

# **The Bylaws of the Fourth Universalist Society in the City of New York**

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## **1: Name**

The Society is known as the “Fourth Universalist Society in the City of New York,” its original incorporated name.

## **2: Purpose**

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

## **3: Denominational Affiliation**

The Society is a member of the Unitarian Universalist Association.

## **4: Membership**

### ***Section 4.1: Membership Requirements***

Any person who is in sympathy with the practices, principles, and purposes of the Society and the principles and purposes of the Unitarian Universalist Association shall be eligible for membership.

Applicants shall be admitted in accordance with policies established by the Board and Senior Minister. No assent to a creed or participation in a ceremony shall be required of any member. Requirements for good standing include:

- A. Signing the membership book in-person or by proxy (because of extenuating circumstances).
- B. Agreeing to, and abiding by, the congregational covenant.
- C. Making a financial pledge in writing (electronic or print) each fiscal year.  
This requirement may be waived due to extenuating circumstances by the Senior Minister.

### ***Section 4.2: Annual Announcement***

At each annual meeting the Clerk shall announce the names of all persons who have been admitted to membership since the last annual meeting.

### ***Section 4.3: Right to Speak***

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

#### ***Section 4.4: Right to Vote***

The right to vote at a meeting of the Society may be exercised by all members in good standing, unless deemed in violation of the congregational covenant and/or the established procedures of the meeting.

#### ***Section 4.5: Eligibility for Office***

Members become eligible for elected office following six months of membership which may be waived in extenuating circumstances by the Senior Minister and Board of Trustees. No member shall occupy more than one elective office, except that (a) a member elected to another office may also serve on the Ministerial Search Committee, and (b) pursuant to Section 9.2(A) one member of the Nominating Committee shall be a Trustee.

#### ***Section 4.6: Termination***

Any member may terminate their membership by a notice in writing to the Clerk or the appropriate staff person. Members may be stricken from the membership list when they fail to meet the requirements for good standing in accordance with Section 4.1 and any additional policies established by the Board and Senior Minister. Members must be notified in writing of their termination. All terminations due to covenantal violations must be approved by the Board and Senior Minister.

### **5: Meetings of the Society**

#### ***Section 5.1: Calls to Meetings***

The Society shall have an annual Congregational Meeting during the month of May or June to be held for the purpose of electing members to elective offices, voting on the budget for the coming fiscal year, and such other matters as may be decided upon.

There shall be a budget meeting of the Society at least 30 days prior to the annual meeting to consider the budget for the coming fiscal year. Members of the Society may comment on the proposed budget and offer feedback to the Finance Committee during the intervening 30 days prior to the annual meeting at which the budget is voted upon.

Further Congregational Meetings of the Society may be called by the Board at their discretion. A meeting shall be called by the Board upon a written petition of the voting membership, as defined in Section 5.4(A). Petitions should be served upon the Clerk by certified mail or by personal service evidenced by a signed receipt, with a copy to the

office of the Society.

### ***Section 5.2: Notice of Meetings***

Written notice of the time and place of all meetings of the Society shall be sent to all members of the Society at least 15 days prior to the date of the meeting.

### ***Section 5.3: Business Transacted***

At Congregational Meetings outside of the annual meeting, no items of business not included on the agenda may be acted upon. Business items requiring a Super Quorum and Supermajority as outlined in Section 5.4(B) must be specified in the notice for a Congregational Meeting.

### ***Section 5.4: Quorum and Voting Majorities***

Depending on the business item in question, different levels of quorum and voting majorities are needed as outlined below. Quorums may be established only through the live presence of members in-person, online, or by phone.

- A. **Simple Quorum and Majority:** Unless outlined in Section 5.4.B, the presence of twenty percent of the members of the Society or 30 members, whichever is greater, shall constitute a Simple Quorum sufficient for the transaction of any business properly before the Society at any Congregational Meeting. Further, unless otherwise specified, business items require only a Simple Majority (that is, an affirmative vote by more than half of the members present) to be approved. This includes, but is not limited to, the following items of business:
  - i. **Building Alterations:** Authorization of alteration of the building exceeding \$100,000 shall require the presence of a Simple Quorum and the approval of a Simple Majority. This excludes necessary repairs and restorations, and building emergencies.
  - ii. **Expenditures Outside Budget:** The expenditure of funds exceeding the budget by more than \$100,000 shall require the presence of a Simple Quorum and the approval of a Simple Majority.
  
- B. **Super Quorum and Majority:** A Super Quorum is defined as requiring the presence of two thirds of the Society's members. A Supermajority is an affirmative vote of not less than three quarters of those members present. The following business items require both the presence of a Super Quorum and the

approval of a Supermajority:

- i. **Disposition of Real Property:** Any action with respect to the sale, mortgaging or other disposition of the Society's real property. This excludes a lease or license of 4 West 76<sup>th</sup> Street and 392 Central Park West, 8R, for a term not exceeding ten years which may be approved pursuant to Section 5.4(A).
- ii. **Call or Termination of Minister:** To call or terminate a called minister.
- iii. **Bylaws Amendments and Revisions:** Any changes to these bylaws, whether through revisions or amendments. A written notice stating the proposed changes and the supporting reasons shall be sent to all members at least 15 days prior to the meeting at which action on the bylaws is to be taken.

#### ***Section 5.5: No Proxy Voting***

There shall be no voting by proxy. Proxy voting is defined as one person voting on behalf of another.

#### ***Section 5.6: Absentee Voting***

- A. Members qualified to vote may request and cast an absentee ballot for the election of members to elective office and for no other purpose.
- B. All absentee ballots must be in the hands of the Clerk prior to the beginning of the meeting. Absentee ballots received after the meeting begins shall not be counted.

#### ***Section 5.7: Moderator***

A moderator may be elected at any meeting of the Society to preside over the meeting. The meeting shall be called to order by the President who shall preside unless and until a moderator has been elected.

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

If so specified in a petition for a Congregational Meeting, a moderator shall be elected to preside over the matter which is the subject of the petition.

## **6: The Board of Trustees**

### ***Section 6.1: Membership***

The Board shall have a voting membership of seven Trustees. The Trustees shall consist of the President, the Vice President, the Clerk, the Treasurer and three Members-at-Large. The Senior Minister shall be a non-voting, ex-officio member of the Board.

### ***Section 6.2: Election and Terms***

- A. **Elections:** Trustees shall be elected from amongst the eligible membership to two-year terms of service at the annual meeting of the Society. Trustees shall be elected as either a Member-at-Large or to one of the Officer positions described in Section 7. Trustees elected at the annual meeting shall take office at the start of the Fiscal Year following their election.
- B. **Length of Service:** Under no circumstances may a member serve more than six consecutive years of elected service on the Board. Additionally, no member may serve more than four years of elected service as President, consecutively.
- C. **Resignation:** In the event that a Trustee is unable or unwilling to complete their second year of elected service, the Trustee must provide notification of resignation to the Board no later than ninety days before the next annual meeting of the Society. Any resignation by a Trustee after that date shall be treated as a vacancy and filled according to the procedures set forth in Section 6.3.

### ***Section 6.3: Vacancies***

- A. A vacancy in any elective office shall be filled by the Board.
- B. All such appointments by the Board shall expire at the next annual meeting of the Society, at which the Society shall elect successors to serve for the unexpired term, if any, of the office to which such members were appointed.
- C. If the Board is reduced to less than a voting quorum (four Trustees), the remaining members of the Board shall call a Congregational Meeting of the

Society to elect members to serve as Trustees until the next annual meeting.

- D. The Board may remove any Trustee who is absent from three consecutive meetings or is attending fewer than fifty percent of the meetings after six months.

***Section 6.4: Annual Meeting***

The annual meeting of the Board shall be held within 20 days after the annual meeting of the Society, for the purpose of smooth Board transition. Efforts should be made to include retiring, continuing, and newly elected Board members.

***Section 6.5: Regular Meetings***

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

***Section 6.6: Special Meetings***

Special meetings of the Board may be called by the President, or shall be called by the Clerk at the request of four or more Trustees. Notice of a special meeting shall be given to all Trustees not less than 24 hours before the meeting.

***Section 6.7: Quorum and Voting Majority:*** Quorums may be established only through the live presence of members in-person, online, or by phone. The presence of four board members shall constitute quorum sufficient for the transaction of any business properly before the Board. Further, unless otherwise specified, business items require only a Simple Majority (that is, an affirmative vote by more than half of the Trustees present) to be approved.

***Section 6.8: Meetings to Be Open***

The meetings of the Board shall be open.

***Section 6.9: Responsibilities***

The Board shall be responsible for:

- A. The mission and vision of the Society;
- B. The property and assets of the Society;
- C. The management of its investments;
- D. Approving new staff roles, excepting clergy;
- E. Filling temporarily any elected office which becomes vacant; and
- F. Recommending and presenting a budget to the Society at the annual meeting.



## **7. Officers**

### ***Section 7.1: Officers***

The officers of the Society shall be the President, the Vice President, the Treasurer, and the Clerk.

### ***Section 7.2: The President***

The President shall

- A. Preside at all meetings of the Board;
- B. Call all meetings of the Society to order and preside at such unless and until a moderator has been elected;
- C. Ensure the duties of the other Officers are performed during their absence or in the event of a vacancy; and
- D. Be an ex-officio member of all appointed committees;.

### ***Section 7.3: The Vice President***

The Vice President shall act in the place of the President during the President's absence and perform such duties as may be assigned by the President or the Board.

### ***Section 7.4: The Clerk***

The Clerk shall

- A. Keep accurate records of all meetings of the Board and of the Society;
- B. Confirm that the required quorum has been obtained at Congregational Meetings consistent with Section 5.4;
- C. Tally and announce the results of elections at the annual Congregational Meeting;
- D. Announce the names of new members at annual meetings as outlined in Section 4.2; and
- E. Provide notice to the Society of Congregational Meetings consistent with Section 5.

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

### ***Section 7.5: The Treasurer***

The Treasurer shall:

- A. Review and present the monthly finance report to the Board;
- B. Assist in the making of the annual budget;
- C. Serve as a member of the Finance Committee; and
- D. Have full independent access to all financial accounts and financial activity of the Society to ensure proper financial management.

The books of the Society shall be audited every other year with a financial review in the alternating year by an independent public accountant who shall not be a member of the Society.

## **8. The Senior Minister**

### ***Section 8.1: Responsibilities***

The Senior Minister is the spiritual leader of the Society.

The Senior Minister's primary duty is to guide the religious life and educational affairs of the Society and to represent the Society in community and denominational affairs. The Senior Minister oversees the ministry of the Society and shall have such other duties as specified in their Letter of Agreement.

The Senior Minister shall make periodic reports to the Board and to the membership on the condition of the Society and shall be an ex-officio member of all committees, teams, task forces, and other organizations of the Society recognized by the Board and/or Senior Minister, except the Ministerial Search Committee for their replacement.

### ***Section 8.2: Call of a Minister***

A vote on the call of a minister shall take place upon recommendation of the search committee at a meeting of the Society called for the purpose consistent with Section 5.4(B)(ii).

### ***Section 8.3: Letter of Agreement***

The Senior Minister shall have a Letter of Agreement approved by the Board which shall specify the conditions of employment. This Agreement will be reviewed and revised as needed at least every three years by the Board and the Senior Minister.

### ***Section 8.4: Compensation***

The compensation of the Senior Minister shall be determined by a vote of the Society as part of the annual budget.

### ***Section 8.5: Termination***

The services of the Senior Minister may be terminated at a meeting of the Society called for the purpose, in accordance with guidelines set forth by the Unitarian Universalist Association, Unitarian Universalist Ministers Association, and Section 5.4(B)(ii). The Senior Minister shall have the right to address the Society before a vote is taken.

## **9: Committees**

The Society's leadership is divided into two areas: governance and ministry. The Board of Trustees oversees the governance of the Society and its corresponding committees and responsibilities. The Senior Minister oversees the ministry of the Society and its corresponding staff, teams, groups, and ministries. Task Forces may be appointed to report to either the Board of Trustees or the Senior Minister.

### ***Section 9.1: Appointed Committees***

- A. **Committees of the Board:** The Board may appoint committees of the Board. Each committee shall consist of three or more Trustees (one of whom may be appointed to serve as chairperson of such committee).
  
- B. **Committees of the Society:** The Board may appoint Committees of the Society. All Committees of the Society shall support the governance of the Society and are accountable to the Board and shall not have the power to bind it.
  
- C. **Finance Committee:** The Board shall appoint a standing Finance Committee.
  - i. **Mission:** The Finance Committee is charged with the guardianship of the Society's finances and ensuring the Society's financial future. The Finance Committee shall oversee the budget, investments, and fiscal health of the Society.
  
  - ii. **Membership:** The committee shall consist of the Treasurer and at least two other members. The Board shall appoint a Chair of the Finance Committee. All members of the Finance Committee shall be members of the Society.
  
  - iii. **Responsibilities:** The Finance Committee is responsible for the long-term fiscal health of the Society. It shall prepare, with the collaboration of the Board, the Senior Minister and appropriate staff, the annual operating budget for presentation at the annual budget meeting. The committee shall be informed at all times on the financial condition of the Society and be prepared to give reports as required. It shall advise the Board regarding the insurance program of the Society.

- D. **Policies for Appointed Committees:** The Board shall establish, in consultation with the relevant committee, written policies defining the functions, responsibilities, and charge of each appointed committee.
- i. Written reports of the activities of all appointed committees shall be included in the Annual Report of the Society.
  - ii. No person shall serve as chair of more than one appointed committee.
  - iii. All committees and committee chairs shall serve at the discretion of the Board.

### ***Section 9.2: Elected Committees***

#### **A. Nominating Committee**

- i. **Members:** The Nominating Committee shall consist of three voting members: a chair and two other members of the Society. One member of the committee shall be a current Board Trustee.
- ii. **Election:** Members of the Nominating Committee shall be elected for two-year terms. No one may serve more than two consecutive two-year terms on the committee.
- iii. **Duties:** The committee shall prepare a slate of candidates for each elective office including the Nominating Committee, to be sent by the Clerk or their representative to all members of the Society at least 30 days prior to the meeting at which the election is to take place.

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

- iv. **Nominations by Petition:** Additional nominations for any office may be made in writing with the consent of the member(s) nominated, signed by at least five Society members and filed with the chair of the Nominating Committee and the Clerk at least 20 days before the meeting at which the election is to take place.

- v. **Eligibility for Office:** Membership on the Nominating Committee shall not preclude nomination for another elective office.

## **B. Ministerial Search Committee**

- i. **Members:** The Board shall determine the number of members of the Ministerial Search Committee in consultation with the representative designated by the Unitarian Universalist Association for this function.
- ii. **Election:** Candidates for election to the Ministerial Search Committee shall be proposed by the Nominating Committee consistent with Section 9.2(A)(iii) and elected at a meeting of the Society called for the purpose. Candidates shall be members of the Society.
- iii. **Procedures:** The Ministerial Search Committee shall elect its own chair and establish its own procedures in consultation with the UUA representative.

## **10. Miscellaneous**

### ***Section 10.1: Use of the Society's Name***

The Society shall not be represented as supporting a viewpoint or sponsoring an event without prior approval of the Board and the Senior Minister, or in accordance with their agreed upon policies.

### ***Section 10.2: Fiscal Year***

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

### ***Section 10.3: Parliamentary Procedure***

Except as otherwise agreed, all meetings of the Society shall be conducted in accordance with the latest edition of Robert's Rules of Order. The Board may propose procedures that differ from Robert's Rules of Order at a Congregational Meeting, which may be approved by a Supermajority vote. These procedures shall apply for only that specific meeting.