>4. Included in a mailing to active members by regular or electronic mail at least ten days before the date of the meeting.</li> </ol> <p>B. An emergency meeting may not be held on less than 24 hours' notice. Either telephone or electronic notice to all active members is required.</p> <p>C. Content of Notices</p> <ol style="list-style-type: none"> <li>1. All congregational meeting notices shall state the date, time, location, and purpose(s) of the meeting. No business other than that set forth in the notice shall be considered at an emergency or special meeting.</li> <li>2. Annual meeting notices shall include a list of all elected positions to be filled and the nominees for each position.</li> <li>3. The written notice of any meeting at which a budget or any portion of a budget is to be acted upon shall include the pertinent budgetary information.</li> <li>4. The written notice of any meeting at which a resolution or amendment is to be acted upon shall include the wording of any resolutions or amendments to be presented.</li> </ol>	<p>Section 4. Notices.</p> <p>A. Except in the case of an emergency meeting, notice of a congregational meeting shall be posted on the Society bulletin board for two successive Sundays preceding the date of said meeting.</p> <p>B. When the date of a meeting falls on Sunday, the requirement for posting of notice may include the Sunday on which the meeting is to be held.</p> <p>C. Said notice must be read from the pulpit on the Sundays of posting, must be posted on the website and other social media in use by the Society, and must be included in a mailing to members by regular or electronic mail at least ten days before the date of the meeting. The notice shall state the date, location, and purpose(s) of the meeting. The notice of an annual meeting shall include a list of all elected positions to be filled and the nominees for each position.</p> <p>D. The written notice of any meeting at which a budget or any portion of a budget is to be acted upon shall include the pertinent budgetary information.</p>	<p>Pulls together all meeting notice requirements, including required content.</p>

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<p>Section 4. Quorum; Majority Vote</p> <p>A. Unless otherwise set forth in these Bylaws, a quorum at any congregational meeting shall be 20 percent of the number of active members. Members may participate in meetings by telephone, video conference, or similar means.</p> <p>B. Notwithstanding paragraph (A), when congregational meetings are called for the purpose of calling or dismissing a minister or purchasing or selling real property, the quorum shall be a majority of the number of active members.</p> <p>C. Lacking a quorum, the members participating at a congregational meeting may adjourn the meeting to a later time that day until a quorum of active members is secured. In such event, any business that may have been transacted at the original meeting may be transacted after a quorum is attained, and a revised notice of the meeting is not required. If the meeting is adjourned to a later date, notice of the rescheduled meeting must be given as set forth in Section 3 above.</p> <p>D. Unless otherwise set forth in these bylaws, all business at any annual or special meeting shall be decided by a simple majority of active members participating. Any business presented at an emergency meeting must be decided by a two-thirds majority of the active members participating.</p>	<p>Section 5. Quorum and Procedure.</p> <p>A. A quorum at any congregational meeting shall consist of a number of active members that is equal to twenty percent of the certified number of members.</p> <p>B. Notwithstanding paragraph (a), when congregational meetings are called for the purpose of calling or dismissing a minister or purchasing or selling property, the quorum shall consist of a number of active members that is equal to forty percent of the certified number of members.</p> <p>C. The parliamentary guide for the conduct of meetings shall be "The Standard Code of Parliamentary Procedure by Alice Sturgis."</p>	<p>Authorizes remote participation in congregational meetings.</p> <p>Increases the quorum for certain meetings from forty percent to a majority.</p> <p>Drops reference to a specific guide to parliamentary procedure. Meeting procedures may be set in Board policy or adopted separately by the congregation; they do not need to be enshrined in bylaws.</p> <p>Specifies how to deal with lack of a quorum.</p> <p>Continues the requirement for a 2/3 majority at any emergency meeting (Article III Section 3E of current bylaws).</p>

	<p><b>ARTICLE IV. OFFICERS</b></p> <p><b>Section 1. Officers</b> The officers of the Society shall be a president, a vice-president, a secretary, and a treasurer, all of whom shall be elected and shall serve in accordance with Articles VIII and IX of these bylaws.</p> <p><b>Section 2. President</b> A. The president shall chair the Board of Trustees and preside at all congregational meetings. B. At the annual meeting, the president, on behalf of the Board of Trustees, shall present a report concerning all major decisions made since the last annual meeting and the condition of the Society, and may make recommendations deemed advisable and in the best interests of the Society. C. The president may be a member ex-officio of all councils and committees, except the Nominating Committee.</p> <p><b>Section 3. Vice-President</b> A. The vice-president shall chair the Program Coordinating Council. B. The vice-president also shall perform the duties of the president when the president is absent or incapacitated.</p> <p><b>Section 4. Secretary</b> The secretary shall act as clerk of the Board of Trustees, keep a record of the proceedings of the Society and the Board of Trustees, arrange for the posting of minutes of Board and congregational meetings, and act to ensure the preservation of historically significant records of the Society.</p> <p><b>Section 5. Treasurer</b> A. The treasurer shall oversee and coordinate the Society's financial operations. The treasurer shall be treasurer of the Endowment Trust and a non-voting member of the Endowment Trust.</p>	<p>In the proposed bylaws, officers are named in Article III, Section 2 and in Article V, Section 2.</p> <p>Descriptions of officers' specific duties should be included in policies adopted by the Board of Trustees, not in the bylaws.</p>
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	B. The treasurer shall report on the receipts and expenditures of the Society to the Board of Trustees at its regular meetings, to the Finance Committee at its meetings, and to the members of the Society at the annual meeting.	
<p><b>ARTICLE V. ELECTED POSITIONS, TERMS, VACANCIES, INCAPACITY AND REMOVAL</b></p> <p>Section 1. Qualifications</p> <p>A. Any person holding an elected position must be an active member of the Society.</p> <p>B. A person may hold only one elected position at a time, with the exception of membership on the Ministerial Search Committee.</p> <p>C. Terms for all elected positions shall begin the first day of July following the annual meeting at which they are elected.</p> <p>Section 2. Officer, Board and Nominating Committee Terms</p> <p>A. In even years, the President and Vice-President shall be elected to two-year terms. In odd years, the Secretary and Treasurer shall be elected to two-year terms.</p> <p>B. Each year, two Board Trustees shall be elected to two-year terms.</p> <p>C. Each year, three members of the Nominating Committee shall be elected to two-year terms.</p> <p>D. Each even year, an Assistant Treasurer shall be elected to a two-year term.</p> <p>E. No person may serve more than five consecutive years in the same position.</p>	<p><b>ARTICLE VIII. ELECTED POSITIONS, TERMS, VACANCIES, INCAPACITY AND REMOVAL</b></p> <p>Section 1. Qualifications</p> <p>A. Any person holding an elected position must be an active member of the Society, whose pledge is not in arrears.</p> <p>B. An individual may hold only one elected position at a time with the exception of membership on the Ministerial Search Committee.</p> <p>Section 2. One-Year Terms</p> <p>A. The president, vice-president, secretary, treasurer, assistant treasurer, and chairs of the Religious Education and Social Responsibilities Councils shall be elected for one-year terms commencing the first day of July following the Annual meeting at which they are elected.</p> <p>B. No individual may serve more than three consecutive years in the same position.</p> <p>Section 3. Three-Year Terms</p> <p>A. Each year two trustees, up to four Religious Education Council members, two Social Responsibilities Council members, and two Nominating Committee members, shall be elected to three-year terms commencing the first day of July following the annual meeting at which they are elected.</p> <p>B. No individual may serve more than four consecutive years in the same position.</p>	<p>Changes reflect terms of two years, with the potential for a second full term, for all positions except Endowment Trustees.</p> <p>Term limits are set at five consecutive years, to allow a person who is appointed to fill a vacancy to run for two full terms.</p> <p>Endowment Trustees continue to be elected to five-year terms.</p>

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<p>Section 3. Endowment Trust Terms</p> <p>A. Each year, one Endowment Trustee shall be elected to a five-year term.</p> <p>B. No person may serve more than seven consecutive years as an Endowment Trustee.</p>	<p>Section 4. Five-Year Terms</p> <p>A. Each year one Endowment Trustee shall be elected to a five-year term commencing the first day of July following the annual meeting at which he or she is elected.</p> <p>B. No individual may serve more than seven consecutive years as an Endowment Trustee.</p>	<p>Editing for clarity.</p>
<p>Section 4. Vacancies</p> <p>A. A vacancy in the office of President shall be filled by the Vice-President.</p> <p>B. In the event that the office of President becomes vacant twice in the same term, a special congregational election managed by the Nominating Committee shall be held to fill the unexpired term.</p> <p>C. The Board shall fill any other vacancy by appointment upon recommendation of the Nominating Committee until the next annual meeting, when an election shall be held to fill the remainder of the unexpired term.</p>	<p>Section 5. Vacancies</p> <p>A. A vacancy in the office of president shall be filled by succession of the vice president.</p> <p>B. In the event that the office of president becomes vacant twice in the same year, a special congregational election managed by the Nominating Committee shall be held to fill the unexpired term.</p> <p>C. All other vacancies shall be filled by appointment of the Board of Trustees and upon recommendation of the Nominating Committee until the next annual meeting, at which time such vacancies shall be filled for the remainders of the unexpired terms in accordance with the procedures stated in Article IX of these bylaws.</p>	<p>Editing for clarity.</p>

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<p>Section 5. Removal</p> <p>A. A person holding an elected position may be removed from office for failure to maintain active membership, habitual failure to attend meetings, or incapacity to discharge the position's duties, as determined by at least six voting members of the Board.</p> <p>B. A person holding an elected position may be removed from office for cause by a two-thirds vote of the active members of the Society participating in a congregational meeting. The cause of such removal shall be stated in the resolution of removal, and a copy of the proposed resolution shall be served upon the person concerned at least two weeks before the meeting.</p>	<p><b>Section 6. Removal</b></p> <p>A. Disqualification, habitual failure to attend meetings, or incapacity of an elected individual to discharge the duties of the position may be determined by the vote of at least nine members of the Board of Trustees, and that position declared vacant.</p> <p>B. An elected individual may be removed for cause by a two-thirds vote of the active members of the Society present at a congregational meeting.</p> <p>C. The cause of such removal shall be stated in the resolution of removal, and a copy of the proposed resolution shall be served upon the person concerned at least two weeks before the meeting.</p>	<p>Edited to reflect new Board size and for clarity.</p>

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<p><b>ARTICLE VI. NOMINATIONS AND ELECTIONS</b></p> <p>Section 1. Nominating Committee</p> <p>A. The Nominating Committee shall consist of six elected members.</p> <p>B. The Committee shall be responsible for supervising the nomination and election procedures for all elected positions, including the Nominating Committee.</p> <p>C. It shall receive nominations by request, or at its discretion nominate candidates, and ensure that there is at least one nominee for each open position of officer, Board Trustee, Endowment Trustee, Assistant Treasurer, and at least two nominees for each open position of Nominating Committee member.</p> <p>D. It shall ascertain that all nominees are qualified and willing to serve, and inform each nominee of the duties of the position.</p>	<p><b>ARTICLE IX. NOMINATIONS AND ELECTIONS</b></p> <p>Section 1. Nominating Committee</p> <p>This committee shall consist of six members of the Society elected and serving in accordance with Articles VIII and IX of these bylaws. The committee will select one of its members as chair.</p> <p>Section 2. Duties</p> <p>A. The Nominating Committee shall be responsible for supervising the nomination and election procedure for all elected positions including the Nominating Committee.</p> <p>B. It shall receive nominations by request, ascertain that all nominees are qualified and willing to serve, and inform each nominee of the duties of the position.</p> <p>C. It shall at its discretion nominate candidates in addition to those nominated by request and ensure that there is at least one nominee for each position of officer, trustee, endowment trustee, council chair, assistant treasurer, elected council member; and at least two nominees for each position of Nominating Committee member.</p>	<p>Editing for clarity.</p>



<b>Proposed Bylaws</b> <b>Draft as of May 29, 2020</b>	<b>Current Bylaws</b> <b>Last Amended 1/10/16</b>	<b>Explanation of Changes</b>
<p>Section 2. Nominating Procedure</p> <p>A. By February 15, the Nominating Committee shall publicize the nominating procedure, the positions to be filled, and a call for nominations.</p> <p>B. Until a deadline six weeks prior to the Annual Meeting, nominations of candidates for any position may be made by presenting the Nominating Committee with a request to seek office.</p> <p>C. The slate of candidates shall be included in official notices of the meeting and, along with statements by the nominees, shall be provided to all members at least ten days prior to the Annual Meeting.</p> <p>D. No distinction shall be made between those nominated by request and those nominated by the committee.</p>	<p>Section 3. Nominating Procedure</p> <p>A. By February 15 the Nominating Committee shall publicize the nominating procedure, the positions to be filled, and a call for nominations.</p> <p>B. Until a deadline six weeks prior to the annual meeting, nominations of candidates for any position may be made by presenting the Nominating Committee with a request to seek office.</p> <p>C. The slate of candidates shall be included in official notices of the meeting and, along with statements by the nominees, shall be mailed to all members at least ten days prior to the annual meeting.</p> <p>D. No distinction shall be made between those nominated by request and those nominated by the committee.</p>	<p>No change.</p>
<p>Section 3. Elections</p> <p>A. Two ballots shall be prepared, one for contested positions and one for uncontested positions.</p> <p>B. Absentee ballots for elections only shall be issued upon request to active members and, to be valid, must be returned at least forty-eight hours before the election.</p> <p>C. Balloting will be by the ranked choice method.</p>	<p>Section 4. Elections</p> <p>A. Two ballots shall be prepared, one for uncontested positions and one for contested positions. Additional separate ballots may be presented at the discretion of the Nominating Committee.</p> <p>B. Absentee ballots for elections only shall be issued upon request to active members and, to be valid, must be returned at least forty-eight hours before the election.</p> <p>C. To be elected, a candidate must receive a majority vote.</p> <p>D. Balloting shall be by the ranking of choice method.</p> <p>E. When terms of different lengths are considered together, the longest terms shall go to the candidates with the most votes.</p>	<p>Updates the term used to describe our voting method.</p> <p>When there is a partial term to be filled, allows the Nominating Committee to propose a candidate for the partial term instead of relying on the congregational vote to determine who fills the shorter term.</p>

Proposed Bylaws Draft as of May 29, 2020	Current Bylaws Last Amended 1/10/16	Explanation of Changes
	<p><b>ARTICLE X. STAFF</b></p> <p>Section 1. Personnel Committee</p> <p>A. This committee shall be appointed by the Board of Trustees in June and shall consist of a member of the Board of Trustees of the Society and four other active members, appointed for three year overlapping terms.</p> <p>B. The committee will select one of its own members as chair.</p> <p>C. Members may not serve more than five consecutive years.</p> <p>D. This committee shall facilitate communication between members of the Society and the staff and shall focus its attention on performance, salaries, benefits, and working conditions of all staff.</p> <p>E. This committee shall provide for an annual performance review of each staff member in accord with the Personnel Manual. The committee will report annually to the Board of Trustees.</p> <p>F. The committee is also responsible for maintaining the Personnel Manual.</p>	<p>The purposes and duties of a Board-appointed committee should be stated in policy adopted by the Board.</p>

<p><b>ARTICLE VII. MINISTER AND MINISTRIES</b></p> <p>Section 1. Minister</p> <p>A. The Society shall engage a Minister who shall provide leadership for the religious life of the Society. The Minister shall have freedom of the pulpit to express their opinion. The Minister shall administer the affairs of the Society as delegated by the Board and supervise all Society staff.</p> <p>B. The Minister shall be a non-voting ex-officio member of the Board and may be a non-voting member of any committee or group except the Ministerial Search Committee.</p>	<p>Section 2. Staff Supervision</p> <p>All staff members shall report to the minister or the minister's designee(s), subject to the Board's authority under Article V, section 2 of these bylaws.</p> <p>Section 3. Ministerial Staff</p> <p>A. Minister</p> <ol style="list-style-type: none"> <li>1. The Society shall engage a minister who shall provide leadership for the religious life of the Society.</li> <li>2. The minister shall work closely with all Society staff, ensure weekly Sunday services during the church year as defined by the Board of Trustees, work with the religious education program, provide guidance, counseling and referral services as appropriate, and implement ministerial action agreed upon by the Board of Trustees.</li> <li>3. In addition to a full report at the annual meeting, the minister shall report to the Board at least monthly on matters pertaining to the general condition and welfare of the Society.</li> <li>4. The minister shall be a non-voting ex-officio member of the Board and may be a non-voting member of any council or committee except the Ministerial Search Committee and such Special Committees as the Board so designates.</li> </ol> <p>B. Assistant Ministers</p> <p>One or more assistant ministers, who shall be accountable to the minister, may be engaged by the Society.</p> <p>C. Interim Minister</p> <ol style="list-style-type: none"> <li>1. The decision to engage an interim minister shall be made at a congregational meeting by the active members of the Society.</li> <li>2. If a majority of the active members present vote in favor of engaging an interim minister, the Board of Trustees shall proceed with the selection and appointment.</li> </ol>	<p>Simplify and remove unneeded detail.</p>
<p>Section 2. Ministerial Search Committee and Call</p>	<p>D. Ministerial Search Committee and Call</p>	<p>Edited for clarity.</p>

<b>Proposed Bylaws</b> <b>Draft as of May 29, 2020</b>	<b>Current Bylaws</b> <b>Last Amended 1/10/16</b>	<b>Explanation of Changes</b>
<p>A. When, at a properly called congregational meeting, a simple majority of the active members of the Society resolve that it is advisable to select a Minister, the Nominating Committee shall prepare a slate of 12 candidates, broadly representative of the Society, to compose the Ministerial Search Committee.</p> <p>B. Voting for the Ministerial Search Committee shall take place at a special meeting by written ballot. Balloting shall be by the ranked choice method and the nine persons receiving the most favorable votes will compose the Ministerial Search Committee. The others will serve as first, second, and third alternates.</p> <p>C. The name of a ministerial candidate to be placed before the Society as the committee's choice must have the support of at least seven members of the committee.</p> <p>D. To be called as Minister of the Society, the candidate must receive the votes of at least 85 percent of the active members participating in a special meeting called for this purpose. The candidate shall be informed of the exact count of the vote.</p> <p>E. If the candidate fails to be elected or withdraws after selection by the committee, the Ministerial Search Committee will resume its work and present another candidate in like manner until a candidate is called to be Minister of the Society by the requisite number of votes and accepts the call.</p>	<p>1. When, at a properly called congregational meeting, the members of the Society resolve that it is advisable to select a minister or assistant minister, the Nominating Committee shall prepare a slate of twelve candidates, broadly representative of the Society, for the Ministerial Search Committee.</p> <p>2. At a special meeting of the Society, voting for the Ministerial Search Committee shall take place by written ballot. Balloting shall be by the ranking of choice method and the nine persons receiving the most votes will compose the Ministerial Search Committee. The others will serve as first, second, and third alternates.</p> <p>3. The committee will choose its own chair and will conduct its search according to the guidelines established by the Department of Ministry of the Unitarian Universalist Association.</p> <p>4. The name of a ministerial candidate to be placed before the Society as the committee's choice must have the support of at least seven members of the committee.</p> <p>5. To be called as minister of the Society, the candidate must receive the votes of at least eighty-five percent of the active members present and voting by written ballot at a congregational meeting called for this purpose. The candidate shall be informed of the exact count of the vote.</p> <p>6. If the candidate fails to be elected or withdraws after selection by the committee, the Ministerial Search Committee will resume its work and present another candidate in like manner until a candidate is called to be minister of the Society by the requisite number of votes and accepts the call.</p>	
<p>Section 3. Minister's Compensation and Conditions</p> <p>The Minister shall have a contract with the Society, which shall be negotiated by the Board and the Minister and shall include compensation and conditions.</p>	<p>E. Minister's Compensation and Conditions</p> <p>1. After the calling of a minister, a letter of agreement between the minister and the Board of Trustees shall set forth the compensation and conditions of the minister's</p>	<p>Places responsibility for the minister's contract with the Board.</p>

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	<p>employment and shall be ratified by the membership. Thereafter, the minister's performance shall be reviewed in accordance with Article X sec. 1.</p> <p>2. The minister's compensation and conditions of employment shall be proposed by the Board annually and shall be confirmed by the membership through the budget process.</p> <p>3. The term of a minister's service shall be indefinite, subject to resignation, retirement, or dismissal for any reason. Such provision shall be incorporated in any contractual agreement with the minister.</p>	
<p>Section 4. Resignation or Retirement</p> <p>The Minister must provide the Board with at least six months' advance written notice of their resignation or retirement. The Board may allow an interval of less time.</p>	<p>4. Resignation or Retirement</p> <p>a. Should a minister offer his or her resignation, at least three months' notice must be given at the time the resignation is made. The Board may allow an interval of less time.</p>	<p>Increases required notice from three to six months.</p>
<p>Section 5. Dismissal</p> <p>A. The Minister may be dismissed by a majority vote of the active members participating at a special meeting called for the purpose or for cause as set forth in the contract between the Minister and the Society.</p> <p>B. The quorum for such a meeting shall be equal to a majority of the number of active members.</p> <p>C. This meeting shall be called by the Board on its own authority, or upon a signed request of 20 percent or more of the number of active members.</p> <p>D. In the event of a Minister's dismissal other than for cause, their compensation and other benefits shall be continued for a minimum of three months after the date of the vote for dismissal in exchange for such service to the Society as may be directed by the Board.</p>	<p>5. Dismissal</p> <p>a. The minister may only be dismissed by a majority vote of the active members present at a special meeting legally called for the purpose.</p> <p>b. The quorum for such a meeting shall be equal to forty percent of the certified number of members.</p> <p>c. This meeting shall be called by the Board on its own authority, or upon a written request signed by a number of active members that is equal to twenty percent of the certified number of members.</p> <p>d. In the event of a minister's dismissal, his or her salary and allowance shall be continued for a minimum of three months after the date of the vote for dismissal in exchange for such service to the Society as may be directed by the Board of Trustees.</p>	<p>Increases the quorum for a special meeting considering dismissal from 40 percent to a majority.</p>

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<p>Section 6. Other Staff</p> <p>The Board may engage other staff as deemed appropriate.</p>	<p>Section 4. Other Staff</p> <p>The Society may engage other staff, including but not limited to those listed in this section.</p> <p>A. Administrative Staff</p> <ol style="list-style-type: none"> <li>1. The administrative staff shall provide administrative and secretarial services to the minister and the membership.</li> <li>2. These individuals shall be selected by the Personnel Committee in consultation with the minister and subject to approval of the Board of Trustees.</li> </ol> <p>B. Religious Education Director</p> <ol style="list-style-type: none"> <li>1. The religious education director, in consultation with the minister, shall implement the religious education programs and activities developed by the Religious Education Council.</li> <li>2. To select a new religious education director, the Religious Education Council shall recruit, subject to approval by the Board of Trustees, a search committee composed of two members of the Religious Education Council, a member of the Personnel Committee, a member of the Board of Trustees, and the minister.</li> <li>3. The recommendation of this committee shall be submitted to the Religious Education Council for approval and then to the Board of Trustees for approval.</li> </ol> <p>C. Music Director</p> <ol style="list-style-type: none"> <li>1. The music director shall be responsible for the musical aspects of the weekly services and shall facilitate enrichment of the musical life of the Society.</li> <li>2. This individual shall be engaged by the Personnel Committee in consultation with the minister and Music Committee and subject to approval of the Board of Trustees.</li> </ol>	<p>Titles and job descriptions do not belong in the bylaws. This provides our congregation with the flexibility to address changing needs and goals.</p> <p>The Board should adopt policy to define who is responsible for decisions about staffing and to set out any requirements for the decision-making process.</p>
<p>Section 7. Ministries and Operations Team</p> <ol style="list-style-type: none"> <li>1. The ministry of the Society shall be shared with professional leadership and lay participation.</li> <li>2. The Board may appoint a Ministries and Operations Team, which shall include the Minister, to manage the</li> </ol>	<p><b>ARTICLE VI. COUNCILS</b></p> <p>Section 1.</p> <p>A. Each council shall meet at a frequency, time and place as it shall determine.</p>	<p>Our current bylaws call for an elected Religious Education Council and partly-elected Social Responsibility Council in addition to the Board. The</p>

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<p>operations and the programs of the Society as delegated by the Board.</p>	<p>B. Council meetings shall be open to all members of the Society who shall be informed in advance of the meetings and who may participate in discussions.</p> <p>Section 2. Program Coordinating Council (PCC)</p> <p>A. The vice-president of the Society shall be the chair of this council.</p> <p>B. Members shall be the chairs (or their designees) of the councils and committees of the Society.</p> <p>C. This council shall oversee and coordinate the lay ministry of the Society.</p> <p>D. It shall promote communication and cooperation among the councils, committees, and affiliated groups of the Society and offer recommendations and support to these entities and to the minister. It may initiate and promote programs and activities meant to strengthen the lay ministry.</p> <p>E. It shall maintain an up-to-date roster of chairs and members of all committees and councils.</p> <p>Section 3. Religious Education Council</p> <p>A. This council shall consist of a chair and eight to twelve members, elected and serving in accordance with Articles VIII and IX of these bylaws, and the religious education director.</p> <p>B. The chair is an ex-officio member of the Board of Trustees.</p> <p>C. Volunteer participants in the program shall be approved by the council upon recommendation of the religious education director.</p> <p>D. This council shall foster and maintain a religious education program for the children and youth of the Society and shall have direct supervision and control of this program.</p>	<p>Program Coordinating Council was supposed to be a setting for the leaders of the councils, committees and affiliated groups to meet to coordinate activities. With dozens of committees and programs, this was not practical. It also did not take into account the important program leadership of Albany UU staff.</p> <p>Last year, the Board appointed a Ministries and Operations Team (MOT) to lead, coordinate and support the programs and ministries of our congregation, following the Board's vision and direction. MOT is convened by Rev. Sam and includes 4 lay leaders as well as our church administrator and director of religious education and family ministry.</p> <p>The proposed bylaws do not define committees, other than the elected Nominating Committee. Committees will be charged and appointed by the Board. The ministries and programs of the congregation will be carried out by teams, coordinated by the MOT.</p>

#### Section 4. Social Responsibilities Council

A. This council shall consist of a chair and six at-large members, each elected and serving in accordance with Articles VIII and IX of these bylaws, and up to five additional members appointed annually by a majority of the elected individuals on this council.

B. Each appointed member must be an active member of the Society.

C. The chair is an ex-officio member of the Board of Trustees.

D. This council shall guide and coordinate education and action in the realm of social issues of moral and ethical significance. It may issue statements of public support and endorsement consistent with the positions and policies of this Society, the St. Lawrence District of the UUA, or the Unitarian Universalist Association of Congregations.

E. This council may initiate and promote activities consistent with these statements.

#### **ARTICLE VII. COMMITTEES AND GROUPS**

##### Section 1. Standing Committees

A. The Standing Committees are those committees established for governance purposes by these Bylaws, specifically: Stewardship, Finance, Membership, Nominating, Personnel and the Committee on Professional Ministry.

B. The Society may create new Standing Committees by amendment to these Bylaws.

C. Any new Standing Committee shall be chaired by an active member of the Society.

##### Section 2. Committees

A. The Board of Trustees may establish other committees of the Society.

1. When a committee is established, the Board of Trustees shall appoint a chairperson who is an active member and prescribe the number of members and limits on their terms.



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	<p>a. All committees shall have a minimum of two members in addition to the chair.</p> <p>b. The duties, activities and goals of the committee shall be specified in a charter passed as a resolution of the Board of Trustees.</p> <p>c. All charters shall include a duty to report to the Board of Trustees, including as a minimum a requirement to report annually on the committee's activities. The charter may provide for additional reporting content and frequency.</p> <p>d. The Board may determine that the provisions of this section shall apply to any committee existing on December 31, 2012.</p> <p>Section 3. Special Committees The Board of Trustees may establish a special committee on its own initiative or at the request of Society members by defining said committee's task and appointing a chair who is an active member. The Special Committee shall be subject to such other provisions of this Article as the Board of Trustees may determine.</p> <p>Section 4. Regular Meetings Regular meetings of standing committees, committees and special committees (except those of the Committee on the Professional Ministry, Ministerial Search, Nominating, Personnel, and such Special Committees as the Board so designates) shall be publicized and open to all members and friends of the Society.</p> <p>Section 5. Affiliated Groups and Organizations Additional groups may function which will further the purpose of the Society, enrich the lives of its members, and/or serve the larger community. No group or organization shall be entitled to represent itself as a part of</p>	

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	<p>or affiliated with the Society unless it is formally recognized by the Board of Trustees.</p> <p><b>ARTICLE X. STAFF</b>  F. Committee on the Professional Ministry  1. This committee shall consist of no fewer than three and no more than six active members of the Society appointed in June by the Board in consultation with the minister. They shall serve for overlapping three-year terms; no individual may serve more than four consecutive years.  2. The committee will select one of its own members as chair.  3. Meetings shall be held at a frequency, time and place as the committee determines.  4. The committee shall facilitate communication between members of the Society and the minister(s). It shall advise the minister(s) about conditions within the congregation that affect relations between minister(s) and members, work with the minister(s) in establishing and clarifying role expectations and realistic priorities and communicate same to the congregation, and assist the minister(s) in matters of continuing education and professional development.</p>	
<p><b>ARTICLE VIII. FINANCIAL POLICY</b>  Section 1. Fiscal Year  The fiscal year of the Society shall begin on July 1 and end on June 30.</p>	<p><b>ARTICLE XI. FINANCIAL POLICY</b>  Section 1. Fiscal Year  The fiscal year of the Society shall commence on July 1 and end on June 30, beginning July 1, 1998.</p>	<p>Same fiscal year.</p>
<p>Section 2. Board Responsibility  The Board shall prudently manage Society funds consistent with all applicable laws, these bylaws, and the policies that it has adopted.</p>		<p>Instead of including detailed policies and procedures, the proposed bylaws place the authority for prudent management with the Board. The Board may adopt policies and delegate authority to</p>

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		committees in order to carry out its responsibilities.
	Section 2. Assessments No assessment shall be levied on members unless it is approved by the membership at a congregational meeting.	Bylaws do not need to address all possible scenarios; this is a very unlikely one
Section 3. Real Property No real property shall be purchased, mortgaged, sold, exchanged, leased, demolished, or erected unless such action has been authorized by the membership at a congregational meeting.	Section 3. Property A. No real property shall be purchased, mortgaged, sold, exchanged, leased for a period greater than five years, or erected unless such action has been authorized by the membership at a congregational meeting. B. No personal property that exceeds \$500 in value shall be sold or otherwise disposed of unless authorized by the Board of Trustees.	Restrictions on disposal of personal property are more appropriately described in policies and procedures than in bylaws.
Section 4. Budget The Board shall create and publicize a proposed budget for the following fiscal year for approval at the annual meeting.	Section 4. Budgets A. For its January meeting, the Finance Committee shall gather budget requests from the councils, committees and groups, and develop a preliminary budget for consideration by the Stewardship Committee and the Board of Trustees. B. The treasurer, upon advice and consent of the Finance and Stewardship Committees, will recommend a plan for the annual budget process to the Board of Trustees. C. The final budget shall be disseminated before and presented at the annual meeting for approval by the membership.	Drops detail on the process. The budget process could be defined in Board policy or In operating procedures.

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<p>Section 5. First Unitarian Universalist Society Endowment Trusts</p> <p>A. The Society shall maintain Endowment Trusts for the purposes of investing and managing gifts and bequests made to the Society.</p> <p>B. All past and future gifts and bequests made to the Society for permanent endowment shall be held by the Trusts.</p> <p>C. The Endowment Trustees shall manage the Endowment Trusts in accordance with the provisions of the applicable Declarations of Trust.</p>	<p>Section 7. First Unitarian Universalist Society Endowment Trust</p> <p>A. The Society shall maintain an Endowment Trust for the purposes of investing and managing <i>inter vivos</i> gifts and testamentary bequests made to the Society by its members and other individuals or entities.</p> <p>B. All past and future gifts and bequests made to the Society for permanent endowment shall be held by the Trust.</p> <p>C. The Endowment Trustees shall manage the Endowment Trust in accordance with the provisions of the Declaration of Trust.</p> <p>D. In addition to the annual report to the membership required by paragraph 7 of the Declaration of Trust-First Unitarian Universalist Society of Albany or FUUSA Endowment Trust, the endowment trustees shall publish in the Society's February newsletter a financial statement indicating the December 31 value of the Trust.</p> <p>E. Policies and procedures enumerated and described in the Declaration of Trust will take precedence over the requirements of Sections 3 and 5 of this Article XI.</p> <p>F. The Endowment Trustees shall annually designate one of their number to assist the Treasurer by maintaining the financial records of the Endowment Trust.</p>	<p>Recognizes that the Endowment Trustees are now managing more than one Trust.</p> <p>Eliminates detail which could be adopted by the Trustees as policy or procedure.</p>
<p>Section 6. Assistant Treasurer</p> <p>The Assistant Treasurer shall oversee the collection of annual pledge payments and provide other services and assistance to the Society and the Treasurer as needed.</p>	<p>Section 11. Assistant Treasurer</p> <p>A. The assistant treasurer shall oversee the collection and monitoring of annual pledge payments from the Society's members and friends, supporting and encouraging timely payment of current year pledges as well as satisfaction of any shortfalls in prior year pledge payments.</p> <p>B. The assistant treasurer shall assist the Treasurer in managing the Society's financial operations.</p>	<p>More concise description of Assistant Treasurer's duties.</p>

	<p>Section 5. Expenditures and Appropriations</p> <p>A. No contract or obligation involving an expenditure of more than \$20,000 shall be made or incurred, unless such action is authorized by the membership at a congregational meeting, except that in the event of an emergency declared by three quarters of the members of the Board, no contract or obligation involving an expenditure of more than \$50,000 shall be made or incurred. The Board meeting declaring an emergency may be convened by telephone or email and the President shall poll the Board members and record their votes.</p> <p>B. Committees, councils and other entities in the Society are authorized to expend the funds appropriated for their use in the operating budget during the year of appropriation.</p> <p>C. The Board of Trustees, with the recommendation of the Finance Committee, may reduce appropriations or authorize additional expenditures according to the funds available, not to exceed a total of five percent of the total budget during a fiscal year.</p> <p>Section 6. Capital Reserve and Emergency Fund</p> <p>A. This fund may be designated by donors as the repository of their financial gifts.</p> <p>B. The Board of Trustees shall have full power to invest, reinvest, and transfer such funds in trust or for deposit, within the limits of the provisions of the Religious Corporations Law.</p> <p>C. The income from this fund may be included in the operating budget or allocated by the Board of Trustees unless restricted by the terms of a donation.</p> <p>D. All or any part of the fund may be used for any Society purpose but only in amounts and for purposes directed by a resolution passed at a congregational meeting, unless the expenditure is less than the limit imposed by section 5(a) of these bylaws, \$20,000, or the Board has met, voted and determined, in accord with section 5(a) that an emergency</p>	<p>Instead of including detailed policies and procedures, the proposed bylaws place the authority for prudent management with the Board. The Board may adopt policies and delegate authority to committees in order to carry out its responsibilities.</p>
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	<p>exists and the expenditure is less than the limit imposed by section 5(a) of these bylaws, \$50,000.</p> <p>E. It shall be the intent of the Society to include specific contributions to this fund as part of the operating budget when there is no long-term debt obligation on the Society's part.</p> <p>Section 8. Other Accounts</p> <p>A. The councils, committees, and affiliated groups of the Society may maintain separate bank accounts, upon approval of the Board of Trustees.</p> <p>B. The Society's treasurer shall be an authorized signatory and shall be provided with a full statement of receipts and disbursements at the end of the Society's fiscal year.</p> <p>C. Should the group become inactive, any remaining funds shall be transferred and retained as a designated fund for one year at which time the Board of Trustees shall determine their appropriate disposition.</p> <p>Section 9. Fund-Raising</p> <p>All fund-raising by groups in the Society, and any solicitations of Society members and friends, must be in accordance with guidelines established by the Board of Trustees.</p> <p>Section 10. Legal Authority</p> <p>A. The treasurer or the Executive Committee of the Board must approve the withdrawal of funds from the Society's accounts.</p> <p>B. Signatories for withdrawal may be any one of the following officers: president, vice-president, treasurer.</p> <p>C. Any other contract, deed, mortgage, legal document or instrument that binds the Society must be first approved by the Board and subsequently signed by any two of the above officers.</p> <p>Section 12. Finance Committee</p>	
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	<p>A. The Finance Committee shall be appointed by the Board of Trustees in June of each year and shall consist of the treasurer, the assistant treasurer, the Stewardship Committee chair, and six other active members appointed for three-year overlapping terms.</p> <p>B. The committee shall elect its chair annually from among its members, except that the Treasurer, Assistant Treasurer and Stewardship Committee Chair may not serve as chair of the Finance Committee.</p> <p>C. The committee shall be responsible for the implementation of the financial policies of the Society. It may develop and revise financial procedures and plan relevant projects, subject to the review and approval of the Board of Trustees.</p> <p>D. The treasurer shall report the committee's findings and recommendations directly to the Board. The Committee shall among other duties:</p> <ol style="list-style-type: none"> <li>1. Develop and maintain reports and records, which shall include preparing accurate and meaningful financial statements, budgets, capital expenditure programs, pledge collection information, and any other reports deemed advisable by the committee or the Board of Trustees.</li> <li>2. Review annually insurance requirements and policies and make recommendations for changes to the Board of Trustees.</li> <li>3. Upon receipt of a financial review obtained under Section 15 of this Article, make appropriate recommendations to the Board of Trustees.</li> <li>4. Perform the budget functions described in Article XI, Section 4.</li> <li>5. Manage the Society's financial assets, including ensuring safekeeping of the financial records, making recommendations to the Board of Trustees concerning the sale or purchase of assets and the pledge of assets as collateral, and making recommendations to the Board of Trustees concerning investment of funds.</li> </ol> <p>Section 13. Stewardship Committee</p>	
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Proposed Bylaws Draft as of May 29, 2020	Current Bylaws Last Amended 1/10/16	Explanation of Changes
	<p>A. The Stewardship Committee shall be responsible for the development, conduct, and maintenance of the annual financial canvass of members and friends of the Society and also for the development, conduct, and maintenance of an ongoing program for canvassing new members.</p> <p>B. The committee shall coordinate its program and activities with the Finance Committee.</p> <p>C. The chair shall be appointed by the Board of Trustees in consultation with the treasurer and the Finance Committee.</p> <p>D. Membership shall include the assistant treasurer and other Society members selected by the chair.</p> <p>Section 14. Financial Policy At least once every five years, beginning with fiscal year 2004-2005, the Board of Trustees shall obtain a written report of the Society's financial condition and accounting procedures prepared by a qualified, independent third party.</p>	
<p><b>ARTICLE IX. AMENDMENTS, SUSPENSIONS, AND RESOLUTIONS</b></p> <p>Section 1. Amendments and Suspensions These bylaws may be amended or repealed, or a section or sections may be suspended for up to one year, by a two-thirds vote of the active members at a congregational meeting.</p>	<p><b>ARTICLE XII. AMENDMENTS, RESOLUTIONS AND SUSPENSIONS</b></p> <p>Section 1. Amendments and Suspensions These bylaws may be amended or repealed or a section or sections may be suspended for up to one year by a two-thirds vote of the members of the Society present and voting at a congregational meeting.</p>	<p>Added commas for clarity.</p>



<b>Proposed Bylaws</b> <b>Draft as of May 29, 2020</b>	<b>Current Bylaws</b> <b>Last Amended 1/10/16</b>	<b>Explanation of Changes</b>
<p>Section 2. Congregational Resolutions</p> <p>A. Proposed resolutions must be signed by at least 10 percent of active members and presented in writing to the President of the Society at least three weeks prior to any congregational meeting.</p> <p>B. When no such meeting has been called, the fulfillment of this requirement shall be considered a request for a special meeting.</p> <p>C. Resolutions may also be submitted by the Board for congregational action at a meeting called in accordance with Article IV of these bylaws. A simple majority vote of the active members participating in a meeting is required for adoption of a resolution pertaining to the Society's membership and/or its organizational, physical, or financial structure (or "internal resolution").</p> <p>D. In addition to internal resolutions, the Society may also adopt resolutions which address issues and situations relevant to the local, national, or world community ("non-internal resolution"). A two-thirds vote of the active members participating in a meeting is required for adoption of a non-internal resolution.</p>	<p>Section 2. Resolutions</p> <p>A. Resolutions, with a number of supporting signatures of active members that is equal to ten percent of the certified number of members, must be presented in writing to the president of the Society at least three weeks prior to any congregational meeting.</p> <p>B. When no such meeting has been called, the fulfillment of this requirement shall be considered a request for a special meeting.</p> <p>C. Resolutions may also be submitted by the Board of Trustees for congregational action at a meeting called in accordance with Article III of these bylaws. A simple majority vote of the members present and voting at a meeting is required for adoption of an internal resolution pertaining to the Society's membership and/or its organizational, physical, or financial structure.</p> <p>D. In addition to internal resolutions, the Society may also adopt resolutions which address issues and situations relevant to the local, national, or world community.</p> <p>1. A two thirds vote of the members present and voting at a meeting is required for adoption of a non-internal resolution.</p> <p>2. Report and use of such a resolution must, upon the request of any member voting on the matter, include a statement of the percentage of the voters favoring the resolution.</p>	<p>Some edits for clarity.</p> <p>Dropped Section 2.D.2. which gives a single member the power to determine how a congregational vote is reported.</p>
<p><b>ARTICLE X. OTHER LEGAL AND PUBLIC RELATIONS PROVISIONS</b></p> <p>Section 1. Open Records</p> <p>All records of the Society other than those the Board deems to be of a sensitive nature shall be made available for inspection by any member during reasonable office hours or electronically, if available.</p>	<p><b>ARTICLE XIII. OTHER LEGAL AND PUBLIC RELATIONS PROVISIONS</b></p> <p>Section 1. Open Records</p> <p>All records of the Society other than those the Board deems to be of a sensitive nature shall be made available for inspection by any member during reasonable office hours or electronically, if available.</p>	<p>No change.</p>

<b>Proposed Bylaws Draft as of May 29, 2020</b>	<b>Current Bylaws Last Amended 1/10/16</b>	<b>Explanation of Changes</b>
<p>Section 2. Protection of Non-Profit Status</p> <p>Neither the Society nor the Board, nor any officer, employee, or member of the Society shall be authorized to take any action, make any public statement on behalf of the Society, or allow any activity or use of Society property that may endanger the non-profit corporate status or charitable, tax-exempt status of the Society or its property. Nothing in these bylaws shall be construed to allow a violation of this section.</p>	<p>Section 2. Protection of Non-Profit Status</p> <p>The Society, the Board, any officer or employee, or member of the Society shall not be authorized to take any action, make any public statement on behalf of the Society or allow any activity or use of Society property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Society or its property. Nothing in these bylaws shall be construed to allow a violation of this section.</p>	<p>Re-wording for clarity.</p>
<p>Section 3. Conflicts of Interest</p> <p>A. All members of the Board shall be governed by the Society's Policy on Conflicts of Interest.</p> <p>B. Chairs and members of committees and groups shall have a duty to disclose any real or perceived conflict of interest prior to their participation, by discussion or vote, in a matter under consideration by the committee or group. The committee or group may vote to permit such participation despite the conflict, with notice given to the Board. Any failure to make such disclosure, or participation in an action taken despite a conflict of interest, shall be referred to the Board for appropriate action, which may include ratification, revision or nullification of the action taken.</p>	<p>Section 3. Conflict of Interest</p> <p>A. Any elected or appointed person or a member of a council or committee shall abstain from participating in their role, either by discussion or vote, when that person has a perceived or real conflict of interest in the matter under consideration, unless the committee or council, after such disclosure, votes to allow that person's continued discussion and vote.</p> <p>B. All failures to abstain or disclose shall be referred to the Board of Trustees for appropriate action, which may include, in the Board's sole discretion, ratification, revision or nullification of the action taken.</p>	<p>Board Policy is required by NYS Not-For-Profit Corporation Law.</p>

Proposed Bylaws Draft as of May 29, 2020	Current Bylaws Last Amended 1/10/16	Explanation of Changes
<p><b>ARTICLE XI. DISSOLUTION AND DISTRIBUTION OF ASSETS</b></p> <p>Section 1.</p> <p>Any action to dissolve the Society must be approved by two-thirds vote of active members participating in a congregational meeting called to consider such action, for which meeting written notice has been issued to members eligible to vote in addition to the notice provided in accordance with Article IV of these Bylaws.</p>	<p><b>ARTICLE XIV. DISSOLUTION AND DISTRIBUTION OF ASSETS</b></p> <p>Section 1.</p> <p>Any action to dissolve the Society must be approved by two-thirds vote of active members present at a congregational meeting called to consider such action, for which meeting written notice has been issued to members eligible to vote in addition to the notice provided in accordance with Article III of these Bylaws.</p>	<p>Change in the reference to the article, to reflect renumbering.</p>
<p>Section 2.</p> <p>If the Society is dissolved, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association of Congregations or its legal successor, and the Board of the Society shall perform all actions necessary to effect such conveyance.</p>	<p>Section 2.</p> <p>If the Society is dissolved, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association of Congregations or its legal successor, and the Board of Trustees of the Society shall perform all actions necessary to effect such conveyance.</p>	<p>No change from current bylaws.</p>