

**BYLAWS OF  
THE FIRST UNITARIAN-UNIVERSALIST SOCIETY  
OF BURLINGTON, VERMONT, INC.**

Adopted at June 2017 Annual Meeting

ARTICLE I NAME

The name of this Corporation shall be the First Unitarian-Universalist Society of Burlington, Vermont, Inc. (hereinafter denoted as "the Society".)

ARTICLE II PURPOSE

The purpose of the Society is to establish a community of people who seek to live out the mission and ends of the Society, founded on its religious, social and ethical values, and in alignment with the liberal religious traditions of Unitarian Universalism.

ARTICLE III MISSION AND COVENANT

The Society shall adopt a Statement of Mission and a Congregational Covenant, both of which shall be appended to these bylaws. This Mission Statement and Covenant shall each be reviewed by the board as needed, and any updates or changes shall be approved by the members of the Society, upon recommendation of the Board.

ARTICLE IV AFFILIATION

The Society shall be a member of the Unitarian Universalist Association and the appropriate regional district of the Unitarian Universalist Association.

ARTICLE V NON-PROFIT CORPORATION

- A. Non-profit Status** The Society is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the laws of the State of Vermont for religious and charitable purposes and shall not carry on any activity not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code, as amended (the "Code").
- B. Society's Property** The property of the Society is irrevocably dedicated to public and charitable purposes, and no part of the net earnings of the Society shall inure to the benefit of, or be distributed to, any director, officer, or member thereof or to the benefit of any private person, except to pay reasonable compensation for services rendered.
- C. Lobbying** No substantial part of the activities of the Society shall be the

carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office.

- D. Dissolution Clause** Should the Society cease to function and the membership vote to disband, any assets of the Society shall be transferred to the Unitarian Universalist Association for its general purposes. Such transfer shall be made in full compliance with whatever laws are applicable.

## ARTICLE VI MEMBERSHIP

- A. New Members** Membership is open to any person who is in sympathy with the spirit and ministry of the Society and who has attained the age of sixteen or who has graduated from the Coming of Age Program, regardless of age, and who has:

- 1) Completed an orientation program which has been approved by the Senior Minister, or been exempted by the Senior Minister;
- 2) Made an annual financial commitment for the current or coming fiscal year;
- 3) Signed the membership book.

Membership is effective immediately upon completion of three (3) items above.

### **B. Member Responsibilities**

1. A member shall support the mission of the Society, and pledge to abide by the Congregational Covenant.
2. A member is expected to accept responsibility for the well-being of the Society through active participation.

- C. Membership Requirements** A member shall make an annual financial commitment. A member shall make an annual financial contribution of record to the operating fund in a form making it attributable to the member. Members of a pledging unit that has made a contribution of record within the past two years shall be considered to have met this obligation and be in good standing. Any member who would suffer financial hardship if required to make such a financial contribution may be exempted at the discretion of the Senior Minister and be in good standing, on an annual basis.

### **D. Voting Eligibility**

- A. To be entitled to vote at Annual or Special Business Meetings a member must be in good standing as stated in Article VI C.
- B. The Senior Minister or his/her designee shall prepare a list of members in good standing as of the date one week prior to the mailing of any notice of that meeting. This membership list shall be available at all business

meetings and shall be determinative with regard to voting, eligibility for elected positions and the presence of a quorum.

### **E. Resignation and Removal from Membership**

- 1) A person shall be removed from the membership roll:
  - a) Upon submission of a written resignation to Senior Minister or his/her designee;
  - b) Upon death;
  - c) For unacceptable behavior in accordance with fair and reasonable policies and procedures approved by the Board.
- 2) A member shall be removed when there has been no financial contribution of record for two (2) consecutive years. This removal shall occur after the Senior Minister or his/her designee has made a good faith effort to contact them via the most appropriate method(s) (e.g., mail, email, phone) requesting clarification of his or her status at least sixty (60) days prior to removal. If no financial contribution is received by the close of the second fiscal year, the Senior Minister or his/her designee is authorized to remove the person from the membership list. They may be reinstated upon written request and receipt of a financial contribution of record.

### **F. Life Members**

Life Member status may be granted to members who have been active for an extended period of time, and who are no longer able to participate actively due to advanced age, health, or disability. Such members shall be exempted from the necessity of making annual financial contributions and shall retain all rights of membership, including full voting privileges. Granting of this status shall be considered at the recommendation of the Senior Minister and approved by the Board of Trustees or its designee.

## **ARTICLE VII CONGREGATIONAL AUTHORITY**

### **A. Authority**

The membership shall have the ultimate authority in all matters pertaining to the operation of the Society. This authority shall be exercised at Congregational Business Meetings (Annual and Special). The following powers are reserved specifically for members:

- 1) the election and removal of Officers, Trustees, members of the Nominating Committee and members of the Endowment Committee;
- 2) the adoption and amendment of Articles of Incorporation and Bylaws;
- 3) the call or dismissal of called ministers;
- 4) the approval of the annual budget;

- 5) the approval to enter into any contract or agreement involving the expenditure or transfer of money or property exceeding seven percent (7%) of the annual budget;
- 6) the authorization of unsecured indebtedness in excess of seven percent (7%) of the annual budget;
- 7) the approval to change the purpose of or the process for invasion of principal of the Meeting House Fund and the First Unitarian Universalist Society Fund.

## **B. Meetings**

- 1) Annual Congregational Business Meeting  
There shall be an Annual Congregational Business Meeting held in the month of June of each year at such time and place as shall be determined by the Board of Trustees. The first order of business of this meeting shall be the election of Officers, Trustees, members of the Nominating Committee, and members of the Endowment Fund Committee. The second order of business shall be to vote on the proposed budget. Other business that is deemed necessary by the Board of Trustees may also be conducted at the Annual Meeting. No binding resolution shall be considered unless it appears on the warning of the meeting. New budget items identified by members must be submitted to the Treasurer at least two (2) months prior to the Annual Meeting for consideration of inclusion in the proposed budget or on the agenda of the upcoming Annual Meeting.
- 2) Special Congregational Business Meetings  
Special Congregational Business Meetings may be called by the Board of Trustees at any time for any purpose it deems necessary. The Board of Trustees shall call a Special Congregational Business Meeting upon the written request of at least ten percent (10%) of the members of the Society. Such meetings shall be called as soon as practical, but not later than sixty (60) days from receipt of the request at a regularly scheduled Board meeting.
- 3) Notice
  - a) Content - The notice of all meetings shall state the date, time, and location of the meeting and the business to be transacted.
    - i. The notice of the Annual Meeting shall specify the names, positions, and terms of each of the nominated elected positions. It shall also include instructions on how to access the proposed budget.

- ii. Notice of other business shall include the text or summary statement of proposed resolutions and shall state that copies of the full text, where appropriate, can be obtained from the Society office one week prior to the meeting.
  - b) Method and Timing - Notice of any Business Meeting of the Society shall be sent by first class mail to all members at their address of record at least fourteen (14) days prior to the meeting. When Society members reside together, one notice mailed to their common address shall constitute notice to each. A member may, in writing, waive the foregoing notice requirement and elect to receive notice by other means as are acceptable to the Senior Minister or his/her designee. Notice shall also be made by other means, including websites and pulpit announcements, as deemed appropriate by the Board of Trustees, for reaching all voting members.
  - c) Location - Regular or special meetings of the board and the membership shall be held at the principal office of the Society in the absence of any designation in the notice of the meeting.
- 4) Procedure
- a) The current version of *Robert's Rules of Order* shall govern procedure at all Business Meetings of the Society.
  - b) At any Annual or Special Business Meeting of the Society, the presiding officer may name a parliamentarian. The parliamentarian may address the meeting with the permission of the presiding officer.
  - c) The agenda of the meeting shall be the agenda published in the notice. No unrelated new business may be conducted.
  - d) There shall be no proxy or absentee voting except for Life Members, who may vote by absentee ballot according to Board approved procedures.
- 5) Quorum
- a) A quorum for conducting business at any Business Meeting of the Society shall consist of at least ten percent (10%) of the membership list from which the notice of the meeting was prepared, except in the following five (5) cases, where quorum shall be thirty percent (30%) of membership:

- i. Calling or dismissing the Senior Minister;
- ii. Removing from office a person elected by the congregation;
- iii. Buying, selling, or encumbering real property;
- iv. Changing the stated purpose of a trust fund or changing the process for invasion of principal;
- v. Amending these bylaws.

b) Absentee ballots of Life Members shall be counted only toward the quorum for the specific election on which they are cast.

6) Voting

Actions will be by simple majority vote, unless otherwise specified in these Bylaws or required by state law. Where more than two (2) persons are nominated for an office and none receives a majority of the votes cast, the person receiving the least number of votes shall be eliminated from further voting and there shall be a revote on the remaining nominees. Such procedure shall be repeated until one (1) candidate receives a majority of the votes cast.

A motion for secret ballot may be made and when so made may be approved by a majority of votes cast upon the question.

## ARTICLE VIII ELECTIONS

- A. Qualifications** Only members in good standing as required in Article VI C and who are at least 18 years of age (or older if Vermont State law requires) may serve in an elected position. Immediate family of any minister or full time staff member may not serve as a Board member or Treasurer.
- B. Nominations** The slate from the Nominating Committee for elected positions shall be automatically placed in nomination upon receipt of the report from the Nominating Committee. Further nominations for any such vacancy may be offered by any voting member from the floor, with prior consent of the nominee.
- C. Terms** Terms shall begin on the first day of the new fiscal year following the Annual Congregational Business Meeting.
- D. Vacancies** The Board of Trustees may fill vacancies in all elected offices. Members so appointed shall serve until the next annual election.

### **E. Removal from Elected Position**

- 1) Petition for removal of a person from an elected position shall require a vote by five (5) members of the Board of Trustees, or a petition signed by at least ten percent (10%) of members.
- 2) In response to an appropriate petition for removal, the Congregation can remove a person holding an elected position from that position by a vote of sixty percent (60%) of those voting at a Business Meeting.

## **ARTICLE IX OFFICERS AND BOARD OF TRUSTEES**

### **A. Officers**

The officers of the Society shall be the President, Vice President, Treasurer, and Secretary. All officers shall be elected at an Annual Meeting for a two (2) year term. No officer shall hold the same elected office for more than two (2) successive terms, and no person shall hold more than one (1) office at a time. The duties of officers shall be as prescribed by the Board of Trustees and as consistent with state law.

### **B. Board of Trustees**

#### 1) Authority

The Board shall act on behalf of the congregation as the overall governing body of the Society. The Board is responsible only to the membership, which assigns the Board the responsibility to provide strategic leadership in the achievement of the Society's purpose, and the authority to oversee the finances, business, property, programs and affairs of the Society. The Board shall not have the authority, without a specific vote of approval by the voting members, to execute on behalf of the Society any contract or agreement involving the expenditure or transfer of money or property exceeding seven percent (7%) of the annual budget. The Board shall not have the authority, without a specific vote of approval by the voting members, to incur debts in any one (1) fiscal year greater than seven percent (7%) of the annual budget.

#### 2) Duties

On behalf of the members, the duties and responsibilities of the Board of Trustees shall include, but not be limited to, the following:

- a) Review and update the Congregational Covenant of the Society;
- b) Communicate and consult with members of the Society;
- c) Establish, regularly review, monitor, and revise as needed the values, ends, and recommend updates or changes to the Mission Statement of the Society to the members of the Society;

- d) Develop, adopt, monitor, and revise as needed appropriate written policies to guide the Society;
  - e) Develop, adopt, monitor, and revise as needed appropriate written policies to guide the operation of the Board;
  - f) Have general charge of raising, expending and managing Society funds, and presenting an annual budget to the congregation for approval;
  - g) On a periodic basis, review the financial condition and performance of the Society to ensure proper utilization of its financial resources in light of the mission and goals of the Society;
  - h) Make available to all members, within a reasonable timeframe, a written annual financial report;
  - i) Determine when the Society shall consider calling a Senior Minister and appoint an appropriate Search Committee and approve the creation of other ministerial positions;
  - j) In the event of a vacancy in the position of Senior Minister; appoint an interim senior minister until the position is filled according to established policy;
  - k) Make interim appointments to fill unexpired elected positions until the next annual election;
  - l) Perform such other duties and responsibilities as may be established by the policies of the Society, or by other sections of these bylaws.
- 3) Delegation of Authority The Board may delegate the implementation of policies and any Board duties as it deems appropriate and is consistent with these bylaws and Society and Board policies. The Board may appoint committees and task groups to assist the board in the fulfillment of its duties, as it deems appropriate.
- 4) Composition The Board of Trustees of the Society shall consist of the President, Vice President, Secretary and six (6) elected Trustees. The senior minister shall serve as a non-voting, *ex officio* member of the Board.
- 5) Terms of Elected Trustees The six (6) elected Trustees shall serve staggered three (3) year terms, two (2) elected at each Annual Meeting, and may serve a maximum of two (2) consecutive terms. A Trustee may be elected as an officer that sits on the Board immediately following these terms, but otherwise may not serve again on the Board as Trustee for at least four (4) years.



- 6) Expenses Reasonable expenses for trustees to attend meetings or carry out the business of the Society may be borne by the Society. No trustee shall receive any other remuneration for his or her services as trustee.
- 7) Board Meetings
  - a) A regular meeting of the Board may be held without prior notification immediately after and at the same location as the Annual Business Meeting.
  - b) Special meetings of the Board shall be held on the call of the President or Vice President or the written request of three Board members.
  - c) Five voting members of the Board shall constitute a quorum. Unless otherwise stated in these Bylaws or policies of the Society, approval of a motion shall be by a majority of those voting on the motion.
  - d) An officer or their designee shall ensure a tentative agenda for each regularly scheduled meeting is posted at least four (4) days in advance, and for a specially called meeting on as timely a basis as is practicable. The Secretary or his/her designee will post minutes of all Board meetings as promptly as practicable after each meeting.
  - e) Members of the Society and members of the youth group shall have the right to attend Board meetings and to address the Board.
  - f) The Board may vote to withdraw into executive session to discuss personnel issues or other confidential matters.
- 8) Transaction by Other Means
  - a) Action Without a Meeting - Whenever any action by the board of trustees or its committees is required, to the extent allowed by law, that action may be conducted without a meeting by mail, email, or other electronic means in such manner as the board of trustees or committee may determine. Any action by the board of trustees or committee may also be taken without a meeting if consent in writing setting forth the action taken is signed by all of the members of the board of trustees or committee then in office and is filed with the secretary of the board.
  - b) Participation - Members of the board of trustees or its committees may participate in a meeting, if a quorum is by that or other means established, by means of a conference telephone call, interactive television, or other electronic communications method, provided that all members participating in the meeting can hear or otherwise communicate with each other simultaneously.

- c) Waiver of Notice - Any required notice of any meeting may be waived by the written consent of all persons entitled to that notice, and actual attendance at the meeting by the person shall constitute waiver of notice to the meeting.

## ARTICLE X COMMITTEES

### **A. Board Committees**

- 1) The Board of Trustees may create such committees, task groups or other groups as it deems appropriate to advise and assist the Board and may determine the composition, purpose, and powers of those groups, subject to provisions in these Bylaws and Board approved Policies.
- 2) Endowment Committee
  - a) There shall be an Endowment Committee, which shall operate under a charter approved by Board of Trustees. The charter shall set forth the committee's duties, values and ends in order to responsibly invest, manage, and supervise the Society's endowments for the benefit of the Society. The Endowment Committee shall consist of five people, all of whom shall be voting members of the Society. Members shall be elected at the annual meeting to staggered five year terms.
  - b) There shall be a Meeting House Fund and a First Unitarian Universalist Society Fund. The Board shall not have the authority, without a specific vote of approval by two-thirds of the voting members of the congregation at a Business meeting, to change the stated purpose of a fund or change the process for invasion of principal.
    - i. The Meeting House Fund shall be accumulated and managed for the purpose of the maintenance, improvement and purchase of the Society's long-term fixed assets in perpetuity. The principal of the fund shall not be invaded except upon the recommendation of the Endowment Committee, with the approval of the Board, and the vote of two-thirds majority of the members of the Society present at a Business meeting of the congregation. The income may be expended only upon the recommendation of the Endowment Committee and with the approval of the Board.
    - ii. The First Unitarian Universalist Society Fund shall be accumulated and managed for the purpose of the general support of the programs and activities of the Society. Income from the fund shall be available for these purposes. The principal of the fund shall be invaded only

upon the recommendation of the Endowment Committee and with the approval of the Board.

- c) Members of the Committee shall not be liable for any losses to the funds except to the extent such losses shall have been caused by their bad faith or gross negligence. No member shall be liable for the acts or omissions of any other member. No member shall engage in any self-dealing transaction with the funds of which the member has a direct or indirect financial interest. Members shall at all times refrain from conduct in which his or her own personal interest would conflict with the interests of the funds.

### **C. Nominating Committee**

The Nominating Committee shall consist of six (6) members, each of whom shall serve for one (1) three year term. Two (2) members shall be elected each year at the Annual Meeting. It shall be the committee's task to name its own chair. No member of the Nominating Committee shall be eligible to concurrently serve in any other elected position of the Society, and no member of the Nominating Committee shall serve successive terms on that committee.

The Nominating Committee shall be responsible for preparing a slate of nominees for elected positions. The Nominating Committee shall present at least one (1) nomination for each vacancy among Officers, Trustees, Trust Fund Committee members, and Nominating Committee members prior to each annual meeting. It is the responsibility of the committee to ensure that each nominee has given consent to have his/her name placed in nomination, and is a member in good standing. The Nominating Committee shall select a member in good standing as stated in Article VI C to act as Assistant Treasurer. Additionally, the Nominating Committee may take on development of leadership and a member skills and interests database, as they deem appropriate.

## ARTICLE XI SOCIETY ORGANIZATIONS and ACTIVITIES

Members and friends of the Society are encouraged to participate in Society organizations and activities to advance the Mission and Ends of the Society and for their mutual interest and fellowship. Members may form organizations and initiate activities for social, educational, spiritual, or advocacy purposes and may determine their own programs when such programs are not inconsistent with the policies and values of the Society and further its Mission and Ends.

Innovation and creativity shall be encouraged, but Society organizations and activities shall be subject to the policies and controls of the Society including, but

not limited to budgeting, fund-raising, communications, and record keeping.

## ARTICLE XII MINISTER(S)

### **A. Ministerial Positions**

- 1) There shall be a called Senior Minister.
- 2) The Board of Trustees shall approve of the creation of any other ministerial positions.

### **B. Responsibilities of Ministers**

- 1) Senior Minister. The Senior Minister reports to the Board of Trustees and shall operate under policies established and monitored by the Board foster and advance the mission and purpose of the Society, and shall coordinate the implementation of the Society's Ends.
- 2) The Senior Minister may, in turn, delegate responsibilities to other ministers, staff and volunteers.
- 3) Interim Senior Minister. An interim senior minister is hired by the Board of Trustees to temporarily fill the role of Senior Minister.
- 4) Other Ministers Ministers other than the Senior and Interim Senior Minister are hired by and report to the Senior Minister, who shall determine his or her responsibilities.

### **C. Calling the Senior Ministers**

When a minister is to be called the following process shall be used:

- 1) A Search Committee of voting members, nominated by the Board of Trustees, shall be elected by the congregation for the purpose of carrying out the process to solicit, evaluate, and recommend candidates to fill the position.
- 2) The Search Committee shall select the person (or persons) who can in the best of conscience carry out the goals of this Society and fulfill the criteria for selection established by the Committee as informed by the congregation.
- 3) The recommendation for a new minister to the Society shall be made by the Board upon the recommendation of the Search Committee. The candidate will be presented to the congregation for candidating.
- 4) Upon completion of the evaluating process, the congregation shall, at an annual or special meeting called for the purpose of voting to call a minister, vote on whether to call the candidate to the ministry of the Society. The candidate must receive affirmative votes from eighty percent (80%) of the members present in order to be called to serve.
- 5) Subsections 1) through 3) of this section shall be inapplicable in the case of a hired minister who wishes to be called. The timing and process for calling a hired minister will be established by the board of trustees at the time of hire.

**D. Termination of Service of Called Senior Minister**

The Senior Minister may terminate his or her service upon written notice to the Board pursuant to the terms of his or her Letter of Agreement. The congregation may terminate the service of the Senior Minister by a simple majority vote of those voting at a meeting called for that purpose, at which the requisite quorum is present.

**E. Termination of Service of Other Ministers**

A minister who has been hired, may be dismissed by the Senior Minister. An interim minister may be dismissed by a majority vote of the Board of Trustees.

ARTICLE XIII INDEMNIFICATION

**A. Immunity from Liability**

The members, trustees, employees, volunteers, and officers of the Society shall not be personally liable for any debt, liability or obligation of the Society. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Society, may look only to the funds and property of the Society for the payment of any such contract or claim, or for the payment of any debts, damages, judgment, or decree, or any money that may otherwise become due or payable to them from the Society.

**B. Indemnification**

To the extent legally permissible, the Society shall indemnify all present and former employees, trustees, members, volunteers and officers against any debt, liability or obligation which the individual has reasonably incurred by reason of being an employee, trustee, member, volunteer, or officer of the Society, except that no indemnification shall be made if the individual is determined not to have acted in good faith in the reasonable belief that the action or inaction was in the best interests of the Society.

ARTICLE XIV FISCAL YEAR

The fiscal period of the corporation shall end June 30.

ARTICLE XV AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the members of the Society duly warned for the purpose and at which a quorum is present. Any amendment shall be effective when approved by two-thirds of the members voting on the amendment.

These bylaws were approved by the membership and became effective at a duly-

noticed meeting on \_\_\_\_\_.

\_\_\_\_\_  
*Date*

\_\_\_\_\_  
*Secretary*