

FIRST UNITARIAN UNIVERSALIST SOCIETY OF ALBANY

2013 BYLAWS

*As adopted May 18, 1997, revised 5/16/99, 5/21/2000,
5/19/2002, 5/20/2007, 5/20/2012 and 5/19/2013.*

ARTICLE I. NAME, PURPOSE, AND AFFILIATION

Section 1. Name

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

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 3. Affiliation

This Society shall be affiliated in friendly and cooperative relations with the Unitarian Universalist Association of Congregations ("UUA"), the St. Lawrence District of the UUA, and such other groups as may be determined from time to time by vote of the Society or by vote of the Board of Trustees, subject to disaffirmation by vote of the Society.

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 5. Interpretation

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.

ARTICLE II. MEMBERSHIP

Section 1.

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

Section 2. Active Members

- 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.
- 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.

Section 3. Inactive Members

- 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.

- B. Active status may be resumed at any time by application to the Membership Committee and again demonstrating interest.

Section 4. Youth Members

- 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.
- 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.
- C. Youth membership shall expire when the individual attains the age of 18.

Section 5. Resignations

Members may withdraw from the Society by submitting a written or oral resignation for transmission to the Membership Committee.

Section 6. Removals

- 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.
- B. Members who have moved from the Albany area and not requested active status will be dropped from the membership roll.

Section 7. Membership Roll and Certified Number of Members

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.

Section 8. Membership Committee

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.

ARTICLE III. CONGREGATIONAL MEETINGS

Section 1. Annual Meeting

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.

Section 2. Special Meetings

- 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.
- 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.

Section 3. Emergency Meetings.

- 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.
- 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.
- C. The emergency meeting may not be held on less than 24 hours’ notice by either telephone or electronic notice to all active members.
- 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.
- 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.

Section 4. Notices.

- 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.
- 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.

- 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.
- 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.

Section 5. Quorum and Procedure.

- 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.
- 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.
- C. The parliamentary guide for the conduct of meetings shall be "The Standard Code of Parliamentary Procedure by Alice Sturgis."

ARTICLE IV. OFFICERS

Section 1. Officers

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.

Section 2. President

- 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.

Section 3. Vice-President

- 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.

Section 4. Secretary

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.

Section 5. Treasurer

- 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.
- 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.

ARTICLE V. BOARD OF TRUSTEES**Section 1.**

- 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.
- B. The six trustees shall be elected and shall serve in accordance with Articles VIII and IX of these bylaws.
- 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.
- 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.
 - 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.
 - 2. An executive session is a meeting which is restricted to Board members and specifically invited guests.
- E. A quorum shall be seven Board members, at least two of whom shall be officers.

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.

Section 3. Executive Committee

- A. The Executive Committee of the Board of Trustees shall consist of the officers of the Society and the minister.
- 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.
- 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.

ARTICLE VI. COUNCILS**Section 1.**

- A. Each council shall meet at least six times a year at such time and place as it shall determine.

- 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.

Section 2. Program Coordinating Council (PCC)

- A. The vice-president of the Society shall be the chair of this council.
- B. Members shall be the chairs (or their designees) of the councils and committees of the Society.
- C. This council shall oversee and coordinate the lay ministry of the Society.
- 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.
- E. It shall maintain an up-to-date roster of chairs and members of all committees and councils.

Section 3. Religious Education Council

- 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.
- B. The chair is an ex-officio member of the Board of Trustees.
- C. Volunteer participants in the program shall be approved by the council upon recommendation of the religious education director.
- 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.

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.
 - a. All committees shall have a minimum of two members in addition to the chair.
 - b. The duties, activities and goals of the committee shall be specified in a charter passed as a resolution of the Board of Trustees.
 - 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.
 - d. The Board may determine that the provisions of this section shall apply to any committee existing on December 31, 2012.

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.

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.

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 or affiliated with the Society unless it is formally recognized by the Board of Trustees.

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

Section 1. Qualifications

- A. Any person holding an elected position must be an active member of the Society, whose pledge is not in arrears.
- B. An individual may hold only one elected position at a time with the exception of membership on the Ministerial Search Committee.

Section 2. One-Year Terms

- 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.
- B. No individual may serve more than three consecutive years in the same position.

Section 3. Three-Year Terms

- 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.
- B. No individual may serve more than four consecutive years in the same position.

Section 4. Five-Year Terms

- 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.

- B. No individual may serve more than seven consecutive years as an Endowment Trustee.

Section 5. Vacancies

- A. A vacancy in the office of president shall be filled by succession of the vice president.
- 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.
- 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.

Section 6. Removal

- 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.
- 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.
- 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.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

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.

Section 2. Duties

- A. The Nominating Committee shall be responsible for supervising the nomination and election procedure for all elected positions including the Nominating Committee.
- B. It shall receive nominations by petition, ascertain that all nominees are qualified and willing to serve, and inform each nominee of the duties of the position.

- C. It shall at its discretion nominate candidates in addition to those nominated by petition and ensure that there is at least one nominee for each position of officer, council chair, assistant treasurer, elected council member; and at least two nominees for each position of Nominating Committee member, trustee, and endowment trustee.

Section 3. 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 nominating petition signed by twenty-five active members of the Society.
- 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.
- D. No distinction shall be made between those nominated by petition and those nominated by the committee.

Section 4. Elections

- 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.
- 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. To be elected, a candidate must receive a majority vote.
- D. Balloting shall be by the ranking of choice method.
- E. When terms of different lengths are considered together, the longest terms shall go to the candidates with the most votes.

ARTICLE X. STAFF

Section 1. Personnel Committee

- 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.
- B. The committee will select one of its own members as chair.
- C. Members may not serve more than five consecutive years.

- 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.
- 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.
- F. The committee is also responsible for maintaining the Personnel Manual.

Section 2. Staff Supervision

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.

Section 3. Ministerial Staff

A. Minister

1. The Society shall engage a minister who shall provide leadership for the religious life of the Society.
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.
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.
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.

B. Assistant Ministers

One or more assistant ministers, who shall be accountable to the minister, may be engaged by the Society.

C. Interim Minister

1. The decision to engage an interim minister shall be made at a congregational meeting by the active members of the Society.
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.

D. Ministerial Search Committee and Call

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.
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.
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.
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.
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.
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.

E. Minister's Compensation and Conditions

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 employment and shall be ratified by the membership. Thereafter, the minister's performance shall be reviewed in accordance with Article X sec. 1.
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.

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.
 4. Resignation or Retirement
 - 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.
 5. Dismissal
 - 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.
 - b. The quorum for such a meeting shall be equal to forty percent of the certified number of members.
 - 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.
 - 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.
- F. Committee on the Professional Ministry
1. This committee shall consist of 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 least quarterly.
 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.
 5. When appropriate or when requested by the Board, the committee shall report to the Board regarding issues it is dealing with.

6. The committee shall also report on its activities to the Personnel Committee as part of that committee's annual evaluation of the staff.

Section 4. Other Staff

The Society may engage other staff, including but not limited to those listed in this section.

A. Administrative Staff

1. The administrative staff shall provide administrative and secretarial services to the minister and the membership.
2. These individuals shall be selected by the Personnel Committee in consultation with the minister and subject to approval of the Board of Trustees.

B. Religious Education Director

1. The religious education director, in consultation with the minister, shall implement the religious education programs and activities developed by the Religious Education Council.
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.
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.

C. Music Director

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.
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.

ARTICLE XI. FINANCIAL POLICY

Section 1. Fiscal Year

The fiscal year of the Society shall commence on July 1 and end on June 30, beginning July 1, 1998.

Section 2. Assessments

No assessment shall be levied on members unless it is approved 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.

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.

Section 5. Expenditures and Appropriations

- 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.
- 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.

- 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.

Section 6. Capital Reserve and Emergency Fund

- A. This fund may be designated by donors as the repository of their financial gifts.
- 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.
- 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.
- 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 exists and the expenditure is less than the limit imposed by section 5(a) of these bylaws, \$50,000.
- 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.

Section 7. First Unitarian Universalist Society Endowment Trust

- A. The Society shall maintain an Endowment Trust for the purposes of investing and managing *inter vivos* gifts and testamentary bequests made to the Society by its members and other individuals or entities.
- B. All past and future gifts and bequests made to the Society for permanent endowment shall be held by the Trust.
- C. The Endowment Trustees shall manage the Endowment Trust in accordance with the provisions of the Declaration of Trust.
- 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.
- 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.

- F. The Endowment Trustees shall annually designate one of their number to assist the Treasurer by maintaining the financial records of the Endowment Trust.

Section 8. Other Accounts

- A. The councils, committees, and affiliated groups of the Society may maintain separate bank accounts, upon approval of the Board of Trustees.
- 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.
- 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.

Section 9. Fund-Raising

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.

Section 10. Legal Authority

- A. The treasurer or the Executive Committee of the Board must approve the withdrawal of funds from the Society's accounts.
- B. Signatories for withdrawal may be any one of the following officers: president, vice-president, treasurer.
- 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.

Section 11. Assistant Treasurer

- 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.
- B. The assistant treasurer shall assist the Treasurer in managing the Society's financial operations.

Section 12. Finance Committee

- 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.
- 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.
 - 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.
 - D. The treasurer shall report the committee's findings and recommendations directly to the Board. The Committee shall among other duties:
 - 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.
 - 2. Review annually insurance requirements and policies and make recommendations for changes to the Board of Trustees.
 - 3. Upon receipt of a financial review obtained under Section 15 of this Article, make appropriate recommendations to the Board of Trustees.
 - 4. Perform the budget functions described in Article XI, Section 4.
 - 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.

Section 13. Stewardship Committee

- 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.
- B. The committee shall coordinate its program and activities with the Finance Committee.
- C. The chair shall be appointed by the Board of Trustees in consultation with the treasurer and the Finance Committee.
- D. Membership shall include the assistant treasurer and other Society members selected by the chair.

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.

ARTICLE XII. AMENDMENTS, RESOLUTIONS AND SUSPENSIONS**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.

Section 2. Resolutions

- 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.
- 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 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.
- 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.
 - 1. A two thirds vote of the members present and voting at a meeting is required for adoption of a non-internal resolution.
 - 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.

ARTICLE XIII. OTHER LEGAL AND PUBLIC RELATIONS PROVISIONS

Section 1. Open Records

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.

Section 2. Protection of Non-Profit Status

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.

Section 3. Conflict of Interest

- 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.
- 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.

ARTICLE XIV. DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1.

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.

Section 2.

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.