

BY-LAWS
UNITARIAN UNIVERSALIST CONGREGATION
OF BINGHAMTON, NEW YORK
Adopted September 27, 1981
Previous Revision May 16, 2004
Previous Revision June 10, 2007
Previous Revision June 15, 2008
Previous Revision June 12, 2011
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Previous Revision June 12, 2016
Previous Revision June 11, 2017
Revised June 10, 2018

ARTICLE I. NAME

This organization shall be known as the "Unitarian Universalist Congregation of Binghamton, New York".

ARTICLE II. MISSION STATEMENT

*We offer a spiritual home
where we explore, celebrate and
cherish our interconnectedness,
encourage growth and transcendence,
and act with justice and compassion.*

ARTICLE III. NON-DISCRIMINATION CLAUSE

This congregation affirms and promotes the full participation of persons in all of its activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals without regard to actual or perceived race, class, color, culture or national origin, sex, sexual orientation, gender identity or expression, or physical or mental challenge. We do not require adherence to any particular interpretation of religion or to any religious belief or creed.

ARTICLE IV. GOVERNMENT AND AFFILIATION

Section 1. Government

The government of this Congregation is vested in its members who exercise the right of control in all its affairs. The members elect a Board of Trustees that has the responsibility of conducting the business of the Congregation according to these By-Laws.

Section 2. Affiliation

This Congregation is affiliated with the Unitarian Universalist Association (UUA) and its designated state and/or regional associations. It is pledged to cooperate with these bodies in all reasonable

programs adopted by them for the purpose of extending the interests and influence of the Unitarian Universalist faith, as described in Article II of these By-Laws.

ARTICLE V. MEMBERSHIP AND ITS RESPONSIBILITY

Section 1. Membership

Membership is open to any person aged 18 or older in accordance with Article III. Non-Discrimination Clause, who is in sympathy with the principles and purposes of the UUA and the mission of our congregation.

Youth who have completed a Coming-of-Age program may also become members with all the rights, privileges, and responsibilities of membership. Except that until the age of 18, or their earlier decision to resign from membership, pledging and payment is encouraged but not required.

Membership will be granted immediately after the person has signed the Roster of Membership in the presence of the Minister, President, or Clerk, and voting privileges will be granted thirty (30) days after signing. Continuing membership will be granted to those who make an annual pledge and contribution of record.

Section 2. Meaning of Membership

We gather in a supportive and nurturing community to create opportunities to grow and to serve. As we, the members, are called upon to contribute financially, it is strongly encouraged that we also make contributions of our time and talent, to the end that we may each experience those opportunities to grow and to serve as proclaimed in our mission. New members are encouraged to attend introductory classes to enhance their understanding of this congregation and Unitarian Universalism.

Section 3. Eligibility for Elective Office

Elective office may be held only by members. No one may hold more than one (1) elective office concurrently, except that one (1) member of the Board of Trustees may also be elected to the Endowment Committee, as provided in its By-Laws, referenced herein in Article XI, Section 2a, and that members of the Board and of any standing committee may also serve on a Ministerial Search Committee (see Article XII, Section 2a).

Section 4. Termination of Membership

- a) Any member may terminate membership by submitting a written resignation with the Minister, Office Administrator or Board President.
- b) The Board of Trustees may terminate any member who has not fulfilled the requirements of membership as defined in Article IV, Section 1 within the first three months of the next fiscal year. The Clerk shall notify such persons that their membership will be terminated unless they indicate that they do wish to continue membership by fulfilling the requirements.
- c) Pledging and contribution requirements may be waived for good cause at the discretion of the Minister in confidential consultation with the President.

ARTICLE VI. CONGREGATIONAL MEETINGS

Section 1. Regular Meetings

The Annual Meeting shall be held each Spring, prior to the final Board meeting of the current church year, on a date fixed by the Board of Trustees.

a) Officers, Trustees, Endowment Committee, Leader Development and Resource Committee (LDR), and Personnel Committee members shall be elected at the Annual Meeting. Terms of office will take effect on July 1st.

b) Annual reports of committees shall be distributed and opportunity provided for discussion.

c) The Board of Trustees and the Finance Committee shall develop a proposed budget for the upcoming fiscal year (July 1-June 30) for presentation and approval at the Annual Meeting.

Notice of the Board and the Finance Committee meetings held prior to and in anticipation of the Annual Meeting shall be published in writing as well as distributed electronically.

d) Notice of the above Annual meeting, with an agenda and proposed Annual Budget, shall be distributed to each member at least ten (10) days prior to the date of the meeting.

Section 2. Special Meetings

Other congregational meetings for business may be called by the Board of Trustees or shall be called upon the written application of twenty (20) members of the Congregation addressed to the Clerk.

Notices of such meetings, with an agenda, shall be distributed to each member at least ten (10) days prior to the date of the meeting.

Section 3. Quorum

a) Twenty percent (20%) of the members qualified to vote shall constitute a quorum at any business meeting of the Congregation. No fewer than a quorum shall conduct business.

b) A permanent record shall be maintained of signatures of voting members attending all congregational meetings where business is conducted.

Section 4. Majority Vote

Majority vote shall decide any question, except where otherwise provided in these By-Laws.

ARTICLE VII. BOARD OF TRUSTEES

Section 1. Composition

a) The Board of Trustees shall consist of five (5) Officers and four (4) Trustees. The officers are President, President-Elect, Clerk, Treasurer, and Treasurer-Elect.

- b) Although the Treasurer-Elect is an officer of the Board, he/she is not required to attend Board meetings unless standing in for the Treasurer.
- c) The Minister is a non-voting ex-officio member of the Board of Trustees.
- d) The Director of Lifespan Faith Development (DLFD) is a non-voting ex-officio member of the Board of Trustees.

Section 2. Meetings

- a) The Board of Trustees shall hold at least ten (10) meetings between July 1 and June 30.
- b) Special meetings may be called by the President and shall be called upon written request of two (2) members of the Board of Trustees addressed to the Clerk.
- c) Five (5) voting members shall constitute a quorum at any meeting of the Board of Trustees.

Section 3. Responsibilities

The Board of Trustees shall be the sole policy-making authority of the Congregation.

- a) It shall provide a place for the holding of regular Worship Services, and such other facilities as the Congregation may decide upon.
- b) It shall ensure the services of a Minister, subject to the action of the Congregation as provided in Article XII of these By-Laws.
- c) It shall provide the vision for the Congregation's future and its programs.
- d) It shall provide for the overall administration of the institution including financial management, the care of the property, employment policies and salaries, and personnel management. It shall authorize the hiring or termination of employees.
- e) It shall approve all contracts. All contracts shall be signed by the President and countersigned by the Clerk.
- f) It shall appoint members as Collectors to receive and deposit funds.
- g) It shall not authorize the conveyance or mortgaging of real estate belonging to the Congregation.
- h) It shall not enter into a contract or any obligation involving an unbudgeted expenditure of an amount in excess of five thousand dollars (\$5000) without the approval of the members of the Congregation.
- i) The Treasurer, Treasurer-Elect and Collectors shall be bonded with surety or sureties at the expense of the Congregation.
- j) It shall direct an annual review of the books and records.

k) It shall direct a review of the By-Laws at least every five (5) years.

ARTICLE VIII. OFFICERS

Section 1. Method of Election and Terms of Office

The President, President-Elect, Clerk, Treasurer, and Treasurer-Elect shall be elected at the Annual Meeting. The terms of office for the officers shall be one (1) year: from July 1 to June 30.

a) The President and President-Elect shall not succeed themselves but may succeed each other. The President and President-Elect shall not serve in either office or combination of them for more than four (4) consecutive years.

b) The Clerk shall not be eligible to succeed him/herself after having served three (3) consecutive full terms.

c) The Treasurer and Treasurer-Elect shall not succeed themselves but may succeed each other. The Treasurer and Treasurer-Elect shall not serve in either office or combination of them for more than four (4) consecutive years.

Section 2. Vacancies

a) If the President's office becomes vacant, the President-Elect shall assume the office of President and a new President-Elect shall be appointed by the Board. If the President-Elect position becomes vacant, the Board shall appoint a replacement.

b) If the Clerk's office becomes vacant, the Board shall appoint a replacement.

c) If the Treasurer's office becomes vacant, the Treasurer-Elect shall assume the office of Treasurer and a new Treasurer-Elect shall be appointed by the Board. If the Treasurer-Elect position becomes vacant, the Board shall appoint a replacement.

d) Board appointments are temporary until the end of the current fiscal year.

Section 3. Recall of Officers

Officers may be recalled for due cause by a 2/3 vote of a duly-called congregational meeting.

Section 4. Duties

a) The Officers shall attend all meetings of the Board of Trustees.

b) The President serves as executive officer of the Congregation and Board of Trustees. The President:

(1) is a non-voting, ex-officio member of all committees with the exception of the Leader Development and Resource (LDR) Committee.

(2) may call special meetings of the Congregation and the Board of Trustees.

(3) shall sign all duly authorized contracts of the Congregation which shall be countersigned by the Clerk.

(4) shall perform other duties as the Board of Trustees may require.

c) The President-Elect shall:

(1) assist the President in the performance of the President's duties.

(2) assume and perform all the duties of the President in the President's absence.

d) The Clerk shall:

(1) give notice of all meetings of the Congregation and the Board of Trustees.

(2) keep an accurate record of the proceedings of all meetings of the Board of Trustees and all Congregational Meetings.

(3) ensure that an accurate record of the names and addresses of the Congregation's members is kept, and shall have custody of all books, papers, and records of the Congregation except those entrusted to the Treasurer.

(4) countersign with the President all duly authorized contracts with the Congregation.

(5) record and maintain the policies and procedures manual.

(6) in the absence of both the President and President-Elect, shall call meetings of the Congregation and Board of Trustees, and shall preside as President Pro Tem at those meetings.

e) The Treasurer shall:

(1) have custody of all funds of the Congregation except any that have been placed in the custody of special trustees by the Congregation.

(2) keep an accurate record of all receipts and disbursements, pay all bills duly incurred for the general expense of the Congregation and such other bills as may be approved by the Board of Trustees.

(3) render financial statements to the Congregation at the Annual Budget Meeting, and to the Congregation and the Board of Trustees as may be requested.

(4) transfer money in the name of the Congregation and in such banks as the Board of Trustees may direct.

(5) have the books and records available for examination by congregation members.

f) The Treasurer-Elect shall:

- (1) assist the Treasurer in the performance of the Treasurer's duties
- (2) assume and perform all the duties of the Treasurer in the Treasurer's absence,
- (3) serve as vice chair of the Program Council.
- (4) preside over meetings of the Program Council in the Chair's absence.

g) Ordinarily, at meetings of the Congregation or Board of Trustees, the presiding officer should not vote, but may do so, whenever the vote will affect the outcome – to either break or cause a tie. He/she can always vote in the case of a secret ballot.

ARTICLE IX. TRUSTEES

a) Trustees are elected at the Annual Meeting to serve terms of three (3) years each. One (1) or two (2) Trustees, as appropriate to maintain staggered/overlapping terms, shall be elected annually. A Trustee shall not be eligible to succeed him/herself after serving two (2) consecutive full terms or a total of six (6) consecutive years.

b) Attendance: Trustees shall make every effort to attend all meetings of the Board of Trustees.

c) Absence: If, within a church year, a Trustee is absent from a total of four (4) regularly scheduled meetings, the Board will have the option to ask for the Trustee's resignation.

d) Vacancies: In the event of a vacancy in an office of Trustee, the Board of Trustees shall appoint a new Trustee to serve the balance of the current fiscal year. A nominee for any unexpired portion of the term shall be chosen at the next Annual Meeting.

ARTICLE X. PROGRAM COUNCIL

Section 1. Composition

Board of Trustees member, Chair.

Treasurer-Elect, Vice Chair.

Chairs or designated representatives of all committees, teams, task forces and any other such groups offering programs.

Section 2. Meetings

The Program Council shall meet at least six (6) times each church year.

Section 3. Responsibilities

To enhance congregational communication, cooperation, and calendar coordination.

It may initiate and advance programs/activities meant to strengthen our congregation.

To advance any long-range plan objectives assigned it by the Board.

ARTICLE XI. COMMITTEES

All committees, except where otherwise noted, are open to full participation by the congregation's members and friends. This includes holding office and voting in meetings of those committees. Similarly, all activities planned by those committees and other ad-hoc groups are also open to full participation.

Section 1. Standing Committees

There shall be eleven (11) standing committees of the Congregation — not only committees that are essential to the operation of the congregation, but also committees that are fundamental to the mission of the congregation. They are: Denominational Affairs, Rainbow Alliance, Green Sanctuary, Finance, Stewardship, Property, Adult Programs, Family Ministry Team, Social Justice, Communications Technology, and Worship. The Board of Trustees shall ensure that there is a chair for each standing committee.

Section 2. Elected Committees

a) Endowment Committee: There shall be an Endowment Committee, governed by the By-Laws of such Endowment Committee enacted and adopted by the Congregation on June 2, 1991.

b) Leader Development and Resource (LDR) Committee: See ARTICLE XIV.

c) Personnel Committee

There shall be a Personnel Committee, which meets in closed executive session, and whose proceedings shall be kept confidential. The committee shall consist of one (1) member of the Board of Trustees and three (3) members elected from the Congregation for 3-year staggered terms [one (1) elected each year, serving a maximum of two (2) consecutive terms]. Additionally, there will be a staff liaison, recommended by the Minister and appointed by the Board for a 3-year term. They shall choose their own chair.

Procedures:

(1) Policies and procedures shall be established by the Personnel Committee and approved by the Board of Trustees.

(2) For the paid staff, except the Minister, there shall be a Hiring Procedure, a Grievance Procedure, and a Procedure for Unsatisfactory Performance. The final responsibility in hiring and dismissal is that of the Board of Trustees.

(3) Supervisory relationships shall be determined by the Board of Trustees and described in the Personnel Policies.

(4) Annual reviews of staff performance and salary packages, except for that of the Minister, shall be performed by the Personnel Committee and Supervisors, and the results reported to the Board of Trustees. Annual reviews of the Minister's performance and salary package shall be performed by the Board of Trustees in consultation with the Committee on Ministries (COM), per Article XIII a) 5

d) Membership Committee

There shall be a Membership Committee consisting of one (1) member of the Board of Trustees and three (3) members elected from the Congregation for 3-year staggered terms [one (1) elected each year, serving a maximum of two (2) consecutive terms]. Additionally, the Membership Coordinator shall serve as an ex-officio member. The Membership Committee shall choose its own chair.

Organization: 1) The Membership Committee shall be a leadership body providing vision, steering and support to the Membership sub-committees. The Membership sub-committees are Fellowship, Welcome, Caring and Outreach.

Section 3. Others

Other committees whose missions are long term, as opposed to ad-hoc, may be established and maintained by the Board of Trustees as it deems necessary. Members are free to form other committees and ad-hoc groups, with the permission of the Board.

Section 4. Term Limits

The term of the Chair of all standing and other committees shall not exceed three (3) years.

ARTICLE XII. MINISTER

Section 1. Duties and Qualifications

The Minister shall be the religious head of the Congregation, and shall perform such duties as are specified in his or her covenant of employment with the Congregation and required by the By-Laws.

a) The Minister shall consult with and advise the Board of Trustees concerning management of the Congregation's business and the administration of congregational policy. He or she shall be a Minister in fellowship with the Unitarian Universalist Association or recognized by the Association as actively seeking fellowship.

b) The Minister shall be a non-voting ex-officio member of the Board of Trustees and of all standing committees.

c) In keeping with the Liberal Tradition, the Minister shall enjoy a free pulpit, differentiating between personal and congregational opinions.

Section 2. Calling a Minister

a) Upon the resignation or dismissal of a Minister, the Congregation shall elect seven (7) members to constitute a Ministerial Search Committee. The Congregation shall follow the Unitarian Universalist Association's recommended procedures for selecting a Ministerial Search Committee. The Committee shall elect its own Chair.

b) The Ministerial Search Committee shall follow the denominational candidating procedures, and shall investigate the availability and suitability of the candidates suggested. When the Committee has agreed upon a candidate for recommendation to the Congregation, such a candidate shall visit the Congregation and speak at least once from the Pulpit. No other

candidate shall be presented to the Congregation until action has been taken upon the candidate presented by the Committee.

c) The Ministerial Search Committee shall report its recommendations for a Minister and conditions of employment to a duly called Special Congregational meeting. Forty percent (40%) of the Members eligible to vote shall constitute a quorum at such meeting. The selection of a Minister shall require the consent by written ballot of eighty-five percent (85%).

d) A covenant shall be entered into by the Congregation and the Minister-elect noting in detail compensation agreed upon, all benefits and professional expense budget, and any other matters agreed upon by the Minister-elect and members of the Congregation.

Section 3. Tenure

The Minister is engaged for an indefinite period of time.

Section 4. Salary

The compensation of the Minister shall be reviewed annually and shall be approved by the Congregation at the Annual Meeting.

Section 5. Resignation

The Minister shall give at least three (3) months notice unless otherwise mutually agreed upon by the Minister and the Congregation.

Section 6. Dismissal

The Minister may be dismissed by a simple majority of the qualified voting members of the Congregation present at a Special Congregational meeting legally called for that purpose (see Article VI. Section 2.). Forty percent (40%) of the Members eligible to vote shall constitute a quorum at such meeting. Salary shall be continued for three (3) months following dismissal.

ARTICLE XIII. COMMITTEE ON MINISTRIES

a) The purpose of the Committee on Ministries (COM) is to support, inform, assess, and advocate for robust ministry of the congregation in its entire context – including the called Minister and Director of Lifespan Faith Development (DLFD). It shall track the heartbeat of ministry within the Congregation: how the members of the Congregation take care of themselves and each other; how the lay ministerial leadership serves the Congregation; and how the called Minister and DLFD serve the congregation. Specifically, the committee shall:

1. assist the Minister and DLFD in their role as religious leaders of the Unitarian Universalist Congregation of Binghamton (UUCB).
2. serve as a support group for the minister and the DLFD, listening with respect, compassion, and confidentiality.

3. nurture a dialog within the Committee that will assess the conditions within the congregation as they affect relations among members of the Congregation.
4. continually interpret to the Congregation the nature and scope of our UUCB ministry, including a clarification of role expectations and realistic priorities for the Minister, DLFD and members.
5. consult with the Minister and submit an annual compensation recommendation to the Board of Trustees.
6. work with the Minister on plans for continuing education, sabbatical planning, or other professional development and to advocate for such plans to the Board and the Congregation, including appropriate funding of such plans.

b) The Committee on Ministries (COM) shall consist of the Minister, the DLFD and three (3) members of the Congregation, appointed to staggered three-year terms, chosen as follows. When a vacancy occurs, the Minister shall nominate two (2) or three (3) members of the Congregation and submit their names to the Board. The Board shall then choose (in Executive Session, if preferred) one (1) of the nominees to fill the expired term or to fill the remainder of the term. Members cannot serve two (2) consecutive terms. Terms of office expire on June 30th. When a new settled minister has been called, consideration shall be given to selecting one (1) or two (2) members of the Search Committee to serve the term vacated during an Interim's year, or to supplement the three (3) member committee.

c) The Chairship of the Committee on Ministries (COM) shall go to that member who has served on the committee the longest; in the case of two (2) members serving equally long because of an early vacancy, the one (1) whose term will expire first shall take the position. The Chair has responsibility for convening meetings on a regular basis, and for reporting to the Board.

d) All meetings of the Committee shall be in closed executive session, and its proceedings shall be kept confidential.

ARTICLE XIV. LEADER DEVELOPMENT AND RESOURCE COMMITTEE AND ELECTION PROCEDURE

a) There shall be a Leader Development and Resource (LDR) Committee consisting of five (5) members serving 2-year staggered terms. LDR Committee service is limited to two (2) consecutive terms. If vacancies occur, the Committee will recommend candidates for Board approval. Appointees serve the balance of the current fiscal year. A nominee for any unexpired portion of the term shall be chosen at the next Annual Meeting.

b) The LDR Committee meets monthly and shall elect its own Chair.

c) When discussing potential candidates or scholarship recipients, the Committee shall be in closed executive session and its proceedings shall be kept confidential.

d) The LDR Committee shall present to the Congregation one (1) nominee for each elective position at the Annual Meeting. In addition, the LDR Committee shall nominate its successors.

e) Petitions for nominations for elective positions may be submitted to the LDR Committee up to two (2) weeks before the Annual Meeting. Petitions must have the signatures of at least ten (10) members. The LDR Committee shall present these names as petition candidates at the Annual Meeting.

f) The proposed slate of nominees shall be distributed to members at least ten (10) days prior to the Annual Meeting.

g) If a nominee becomes unavailable after nomination and before the Annual Meeting, a substitute may be nominated by the LDR Committee.

h) Nominations from the floor may be made only with prior consent of the nominee secured by the person placing the name into consideration.

i) All elections at Congregational Meetings shall be by secret ballot in cases where there is more than one (1) nominee for a position.

j) All elections shall be by majority vote. If at any election no candidate receives a majority of the votes, there shall be a run-off election between the two (2) candidates receiving the greatest number of votes.

k) There shall be no voting by proxy.

l) Those persons elected to positions at the Annual Meeting take office on July 1.

ARTICLE XV. DISSOLUTION

In the case of dissolution of the Congregation, all its property, real and personal, subject to all claims against it, shall be vested in the Unitarian Universalist Association or its successor to be held in trust for the benefit of a future Unitarian Universalist Society in the vicinity.

ARTICLE XVI. AMENDMENT OF BY-LAWS

These By-Laws may be altered or amended by a vote of two-thirds (2/3) of the members present at any Regular or Special Congregational Meeting, provided that notice of the proposed change is included in the notice of the meeting, which must be distributed to all members at least ten (10) days prior to that meeting. By-Laws may be suggested to the Board, if accompanied by a petition of twenty (20) voting members.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Congregation may adopt.

ARTICLE XVIII. REVOCATION

The By-Laws in force previous to the adoption of these By-Laws are hereby superseded. All changes shall be executed forthwith.

END