

**BYLAWS
of the
Unitarian Universalist Church
Canton, New York**

adopted 1963

revised 1976, 1990, 1994, 1996, 1999, 2001, 2002, 2006, 2010, 2011, 2012

ARTICLE I: NAME AND DEFINITION

1.1. This organization shall be called the Unitarian Universalist Church of Canton, New York, legally incorporated as the First Universalist Society in the Town of Canton.

1.2. Whenever the word "church" is used in these bylaws, it signifies the legal organization of the religious society as herein recognized, and the phrase "a vote of the church" or any similar phrase shall mean a vote of a quorum of the members comprising the society at any duly called meeting.

1.3. Whenever the term "Church Council" is used in these bylaws, it shall signify the Church Council as defined in Article IX, and the phrase "a vote of the Church Council" or any similar phrase shall mean a vote of a quorum of the members of the Church Council at any duly called meeting.

ARTICLE II: AFFILIATION

2.1. This church acknowledges its affiliation with the Unitarian Universalist Association and regards itself as pledged to cooperate in fostering, supporting, and extending the work of the Association.

2.2. This church acknowledges the jurisdiction of the New York State Convention of Universalists or its legal successor.

ARTICLE III: NONDISCRIMINATION

3.1. This church affirms and promotes the full participation of persons in all its activities including membership, programming, hiring practices, and the calling of religious professionals without regard to race, color, gender, physical or mental challenge, sexual orientation, age, class, or national origin.

ARTICLE IV: MEMBERSHIP

4.1. Any person, sixteen (16) years or older, who accepts the essential principles of the Unitarian Universalist faith as set forth by the Unitarian Universalist Association may become a member of this church by signing the membership book and accepting the hand of fellowship of the President and the Minister(s) of the church. Members are expected to participate in the life of the church community through involvement in its programs and/or recorded financial contribution.

4.2. Members of this church shall have the power of voting and shall be eligible to hold any elective or appointive office except as restricted by Article VIII, 8.1.

4.3. Any member may dissolve membership with this church by filing a written resignation with the Secretary.

4.4. The Secretary, in consultation with others as appropriate, shall make a comprehensive review of the membership roll annually and shall submit to Church Council in December the names of members whose addresses have long been unknown or who for a period of two years have not communicated with the church or contributed to its support. These members may by a vote of Church Council be transferred to the inactive list. From the date of such transfer these persons shall cease to be reported on the active membership roll. If, after the expiration of a year, their addresses are still unknown, or they are unwilling to renew their active connection with the church, their names may be finally dropped from the roll by a further vote of the Church Council.

ARTICLE V: CHURCH MEETINGS

5.1. The annual meeting of the church for the election of officers and chair of the Nominating Committee and the transaction of business shall be held in October at such time and place as the Church Council shall designate.

5.2. The following persons shall report to the annual meeting of the church in October:

- a. The Minister(s)
- b. The President
- c. The Treasurer
- d. The Director of Religious Education
- e. The Chair of the Budget and Finance Committee
- f. The Chair of the Nominating Committee
- g. Any other committees from whom the Church Council wishes a report.

5.3. Special meetings shall be called by the Secretary at the request of Church Council or upon written request of at least 8 % (eight percent) of the membership of the church and shall be for such purposes as are specified in the notice calling the meeting.

5.4. Due notices of all legal meetings of the church shall be given at least fourteen (14) days in advance by publishing in a church mailing to all persons affiliated with the church. Such notice shall state the time, place, date and nature of the business to be transacted. Only such stated business may be transacted during the meeting, except that motions not germane to items on the agenda may be considered upon the consent of all members present and voting.

5.5 Twenty-five percent (25%) of the membership of the church shall constitute a quorum at any business meeting of the church. A quorum must be present during the transaction of business. Only members present may vote. Friends of the church are welcome at all meetings.

5.6. Procedures shall be governed by *Robert's Rules of Order, Revised* in all cases not covered by these bylaws.

ARTICLE VI: OFFICERS

6.1. The officers of this church shall be a President, a Vice-President, a Secretary, a Treasurer, and six (6) Trustees.

6.2 The President of the church shall:

- a. Preside at all meetings of the congregation and of the Church Council.
- b. Shall be a member ex officio, without the right to vote, of all committees except the Nominating Committee and the Ministerial Search Committee.
- c. Perform other duties as described within the Job Description of our Policy Manual.

6.3. The Vice-President shall:

- a. Act in the place of the President whenever the President is absent.
- b. Perform such other duties as may be requested by the President or by Church Council.
- c. Perform other duties as described within the Job Description of our Policy Manual.

6.4. The Secretary shall:

- a. Give notice to the church of all church meetings.
- b. Keep an accurate record of all meetings of the church and of Church Council.
- c. Notify Church Council members of Council meetings.
- d. Perform such other duties as may be requested by the President or by Church Council.
- e. Perform other duties as described within the Job Description of our Policy Manual.

6.5. The Treasurer shall:

- a. Monitor the balances of all funds of the church, except the endowment and other special funds as authorized by Church Council.
- b. Render financial statements (a balance sheet and a statement of income and expenditures) to the church at the close of each fiscal year and to the Church Council at such other times as may be requested.
- c. Serve on the Budget and Finance Committee and on the Investment Committee.
- d. Perform such other duties as may be requested by the President or by Church Council.
- e. Perform other duties as described within the Job Description of our Policy Manual.

- 6.6. The Trustees shall:
- a. Have legal charge and care of all the properties of the church, in accordance with provisions of the religious corporation law of the State of New York.
 - b. Authorize the conveyance or mortgaging of the real estate belonging to the church, but only with a vote of the church approving the same.
 - c. Perform such other duties as may be requested by the President or by Church Council.
 - d. Perform other duties as described within the Job Description of our Policy Manual.
- 6.7. Officers assume their responsibilities on January 1.

ARTICLE VII: NOMINATING COMMITTEE AND NOMINATIONS

7.1. The Nominating Committee shall consist of three (3) persons who are members of the church and are broadly representative of the congregation: the Chair, elected at the Annual Meeting, and not a member of the Church Council; one member who may or may not be a member of Church Council who is appointed by the Nominating Committee Chair; and one member appointed by Church Council who may or may not be a member of Church Council.

7.2. The term of office for the Chair and members of the Nominating Committee is one year. Each may serve up to four terms consecutively but will not then be eligible to serve again until a full year has passed.

7.3. The Nominating Committee shall prepare a slate of qualified nominees for all positions to be filled by election at the Annual Meeting of the church in October. The slate of nominees, with information about each individual nominee, will be included in the notice of the Annual Meeting and posted in the Social Room at least two Sundays before the date of the Annual Meeting.

7.4. Ten or more members of the church may place names in nomination for any office by presenting a petition to the Nominating Committee at least one Sunday prior to the date of the Annual Meeting. Persons so nominated must have agreed to nomination.

7.5. Nominations may be made from the floor at the Annual Meeting. Persons so nominated must agree to nomination.

7.6. During the course of the year the Nominating Committee will assist Church Council in recommending persons to fill vacancies on the Council.

ARTICLE VIII: ELECTIONS

8.1. The President, the Vice-President, the Secretary, the Treasurer, Trustees (as required), and the Chair of the Nominating Committee shall be elected annually at the annual meeting of the church in October. Each shall be a member of the church. In addition, in accordance with religious corporation laws of the State of New York, Trustees must be eighteen (18) years old and citizens of the United States.

8.2. Term of office for Trustees is two years, three Trustees to be elected each year. Trustees may serve three consecutive terms but will not then be eligible for election until a full year has passed.

8.3. Terms of office for Church officers (President, Vice-President, Secretary and Treasurer) shall be two (2) years. The President and Secretary will be elected at the October meeting of the congregation on even-numbered years. The Vice-President and Treasurer will be elected at the October meeting of the congregation on odd-numbered years. A congregational member may serve up to two terms (four years) consecutively in any one of these offices, but will not then be eligible for election to that office until a full year has passed.

8.4. If there is only one nominee for an office, that nominee shall be declared elected by acclamation. If there are two or more nominees for any office, election shall be by written ballot in a series of votes until one candidate receives a majority of votes cast. The candidate having the lowest tally is dropped in each successive vote.

8.5. The Secretary and the Nominating Committee shall conduct elections.

8.6. Vacancies in any office other than President may be filled by appointment by Church Council until the next Annual Meeting. The position of President, if vacant, shall be filled by the Vice-President. Replacement appointees may be elected to two consecutive terms (4 years) after having completed the term of the vacancy. Trustee appointees may be elected for two (2) consecutive terms (4 years) after having completed the term of the vacancy.

ARTICLE IX: CHURCH COUNCIL

9.1. Composition. The Church Council shall consist of the Officers of the church—the President, Vice-President, Secretary, Treasurer, and six Trustees. The Minister(s) of the church and the Director of Religious Education shall serve ex-officio, without the right to vote. The number of Trustees, according to New York State religious corporation law, must be divisible by three.

9.2. Authority and Specific Duties.

a. The Church Council shall administer the affairs of this church. Between congregational meetings of the church it shall have the power of the church itself except those powers specifically reserved by law or by these bylaws. It shall have authority to conduct the business of the church, to manage its financial affairs, including the endowment, and to enact the church's mission statement.

b. The Church Council shall not enter into a contract or obligation involving any expenditure in excess of 5% (five percent) of the annual budget without a vote of the church approving the same.

c. The policies and activities of all affiliated organizations shall be subject to Council's control.

d. The Church Council shall have authority to employ and to dismiss any and all employees of the church except the Minister(s), in which case the provisions of Article XI shall apply.

e. The Church Council shall solicit financial support for the church; shall submit an annual budget to the membership for approval and shall administer the approved budget; and shall have a report on internal financial controls of the church made at least every 5 (five) years.

f. Church Council shall appoint one or more Financial Secretaries to count the money on Sundays and prepare it for the Treasurer or the Office Secretary to deposit in church bank accounts.

g. The Church Council shall fill vacancies in all elected offices except President with persons who shall serve until the next annual meeting.

h. The Church Council shall maintain and support a strong Religious Education Program.

i. The Church Council shall establish standing and ad hoc committees, approve the duties of these committees, and approve their chairs.

j. Church Council shall assign a member of Church Council to each committee to act as liaison between the committee and Church Council.

k. The Church Council shall appoint delegates to the General Assembly of the UUA and other denominational and community bodies; and shall, each year, appoint the church's representatives to the Church and Community Program.

l. The Church Council shall perform such other duties as may arise under its authority.

9.3. Meetings. The Church Council shall meet at least once a month. A quorum shall consist of a majority of voting members including at least one Trustee. All meetings, except executive sessions, are open to members and friends. Visitors shall have no vote, but may be given the courtesy of the floor.

9.4 Executive sessions to discuss personnel matters or other confidential issues may be called by a majority vote of the Church Council.

ARTICLE X: COMMITTEES

10.1. The Church Council shall designate such committees as are necessary to carry out the activities of the church.

10.2. Except for the Nominating Committee, whose chair is elected by the congregation, all committee chairs must be approved by Church Council annually. No person may serve as chair of a committee for more than four (4) consecutive years.

10.3. The Minister(s) shall be a member of each committee, ex officio.

10.4. Special (ad hoc) committees may be appointed at any time by the church or by the Church Council.

ARTICLE XI: THE MINISTER(S)

11.1. The Minister(s) shall be responsible to the church and to the Church Council for effective performance in this position and shall render such reports as the Church Council may require.

11.2. The Minister(s) shall be chosen and the Minister(s)'s salary determined by a vote of the church. Only a person(s) in fellowship with the Unitarian Universalist Association shall be called or shall continue as Minister(s) of this church.

11.3. The terms of employment for the Minister(s) shall be stated in a contract.

11.4. The Minister(s) is responsible for providing religious leadership and pastoral care for the congregation and, with the assistance of the Worship Committee, for providing Sunday services and such additional ceremonies and observances as may be deemed appropriate.

11.5. Two-thirds vote of the members present at a meeting of the church called to consider this issue shall be necessary for the call or dismissal of the Minister(s). The Minister(s) shall have a right to a hearing at a second meeting of the church before the final action is taken on a dismissal.

11.6. In case of vacancy, the Church Council, in consultation with the Worship Committee, shall have the power to provide temporarily for ministerial services.

ARTICLE XII: DISSOLUTION OF THE CHURCH

12.1. In case of dissolution of the church, all property, real and personal, subject to all just and legal claims upon it, shall vest in the New York State Convention of Universalists, or its successor, to be held in trust for not more than 20 (twenty) years, the principal and income of that trust to be retained for the benefit of a future Unitarian Universalist Church in this immediate vicinity. If, after twenty years, no church has been established, the trust may be used for advancing the purpose of the Unitarian Universalist Association or its successor.

12.2 Dissolution can occur only if there is an affirmative vote of four-fifths of the active members voting at a meeting of the church, with notice of such a meeting having been mailed to the entire membership at least one month prior to such a meeting. Members who are eligible to vote, but unable to attend the meeting, may vote by absentee ballot on a motion for dissolution.

ARTICLE XIII: AMENDMENT OF BYLAWS

13.1. These bylaws may be amended by a two-thirds vote of the members present at any congregational meeting provided that the proposed amendment has been summarized or included in the notice calling the meeting and posted on the official announcements board two weeks prior to the meeting. Articles II and XII may be amended only by a four-fifths vote.

ARTICLE XIV: DATE EFFECTIVE

14.1. These bylaws became effective January 13, 2002, and supersede any previous bylaws governing this church.