

# **BYLAWS**

First Unitarian Church of Rochester, New York

Adopted September 22, 2013

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## ARTICLE ONE

### Name

The name of this congregation is the First Unitarian Church of Rochester, New York. The congregation was incorporated in 1841 as the First Unitarian Congregational Society of Rochester, New York, and is a member of the Unitarian Universalist Association.

## ARTICLE TWO

### Purpose

We unite in this society

- to seek truth in love,
- to deepen our awareness of religious values  
and express them in word and deed,
- to strengthen one another in our free search,
- to maintain the sanctity of the individual conscience in matters of belief,  
bound by no dogma or creed,
- to uphold freedom, community, and equal rights for all people.

### Inclusiveness and Diversity

We declare and affirm our deep commitment to diversity and encourage the full participation of all in our activities.

## ARTICLE THREE

### Membership

Section 3.1. Becoming a Member. Any person may become a member of the congregation who:

- A. is at least fourteen years old,
- B. is in sympathy with its purpose,
- C. has completed a course of study approved by the board of trustees or has discussed the matter with a called minister or person designated by a called minister,
- D. has made a commitment to share financial resources through pledging or has had payment waived by a called minister or person designated by the called minister, and
- E. signs the membership book before two of the following:
  1. a called minister;
  2. a member of the board of trustees; or
  3. a person designated by a called minister.

Section 3.2. Termination of Membership. A person continues to be a member until:

- A. the member gives notice of resignation to the board of trustees,
- B. the death of the member, or
- C. the person's membership is terminated by two-thirds vote of the board of trustees for cause, provided the member has the right to appear before the board of trustees prior to the vote on termination. Cause may include the lack of a financial contribution for 24 months from the last financial contribution of record.

A member so terminated has the right to submit a written appeal to the congregation. The moderator must include the appeal as an agenda item at the next scheduled congregational meeting. The congregation may vote to affirm or negate the decision of the board of trustees. (See Article Four Congregational Meetings.)

## ARTICLE FOUR

### Congregational Meetings

Section 4.1. Meeting Place. Each congregational meeting is held at the building where religious services are held or, if impracticable, elsewhere in Monroe County as the board of trustees may designate.

Section 4.2. Annual Meeting. The annual meeting is held on or between May 1 and June 15.

During the annual meeting the congregation

- A. elects successors for those trustees, elected officers, and leadership nominating committee members whose terms expire at the close of the current church year,
- B. adopts a budget for the following church year,
- C. establishes the ministers' salaries,
- D. receives annual reports, and
- E. transacts such other business as may be necessary.

The budget must be made available to members of the congregation at least ten days but not more than fifty days prior to the annual meeting.

Section 4.3. Special Congregational Meetings. Special congregational meetings may be called at any time by the board of trustees and must be called within thirty days of receipt of a written request of (a) at least five percent of the last annual congregational membership reported to the UUA, or (b) at least 10 eligible voting members. (Or in keeping with NYS law.)

Section 4.4 Notice of All Congregational Meetings. Notice of each congregational meeting must be officially communicated (electronic or written) at least ten but not more than fifty days before the meeting, to each member at the email or postal address shown on the membership records. The notice must state the time, place, and purpose of the meeting and include the names of all nominees to be placed before the congregation by the leadership nominating committee or the board of trustees.

Section 4.5. Business. Business at congregational meetings is limited to items stated in the meeting notice. Items not stated in the meeting notice may be discussed without being acted upon.

Section 4.6. Quorum. Except as specifically provided elsewhere in the bylaws, a quorum at any congregational meeting consists of fifty members or ten percent of the congregation eligible to vote, whichever number is lower. If a quorum is not present, those attending have power to adjourn the meeting without further notice

until a quorum is present. When a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called.

Section 4.7. Qualifications to Vote. Only members at least sixteen years of age may vote at congregational meetings.

Section 4.8. Voting. The following rules govern voting procedures:

- A. Except as specifically provided elsewhere in these bylaws, all decisions at congregational meetings are decided by majority vote of those voting.
- B. When one or more candidates for equivalent positions are to be elected from a field of more than two, a plurality vote may be taken. In this case, the ballot must list all the candidates. Each voter may cast one vote for each of as many candidates as the voter desires, but not more than the number to be elected, and all votes carry equal weight. The terms of this paragraph also apply when the choice is among propositions instead of candidates.
- C. Voting for trustees, officers, and members of the leadership nominating and search committees, as well as all plurality votes, must be by ballot, except that, if only one person is validly nominated for a position, that person may be declared at the meeting to be elected by acclamation, with no ballot required.
- D. When a plurality vote is taken to fill board of trustees positions of different terms of office, candidates winning more votes are elected to longer terms.
- E. All voting must be in person and not by proxy.
- F. Implementation of electronic attendance and voting at congregational meetings is determined by the board of trustees.

Section 4.9. Minutes. Draft minutes of each congregational meeting are to be posted in a prominent place in the church within thirty days of the meeting. Suggested corrections should be submitted to the clerk prior to the next congregational meeting. Minutes of each congregational meeting are approved by the congregation at the next congregational meeting.

## ARTICLE FIVE

### Board of Trustees

Section 5.1. Functions of the Board of Trustees. The business, property, and affairs of the church are governed by the board of trustees through governing policies established, monitored and reviewed by the board of trustees in accordance with applicable laws, the Articles of Incorporation, these bylaws, and decisions (including those involving the annual budget) of congregational meetings.

The board of trustees may approve unbudgeted expenditures up to five percent of the current year's budget to meet unforeseen circumstances.

At each annual meeting, the board of trustees must submit at least one nomination for the office of president. The board of trustees must submit at least one nomination for treasurer in even-numbered years and at least one nomination for clerk in odd-numbered years.

Section 5.2. Membership. The board of trustees consists of twelve persons, enumerated below, all of whom must be voting members of the congregation and none of whom may be church employees.

- A. The membership includes nine trustees, three elected each church year for up to two consecutive terms of three church years. Members hold office until the end of a church year on June 30.
- B. The president, treasurer and clerk are voting members of the board of trustees. If the congregation elects a president, treasurer or clerk who is already an elected trustee, then that person's status as an elected trustee terminates upon assumption of the office of president, treasurer or clerk. During the meeting at which the president, treasurer or clerk is elected, the congregation must fill any vacancy resulting from that election.
- C. No person except the clerk and treasurer may serve on the board of trustees for more than six consecutive church years.

Section 5.3. Vacancies. If a vacancy occurs on the board of trustees, the remaining members of the board of trustees, by majority vote of those voting at a duly called meeting of the board of trustees, may fill the vacancy. Notice of intent to fill a vacancy must be included in the notice of the meeting. The appointed trustee serves until the end of the current church year. The congregation, at the next annual meeting, elects a trustee to serve the remainder of the term of the trustee elected by the congregation whose departure created the vacancy.

Section 5.4. Removal of Trustees. A trustee may be removed by two-thirds vote of those voting at a special congregational meeting called for that purpose.

Section 5.5. Regular Meetings of the Board of Trustees. Regular meetings of the board of trustees are held in Monroe County at whatever places and times the board of trustees may designate.

Section 5.6. Special Meetings of the Board of Trustees. Special meetings of the board of trustees may be called at any time by the president and must be called by the president or clerk at the request of two or more board of trustees members. Notice must be given to each member of the board of trustees at least two days before the meeting. If all board of trustees members give consent, notice requirements are waived.

Section 5.7. Quorum. A majority of the members of the board of trustees constitutes a quorum at any meeting of the board of trustees. Except as provided in Section 5.3, no question may be decided unless at least six votes are cast. A majority of the members present, even failing a quorum, may adjourn the meeting until a quorum is present, at which time any business may be transacted that might have been transacted at the meeting that was originally called.

Section 5.8. Voting. Any action of the board of trustees is decided by a majority of the votes cast by those present at the meeting unless otherwise stated in these bylaws or specifically increased in board of trustees policies.

Section 5.9. Open Meetings and Executive Sessions. Regular and special meetings of the board of trustees are open and other members of the congregation may attend. The board of trustees may at any meeting, by majority vote of those trustees voting, declare an executive session for discussion of litigation, personnel matters, or other issues of a confidential nature. The board of trustees may designate who in addition to the trustees may be present at the executive session. At the conclusion of the executive session, the meeting must be reopened. The occurrence of the executive session and the propose for which it was called must be recorded in the minutes.

## ARTICLE SIX

### Officers

Section 6.1. Officers Enumerated. The officers of the congregation are the president, vice president, moderator, treasurer and clerk. All officers must be voting members of the congregation.

Section 6.2. President. The president is elected by the congregation at the annual meeting. The term of office is one church year or until a successor is elected. The president may not serve more than six successive terms. The president presides at meetings of the board of trustees and performs such other duties as are usually performed by a president or as may be assigned by the board of trustees or the congregation.

Section 6.3. Vice President. The vice president is elected by the board of trustees. The term of office is one church year or until a successor is elected. The vice president may not serve more than six successive terms. In the absence or disability of the president, the vice president performs the duties and exercises the powers of the president.

Section 6.4. Treasurer. The treasurer is elected by the congregation at the annual meeting in each even-numbered year. The term of office is two church years or until a successor is elected. The treasurer is eligible for successive terms of office. The treasurer is a member of the board of trustees and performs such duties as are usually performed by a treasurer and such other duties as from time to time may be assigned by the board of trustees.

Section 6.5. Clerk. The clerk is elected by the congregation at the annual meeting in each odd-numbered year. The term of office is two church years or until a successor is elected. The clerk is eligible for successive terms of office. The clerk is custodian of the corporate seal and all official documents belonging to the congregation and records and keeps the minutes of all congregational meetings and meetings of the board of trustees. The clerk, upon request, certifies the qualification of members to vote. It is the function of the clerk to send official announcements to members of the congregation and to perform such other duties as may be appropriate to this office.

Section 6.6. Moderator. The moderator is elected by the congregation at the annual meeting in each even-numbered year. The term of office is two church years or until a successor is elected. The moderator may not serve consecutive terms. Whenever the moderator is unable to preside at all or any part of a congregational meeting, the president serves as moderator pro tem.

Section 6.7. Vacancies. If a vacancy occurs in the office of president, the vice president completes the president's unexpired term, and the board of trustees fills the vacancy on the board of trustees according to the provisions of Section 5.3 of these by-laws. If a vacancy occurs in the office of treasurer, clerk or moderator, the board of trustees fills the vacancy until the end of the current church year. Notice of intent to fill a vacancy must be included in the notice of the board of trustees meeting.

Section 6.8. Other Officers. The board of trustees may appoint other officers, who hold office for whatever term the board of trustees prescribes and have whatever powers and duties the board of trustees may specify consistent with these bylaws. The board of trustees may revoke any of its appointments at its discretion.

Section 6.9. Terminations. Any elected officer may be removed by two-thirds vote of those voting at a congregational meeting whose notice declared that intention.

## ARTICLE SEVEN

### Committees

Section 7.1. Leadership Nominating Committee. The leadership nominating committee consists of four members elected by the congregation and one member appointed by the board of trustees. At each annual congregational meeting, the congregation elects two members. The term of office for the elected members is two years. No elected member may serve successive terms. The board of trustees appoints one member who is either a current or former board of trustees member for a one-year term. The board of trustees appointee may serve a second successive term. Any vacancy among the elected members is filled by vote of a majority of the remaining members of the committee. Any vacancy of an appointed member is filled by the board of trustees.

- A. The committee convenes after the annual meeting, but no later than September 15 to elect a chair.

- B. The committee submits to the annual meeting at least one nomination for each elective office to be filled at the meeting (except for the offices of president and treasurer who are nominated by the board of trustees). Additional nominations for any office may be made from the floor with the consent of the person or persons so nominated.

SECTION 7.2 Search Committee. Whenever a vacancy is anticipated or exists in the position of called minister, the congregation elects a Search Committee of nine voting members of the congregation. Notice of intent to elect a Search Committee must be included in the notice of the congregational meeting. The Nominating Committee must present the names of, at least nine, but no more than, thirteen members for election to the Search Committee. Additional nominations may be made from the floor with the consent of the person or persons so nominated.

The Search committee elects its own leader and cooperates with and follows recommended procedures of the Unitarian Universalist Association. It is the responsibility of the committee to recommend to the congregation one and only one candidate for the ministerial vacancy for which it was elected. The committee continues until a contract is executed with this or a subsequent candidate or until the committee is dissolved on its own motion or by resolution of the congregation.

Section 7.3. Other Committees. The board of trustees may establish other committees to advise and assist the board of trustees in performing its duties and may terminate such committees at any time. The board of trustees establishes the powers and responsibilities of such committees.

Section 7.4. Ex Officio Members. The senior minister of the church is a non-voting ex officio member of all committees except the Search Committee.

## ARTICLE EIGHT

### Finance

Section 8.1. Church Funds. The board of trustees is obligated to prudently manage church funds consistent with all applicable laws, these bylaws, and policies promulgated by the board of trustees.

- A. Church funds must be deposited in chartered banking institutions or managed by an investment firm.
- B. Funds may be withdrawn from church accounts only by persons designated by the board of trustees.

### Section 8.2. Restricted Funds.

- A. All restricted funds subject to the New York Prudent Management of Institutional Funds Act (NYPMIFA) must be managed in compliance with it. *[Note: NYPMIFA specifically includes the ground rules for using and managing endowment funds.]*
- B. The Church maintains the following restricted funds:
  - 1. Income Endowment Fund
  - 2. Chartered Endowment Funds
  - 3. Property Maintenance and Improvement Fund
- C. The Income Endowment Fund.
  - 1. As determined by board of trustees policy, a portion of this fund may be used each year to support the annual operating budget.
  - 2. Additional expenditure from the Income Endowment fund may be authorized by a majority vote at a congregational meeting. Notice of the meeting must specify the purpose and the maximum amount of the proposed expenditure.
  - 3. Memorial gifts of any size and other gifts that become effective as a result of a death must be placed in the Income Endowment fund unless otherwise specified by the donor.
- D. Chartered Endowment Funds.
  - 1. Chartered endowment funds satisfy a specific need or purpose as designated by the board of trustees or the original donor or donors.
  - 2. Each chartered endowment fund exists pursuant to a charter, approved by the board of trustees, that specifies the name of the fund, how the principal, capital gains and income of the fund may be used, by what means the charter may be amended, and, if appropriate, when the charter expires.
  - 3. When a gift or bequest is received that is designated for an existing chartered fund, the gift or bequest is deposited in that fund.
  - 4. When a gift or bequest is received that is designated for a special use or purpose that is not consistent with any of the church's endowment funds or ongoing church activities, the gift or bequest is deposited to a separate account until appropriate church officials determine whether a new special chartered fund should be established by the board of

trustees. If no special fund is authorized by the board of trustees and if the church and the donor fail to agree on another purpose, the funds must be returned to the donor.

5. Subject to the compliance with NYPMIFA, the board of trustees may terminate any chartered fund that is unable to fulfill its original intent and re-allocate any unspent funds.

E. Property Maintenance and Improvement Fund.

1. Maintenance and improvement of church property is funded in part by the Property Maintenance and Improvement Fund.
2. The Property Maintenance and Improvement Fund is funded by an allocation from the annual budget that is increased or decreased from the previous year's contribution in proportion to the increase or decrease in the replacement value of the church building (as set by the church's insurance carrier) averaged over the preceding five years.
3. The fund is used, pursuant to board of trustees authorization, to support major maintenance or improvement items associated with the main church building and grounds, including but not limited to the:
  - a. structure and integrity of the building,
  - b. heating, ventilation and air conditioning systems,
  - c. exterior grounds, or
  - d. interior furnishings.
4. The charter of the fund is established and amended by two-thirds vote of the board of trustees.

F. For those endowment funds whose assets are managed by the church's investment manager, income and gains or losses are allocated to the funds in proportion to their respective balances.

G. The treasurer determines which church funds are managed by its investment firm.

### Section 8.3 Other Funds and Accounts

- A. The treasurer may establish bookkeeping accounts to
  1. hold funds for activities or purposes that are not expected to be permanent, or
  2. hold funds used by church Ministries.
- B. The treasurer may establish a separate account for use by the ministerial staff to provide assistance to congregants having emergency financial needs or for other special pastoral needs.
- C. The board of trustees may establish funds for activities such as but not limited to emergency repair, capital maintenance, capital improvements or

special projects. The purpose and administration of such funds should be defined in a charter approved by the board of trustees.

Section 8.4. Budget.

- A. The congregation must adopt a balanced budget for each fiscal year as a guide for the management of its affairs.
- B. The board of trustees may adjust expenditures during the fiscal year
  - 1. Due to changes in projected income and expenses and/or
  - 2. Due to unforeseen church needs,
  - 3. Except that it may not modify allocations to the Property Maintenance and Improvement Fund, and
  - 4. Except that any adjustment must maintain a balanced budget.
- C. If a surplus occurs at the end of a fiscal year, such surplus may be allocated by the board of trustees.
- D. If a deficit occurs at the end of the fiscal year, the board of trustees must provide for its repayment.
- E. The congregation may modify the budget at any time, provided that it maintains the balance between income and expenses.

Section 8.5. Borrowing.

- A. By Board of Trustees. The board of trustees may borrow money for the budget or other church needs, provided that the total church indebtedness does not exceed twenty percent of the annual budget expenses then in effect.
- B. By Congregation. By a majority vote, the congregation may authorize borrowing in excess of the limit set forth in Section 8.5.A. The notice of the meeting must state the reason the borrowing is required, the maximum amount to be borrowed, the current total of church indebtedness, and the duration of the proposed loan.

Section 8.6 Fiscal Year.

The fiscal year is from July 1 through June 30.

## ARTICLE NINE

### MINISTERS

Section 9.1. Called Ministers. The congregation calls the senior minister of the church. The position may be shared by co-ministers. Any minister called by the congregation is referred to in these bylaws as a “called minister”.

Section 9.2. Calling of Ministers. A called minister must be selected at a special meeting of the congregation called for the purpose of making the selection. A quorum for the meeting consists of twenty-five percent of the eligible voting members of the congregation. The selection of a called minister must be made by an affirmative vote of at least eighty percent of the eligible voting members present.

Section 9.3. Removal of Called Ministers. Any called minister may be removed at a special meeting of the congregation called for that purpose. A quorum for the meeting consists of twenty-five percent of the eligible voting members of the congregation. The removal of a called minister must be made by an affirmative vote of a simple majority of the eligible voting members present.

Section 9.4. Salary of Ministers. A called minister’s salary and benefits package may be fixed or changed only by a majority vote of those voting at a congregational meeting (see Article Four Congregational Meetings).

Section 9.5. Called Minister Responsibilities. Each called minister and the congregation sign a letter of agreement that sets forth the minister’s responsibilities, compensation, and benefits.

Section 9.6. Senior Minister Responsibilities. The senior minister has overall responsibility for leadership of the congregation and is accountable to the board of trustees.

Section 9.7. Freedom of the Pulpit. Ministers in the pulpit are free to express their ideas and opinions on any subject.

Section 9.8. Other Positions. The senior minister may appoint, hire or remove other members of the professional staff as the need arises.

## ARTICLE TEN

### Miscellaneous

Section 10.1. Policies and Procedures. The board of trustees creates, maintains, and sets policies and procedures to execute the provisions of these bylaws.

Section 10.2. Rules of Order. The latest edition of Robert's Rules of Order applies to the conduct of all congregational meetings, board of trustees meetings, and committee meetings consistent with applicable law and these bylaws.

Section 10.3. Indemnification of Officers and Trustees. In line with current NYS law, the congregation must indemnify and defend any current or former trustee or officer of the church from all claims, actions or investigative proceedings arising out of the person's actions in that capacity, including judgments, penalties, fines, settlements, and reasonable attorney's fees and disbursements incurred in connection with any such actions or proceedings. The board of trustees must insure that appropriate indemnity insurance is maintained.

## ARTICLE ELEVEN

### Amendments

These bylaws may be amended or repealed by two-thirds vote of those voting at a congregational meeting provided that the substance of the proposed amendment is presented at a preceding congregational meeting and included in the notices of both meetings and provided that the meetings are held at least sixty days apart.

## ARTICLE TWELVE

### Severability

Any finding that a provision of these bylaws conflicts with law will not have the effect of invalidating other provisions of these bylaws.

## ARTICLE THIRTEEN

### Dissolution

Whenever two-thirds of the voting members of the society present at a meeting called for the purpose decide to dissolve the corporation, they may make a petition to the New York State Supreme Court for an order of dissolution pursuant to requirements of the state.