

**BYLAWS
OF
THE UNITARIAN CHURCH IN SUMMIT**

Article I – Identity

The name of this congregation shall be The Unitarian Church in Summit. This congregation is a corporation organized under Title 16 of the New Jersey Statutes relating to religious organizations and is a member of the Unitarian Universalist Association of Congregations (UUA) and the Unitarian Universalist District of Metropolitan New York, Inc.

Article II – Purpose

The purpose of this congregation is to create and maintain a religious community based on the values and principles of Unitarian Universalism and to serve the evolving needs of the congregation and the world.

Article III – Members

Section 1: Membership Criteria

Any person who meets each and all of the following criteria is a Member of this congregation:

- (a) Is at least sixteen (16) years of age.
- (b) Is named in a written pledge of financial support for the congregation for the current fiscal year, in fulfillment of which pledge some payment of record is made.
- (c) Has affirmed support of the purposes of this congregation by signing the congregational register in the presence of a Minister or an officer.

Adherence to any specific religious belief or creed shall not be a condition of membership.

Section 2: Exceptions

(a) Any person who wishes to be a Member but cannot provide financial support may present that information to a Minister or the Board of Trustees. Based on that information the Minister or the Board of Trustees may waive the requirements of Section 1(b) of this Article.

(b) Any person who was eligible to vote at the meeting of the congregation at which these Bylaws were adopted shall be deemed to have satisfied the criterion in Section 1(c) of this Article.

(c) Any person who wishes to be a Member but objects to signing the congregational register may present their objections to a Minister or the Board of Trustees. Upon finding such objections reasonable the Minister or the Board of Trustees may waive the criterion in Section 1(c) of this Article for that person.

Section 3: Voting

A Member of this congregation is entitled to vote at any meeting of the congregation provided the criteria of membership were satisfied at least sixty (60) days prior to the date of the meeting, except that payment of record toward fulfillment of the pledge may be made any time until the meeting.

Section 4: Termination and Renewal

(a) Anyone who once meets all criteria of membership, but who subsequently ceases to meet them due to not pledging financial support for the congregation, is no longer a Member save for any years for which Section 1(b) of this Article is waived for that person. Any such person can resume membership for any fiscal year by meeting anew the criteria of Section 1(b) of this Article.

(b) A record shall be kept of any person's written disavowal of the purposes of the congregation made by signing the congregational register. Anyone who submits such a disavowal can become a member again only after signing the register anew.

Article IV – Congregational Meetings

Section 1: Annual Meeting

The congregation shall hold an Annual Meeting each year on the second Sunday in June, or on such other date as the Board of Trustees shall determine, for the election of Trustees and such other business as may be properly brought before the meeting.

Section 2: Special Meetings

(a) Special Meetings of the congregation shall be called by the President of the Board of Trustees (i) upon a motion approved by a vote of a majority of the Board of Trustees or (ii) upon receipt of a written petition signed by twenty (20) Members or 10% of the Members, whichever is less, provided, however, that, if the meeting is being called to dismiss a Minister under Article X, Section 2 (c), the written petition must be signed by fifty (50) Members or 15% of the Members, whichever is less.

(b) Any motion or petition for a Special Meeting shall state the purpose for the requested meeting. If the purpose involves a change in these Bylaws, the proposed change or changes in Bylaw language shall be set forth in the motion or the petition.

(c) Special Meetings shall be held within a reasonable time under the circumstances after the motion or receipt of a valid petition from Members. Any matter presented in a motion or a petition for a Special Meeting may be voted on at an Annual Meeting if such Annual Meeting is to be held within a reasonable time.

Section 3: Notice

Notice of each meeting of the congregation shall be in writing and issued by the President and shall include the date, time and place of the meeting and the business to be transacted including, if applicable, any proposed Bylaw amendments. The Notice shall (i) be sent to all Members by mail or by other appropriate written means, as determined by the President, at least fifteen (15) days prior to the date of the meeting and (ii) be read at services held on the two (2) Sundays prior to the date of the meeting, provided services are held on such Sundays.

Section 4: Quorum and Voting

The quorum for the transaction of business at a meeting of the congregation shall be fifty (50) Members or 20% of the Members, whichever is less, except that in the case of dismissing a Minister the quorum shall be one hundred (100) or 25% of eligible Members, whichever is less. A majority of the Members present and voting shall be sufficient to transact business. Voting at any meeting of the congregation shall be in person.

Section 5: Record

The Board of Trustees shall cause a written record of the actions taken at any meeting of the congregation to be maintained and made available to Members of the congregation.

Article V – Elections

Section 1. Nominating Committee

The Nominating Committee shall be a standing committee of the congregation and shall be responsible for nominating at the Annual Meeting Members for election to the Board of Trustees and to the Nominating Committee in accordance with the provisions of these Bylaws. When requested, the Nominating Committee shall also assist in filling vacancies on committees and shall perform other similar functions for the Board of Trustees or the congregation.

Section 2. Election of Nominating Committee

(a) The Nominating Committee shall consist of three (3) Members of the congregation. Each member of the Nominating Committee shall hold office for a three-year term or until such member's successor is elected or appointed. Each year, the then existing Nominating Committee shall nominate one Member for election to the Nominating Committee at the Annual Meeting so that the terms of the members of the Committee are staggered over three years. The term of a member so elected shall begin on the first day of the Fiscal Year. A member may serve more than one term on the Nominating Committee, provided, however, that no member shall serve on the Nominating Committee for more than six (6) consecutive years.

(b) If a vacancy occurs in the Nominating Committee, the Board of Trustees may appoint a Member to fill the vacant position for the unexpired term.

(c) The terms of office of the members who were appointed by the Board of Trustees under the previous bylaws shall end at the end of the Fiscal Year in which these Bylaws are adopted.

Section 3. Nominations and Voting

(a) At least forty-five (45) days before the Annual Meeting, the Nominating Committee shall request by mail or other appropriate written means and, by notice in the weekly announcements or Order of Service, recommendations from Members for nominees for the Board of Trustees and the Nominating Committee. At least fifteen (15) days before the Annual Meeting the Nominating Committee shall submit to the congregation by mail or other appropriate written means the names of the persons nominated. A short biography shall accompany each nominee's name.

(b) Additional names may be placed in nomination by delivering the nomination in writing to an officer, with a copy to a Minister, no later than six (6) calendar days before the Annual Meeting. Such nomination shall include a signed consent to the nomination by the Member nominated and a short biography of the nominee. The Board of Trustees shall use its best efforts to provide notice to the congregation of the nomination. The nomination must be seconded at the Annual Meeting by a Member other than the person making the nomination or the nominee before it can be voted on.

(c) Following the close of nominations, if the number of nominees equals the number of positions to be filled, election shall be by a majority of the Members present and voting at the Annual Meeting.

(d) If there are more nominees than the number of positions to be filled, then the election of Trustees and/or Nominating Committee member(s) shall be by written ballot as follows:

(i) Each Member shall have that number of votes equal to the number of positions to be filled for the Board of Trustees or for the Nominating Committee. No more than one vote can be cast for any one nominee.

(ii) The nominees receiving the highest number of votes on the first ballot shall be elected to fill the full terms. If, in addition, unexpired terms are to be filled, after the full terms have been filled, the nominee receiving the highest vote on another ballot shall assume the longest unexpired term, and so forth, until all unexpired terms are filled. Run-offs by written ballot may be used as needed.

Article VI – Board of Trustees

Section 1: Board Size and Election

The Board of Trustees shall have nine (9) members and all Trustees shall be Members of the congregation. The congregation shall elect Trustees at the Annual Meeting.

Section 2: Trustee Terms of Office

(a) The term of office of a Trustee shall be three (3) years and until such Trustee's successor is elected or appointed. A Trustee may be reelected for additional terms, but no Trustee may be elected to serve for more than six (6) consecutive years. A Member who has left the Board of Trustees after serving for six (6) consecutive years or more may be elected or appointed to the Board of Trustees only after having been out of office for at least one (1) full year.

(b) Terms shall be staggered to permit the election each year of one third (1/3) of the Board of Trustees.

(c) Terms of office shall begin on the first day of the Fiscal Year.

(d) If a vacancy occurs, the Board of Trustees may, by majority vote, appoint a replacement Trustee to serve until the end of the Fiscal Year. Thereafter, the vacancy, if any, shall be filled through election at the Annual Meeting.

(e) A Trustee appointed for part of a year and subsequently elected to a full three-year term is eligible for a second three-year term.

(f) If a Trustee ceases to be a Member of the congregation, ceases to attend meetings of the Board of Trustees, or show interest in performing the duties and responsibilities of a Trustee, or gives other cause for removal, then, after reasonable notice, the other Trustees may vote to remove that Trustee from office.

Section 3: Meetings

The Board of Trustees shall hold regular meetings at times and places announced to the congregation. All meetings shall be open to observation by any Member of the congregation except when the Board of Trustees holds an executive session or otherwise determines. A majority of the Trustees shall constitute a quorum for the transaction of business. Except as otherwise provided, all actions of the Board of Trustees shall be by a majority of the Trustees present and voting.

Section 4: Meeting Records

The Board of Trustees shall cause a record of actions taken at meetings of the Board of Trustees to be maintained and made available to Members of the congregation, except for the record of meetings held in executive session which may be separately maintained.

Section 5: Recall of Trustees

The Board of Trustees is, or individual Trustees are, subject to recall at a meeting of the congregation.

Article VII – Officers

Section 1: Election of Officers

Election of officers shall be held as soon as possible after each Annual Meeting. The Trustees whose terms continue into the next Fiscal Year and the newly elected Trustees shall elect, by majority vote of those present and voting, the President, Vice-President, Corporate Secretary and Treasurer from among the Trustees to be in office during the next Fiscal Year. Officers shall assume their duties effective the first day of the Fiscal Year for a one-year term. If a vacancy occurs in an office, it shall be filled for the remainder of the term by the election of a Trustee to the office by the vote of the remaining members of the Board of Trustees.

Section 2: President

The President shall preside at all meetings of the congregation and the Board of Trustees, shall have the authority to act as directed by the Board of Trustees or as necessary to accomplish the business of the congregation, and shall represent the congregation on all appropriate occasions.

Section 3: Vice-President

The Vice-President shall assume the President's duties in the absence, death, or disability of the President and shall oversee the congregation's committees.

Section 4: Corporate Secretary

The Corporate Secretary shall attest all legal documents that require attestation, shall see that the minutes of meetings of the congregation and Board of Trustees and all policy and procedural manuals are properly maintained, and shall see that official membership and voting lists are maintained.

Section 5: Treasurer

The Treasurer shall be primarily responsible for overseeing the financial responsibilities of the Board of Trustees. The Treasurer shall be a member of any finance committee.

Section 6: Recording Secretary

There shall be a Recording Secretary to keep a record of the meetings of the Board of Trustees and the congregation. The Recording Secretary shall be appointed by the Board of Trustees, does not need to be a member of the Board of Trustees, and will not be considered an officer.

Section 7: Removal of Officers

If an officer ceases to perform the functions of the office, the other Trustees, after reasonable notification, may vote to remove that Trustee from office.

Article VIII – Governance

Section 1: General Authority

The authority to conduct the business of the congregation rests with the Board of Trustees except as otherwise specified in these Bylaws and subject to actions at congregational meetings. The Board of Trustees may, among other things, hire staff except called ministers, enter into employment agreements, contract for property acquisition and maintenance, and oversee congregational committees and programs. The Board of Trustees shall not authorize the sale, transfer, or disposal of any real property of the congregation except as authorized by the congregation. Subject to the specific requirements set forth in this Article, the Board of Trustees may delegate specific tasks to sub-committees of the Board of Trustees, committees of the congregation, the Minister or Ministers, or other members of the staff, as the Board of Trustees may deem appropriate.

Section 2: Financial Affairs

The Board of Trustees shall oversee the financial affairs of the congregation.

(a) The Board of Trustees shall provide for the safekeeping of the funds of the congregation in appropriate accounts and investments.

(b) The books and records of the congregation shall be maintained in accordance with sound accounting practices and the financial statements of the congregation shall be available for inspection by any Member.

(c) The Board of Trustees may adopt such policies and procedures as may be appropriate in the execution of its financial responsibilities.

(d) The Board of Trustees may delegate management of specified funds and financial matters; provided, however, that the Board of Trustees may not delegate its overall responsibility for the financial affairs of the congregation.

(e) The Board of Trustees may obtain the aid and advice of any finance committee and such other persons, advisors and consultants as the Board of Trustees may deem appropriate.

(f) The Fiscal Year of the congregation shall be from July 1 through June 30 of each year.

Section 3: Financial Report

Each year the Board of Trustees shall report or cause a report on the financial condition of the congregation to be provided to the congregation.

Section 4: Budget

Each year the Board of Trustees shall prepare, or cause to be prepared, an operating budget and one or more capital budgets for the ensuing Fiscal Year and propose such budgets to the congregation for approval at a congregational meeting. The Board of Trustees may authorize the disbursement of funds for amounts in excess of amounts budgeted or for items that are not in the particular budget; provided, however, that the aggregate of such amounts in any Fiscal Year may not exceed 5% of the aggregate budgeted expenditures pursuant to the appropriate budget for that fiscal year unless (i) there is an emergency or (ii) there is congregational approval at a meeting of the congregation.

Section 5: Control of Disbursements

At least one officer shall be required to sign all congregational checks; to authorize, in writing, the disbursement of congregational funds; or to authorize the redemption without reinvestment of monies or securities in established congregational accounts. The signatures of two officers shall be required for any checks or redemptions without reinvestment in excess of \$10,000, provided, however, that the Board of Trustees may establish lower amounts and additional policies relating to redemptions.

Article IX – Committees

Section 1: Standing Committees

There shall be a standing Finance Committee and a standing Endowment Committee.

Section 2: Committees Authorized by the Board of Trustees

The Board of Trustees may authorize additional standing, temporary or ad hoc committees. The Board of Trustees shall set forth the purpose and task of all committees and shall appoint and, if necessary, remove committee members and chairpersons. Except for standing committees, the Board of Trustees may dissolve a committee at any time.

Article X – Ministers

Section 1: Called Ministers

The congregation shall call a Minister and may call additional Ministers pursuant to the provisions of this Article.

Section 2: Calling and Dismissing

(a) When seeking a minister to be called, a search committee of no less than six Members shall be created. Members of the search committee shall be nominated by the Nominating Committee and shall be elected by a vote of the congregation at a meeting of the congregation. In the event of a vacancy in the search committee, the Board of Trustees may appoint or arrange for the election of a replacement member. The process for the search shall be guided by the procedures recommended by the UUA.

(b) The calling of a Minister shall take place only at a special meeting of the congregation called for that purpose. The terms of the contract or engagement with a called Minister shall be determined by the Board of Trustees.

(c) A called Minister may be dismissed only at a special meeting of the congregation called for that purpose.

Section 3: Other Ministers

The Board of Trustees may engage interim, assistant, part time, or other ministers as may be necessary or desirable to serve the needs of the congregation and may request that the congregation call any such other minister in accordance with the above procedures. The terms of contract or engagement with such other ministers shall be determined by the Board of Trustees.

Section 4: Relation to Board of Trustees

A called Minister shall be an *ex officio* member of the Board of Trustees and other Ministers may be made *ex officio* members by the Board of Trustees, provided, however, that no Minister shall be entitled to attend an executive session of the Board of Trustees as an *ex officio* member.

Section 5: Freedom of Expression

Neither the congregation nor the Board of Trustees may restrict the views expressed by a Minister.

Article XI – Amendment of Bylaws

The Bylaws may be amended by a two-thirds (2/3) vote of Members present and voting at any meeting of the congregation, provided that the proposed change is set forth in the notice of the meeting.

Article XII – Dissolution

The Members may vote to disband the congregation at a special meeting of the congregation called for that purpose. The decision to disband the congregation shall require a four-fifths (4/5) vote of the Members present and voting at such a meeting. If the congregation is disbanded, any assets of the congregation remaining after the satisfaction of the just debts of the congregation shall be transferred to the Unitarian Universalist Association of Congregations or its legal successor for its general purposes. This shall apply to all property donated to the congregation, whether by bequest or any other manner, unless the donor expressly provides otherwise. All transfers shall be made in full compliance with applicable law.

Article XIII – Parliamentary Procedure

Except as otherwise provided in these Bylaws, all meetings of the congregation and Board of Trustees shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*.

Adopted: June 8, 2008