

# BY-LAWS OF THE UNITARIAN UNIVERSALIST CONGREGATION at MONTCLAIR

(AS AMENDED THROUGH May 31, 2020)

## ARTICLE I – NAME AND MISSION STATEMENT

**Section 1.** This Society shall be known as “The Unitarian Universalist Congregation at Montclair.”

**Section 2.** Mission Statement: We are a liberal religious community seeking transformation in our hearts, our homes, our community and our world.

## ARTICLE II – AFFILIATION

This Society shall be affiliated with the Unitarian Universalist Association (“UUA”).

## ARTICLE III – MEMBERSHIP

**Section 1.** Any person who is at least 18 years old and is in accord with the purpose of the Society may become a member by signing the Membership Book. Any person who is at least 14 years old and has completed either the Society’s then current Coming of Age Programs or other programs approved by the minister to reflect the meaning of membership for an individual as a Unitarian Universalist, may become a Youth Member by signing the Membership Book. Such a Youth Member shall have the right to receive notice of and vote at Society meetings and shall have any other rights and privileges granted to, and obligations imposed on, such Youth Members by the Board of Trustees. References in these bylaws to “member” or “members” does not refer to “youth members.”

**Section 2.** Membership as a member or a youth member in the Society shall continue as long as the member or youth member takes an active interest in the work of the Society by attendance at its services, by involvement with any of its activities, and by making an annual pledge resulting in a financial contribution of record, provided that youth membership continues only until the youth member attains the age of 18 years. Should a member or youth member feel that such an annual pledge is a hardship, a request for a waiver may be sought from the minister. The Board of Trustees may remove from the membership roll, the name of any member or youth member who has been inactive for one year or longer or whose acts are inimical to the interests of the Society.

**Section 3.** Membership shall be open to any person regardless of their creed, faith, national origin, race or color, gender, sexual or affectional orientation, age, or physical challenge. In these bylaws where the text requires a specific vote of the membership, the words referring to members and youth members do not mean that the specified percentage applies to each of those types of membership, but rather the vote applies to the combined total of each of the types of membership.

## **ARTICLE IV – BOARD OF TRUSTEES**

**Section 1.** The Board of Trustees shall consist of the elected Officers specified in Article V and eight Trustees, all elected at large. All Officers and Trustees must be members of the Society. No Officer or Trustee shall serve in the dual capacity of officer and Trustee. All Officers shall be members of the Board of Trustees.

**Section 2.** Trustees shall serve for a term of three years and until their successors have been elected. The first year the Board of Trustees has eight members (2020-2021), two Trustees shall be elected and, the second and third years, three Trustees shall be elected. A Trustee may not be elected to two successive terms. Prior non-successive service as a Trustee and service in the non-expired term of another Trustee shall not be counted as part of such three-year term. Trustee vacancies may be filled by the Board of Trustees until the next Annual Meeting of the Society at which time such vacancies shall be filled by election for the non-expired term.

**Section 3.** The Board of Trustees shall have the power and responsibility to do whatever may be necessary for the welfare and interest of the Society, subject to the limitations imposed by law and these By-laws.

**Section 4.** The authority of the Board of Trustees may be exercised between meetings by an Executive Committee, which shall consist of the elected Officers, subject to the limitations as the Board of Trustees may impose.

**Section 5.** Regular meetings of the Board of Trustees shall be held at such times and places as the Board of Trustees may from time to time determine. Notice of such meetings shall be given to each Trustee and each Officer by reasonable means and upon reasonable advance notice before each meeting. All meetings of the Board shall be open to all members of the Society in good standing, including youth members, provided the Board of Trustees may meet in executive session to discuss private or confidential matters such as personnel issues. The Board may also invite such individuals or groups of the larger community to attend Board meetings.

**Section 6.** Special meetings of the Board of Trustees may be called by the President or at the request of any two Trustees. As much advance notice, as is practical, of the time and place of such special meeting shall be given to each member of the Board of Trustees.

**Section 7.** A majority of the members of the Board of Trustees then in office shall constitute a quorum, and all actions of the Board of Trustees shall be taken by a majority vote of those present, except as otherwise provided in these By-laws.

**Section 8.** All employees of the Society, other than those described in Article X, shall be employed by the Board of Trustees. Eligibility for employment by this Society shall not be denied or restricted on the basis of age, creed, faith, national origin, race or color, gender, sexual or affectional orientation, or physical challenge. No member or youth member may be hired as an employee.

## **ARTICLE V – OFFICERS**

**Section 1.** The elected Officers of this Society shall be the President, President-Elect, Past President, Secretary, and Treasurer.

**Section 2.**

- A. The President, President-elect and Past President shall serve for a term of one year and until the next President-elect has been elected. At each Annual Meeting of the Society a President-elect shall be elected. After expiration of the term of the President-elect they shall automatically become the President and upon the expiration of the term of the President they shall automatically become the Past President. For the first year this by law is in effect or if at the end of the term of a President- elect they are unable or unwilling to assume the office of President, both a President and President- elect shall be elected at the annual meeting. If at the end of the term of the President, they are unable or unwilling to assume the office of Past President, the office shall remain vacant until it is next filled under the provisions of this by-law.
- B. The Secretary and Treasurer shall serve for a term of one year and until their successors have been elected, provided that they shall not serve for more than three successive terms in the same office. Prior non-successive service in the same office and service in filling a vacancy in the same office for the non-expired term shall not be counted as part of such three successive terms.

**Section 3.** The President shall preside at all meetings of the Society, the Board of Trustees, and its Executive Committee. The President shall also sign all contracts and other documents in the name of the Society and shall perform all duties usually incident to the office and such duties as may be assigned by the Board of Trustees.

**Section 4.** The President-Elect shall perform the duties of the President in the President's absence or inability to act. They shall become informed about the duties and responsibilities of the President, and the policies and ongoing projects of the Board of Trustees. They shall also undertake such other duties as are assigned to them by the President or Board of Trustees.

**Section 5.** The Past President shall advise and assist the President and President-elect in carrying out their duties and shall assist in ensuring that policies and ongoing projects of the Board of Trustees are adhered to and continued. They shall also undertake such other duties as are assigned to them by the President or Board of Trustees.

**Section 6.** The Secretary shall attend and keep the minutes of all meetings of the Society, the Board of Trustees, and the Executive Committee and shall maintain the minutes or reports of all committee meetings provided to the Board of Trustees. The Secretary may witness the President's signature and affix the seal on all necessary documents. The Secretary shall also perform such duties as may be assigned by the Board of Trustees. Upon reasonable application, the Secretary shall provide any member or youth member access to records of the Society, including the Certificate of Incorporation, these By-laws, the Minutes of all meetings of the Society, all annual Financial Statements and annual Reports, the most recent report of the number of members provided to UUA, and any additional documents that the Board of Trustees shall authorize the Secretary to release.

**Section 7.** The Treasurer shall be the chief financial officer of the Society. The Treasurer shall have the custody of the moneys and securities of the Society, deposit all moneys and valuables in such depositories which are approved by the Board of Trustees and shall disburse the funds of the Society as ordered by the Board of Trustees, except as otherwise determined by the Board of Trustees and as otherwise limited by these By-Laws. The Board of Trustees may appoint Assistant Treasurer(s), as necessary, to assist with the Treasurer's duties at the Treasurer's direction. With the Approval of the Board of Trustees, the Treasurer may delegate ministerial functions to an employee of the Society. The Treasurer shall also perform such duties as may be assigned by the Board of Trustees.

## **ARTICLE VI – NOMINATING AND LEADERSHIP DEVELOPMENT COMMITTEE**

**Section 1.** The Nominating and Leadership Development Committee shall consist of six members of the Society. In each year, at the Annual Meeting of the Society, two (2) members shall be elected to serve on the Nominating and Leadership Development Committee for three-year terms. No Nominating and Leadership Development Committee member may be elected to serve two consecutive terms.

Prior non-successive service as a member of the Nominating and Leadership Development Committee and service in filling a vacancy in the non-expired term of a member shall not be counted as part of such three-year term. Vacancies shall be filled until the next Annual Meeting of the Society by the Nominating and Leadership Development Committee at which time such vacancies shall be filled by election for the non-expired term. The Nominating and Leadership Development Committee shall select its own chair, or the chair may be selected at the pleasure of the Board.

**Section 2.** The Nominating and Leadership Development Committee shall identify and invite members of the Society to assume leadership roles within the Society. Specifically, the Nominating

and Leadership Development Committee shall submit to the membership at the Annual Meeting of the Society for its consideration candidates for the Officers and for three Trustees, candidates for the Nominating and Leadership Development Committee members, and candidates to fill any non-expired terms. The Nominating and Leadership Development Committee in making its recommendations shall adopt its own internal procedures and may consult with the Society's membership, organizations, and Minister as to suitable nominees.

## **ARTICLE VII – SOCIETY MEETINGS**

**Section 1.** The Society shall hold its Annual Meeting in the spring at such time and place as the Board of Trustees shall determine. Nominations for Officers, Trustees, Fund Directors, and members of the Nominating and Leadership Development Committee may be made from the floor provided the nominee has consented to such nomination prior to the vote.

**Section 2.** The President may call special meeting of the Society either at the request of the Board of Trustees or by written request filed with the Secretary of not less than 15% of the members and youth members of the Society. The membership count shall be the number of members and youth members reported to the denomination as of the last report of membership to the UUA.

**Section 3.** Written notice of all meetings of the Society shall be mailed at least 15 days before the meeting. In such notice, all business being submitted by the Board of Trustees for approval by the membership shall be described in reasonable detail. With the written consent of the member, such notice may be sent via e-mail.

**Section 4.** Other proposals for action by the membership may be included in such notice provided they are submitted in writing, by at least ten members or youth members of the Society, to the Secretary and/or President at least 25 days before the meeting. The Society shall vote only upon those proposals set forth in the notice of the meeting unless four-fifths of those present (in person or by proxy) vote to add a new proposal to the agenda of the meeting.

**Section 5.** A quorum of this Society shall consist of 20% of the members, as defined in Article VII, Section 2. All actions of the Society shall be taken by a majority vote of members and youth members present except as otherwise provided in these By-laws. If a quorum is not obtained, the meeting shall be adjourned and as much advance notice of the rescheduled meeting, as is practical, shall be mailed to all members and youth members. Proxies may be used to obtain the quorum and for voting, if such proxy is submitted in writing to the President of the Board of Trustees prior to the opening of any Society meeting. Any member in good standing may be named a proxy by any other member in good standing. A proxy holder may not hold more than two proxies or cast more than three votes including their own. The written proxy authorization must state the designee's full name, the date and type of meeting for which the proxy shall be valid and the designator's printed name and signature. It shall be incumbent on the member holding the proxy (or proxies) to inform the counters of the number of proxies they hold. The President or the President's designee

shall have the final ruling on questions of proxy validity. A member represented at a meeting by proxy shall, for all purposes of these by-laws, be considered present at the meeting.

**Section 6.** To vote, a person must have been a member or youth member of the Society for not less than two months.

**Section 7.** The President may appoint a parliamentarian to advise the chair on questions of procedure. Any ruling of the President may be appealed to the membership present at the meeting for a final determination.

## **ARTICLE VIII – FISCAL YEAR**

The fiscal year of the Society shall commence on the first day of July each year and shall end on the thirtieth day of June each year.

## **ARTICLE IX – COMMITTEES AND ORGANIZATIONS**

**Section 1.** The Board of Trustees may, from time to time, establish and disband committees and other organizations of the Society that are responsible for a particular activity or program of the Society except the Board of Trustees may not disband the Executive Committee, the Nominating and Leadership Development Committee, the Council on Ministry or any other committee or organization established in these by-laws by name. Such committees and organizations shall perform such duties as the Board of Trustees may assign and shall be responsible to the Board of Trustees. The Board of Trustees may assign a liaison between it and the committee or organization. The President and Minister shall be Ex-Officio members of every committee, except the Nominating and Leadership Development Committee and the Council on Ministries, and shall receive notice of committee meetings and each shall have the right, either personally or through a designee, to attend and participate, but not to vote at such a meeting. The Minister and/or President (or their designees) shall not count toward a quorum at such committee meetings and their failure to attend a committee meeting shall not prevent a quorum or limit the ability of the committee to meet and take action.

**Section 2.** The Board of Trustees shall annually appoint the chair of each committee and organization or shall specify that the chair may be selected by the committee itself. The chair of each committee must be a member or youth member.

**Section 3.** Except as the Board of Trustees shall otherwise determine, each committee and organization shall determine its own membership and operating procedures which shall be consistent with these By-laws and subject to change by the Board of Trustees. Each committee shall report their actions to the Secretary in a format to be determined by the Board of Trustees.

**Section 4.** Except for the Executive Committee, no committees or other organizations of the Society, created or existing pursuant to these by-laws shall take any action to bind the Board of Trustees or the Society.

## **ARTICLE X – MINISTRY**

**Section 1.** The Minister and any Minister of Religious Education, or Associate Minister shall be nominated by a search Committee consisting of not less than five members. The members of a search committee shall be members or youth members of the Society and nominated by the Board of Trustees and elected by the Society. An opportunity shall be provided for any candidate recommended by the committee to preach at least once during a regular Sunday service. The Society's approval of the Minister and any Minister of Religious Education or Associate Minister shall be made by a two thirds vote of those present or voting by proxy at any annual meeting or special meeting of the Society called for that purpose.

**Section 2.** The Board of Trustees may recommend to the Society that the Minister, Minister of Religious Education and/or Associate Minister be dismissed. A two-thirds vote of those members and youth members present at a meeting of the Society called for that purpose is required for dismissal.

**Section 3.** Part-time Ministers shall be called by the Society in accordance with the policies established by the Unitarian Universalist Association whenever possible.

**Section 4.** Eligibility for a ministerial position with this Congregation shall not be denied or restricted on the basis of age, creed, faith, national origin, race or color, gender, sexual or affectional orientation, or physical challenge.

**Section 5.** The Board of Trustees may select and appoint an Assistant Minister or an Intern Minister.

**Section 6.** The Board of Trustees and the Ministers, shall together appoint a Council on Ministries, consisting of six Members of the Society, who shall serve a three-year term from the date of their appointment. Members of the Board of Trustees shall not serve on the Council on Ministries. The Council on Ministries shall act as a liaison, facilitating communication among the Board of Trustees, the congregation at large, and the ministers called or employed under this Article. The Council on Ministries shall evaluate, educate and advise the Board of Trustees and the members and youth members of the Society concerning the effectiveness of the ministries, particularly in relation to fulfilling the Mission Statement of the Society. The Council will report periodically to the Board of Trustees and shall prepare a report on the spiritual health of the Society for presentation at the Annual Meeting.

## **ARTICLE XI – FINANCIAL POLICIES**

**Section 1.** It shall be the financial policy of the Society:

- A. To raise sufficient income each fiscal year to meet the Society's total operating expenses for that year;
- B. To provide and maintain an Endowment Fund, a Capital Fund and a Reserve Fund.
- C. To invest all Society funds prudently.

**Section 2.** The Society's annual operating budget for the ensuing fiscal year shall be approved by the Society each year at the Annual Meeting. The budget shall be prepared according to the following budgetary procedures:

- A. At such time as requested by the Treasurer, each committee and organization requiring funds shall submit to the Treasurer its estimated income and expenditures for the next fiscal year.
- B. The Treasurer shall prepare a draft annual operating budget for consideration by the Board of Trustees.
- C. The Board of Trustees shall approve a draft annual operating budget. The draft budget shall then be submitted to the Society for its approval.
- D. The Society shall approve a final annual operating budget at the Annual Meeting.

**Section 3.** The Society shall approve all operating expenditures and financial commitments. However, the Board of Trustees may, without Society authorization, approve any additional individual expenditure line as long as it does not exceed 5% of the current year's total approved expenditures. All such additional individual expenditures approved by the Board of trustees shall not exceed 8% of the current year's approved total expenditures.

**Section 4.** If the Board of Trustees shall determine at the end of any fiscal year, that there shall be a budget surplus, after payment of all current outstanding obligations, the surplus may be applied in any combination of the following ways:

- A. To the next fiscal year's budget as long as the amount added does not exceed 5% for any individual line item and that all such individual expenditures do not exceed 8% of next fiscal year's overall operating budget to enhance Society activities, programs and facilities beyond the budgeted amount. Any expenditure beyond such amount must be approved by the Society; and/ or,
- B. To one or more of the Society's Funds provided that no more than 25% of any such surplus may be allocated to a Fund established pursuant to Article XII, Section 1 D below.

**Section 5.** The Board of Trustees shall levy no general assessment. No real estate shall be purchased or sold, and no building shall be erected or mortgaged without approval of the Society.

## ARTICLE XII – FUNDS, BEQUESTS, AND GIFTS

**Section 1.** The Funds of the Society shall be the Endowment Fund, the Capital Fund, the Reserve Fund and such other funds as are established by the Congregation pursuant to Article XII, Section 1 D below. The Board of Trustees shall act for the Society to invest and administer the Society's Funds. The Funds of the Society are to be kept separate and not commingled with each other, with the operating funds of the Society, or with any other accounts of funds established by the Society.

- A. The Endowment Fund is intended to be a permanent fund for the Society, and thus no withdrawals of principle shall be allowed. The current income of the Endowment Fund (defined as the interest and dividends for the current fiscal year, and up to one-third of the capital gain for the current fiscal year) shall be available to help defray the annual expenses of the Society.
- B. The Capital Fund is intended to be a separate fund to finance major repairs, replacements, improvements and new buildings and additions to the Congregation's physical plant. Withdrawals from the Capital Fund for eligible repairs, replacements or improvements of the physical plant in the amounts the Treasurer determines are fiscally prudent may be made the Board of Trustees. Withdrawals from the Capital Fund for new buildings or additions to the physical plant in the amounts the Treasurer determines are fiscally prudent must be requested by the Board of Trustees and approved by a vote of the Society present at a meeting of the Society. Projects eligible for moneys from the Capital Fund shall be defined as those requiring an expenditure equaling at least 1% of the current year's operating budget and presumed to benefit the Society for at least 5 years. The Capital Fund shall not be used for ordinary maintenance expenses. The current income and capital gains of the Capital Fund, to the extent not distributed, shall be reinvested in the Capital Fund.
- C. The Reserve Fund is intended to be a separate fund to secure the Society's operating expenses from significant, unforeseen short-falls. The total amount in the Reserve Fund shall be limited to 25% of the Society's annual operating budget. Withdrawals from the Reserve Fund in amounts the Treasurer determines are fiscally prudent may be made by the Board of Trustees. The current income and capital gains of the Reserve Fund, to the extent not distributed, shall be reinvested in the Reserve Fund. If at any time total deposits in the Reserve Fund exceed 25% of the of the Society's annual operating budget, the surplus shall be allocated to Society Funds as determined by the Board of Trustees as provided in Article XII, Section 2 C below.
- D. The Board of Trustees may recommend and the congregation shall vote on whether to authorize any additional separate Funds for the Society the purpose of which shall be consistent with the Society's financial policies and the its mission statement. Any such fund shall be utilized and governed as provided in these by-laws and the authorization of the Society and under such other rules and procedures, consistent with the authorization, as are established by the Board of Trustees.

- E. The Board of Trustees in their discretion may manage all or part of the moneys in the Society's Funds (assuming one or more of the Board of Trustees has investment expertise) or they may:
  - a. request the advice of an existing or specially created committee; and/or
  - b. employ professional assistance in such fund management. The Treasurer and members of the Board of Trustees shall not be responsible for any loss except such as may arise from willful misconduct or default or from gross negligence. The Board of Trustees may also establish committees as needed to recommend how the Society's Funds are utilized.
- F. The Treasurer shall report on a quarterly basis to the Board of Trustees on the status of all Funds, and a summary of the balance of and previous year's transactions for the Fund shall be made available to the Society on an annual basis.

**Section 2.** Bequests, legacies, other forms of gifts (hereinafter "Gifts") shall be allocated as follows:

- A. Gifts which are designated by the donor for a Fund of the Society or are designated for a purpose consistent with the purpose of a Fund of the Society shall be added to that Fund.
- B. Gifts which are not specified to be used as a part of the general operating account and which have a specified on-going use for which no Society Fund is established, shall be utilized as nearly as possible, in keeping with Society policy and purposes, in accordance with the directives of the donor or testator. The Board of Trustees, may propose the establishment of a new Society Fund under Article XII, Section 1 D above for receipt of such Gift,
- C. Non-differentiated gifts that are not specified to be used as a part of the general operating account, shall be allocated by the Board of Trustees to one or more of the existing Society Funds, provided that no more that 25% of any such Gift may be allocated to a Fund established pursuant to Article XII, Section 1 D above.
- D. Gifts which are specified to be used as a part of the general operating account and which have a specified use, shall be utilized as nearly as possible, in keeping with Society policy and purposes, in accordance with the directives of the donor or testator and applied as follows:
  - a. To the current operating budget, provided that such amount may not exceed 8% of the current fiscal year's operating budget for activities consistent with the donor's directives. Any expenditures beyond such amount must be approved by the Society.
  - b. Any amount exceeding such 8% limit may be allocated to one or more of the existing Society Funds if it can be done consistent with the donor's directives, provided that no more than 25% of any such Gift may be allocated to a Fund established pursuant to Article XII, Section 1 D above.
- E. Non-Differentiated gifts that are specified to be used as a part of the general operating account, shall be applied as follows:
  - a. To the current operating budget, provided that such amount may not exceed 5% for any individual line item and that all such individual expenditures do not exceed

8% of the current fiscal year's operating budget. Any expenditures beyond such amount must be approved by the Society.

- b. Any amount exceeding such limits may be allocated to one or more of the existing Society Fund if it can be done in a manner consistent with the donor's directives s, provided that no more than 25% of any such Gift may be allocated to a Fund established pursuant to Article XII, Section 1 D above.
- F. Where a specific purpose or a condition is designated by the donor or decedent, the Board of Trustees shall determine, in consultation with the Minister, whether the gift or bequest can be accepted in keeping with any such purpose or condition imposed by the donors or decedents, given the Society's financial policies and the its mission statement. Consistent with the foregoing, the Board of Trustees shall have the power to negotiate and finally determine whether the gift or bequest can be accepted.

### **ARTICLE XIII – DISSOLUTION**

This Society may be dissolved by a vote of the membership at an Annual Meeting or at a special meeting called for that purpose. The affirmative votes of two-thirds of the members and youth members present (in person or, if permitted, by proxy) at such a meeting shall be required to approve such dissolution.

Upon the dissolution of the Society, after paying or making provision for the payment of all of the liabilities of the Society, no part of the remaining assets may be distributed to any Trustee, Officer, member or youth member of the Society but shall be distributed exclusively for the purpose of the Society in such manner and to such organization or organizations as determined by the Board of Trustees, provided each such organization is a Unitarian Universalist society belonging to the UUA and is located in Montclair, or Essex County, New Jersey, or is the UUA for the purpose of supporting a Unitarian Universalist society in New Jersey, and provided that at the time of such distribution, each such recipient of assets shall be exempt from taxation under section 501(c)(3) of the Internal Revenue Code, and provided that any amendment of this Article to change the recipients of assets upon dissolution shall be by way of a by-law amendment and shall require the affirmative votes of 85% of the members and youth members present (in person or by proxy) at an Annual Meeting or at a special meeting called for that purpose

### **ARTICLE XIV – AMENDMENTS**

These By-laws may be added to, amended, or repealed in whole or in part at any meeting of the Society by a two thirds vote of the members and youth members present, provided that written notice fully stating the text of the proposed changes has been given to each member and youth member of the Society by mail postmarked at least 15 days before the scheduled meeting, and that the date and general purpose of such meeting has been published in the Sunday order of service for the two services preceding such meeting. With the written consent of the member, such notice may be sent via e-mail. Any amendments to the proposed changes that were mailed to

each member and youth member must be approved by a four-fifths vote of the members and youth members present.