

By-Laws  
Fourth Universalist Society in the City of New York

A Member of the Unitarian Universalist Association

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1 **I Name**

2 The Society is known under the title of its original incorporation as the “Fourth  
3 Universalist Society in the City of New York.”

4 **II Purpose**

5 The Society is a free fellowship of seekers after truth, bound by no dogma, restricted by  
6 no creed. Its purpose is to create a concerned and sharing community of persons  
7 committed to the fulfillment of the liberal way in religion. We, its members, relying upon  
8 reason as our guide, tolerance as our purpose, and freedom as our goal, seek to develop  
9 character, to enrich the spirit, to grow in understanding of ourselves and of our world, and  
10 to express our commitment in worship and service to our fellows.

11 **III Denominational Affiliation**

12 The Society is a member of the Unitarian Universalist Association. It shall also be a  
13 member of regional organizations affiliated with the Unitarian Universalist Association,  
14 including the New York City Area Council, the Unitarian Universalist District of  
15 Metropolitan New York and the New York State Convention of Universalists, or their  
16 legal successors.

17 **IV Membership**

18 ***Section 4.1 Eligibility***

19 Any person who is in sympathy with the purposes and program of the Society and the  
20 principles and purposes of the Unitarian Universalist Association shall be eligible for  
21 membership.

22  
23 Applicants shall be admitted to membership upon recommendation by the membership  
24 committee in accordance with policies established by the Board. No assent to a creed or  
25 participation in a ceremony shall be required of any member, but signing the membership  
26 book shall be required.

27 ***Section 4.2 Annual Announcement***

28 At each annual meeting the chair of the Membership Committee shall announce the  
29 names of all persons who have been admitted to membership since the last annual  
30 meeting.

31 ***Section 4.3 Right to Speak***

32 The right to speak at any meeting of the Society shall not be denied to any member of the  
33 Society.

34 ***Section 4.4 Right to Vote***

35 The right to vote at a meeting of the Society may be exercised only by those members  
36 who

- 37 a) are over sixteen years of age;
- 38 b) have been members for sixty days; and
- 39 c) have made any recorded financial contributions during the current or preceding
- 40 fiscal year pursuant to a written Financial Commitment. New Members shall be
- 41 non- voting unless they meet all other requirements of membership and make a
- 42 recorded financial contribution.
- 43

44 ***Section 4.5 Eligibility for Office***

45 Only voting members living in the Metropolitan New York District, as defined by the  
46 UUA, shall be eligible for election as officers, Trustees or members of elected  
47 committees (collectively, the “elective offices”), and only such members shall be  
48 considered for purposes of Section 5.4 and for denominational reporting. No member  
49 shall occupy more than one elective office, except that (a) a member elected to another  
50 office may also serve on the ministerial search committee, and (b) pursuant to Section  
51 9.2(a)(i) one member of the nominating committee shall be a Trustee.

52 ***Section 4.6 Termination***

53 Any member may terminate his or her membership by a notice in writing to the Clerk.  
54 Inactive members may be stricken from the membership list upon recommendation by the  
55 membership committee and approval by the Board. However, no person shall be stricken  
56 from the list unless he or she is sent an inquiry by email and, failing response, first class  
57 mail, and shall fail to indicate a desire to remain a member.  
58

59 **V Meeting of the Society**

60 ***Section 5.1 Calls to Meetings***

61 The Society shall have regular meetings on a quarterly basis, at a time and place  
62 appointed by the Board.

63  
64 The regular meetings held during the month of May or June shall be known as the annual  
65 meeting and shall be held, for the purpose of electing members to elective offices and  
66 such other matters as may be decided upon. If a Trustee or member of the nominating  
67 committee whose term is not expiring is elected to another office (other than the  
68 ministerial search committee), a successor shall be elected at the same meeting to fill the  
69 unexpired term.

70  
71  
72 Special meetings of the Society may be called by the Board and shall be called upon  
73 written petition of ten voting members of the Society served upon the Clerk by certified  
74 mail or by personal service evidenced by a signed receipt, with a copy to the office of the  
75 Society.

76 ***Section 5.2 Notice of Meetings***

77 Written notice of the time and place of all meetings of the Society shall be sent to all  
78 members of the Society by first class mail at least fifteen days prior to the date of the  
79 meeting.

80 ***Section 5.3 Business Transacted***

81 Any business which may lawfully come before the Society may be transacted at any  
82 regular meeting; provided, however, that action to call or terminate a minister or elect a  
83 ministerial search committee or any action specified in Section 5.4 (b) or (c) may not be  
84 taken at any regular meeting unless specified in the notice of the meeting.

85  
86 At special meetings no business other than that contained in the notice shall be  
87 transacted.

88 ***Section 5.4 Quorum; Qualified Majorities***

89 **a) General Rule**

90 Except as otherwise specifically provided herein, the presence of twenty percent  
91 of the members of the Society or thirty members, whichever is greater, shall  
92 constitute a quorum for the transaction of any business at any meeting of the  
93 Society.

94 **b) Disposition of Real Property**

95 Any action with respect to the sale, mortgaging or other disposition of the  
96 Society's real property located at 160 Central Park West, except for a lease or  
97 license of less than the entire building for a term not exceeding five years, shall  
98 require the presence of two thirds of the members and the affirmative vote of not  
99 less than half of the members of the Society.

100

101 Any action with respect to the sale, mortgaging or other disposition of any other  
102 real property of the Society shall require the presence of a majority of the  
103 members of the Society and the affirmative vote of not less than two thirds of the  
104 members present at the meeting.

105 **c) Substantial Alterations**

106 Authorization of any alteration of the building costing in excess of twenty five  
107 thousand dollars shall require the presence of one half of the members of the  
108 Society and the affirmative vote of not less than three quarters of those present.

109 **d) Call or Termination of Minister**

110 The call or termination of a minister shall require the presence of one half of the  
111 members of the Society or thirty members, whichever is greater, and the  
112 affirmative vote of not less than three quarters of those present. Voting shall be by  
113 written ballot.

114 ***Section 5.5 No Proxy Voting***

115

116 There shall be no voting by proxy.

117 ***Section 5.6 Absentee Ballots***

118 a) Members qualified to vote may cast an absentee ballot for the election of  
119 members to elective office and for no other purpose.

120

121 b) Absentee ballots shall be mailed to each member together with the notice of the  
122 meeting at which the election is to take place.

123

124 c) All absentee ballots must be in the hands of the Clerk prior to the commencement  
125 of the meeting. Absentee ballots received after the meeting commences shall not  
126 be counted.

127 ***Section 5.7 Moderator***

128 A moderator may be elected at any meeting of the Society to preside over the meeting.

129 The meeting shall be called to order by the President who shall preside unless and until a  
130 moderator has been elected.

131

132 A motion to elect a moderator shall take precedence over all other business. The motion  
133 shall specify whether the moderator is to preside over one or more specific items of  
134 business or until the close of the meeting.

135

136 If so specified in a petition for a special meeting, a moderator shall be elected to preside  
137 over the matter which is the subject of the petition.

138 **VI The Board of Trustees**

139 ***Section 6.1 Members***

140 The Board shall have a membership of seven Trustees. The Trustees shall consist of the  
141 President, the Vice President, the Clerk, the Treasurer and three Members-at-Large.

142 ***Section 6.2 Election of Trustees***

143 At least two new Trustees shall be elected at each annual meeting of the Society, to  
144 serve one-year terms, and at least two Trustees shall rotate off the Board each  
145 year. Unless otherwise self-selected, the two Board members with the most service on the  
146 Board will rotate off. No member shall be eligible for election to any office if  
147 completion of the term to which elected would result in more than eight consecutive  
148 years of service on the Board. Trustees elected at the annual meeting shall take office at  
149 the start of the Fiscal Year following their election.

150 **Section 6.3 Vacancies**

- 151 a) A vacancy in any elective office may be filled by the Board. No person shall be  
152 appointed to any elective office to which he or she was ineligible for election  
153 pursuant to Section 6.2, 7.2 or 9.2 (a) (2) at the last annual meeting of the Society.  
154  
155 b) All such appointments by the Board shall expire at the next annual meeting of the  
156 Society, at which the Society shall elect successors to serve for the unexpired  
157 term, if any, of the office to which such members were appointed.  
158  
159 c) If the Board is reduced to less than a quorum the remaining members of the Board  
160 shall call a special meeting of the Society to elect members to serve until the next  
161 annual meeting.  
162  
163 d) The Board may remove any member who is absent from three consecutive  
164 meetings.

165 **Section 6.4 Annual Meeting**

166 The annual meeting of the Board shall be held within twenty days after the annual  
167 meeting of the Society, for the purpose of appointing committees and their chairs and  
168 such other matters as shall be decided upon.

169 **Section 6.5 Regular Meetings**

170 The Board shall meet at least once every month except during July and August.  
171

172 **Section 6.6 Special Meetings**

173 Special meetings of the Board may be called by the President, and shall be called by the  
174 Clerk at the request of four or more Trustees. Notice of a special meeting shall be given  
175 to all Trustees not less than 24 hours before the meeting. Special meetings may be  
176 conducted by teleconference or any other method which provides for simultaneous aural  
177 communication among all participating members equivalent to that of an in-person  
178 meeting.

179 **Section 6.7 Meetings to Be Open**

180 The meetings of the Board shall be open.

181 **Section 6.8 Responsibilities**

182 The Board shall be responsible for

- 183 a) The property and assets of the Society;  
184 b) The conduct of its business affairs;  
185 c) The control of its administration; and  
186 d) The management of its investments.

187 **Section 6.9 Duties**

188 The Board shall



- 189 a) appoint all employees of the Society except the Minister and fix their  
190 compensation;  
191 b) fill temporarily any office which becomes vacant;  
192 c) authorize all expenditures of money within the budget as voted by the Society at  
193 its annual meeting;  
194 d) act upon application for new recognized organizations within the Society; and  
195 e) establish procedures for use of the building or facilities of the Society.  
196

197 No expenditure of funds exceeding the budget by more than five thousand dollars shall be  
198 made without the affirmative vote of a meeting of the Society.

## 199 **VII Officers**

### 200 ***Section 7.1 Offices and Election***

201 The officers of the Society shall be the President, the Vice President, the Treasurer, and  
202 the Clerk. The President, the Vice President, the Treasurer and the Clerk shall be elected  
203 by the Society at its annual meeting.  
204

### 205 ***Section 7.2 Terms***

206 Each officer shall be elected for a term of one year. No member shall be eligible for  
207 election as President if completion of the term to which elected would result in more than  
208 three consecutive years of service as President. Officers elected at the annual meeting  
209 shall take office at the start of the Fiscal Year following their election.

### 210 ***Section 7.3 The President***

211 Shall

- 212 a) preside at all meetings of the Board;  
213 b) call all meetings of the Society to order and preside at such unless and until a  
214 moderator has been elected; and  
215 c) be an ex-officio member of all appointed committees except the committee on  
216 ministry.

### 217 ***Section 7.4 The Vice President***

218 Shall act in the place of the President during the President's absence and perform such  
219 duties as may be assigned by the President or the Board.

### 220 ***Section 7.5 The Clerk***

221 Shall

- 222 a) keep accurate records of all Proceedings of the Board and meetings of the  
223 Society;  
224 b) maintain a list of members and those qualified to vote at meetings of the Society;  
225 c) issue notices and notify the membership by mail of all meetings and the questions  
226 to be voted on;  
227 d) certify the adoption of and amendments to the by-laws; and  
228 e) have custody of the corporate seal.

229  
230  
231  
232

All records of the Clerk shall remain the property of the Society.

233 ***Section 7.6 The Treasurer***

234 The Treasurer shall:

- 235 a) receive and provide for safekeeping of all money and other property of the
- 236 Society entrusted to the Treasurer's care;
- 237 b) disburse the same under the direction and to the satisfaction of the Board;
- 238 c) keep accounts of the money received and disbursed, such accounts to be open at
- 239 all times to the inspection of the Board;
- 240 d) report receipts, expenditures and balance on hand as required by the Board;
- 241 e) prior to the annual meeting exhibit a statement of accounts, including a balance
- 242 sheet, for the examination of the Board;
- 243 f) furnish statements of the pledge status of the membership to assist the Clerk in
- 244 determining the qualifications of members for voting; and
- 245 g) be an ex-officio member of the finance & stewardship committee and assist in the
- 246 making of the yearly budget.

247

248 The books of the Treasurer shall be audited every other year with a financial review in  
249 the alternating year by an independent public accountant who shall not be a member of  
250 the Society. Surety bond shall be provided for the Treasurer at the expense of the Society.

251

252 The Board may appoint one or more assistant treasurers, but such appointees shall not be  
253 officers of the Society.

254

255 **VIII The Minister**

256 ***Section 8.1 Duties***

257 The Minister is the spiritual leader of the Society.

258

259 The Minister's primary duty is to guide the religious life and educational affairs of the  
260 congregation and to represent the Society in community and denominational affairs. The  
261 Minister shall have such other duties as specified in his or her contract.

262

263 The Minister shall make periodic reports to the Board and to the membership on the  
264 condition of the Society and shall be an ex-officio member of all committees and other  
265 recognized organizations of the Society, except the nominating committee and the  
266 ministerial search committee for his or her replacement.

267 ***Section 8.2 Call of a Minister***

268 A vote on the call of a minister shall take place upon recommendation of the search  
269 committee at a meeting of the Society called for the purpose.

270 ***Section 8.3 Contract***

271 The Minister shall have a contract recommended by the Board and approved by the  
272 Society which shall specify the conditions of employment.

273 ***Section 8.4 Salary***

274 The salary of the Minister shall be determined by a vote of the Society as part of the  
275 budget.

276 ***Section 8.5 Termination***

277 The services of the Minister may be terminated at a meeting of the Society called for the  
278 purpose. The Minister shall have the right to address the meeting before a vote is taken.

279

280 **IX Committees and Organizations**

281 ***Section 9.1 Appointed Committees***

282 **a) General**

283 **i. Committees of the Board**

284 The Board may appoint standing committees of the Board. Each  
285 committee so appointed shall consist of three or more Trustees (one of  
286 whom may be appointed to serve as chairperson of such committee).

287 **ii. Committees of the Society**

288 The board may appoint committees other than the committees of the  
289 Board to be committees of the Society. Such committees may be  
290 standing or special. Such committees may consist of Trustees and  
291 others. No committees of the Society shall have the power to bind the  
292 Board.

293 **iii. Policies for Committees**

294 The Board shall establish, in consultation with the committee concerned  
295 in each case, written policies defining the functions, responsibilities and  
296 organization of each appointed committee.

297  
298 Written reports of the activities of all appointed committees shall be made at  
299 the annual meeting of the Society.

300 **b) Standing Committees of the Society**

301 The Board shall appoint the following standing committees of the society:  
302 worship arts, religious education, membership, finance & stewardship, committee  
303 on ministry and such other standing or special committees as it shall deem  
304 appropriate, and their chairs.

305  
306 All voting members of the finance & stewardship committee and all members of  
307 the committee on ministry shall be members of the Society.

308  
309 No person shall serve as chair of more than one standing committee. This shall  
310 not prevent membership in any number of committees nor chairing a sub-  
311 committee or an ad hoc committee.

312  
313 All committee appointments shall expire at the next annual meeting of the Board.

314 **i. Nomination of Committee Chairs**  
315 Each standing committee shall nominate a Chair for the upcoming year to the  
316 Board of Trustees by April 30th. The Board shall accept or reject the  
317 nomination by June 30th.

318 **c) Finance & Stewardship Committee**

319 **i. Mission**  
320 The finance & stewardship committee is charged with the guardianship of the  
321 Society’s finances and strives to create a culture of giving at Fourth  
322 Universalist.  
323

324 **ii. Members**  
325 The committee shall consist of the Treasurer and at least two other members,  
326 one of whom shall be a Trustee. The Board shall regularly review the  
327 membership of the finance & stewardship committee and set any necessary  
328  
329 policies governing duration of service and eligibility for membership on the  
330 committee.

331 **iii. Responsibilities**  
332 The finance & stewardship committee is responsible for the long term fiscal  
333 health of the Society. It shall prepare, with the collaboration of the Minister  
334 and appropriate staff, the annual operating budget for presentation to the  
335 annual meeting. It shall be informed at all times on the financial condition of  
336 the Society and be prepared to give reports as required. It shall advise the  
337 Board regarding the insurance program of the Society. It shall also manage the  
338 fundraising activities of the Society, including canvass and any capital  
339 campaigns. Finance & stewardship will also manage the budget and priorities  
340 for the maintenance and improvement of the Society’s physical properties. It  
341 shall also advise the Board regarding the administration of the Society’s  
342 Endowment Fund.

343 ***Section 9.2 Elected Committees***

344 **a) Nominating Committee**

345 **i. Members**  
346 The nominating committee shall consist of a chair and two other members.  
347 One member of the committee will currently be on the Board of Trustees.

348           **ii. Election**  
349           At least one new member shall be elected at each annual meeting of the  
350           Society for two-year terms. Members shall not be eligible for reelection  
351           immediately.  
352  
353           The chair shall be elected annually for a one-year term and may not serve  
354           more than two consecutive terms. The chair may have previously served a  
355           two-year term as a member of the nominating committee immediately before  
356           election as chair.

357           **iii. Duties**  
358           The committee shall solicit recommendations for candidates from the  
359           membership, prepare a slate of candidates for each elective office including  
360           the nominating committee, and publish this list by first class mail to all  
361           members of the Society at least thirty days prior to the meeting at which the  
362           election is to take place.  
363

364           If a Trustee or member of the nominating committee whose term is not  
365           expiring is nominated for another office (other than the ministerial search  
366           committee), a candidate for the unexpired term shall also be nominated.

367           **iv. Nominations by Petition**  
368           Additional nominations for any office may be made in writing with the  
369           consent of the member(s) nominated, signed by at least five members and files  
370           with the chair of the nominating committee and the Clerk at least twenty days  
371           before the meeting at which the election is to take place.

372           **v. Eligibility for Office**  
373           Membership on the nominating committee shall not preclude nomination for  
374           another elective office.

375   **b) Ministerial Search Committee**

376           **i. Members**  
377           The Board shall determine the number of members of the ministerial search  
378           committee in consultation with the representative designated by the Unitarian  
379           Universalist Association for this function (the “UUA representative”).

380           **ii. Election**  
381           Candidates for election to the committee shall be nominated pursuant to  
382           Section 9.2(a)(3) and (4) and elected at a meeting of the Society called for the  
383           purpose.

384 **iii. Procedures**

385 The committee shall elect its own chair and establish its own procedures in  
386 consultation with the UUA representative.  
387

388 ***Section 9.3 Recognized Organization***

389 Any organization that is in sympathy with the purposes and program of the Society and  
390 the principles and purposes of the Unitarian Universalist Association may submit and  
391 application for recognition to the Board of Trustees.

392 **X The Council**

393 ***Section 10.1 Mission***

394 The Church Council is a leadership body whose mission is to ensure that the programs of  
395 the Society adhere to the Society's mission and Board policies.  
396

397 The Church Council meets to: discuss the application of policies and practices; share  
398 information; coordinate committee activities and make recommendations to the Board via  
399 the Board liaison to the Council.

400 ***Section 10.2 Membership***

401 The Council shall consist of a representative from each appointed committee and  
402 recognized organization of the Society. The Minister, the music director, the director of  
403 religious education and the President shall be ex-officio members.

404 ***Section 10.3 Appointment***

405 Each appointed committee and recognized organization shall appoint a representative to  
406 the Council and an alternate no later than June 30 of each year for a one-year term, and  
407 shall notify the Chair of the Council. When feasible, the representative shall be the chair  
408 of the committee or the recognized organization. The representative shall regularly attend  
409 meetings of the Council and shall convey to his or her committee or recognized  
410 organization the substance of those meetings.

411 ***Section 10.4 Officers***

412 **a) The Chair of the Council**

413 Shall convene and preside over meetings of the Council. The Council shall  
414 nominate a Chair of the Council for the upcoming year by April 30<sup>th</sup> for approval  
415 by the Board of Trustees. The Board must decide to accept or reject the  
416 nomination before June 30<sup>th</sup>. No member may be elected Chair of the Council  
417 who has served two consecutive one-year terms.

418 **b) Other Officers**

419 The Council shall elect such other officers as it deems appropriate, for one year  
420 terms.

421 ***Section 10.5 Relationship with Board***

422 The Council is responsible to, and subject to the direction of, the Board.

423 ***Section 10.6 Duties***

424 The Council shall

- 425 a) Promote coordination and cooperation among the committees and recognized
- 426 organizations represented on the Council;
- 427 b) Harmonize the schedule of activities of the Society;
- 428 c) Coordinate the “all-Society” functions (except worship services);
- 429 d) Consider new activities and possible organizational structures likely to fulfill the
- 430 purposes of the Society and, where appropriate, recommend them to the Board;
- 431 e) Recommend changes in overall programs and policies of the Society to the Board.

432 ***Section 10.7 Meetings***

433 The Council shall meet at least five times a year.

434 **XI Miscellaneous**

435 ***Section 11.1 Use of the Society’s Name***

436 The Society shall not be represented as supporting a viewpoint or sponsoring an event  
437 without prior approval of the Board or the Society in each instance. Any request for such  
438 approval shall be presented to the Board in a form which demonstrates its relevancy to  
439 the purposes of the Society. The Board either act on the request or refer it to a special or  
440 annual meeting of the Society for action. Nothing herein shall preclude a committee or  
441 recognized organization of the Society from supporting a viewpoint or sponsoring an  
442 event in its own name so long as it is consistent with the purpose and program of the  
443 Society and the principles and purposes of the Unitarian Universalist Association.

444 ***Section 11.2 Fiscal Year***

445 The fiscal year shall run from July 1 to June 30.

446 ***Section 11.3 Parliamentary Procedure***

447 Except as otherwise provided herein, all meetings of the Society and its committees and  
448 recognized organizations shall be conducted in accordance with the latest edition of  
449 Robert’s Rules of Order.

450 ***Section 11.4 Amendments***

451 These by-laws may be amended by a two-thirds vote of the members present and voting  
452 at a regularly called meeting of the Society. A written notice stating the proposed changes  
453 and the supporting reasons shall be mailed to all members at least fifteen days prior to the  
454 meeting at which action on the amendments is to be taken.

456 ***Section 11.5 Endowment Fund***

457



- 458 a) Purpose  
459 The Society shall have an Endowment Fund. The purpose of the Endowment Fund shall  
460 be to enhance the mission of the Society.
- 461 b) Operation of the Fund  
462 The Endowment Fund shall be managed by the Board, with the advice of the finance &  
463 stewardship committee. The assets of the Endowment Fund shall not be commingled  
464 with any other assets of the Society.
- 465 c) Contributions to the Fund  
466 Any person may contribute to the Endowment Fund. The Board may decline to accept a  
467 contribution if it determines the purpose for which the contribution is proposed is  
468 inconsistent with the purposes of the Society, the type of contribution is inappropriate as  
469 an asset of the Society, or the contribution is subject to conditions, restrictions, or other  
470 limitations which the Society could or should not comply.
- 471 d) Expenditure of the Fund's Assets  
472 Except under extraordinary circumstances, spending of the Endowment Fund's assets  
473 shall not commence until the Fund's Net Asset Value equals or exceeds \$250,000.  
474 Proposed expenditures of the Fund's Assets shall be presented to the Society at any  
475 regularly scheduled meeting for approval. Such Approval shall require the presence of a  
476 majority of the members of the Society and the affirmative vote of not less than two  
477 thirds of the members present at that meeting.