
FIRST UNITARIAN UNIVERSALIST SOCIETY OF ALBANY

PROPOSED BYLAWS version 5

ARTICLE I. NAME, PURPOSE, AND AFFILIATION

A. Section 1. Name

B. The name of this religious corporation shall be “First Unitarian Universalist Society of Albany,” referred to as the “Society.”

C. Section 2. Mission and Vision

D. The Society’s actions will be guided by its mission and vision:

A. Mission: We welcome everyone. Our Unitarian Universalist community seeks truth and deeper meaning, pursues justice through inspired action, and cultivates compassion and love for all connected by the web of life.

B. Vision: Albany UU will be an inclusive, welcoming congregation. Our sacred work is to lift hearts, broaden minds and do justice in the world, in service of building beloved community.

E. Section 3. Affiliation

F. This Society shall be a member of the Unitarian Universalist Association of Congregations (“UUA”).

G. Section 4. Inclusion

H. 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.

I. Section 5. Interpretation

J. 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.

ARTICLE II. MEMBERSHIP

K. Section 1. Membership Authority

- A. The membership as defined in this Article holds the final and ultimate authority of the Society.
- 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.
- 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 an enforceable contract.

L. Section 2. Privileges and Responsibilities

Membership in the Society conveys a number of privileges and responsibilities. These include, but are not limited to,

- a. the privilege to vote,
- b. eligibility to hold office,
- c. the shared responsibility of stewardship, including the responsibility to support the Society with a member’s volunteer service and financial contributions.

M.

N. Section 3. Membership Categories

- 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.
- 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.
- C. Inactive – Members who no longer meet the criteria for active membership shall be classified as inactive.
- D. These qualifications may be modified for any person by the Minister and the President of the Society acting together.

O. Section 4. Resignations and Removals

- A. Resignations – Members may withdraw from the Society by submitting a written resignation to the Society.
- B. Removals
 - 1. Persons classified as inactive for one year may be dropped from the membership roll after written notification of the pending action.

-
2. Persons may be separated from the Society for gross misconduct or disruptive behavior in accordance with the policies adopted by the Board.

ARTICLE III. OFFICERS AND BOARD OF TRUSTEES

P. Section 1. Board of Trustees

- Q. 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.

R. 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.

Section 3. Meetings

- A. 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.
- B. 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. An executive session is a meeting which is restricted to Board members and specifically invited guests.

S. Section 4. Board Policies

- A. The Board will establish policies to carry out its responsibilities and govern the activities and operations of the Society (“Board Policies”).
- B. The Board will establish a Board Policy on how members of the congregation will be notified of the establishment, revocation, or amendment of Board Policies and how they may access and comment on Board Policies.

T.

U. Section 5. Quorum and Action by the Board

- V. 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, except that any establishment, revocation, or amendment of Board Policy must receive the affirmative vote of at least five Board members.

ARTICLE IV. CONGREGATIONAL MEETINGS

W.

X. Section 1. Annual Meeting

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.

Y. Section 2. Special and Emergency Meetings

Z. 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.

AA. 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.

BB. Section 3. Notices

A. Except in the case of an emergency meeting, notice of a congregational meeting shall be:

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),
2. Read from the pulpit on the Sundays of posting,
3. Posted on the website and other social media in regular use by the Society, and
4. Included in a mailing to active members by regular or electronic mail at least ten days before the date of the meeting.

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.

C. Content of Notices

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.
2. Annual meeting notices shall include a list of all elected positions to be filled and the nominees for each position.
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.
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.

CC. Section 4. Quorum; Majority Vote

- 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.
- 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.
- 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.
- 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.

ARTICLE V. ELECTED POSITIONS, TERMS, VACANCIES, INCAPACITY AND REMOVAL

DD. Section 1. Qualifications

- A. Any person holding an elected position must be an active member of the Society.
- B. A person may hold only one elected position at a time, with the exception of membership on the Ministerial Search Committee.
- C. Terms for all elected positions shall begin the first day of July following the annual meeting at which they are elected.

Section 2. Officer, Board and Nominating Committee Terms

- 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.
- B. Each year, two Board Trustees shall be elected to two-year terms.
- C. Each year, three members of the Nominating Committee shall be elected to two-year terms.
- D. Each even year, an Assistant Treasurer shall be elected to a two-year term.
- E. No person may serve more than five consecutive years in the same position.

Section 3. Endowment Trust Terms

- A. Each year, one Endowment Trustee shall be elected to a five-year term.
- B. No person may serve more than seven consecutive years as an Endowment Trustee.

Section 4. Vacancies

- A. A vacancy in the office of President shall be filled by the Vice-President.
- 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.
- 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.

EE. Section 5. Removal

- 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.
- 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.

ARTICLE VI. NOMINATIONS AND ELECTIONS

FF. Section 1. Nominating Committee

- A. The Nominating Committee shall consist of six elected members.
- B. The Committee shall be responsible for supervising the nomination and election procedures for all elected positions, including the Nominating Committee.
- 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.
- D. It shall ascertain that all nominees are qualified and willing to serve, and inform each nominee of the duties of the position.

GG. Section 2. Nominating Procedure

- A. By February 15, the Nominating Committee shall publicize the nominating procedure, the positions to be filled, and a call for nominations.
- 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.
- 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.

D. No distinction shall be made between those nominated by request and those nominated by the committee.

HH.Section 3. Elections

- A. Two ballots shall be prepared, one for contested positions and one for uncontested positions.
- 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.
- C. Balloting will be by the ranked choice method.

ARTICLE VII. MINISTER AND MINISTRIES

II. Section 1. Minister

- 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.
- 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.

Section 2. Ministerial Search Committee and Call

- 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.
- 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.
- 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.
- 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.
- 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.

Section 3. Minister's Compensation and Conditions

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.

Section 4. Resignation or Retirement

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.

Section 5. Dismissal

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.

B. The quorum for such a meeting shall be equal to a majority of the number of active members.

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.

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.

JJ. Section 6. Interim Minister and Other Staff

A. The Board may engage an interim minister after such action has been authorized by the membership at a congregational meeting.

B. The Board may engage other staff as deemed appropriate.

Section 7. Ministries and Operations Team

1. The ministry of the Society shall be shared with professional leadership and lay participation.

2. The Board may appoint a Ministries and Operations Team, which shall include the Minister, to manage the operations and the programs of the Society as delegated by the Board.

ARTICLE VIII. FINANCIAL POLICY

Section 1. Fiscal Year

The fiscal year of the Society shall begin on July 1 and end on June 30.

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.

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 4. Budget

The Board shall create and publicize a proposed budget for the following fiscal year for approval at the annual meeting.

Section 5. First Unitarian Universalist Society Endowment Trusts

- A. The Society shall maintain Endowment Trusts for the purposes of investing and managing gifts and bequests made to the Society.
- B. All past and future gifts and bequests made to the Society for permanent endowment shall be held by the Trusts.
- C. The Endowment Trustees shall manage the Endowment Trusts in accordance with the provisions of the applicable Declarations of Trust.

Section 6. Assistant Treasurer

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.

ARTICLE IX. AMENDMENTS, SUSPENSIONS, AND RESOLUTIONS

KK.

LL. Section 1. Amendments and Suspensions

MM. 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.

NN. Section 2. Congregational Resolutions

- 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.
- B. When no such meeting has been called, the fulfillment of this requirement shall be considered a request for a special meeting.
- 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").
- 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.

ARTICLE X. OTHER LEGAL AND PUBLIC RELATIONS PROVISIONS

OO. Section 1. Open Records

PP. 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.

QQ. Section 2. Protection of Non-Profit Status

RR. 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.

Section 3. Conflicts of Interest

A. All members of the Board shall be governed by the Society's Policy on Conflicts of Interest.

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.

ARTICLE XI. DISSOLUTION AND DISTRIBUTION OF ASSETS

SS. Section 1.

TT. 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.

UU. Section 2.

VV. 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.

For the Board's Information:

Issue	Quorum (active members participating)	Voting (active members participating)
Default	20%	Majority
Annual	20%	Majority
Special	20%	Majority
Emergency	20%	2/3
Call minister	Majority (>50%)	85%
Dismiss minister	Majority (>50%)	Default
Purchase/sell property	Majority (>50%)	Default
Removal of elected position	Default	2/3
Amend/repeal/suspend bylaws	Default	2/3
Resolutions	Default	Majority, except 2/3 for non-internal
Dissolution of Society	Default	2/3