

**CONSTITUTION AND BYLAWS**  
**THE FIRST UNITARIAN SOCIETY OF ITHACA**  
CONSTITUTION of November 23, 1919,  
AMENDMENTS of May 11, 1964

Revised in Board Meeting, February 12, 1970

Amended in Meeting of Membership, March 15, 1970

Amended in Meeting of Membership, May 23, 1978

Amended in Meeting of Membership, May 11, 1982

Amended in Meeting of Membership, May 23, 1999

Amended in Meeting of Membership, May 23, 2004

Amended in Meeting of Membership, May 22, 2005

Amended in Meeting of Membership, October 29, 2006

Amended in Meeting of Membership, May 28, 2008

Amended in Meeting of Membership, May 27, 2009

Amended in Meeting of Membership, May 30, 2012

Amended in Meeting of Membership, May 28, 2014

Amended in Meeting of Membership, April 12, 2015

Amended in Meeting of Membership, May 27, 2015

Amended in Meeting of Membership, May 31, 2017

**Article I**

**Name of this Religious Society**

This Religious Society was incorporated and registered April 6, 1868 as "The First Unitarian Society of Ithaca," hereinafter referred to as "the Society." It is affiliated with the Unitarian Universalist Association (UUA).

**Article II**

**Declaration of Principles**

*In the search of truth and in the recognition of the Unitarian Universalist tradition of free inquiry and expression, we unite for community, for fellowship, and for guidance to serve humanity in justice, compassion, and love. In this spirit we welcome people of all races, national origins, abilities, gender, gender expression, sexual orientation, ages, and economic condition.*

We endeavor to follow these principles and those established by the Unitarian Universalist Association by fostering a congregation with a minister or lay leader, trustees, appropriate officers, staff and volunteers who offer weekly celebrations of life and participation in related activities.

**Article III**  
**Membership**

SECTION 1. Any person in sympathy with the principles of this Society who is willing to assume the responsibilities of participation may become a member if they:

- a. are at least 16 years of age, and

signs the Society Membership Book in the presence of the Minister or a Trustee, or Board of Trustee designate.

- b. Thirty days after signing the Membership Book, the individual becomes a legal voting member of the Society.

SECTION 2. Continuing legal voting membership (that which is reported to the Unitarian Universalist Association) shall be maintained by any member who has, in the previous 15 months, provided evidence of continued interest through one of the following means:

- a. A financial pledge or contribution of record
- b. A written statement of interest in continuing membership or
- c. Obtaining a ballot for voting at a Society meeting.

SECTION 3: Inactive Membership: Non-pledging members who wish to stay connected but have not actively participated for various reasons may, at their request or by action of the Board of Trustees, be placed in an inactive status until such time that they may reactivate their membership as provided under Sec 2.

**Article IV**  
**Trustees**

SECTION I. There shall be nine elected trustees, each of whom shall be a voting member of the Society as defined in Article III above. These trustees shall constitute the Board of Trustees (the Board) that shall have general charge of the conduct of all affairs of the Society and shall control its administration unless otherwise provided by New York State or federal law. The trustees shall be elected by a majority vote of the legal voting membership of the Society at an Annual Meeting. If any partial terms (due to an unanticipated board vacancy) are to be filled at the Annual Meeting, the candidates shall be elected in groups by length of term, and each candidate shall state before voting begins in which group they are running. Each voter shall have as many votes in each group as seats are to be filled, but no voter may cast more than one vote for each

candidate. Any ballot with more votes than seats in a group shall be void for that group. No candidate shall be elected who does not receive a majority of the ballots cast.

SECTION 2. Each Trustee shall hold office for a period of three years, and the terms of office for three of the Board shall expire each year. In case of a vacancy in the Board more than 60 days before the Annual Meeting, the Nominating Committee shall recommend one or more candidates, one of whom may be appointed by majority vote of the Board to serve the remainder of the fiscal year. At the next Annual Meeting of the Society, the members shall elect a trustee to serve the remainder of the unexpired term. The Board may decline to fill a vacancy that occurs less than 60 days before the Annual Meeting. No person may serve more than six consecutive years on the Board. Service of less than one year, due to appointment by the Board, shall not count towards the maximum of 6 consecutive years. After leaving the Board, by expiration of term or resignation, a person is not eligible to serve again until 12 months have passed

SECTION 3. Trustees elected at an Annual Meeting shall take office at the start of the next fiscal year although they are encouraged to attend Board meetings immediately upon election. Trustees appointed by the Board to fill a vacancy shall take office immediately. Terms shall end at the close of the fiscal year. The FISCAL YEAR of the Society shall start July 1 and end the following June 30.

SECTION 4. The Trustees, from their number, shall annually choose a President, a Vice-President, and a Clerk. They shall also choose, but not necessarily from their number, a Treasurer. An Executive Committee of the Board shall consist of the President, Vice-President, the Board Clerk or another Board member designated by the Board, and Treasurer. If the Treasurer is not a Board member, then they serve in an ex officio (non-voting capacity). The Executive Committee shall handle any necessary administrative actions between official board meetings. All such actions shall be reported and may be reconsidered and amended by the full Board.

SECTION 5. The Trustees shall meet at least monthly. Following the Annual Meeting, the Board shall hold an organizational meeting to elect officers and to adopt standard operating procedures to be updated as necessary. Board agendas shall be posted one week prior to a meeting. Board meetings shall be conducted in accordance with Robert's Rules of Order or Parliamentary Procedure for actions requiring a formal vote. Any motion that comes to a vote must receive a majority vote of the full Board for passage. A quorum shall consist of a majority of the full Board. Electronic voting and participation may be used. For voting, real time bi-directional visual and audio is required.

SECTION 6. Board meetings are open. Any member or friend of the Society is free to attend and may participate in discussion when invited to do so by the presiding officer. The chairpersons or their representatives of all duly sanctioned organizations of the Society, the chairpersons of all committees and Ministry Teams, and any employees shall have the right to participate with the Board for the purpose of conference and discussion, but without vote. However, when the Board is in Executive Session, all but voting members of the Board and specifically invited guests are to be excluded from the meeting.

SECTION 7. Removal of a trustee or an officer of the Board can be effected by a majority vote of the legal voters (Article III. Sec. 2) of the congregation present at a duly called special meeting (Article V Sec. 2B) for such action.

SECTION 8. The Board shall establish and maintain a comprehensive Board Policy Book. The authority of the Policy Book is confined to all aspects of governance not defined in the Bylaws. The Board Policy Book is written with a long-term perspective to establish policies for:

- 1) Specifying mission-related human needs to be met, for whom, and at what cost to recipients.
- 2) The boundaries of methods, practices, situations, and conduct within which methods and activities can responsibly be left to staff.
- 3) The manner in which the Board delegates authority and how it evaluates performance relative to ends (#1 above) and limitations (#2 above).
- 4) The manner in which the Board determines its philosophy, its accountability, and the specifics of its own job.

SECTION 9. The Board shall conduct the financial operations of the Society in accordance with the budget approved at the Annual Meeting. As circumstances require, and in consultation with the Finance Committee, the Board may make line item modifications of the budget. Except in cases of emergencies, the overall budget may not be increased without congregational approval at a special meeting called for this purpose.

## **Article V Meetings of the Society**

SECTION 1. Unless the Constitution and Bylaws of the Society provide explicitly otherwise, Robert's Rules of Order or parliamentary procedure shall govern all such meetings.

SECTION 2.

Sec. 2.1 The Annual Meeting of the Society shall be held during the month of May for the election of trustees, adoption of the annual budget, and transaction of other appropriate business.

Sec. 2.2. Special meetings may be called by the Board or on petition by seven percent of the legal voting members of the Society. No business shall be transacted at a special meeting other than that for which it is called.

SECTION 3. Announcement of all legal meetings of the Society must be given for two consecutive Sundays (or 14 days) prior to the meetings and by notices containing agendas and description of relevant nominating and voting procedures, mailed by postal service or provided electronically to the members of the Society at least two weeks before the dates of the meeting. Only items contained in the agendas shall be voted on and only the ballots of legal voting members of the Society present shall be counted. A majority vote shall decide all questions except as specifically stated elsewhere in these Bylaws (i.e. for modifications of Bylaws and for calling of a minister)..

SECTION 4. Those attending the Annual Meeting and special meetings shall constitute a Quorum necessary for transacting official business, providing that a minimum of seven percent of the legal voting members are present.

## **Article VI The Minister**

SECTION 1. In the Unitarian Universalist tradition the Minister shall lead the congregation toward fulfilling our Declaration of Principles. They shall be an ex-officio member of all standing committees, with the exception of the Nominating and ministerial search committees, and be responsible for daily operations of the Society as mutually agreed in a Letter of Call.

SECTION 2. The Minister shall be called by a nine-tenths (90%) vote or removed by a majority vote of members present at a special meeting of the Society. The conditions of employment and tenure and the requirement for performance review shall be set forth in a Letter of Call negotiated by the Board. The Minister's performance shall be reviewed annually by the Board in collaboration with the Committee on Ministry as stated in the Letter of Call. The Letter of Call shall, after three years, be reviewed and may be altered by mutual agreement to reflect new circumstances, or performance evaluations. The Board and Committee on Ministry in

consultation with the Finance Committee and Personnel Committee may adjust the Minister's compensation to be voted on as part of the annual budget.

SECTION 3: Vacancy: In the event there is a vacancy of the Settled Minister position the Board shall determine to fill this vacancy in consultation with Members. Search Committee candidates shall be identified and assessed by the Nominating Committee (Article IX Sec 2.10). The Board shall provide a charge to the Search Committee and members of the Search Committee shall be approved by the Members at a Special Meeting as defined in Article V Sec 2B. In the absence of any person serving as a minister for the Society, all Minister responsibilities become Board responsibilities.

SECTION 4. The Minister shall have the right to participate in board meetings, except when the Board is in Executive Session. They shall submit monthly reports to the Board.

### **Article VII Director of Religious Education**

SECTION 1. The Director shall be responsible for developing and maintaining a religious education program that provides, for all ages, training in the Unitarian Universalist tradition. They shall supervise the religious education staff and submit an annual budget and monitor funds provided for the religious education program. The Director of Religious Education will be supervised by the minister and reviewed as outlined in the Board Policy Book.

### **Article VIII Officers**

SECTION 1. It shall be the duty of the **President** of the Board to preside at all meetings of the Board and of the Society. The President shall be the executive officer of the Society and an ex-officio\* (non-voting) member of all standing committees.

\* ex-officio is defined as a non-voting participant.

SECTION 2. The **Vice President** shall act in place of the President whenever the President is unable to serve.

SECTION 3. The **Clerk** is the custodian of all papers and documents of the Society, including minutes of the Board, and acts to certify proceedings or documents for official transactions.

SECTION 4. The **Treasurer**, with such staff support and bookkeeping or other assistance as the Board may approve, shall hold all funds of the Society, other than those held by the Endowment and Investments Committee; shall keep an account of all income and expenditures; shall pay properly-approved bills; and shall render financial statements of the Society at the Annual Meeting and at such other meetings as may be required. The Treasurer may, with the Board's approval, appoint such deputies as he or she may require.

The Treasurer, if not an elected trustee, serves as an ex-officio (non-voting) participant of the Board of Trustees and of the Executive Committee.

## **Article IX Committees**

Committees, both standing and ad hoc, function to inform and support the work of governing the Society. Standing Committees shall exist through the years and provide continuity and means for fulfilling the mission of the Society. Chairpersons of these committees shall be empowered by the President of the Board and then confirmed by the Board as soon after the Annual Meeting as is practical. Chairpersons of Standing Committees shall be members of the Society and shall submit reports for the monthly meeting of the Board. Where appropriate, trustees shall be appointed as liaisons to standing committees. Special Committees are more transient in function and shall be empowered at any time at the discretion of the President and with approval of the Board. The Board shall, when necessary, take actions to fill vacancies in committee chairs and /or provide direction to committees to ensure Board policies are implemented and program areas are being adequately supported.

When necessary, the authority vested in any committee can be revoked, and a replacement committee formed to carry out its functions. Such action shall require a two-third vote of the full Board, provided that the resolution to dismiss a committee shall have been presented to the Board one month preceding such a vote.

SECTION 1: **Special Committees.** Special (or Ad-Hoc) Committees may be appointed by the President and be empowered with approval of the Board. The President shall periodically appoint a special committee to review and audit the financial accounts of the Society.

SECTION 2: **Standing Committees.** Committee chairs shall prepare reports to the Board in the months of October and February, shall submit an annual report for Members at the Annual

Meeting and may, as needed, suggest policy initiatives that may be adopted by the Board. The responsibilities of the Standing Committees are as follows: The responsibilities of the Standing Committees are as follows:

**SECTION 2.1 Endowment and Investment:** This committee's membership must be confirmed annually by the Board and shall consist of at least three members, one of whom will be a member of the Board. It shall:

- a. receive and account for all endowment and investment funds and related documents;
- b. prepare investment guidelines, revising as necessary, and submit for adoption by the Board
- c. buy and sell securities in the name of the Society;
- d. work with the Finance Committee on matters of common concern;
- e. report on its activities at the Annual Meeting and to the Board when requested..

**SECTION 2.2 Finance Committee:** This committee's membership must be confirmed annually by the Board and shall include a member of the Board and the treasurer. It shall:

- a. Assist in the preparation of the annual operating budget for presentation and approval at the Annual Meeting;
- b. when needed, prepare a capital budget for presentation and approval at a duly-called meeting. (Such budgets shall be available to the membership at least two weeks prior to the meeting at which it shall be considered for vote);
- c. make quarterly reports to the Board on income and expense relative to the approved budgets and at the Board's request inform the membership of the salient facts about the operating and capital accounts;
- d. shall prepare and maintain an updated five year strategic financial plan to be reviewed annually by the Board;
- e. provide advice to the Board on any proposed modifications of the approved budget;
- f. assist the Treasurer and work with the Endowment and Investment and the Stewardship Committees on matters of common concern.

**Section 2.3 Nominating:** The members of the Nominating Committee shall be elected by a majority vote of the legal voting membership of the Society at the Annual Meeting. The purpose of the Nominating Committee is to assure that the Society has effective and diverse leadership to guide the future operations of the Society. The Committee shall work throughout the year to identify and assess members whose interests, abilities and talents would provide leadership on the Board of Trustees.-The Committee shall also recommend possible chairpersons for standing



committees when such vacancies occur. In addition, this Committee shall work with the Board to assess potential members for a settled search committee in the event that the pulpit becomes vacant, in accordance with Article VI, Sec 3. The Nominating Committee shall consist of five (5) voting Members serving staggered two Fiscal-year terms. No member of the Committee may serve more than four consecutive years. Each year the Nominating Committee will submit a slate of names to be voted on at the Annual Meeting for vacancies on the Board of Trustees. The slate of nominees for both Board of Trustees and Nominating Committee shall be posted at least two Sundays or two weeks prior to the annual meeting.

In the event that a vacancy occurs on the Committee during the fiscal year, the Nominating Committee shall recommend an eligible person to fill the vacancy subject to a majority vote of the Board of Trustees. No member of the Board of Trustees or the Minister shall serve on or participate in deliberations of this committee.

Section 2.4: **Personnel:** This committee shall oversee and review compensation and benefit matters for employees and make recommendations on these to the Board. The committee shall develop and administer general personnel policies. It shall serve as liaison to the Board and to other committees and staff regarding compensation and benefit issues for the settled or interim ministers and for staff. This committee's membership must be confirmed annually by the Board and at least one member of this committee shall be a member of the Board.

Section 2.5: **Stewardship:** This committee shall plan and conduct the annual stewardship campaign with the assistance of the fiscal officers of the Society and other personnel from the membership. The campaign shall be conducted well in advance of the Annual Meeting so that prospective levels of income to meet the proposed levels of expense shall be available at the Annual Meeting. This committee shall coordinate and share summary pledge information with the Finance Committee and non-pledge information with other Standing Committees sharing common concerns. This committee's membership must be confirmed annually by the Board.

## **Article X**

### **Ministry Teams**

Ministry Teams function to support the Society's ministry and programming, to implement policies, and to provide overall support for the Society's operations. Some critical Ministry Teams are:

10.1 **Budget:** This team shall gather input from staff and Ministry Teams and coordinate with the Finance Committee, Endowment and Investment Committee and Stewardship Committee to craft an annual budget.

10.2 **Buildings and Grounds:** This team shall be responsible for the care, preservation, and protection of all real property of the Society.

10.3 **Care:** This team shall assist the Minister in meeting the pastoral needs of the church community.

10.4 **Celebrations:** This team shall collaborate with the Minister and the Director of Religious Education to plan and present celebrations of life.

10.5 **Membership/Outreach:** This team shall work with the Minister and staff to assist in bringing newcomers into a path for membership and build/promote relationships among members and friends of the Society. In addition, the committee will coordinate and publicize events and other outreach efforts to attract newcomers and increase exposure of the Society within the larger community.

10.6 **Religious Education:** This team, with the Religious Education Director and staff, shall plan and present programs for our children, youths, and adults. Such programs shall foster personal and social development of the participants and reflect the nature and philosophy of our church.

## **Article XI**

### **Process for Amending**

SECTION 1. The Constitution and Bylaws may be amended at any legal meeting of the Society by the affirmative vote of two-thirds of the legal voting members present, provided that the proposed change or amendment shall have been fully set forth in the call for such meeting, as provided in Article V.

SECTION 2. Any approved amendments shall be numbered, dated and stated under Article XIII below.

**Article XII  
Severability**

If any portion of this Constitution and Bylaws is illegal or unenforceable due to New York State or federal law, the other portions shall remain valid.

**Article XIII  
Amendments**

**5/28/14 Article IX SECTION 4. Celebration:** “This committee shall work with the Minister and the Director of Religious Education to plan and present celebrations of life when the minister is not in the pulpit” to This committee shall collaborate with the Minister and the Director of Religious Education to plan and present celebrations of life.

**4/12/15 Article I Name of the Church** “Name of the Church” changed to “Name of this Religious Society,” and “The name of this Church Corporation, registered April 6, 1868, is "The First Unitarian Society of Ithaca," hereinafter referred to as “the Society” or “the Church.” It is affiliated with the Unitarian Universalist Association (UUA) has been amended to “This Religious Society was incorporated and registered April 6, 1868 as "The First Unitarian Society of Ithaca," hereinafter referred to as “the Society.” It is affiliated with the Unitarian Universalist Association (UUA).”

**4/12/15 Article II Declaration of Principles** Add “gender expression” after “gender” and add “and those established by the Unitarian Universalist Association” after “these principles”.

**4/12/15 Article III Membership SECTION 1b** “signs the Society Membership Book in the presence of the Minister or a Trustee” and add “, or Board of Trustee designate”

added “**SECTION 3: Inactive Membership:** Non-pledging members who wish to stay connected but have not actively participated for various reasons may, at their request or by action of the Board of Trustees, be placed in an inactive status until such time that they may reactivate their membership as provided under Sec 2.”

**4/12/15 Article IV SECTION 4** add “An Executive Committee of the Board shall consist of the President, Vice- President, the Board Clerk or another Board member designated

by the Board, and Treasurer If the Treasurer is not a Board member, then she/he serves in an ex officio (non-voting capacity) . The Executive Committee shall handle any necessary administrative actions between official board meetings. All such actions shall be reported and may be reconsidered and amended by the full Board.”

**4/12/15 Article IV SECTION 5** delete “and adopt their own rules for procedure. A quorum shall consist of a majority of the full Board. No proxies or absentee ballots shall be used. Any motion that comes to a vote must receive at least 7 votes for passage.” and add “to elect officers and to adopt standard operating procedures to be updated as necessary. Board agendas shall be posted one week prior to a meeting. Board meetings shall be conducted in accordance with Robert’s Rules of Order for actions requiring a formal vote. Any motion that comes to a vote must receive a majority vote of the full Board for passage. A quorum shall consist of a majority of the full Board. Electronic voting (real time bi-directional visual and audio) and participation may be used.”

**4/12/15 Article IV SECTION 6** insert “and specifically invited guests” between “...of the Board..” and “are to be excluded....”

**4/12/15 Article IV SECTION 7** add (Article III, Sec. 2) after “legal voters” and “(Article V Sec. 2B)” after “special meeting”.

**4/12/15 Article IV SECTION 8** substitute “Society” for “Church”

**4/12/15 Article V Meetings** changed to Meetings of the Membership of the Society  
**Section 1** delete “dictate all matters relating to meetings, organization and procedures of the Society” to “govern all such meetings.”

**Section 2** split into Sections 2.1 and 2.2 after the first sentence

**Section 3** add “(or 14 days)” after “two consecutive Sundays” and add “by postal service or provided electronically” after “mailed”

**4/12/15 Article VI SECTION 1** add an asterisk after “ex-officio” and note below “\*ex-officio is defined as a non-voting participant” and delete “church” and replace with “Society as mutually agreed in a Letter of Call.”

**SECTION 2** change from “The Minister shall be called by a nine-tenths (90%) vote or removed by a majority vote of members present at a special meeting of the Society. The conditions of employment and tenure shall be set forth in a contract negotiated by the Board. The

minister's performance shall be reviewed annually by the board" to "The Minister shall be called by a nine-tenths (90%) vote or removed by a majority vote of members present at a special meeting of the Society. The conditions of employment and tenure and the requirement for performance review shall be set forth in a Letter of Call negotiated by the Board. The Minister's performance shall be reviewed annually by the Board in collaboration with the Committee on Ministry as stated in the Letter of Call. The Letter of Call shall, after three years, be reviewed and may be altered by mutual agreement to reflect new circumstances, or performance evaluations. The Board and Committee on Ministry in consultation with the Finance Committee and Personnel Committee may adjust the Minister's compensation to be voted on as part of the annual budget."

**SECTION 3** added as "Vacancy: In the event there is a vacancy of the Settled Minister position the Board shall determine to fill this vacancy in consultation with Members. Search Committee candidates shall be identified and assessed by the Nominating Committee (Article IX Sec 2.10). The Board shall provide a charge to the Search Committee and members of the Search Committee shall be approved by the Members at a Special Meeting as defined in Article V Sec 2B"

**SECTION 4** renumbered as previously known as **SECTION 3**

**4/12/15 Article VIII SECTION 1** add "\* (non-voting)" after "ex-officio" and note below "\*ex-officio is defined as a non-voting participant"

**SECTION 3** delete everything after "The Clerk is" and add "the custodian of all papers and documents of the Society, including minutes of the Board, and acts to certify proceedings or documents for official transactions"

**SECTION 4** delete "and the Religious Education Council" and add at the end "The Treasurer, if not an elected trustee, serves as an ex-officio (non-voting) participant of the Board of Trustees and of the Executive Committee ."

**SECTION 5** delete this section as it is now referred to in Article IX, Sec 1.

**4/12/15 Article IX** renamed from "Committees" to "Committees and Councils" and a preamble added as "Committees and Councils function to support the Society's programs, implement policies established by the Board of Trustees and provide overall support for operations. Standing Committees shall exist through the years and provide continuity and means for fulfilling the mission of the Society. Chairpersons of these committees shall be empowered by the President of the Board and then confirmed by the Board as soon after the Annual Meeting as is practical. Chairpersons of Standing Committees shall be members of the Society and shall submit reports for the monthly meeting of the Board. Where appropriate, trustees shall be appointed as liaisons to standing committees. Special Committees are more transient in function

and shall be empowered at any time at the discretion of the President and with approval of the Board. The Board shall, when necessary, take actions to fill vacancies in committee chairs and /or provide direction to committees to ensure Board policies are implemented and program areas are being adequately supported.

When necessary, the authority vested in any committee can be revoked, and a replacement committee formed to carry out its functions. Such action shall require a two-third vote of the full Board, provided that the resolution to dismiss a committee shall have been presented to the Board one month preceding such a vote.”

**SECTION 1** delete “Standing Committees shall exist through the years and provide continuity and means for fulfilling the mission of the church. These committees shall be empowered by the President of the Board and then confirmed by the Board as soon after the Annual Meeting as is practical. Chairpersons of Standing Committees shall be members of the Church and shall submit reports for the monthly meeting of the Board. Where appropriate, trustees shall be appointed as liaisons to standing committees. Special Committees are more transient in function and shall be empowered at any time at the discretion of the President and with approval of the Board.

When necessary, the authority vested in any committee can be revoked, and a replacement committee formed to carry out its functions. Such action shall require a two-third vote of the full Board, provided that the resolution to dismiss a committee shall have been presented to the Board one month preceding such a vote.

The responsibilities of the **Standing Committees** are as follows:” and replace with “**Special Committees**. Special Committees (or ad-hoc) may be appointed by the President and be empowered with approval of the Board, e.g. fundraising and audit. The President shall biennially appoint a special committee to review and audit the accounts of the Treasurer and the Endowment and Investments Committee. This audit committee shall consist of three Members approved by the Board.”

**SECTION 2** delete “**Buildings and Grounds**: This committee shall be responsible for the care, preservation, and protection of all real property of the Society.” And replace with “**Standing Committees** exercise responsibility to administer programs within authorized annual budget limits, and may, as needed, suggest policy initiatives that may be adopted by the Board. Committee chairs shall prepare reports to the Board in the months of October and February and shall submit an annual report for Members at the Annual Meeting. The responsibilities of the Standing Committees are as follows:

**SECTION 2.1 Buildings and Grounds**: This committee shall be responsible for the care, preservation, and protection of all real property of the Society. . The Committee shall prepare a two year real property and condition plan and review or revise it annually.” And add

“Section 2.2: **Technology Committee:** The Committee shall research, maintain and propose changes to the Society’s technology equipment.”

**SECTION 3** renamed as SECTION 2.3

**SECTION 4** renamed as SECTION 2.4

**SECTION 5** renamed as SECTION 2.13

**SECTION 6** renamed as SECTION 2.5 and add a new “b. prepare investment guidelines, revising as necessary, and submit for adoption by the Board” and then re-letter all subsequent sub-sections.

**SECTION 7a** renamed as Section 2.6 and added a new subsection “d. shall prepare and maintain an updated five year strategic financial plan to be reviewed annually by the Board;” and then re-letter all subsequent sub-sections and

**SECTION 7b** renamed to SECTION 3.1 and delete “and to establish a 3 to 5 year budget projection” and change “..shall meet at least twice annually” to “shall meet as needed but at least annually.”

**SECTION 8** renamed as SECTION 2.7 and change “Church” to “Society” and add “This committee shall participate with the Board in an annual evaluation of the Minister and the Society’s ministry” at the end.

**SECTION 9** renamed as SECTION 2.8

**SECTION 10** renamed as SECTION 2.9 Membership/Outreach rather than “Newcomer/Membership” and delete “This committee shall be responsible for welcoming and integrating newcomers into the life of our congregation. Duties may include providing greeters, orienting newcomers, and planning other activities that enhance the quality of membership in our congregation.” with “The committee shall work with the Minister and staff to assist in bringing newcomers into a path for membership and build/promote relationships among members and friends of the Society. In addition, the committee will coordinate and publicize events and other outreach efforts to attract newcomers and increase exposure of the Society within the larger community. This committee will coordinate and provide outreach support activities for worship services.”

**SECTION 11** renamed as SECTION 2.11 and delete “The members of the Nominating Committee shall be elected by a majority vote of the legal voting membership of the Society at the Annual Meeting. If any partial terms are to be filled, the candidates shall be elected in groups by length of term, and each candidate shall state before voting begins in which group he or she is running. Each voter shall have as many votes in each group as seats are to be filled, but no voter may cast more than one vote for each candidate. Any ballot with more votes than seats in a group shall be void for that group. To be elected the candidate must receive a majority of the ballots cast. Members wishing to serve on the Nominating Committee can submit their

names to the current Nominating Committee who shall then publish the list of all submitted names no later than two (2) Sundays before the Annual Meeting.

Nominating Committee nominations from the floor will also be accepted at the meeting provided proposed candidates have agreed to serve.

The Nominating Committee shall submit a slate of candidates for the Board of Trustees and make the slate publicly available no later than two (2) Sundays before the Annual Meeting.

Nominations for Trustee from the floor of the May Congregational Meeting shall be permitted, provided proposed candidates have agreed to serve. The Nominating Committee also

recommends suggested candidates for Trustee vacancies to be filled by appointment by the

Board. In addition, this committee shall work throughout the year to gather information on the interests, abilities, and talents of members of the congregation and make this information

available to committees, councils, and the Board, as needs for members or chairperson arise.

The Nominating Committee shall be comprised of five (5) voting members of the congregation.

The term of office is to be two years, beginning at the start of the fiscal year and ending at the

close of the next fiscal year. The terms of office of three (3) committee members shall begin in

odd numbered years. The terms of office of two (2) committee members shall begin in even

numbered years. No individual shall serve more than four (4) consecutive years or be considered

for an appointment which would cause them to serve more than four (4) consecutive years.

No member of the current Board nor the Parish Minister shall serve on the Nominating

Committee. The committee shall consult the Religious Education Council to insure adequate on-going representation of the Council on the Board. Three (3) members of the Nominating

Committee shall constitute a quorum required to conduct any business of the committee. In the

event that a vacancy occurs on the committee during the fiscal year, the Nominating Committee

shall recommend an eligible person to fill the remainder of that term whose confirmation is

subject to a majority vote of the Board.” and replace with “The members of the Nominating

Committee shall be elected by a majority vote of the legal voting membership of the Society at

the Annual Meeting. The purpose of the Nominating Committee is to assure that the Society has

effective and diverse leadership to guide the future operations of the Society. The Committee

shall work throughout the year to identify and assess members whose interests, abilities and

talents would provide leadership on the Board of Trustees.-The Committee shall also recommend

possible chairpersons for standing committees when such vacancies occur. In addition, this

Committee shall work with the Board to assess potential members for a settled search committee

in the event that the pulpit becomes vacant, in accordance with Article VI, Sec 3. The

Nominating Committee shall consist of five (5) voting Members serving staggered two Fiscal-

year terms. No member of the Committee may serve more than four consecutive years. Each



year the Nominating Committee will submit a slate of names to be voted on at the Annual Meeting for vacancies on the Board of Trustees. The slate of nominees for both Board of Trustees and Nominating Committee shall be posted at least two Sundays or two weeks prior to the annual meeting.

In the event that a vacancy occurs on the Committee during the fiscal year, the Nominating Committee shall recommend an eligible person to fill the vacancy subject to a majority vote of the Board of Trustees. No member of the Board of Trustees or the Minister shall serve on or participate in deliberations of this committee”

**SECTION 12** renamed as SECTION 2.11

**SECTION 13** renamed as SECTION 2.12 and add “This committee shall coordinate and share summary pledge information with the Finance Committee and non-pledge information with other Standing Committees sharing common concerns.”

**SECTION 3** now changed to “COUNCILS: Councils are coordinating bodies which represent specific areas of Society programming for purposes of sharing information and working collaboratively unless further specified.”

**SECTION 14** renamed to SECTION 3.2

**SECTION 15** renamed SECTION 3.3 and change “Church” to “Society” in two places and add “or board designate” after “Vice-President of the Board”

**5/27/15 Article IV Section 5** change “Electronic voting (real time bidirectional visual and audio) and participation may be used” to “Electronic voting and participation may be used. For voting real time bidirectional visual and audio is required.”

**5/31/17 Article IV Section 1** change “twelve” to “nine”

**Article IV Section 2** change “of office for four of the Trustees” to “of office for three of the Board”

**Article IV Section 5** add “or Parliamentary Procedure” after “Robert’s Rules of Order”

**Article VI Section 6** remove “standing” and add “and Ministry Teams” after “committees”

**Article VI Section 8** add “and the policies outlined in the board Policy Book” after “annual meeting”

**Article VI Section 9 (new section) add** “The Board Policy book is written with a long-term perspective to establish policies for: (1) Specifying mission-related human needs to be met, for whom, and at what cost to recipients. (2) The boundaries of methods, practices, situations, and conduct within which methods and activities can responsibly be left to staff. (3) The manner in which the board delegates authority and how it evaluates performance relative to ends (#1 above) and limitations (#2 above). (4) The manner in which the board determines its philosophy, its accountability, and the specifics of its own job.”

**Article V** change “Meetings” to “Meetings of the Society”

**Article V Section 1** add “or parliamentary procedure” after “Robert’s Rules of Order”

**Article VI Section 1** change “He/she” to “They” and “Nominating and Ministry committees “ to “Nominating Committee and ministerial search committees”

**Article VI Section 4** change “He/she” to “They”

**Article VII Section 1** change “church school” to “religious education in two places” and change “He/she” to “They”. Delete “with the Religious Education Council” and add “The Director of Religious Education will be supervised by the minister and reviewed as outlined in the Board Policy Book.”

**Article VII Section 2** deleted in its entirety

**Article VIII Section 1** add “of the Board” after “...all standing committees”

**Article VIII Section 2** delete “and shall chair the Program Coordinating Council unless the Board appoints a different chair.”

**Article IX** change “**Committees and Councils**” to “**Committees of the Board**” and delete “Committees and Councils function to support the Society’s programs, implement policies established by the Board of Trustees and provide overall support for the operations.” Delete “as soon after the Annual Meeting as is practical” and “Where appropriate, trustees shall be appointed as liaisons to standing committees.”

**Article IX Section 2** delete all and replace with “The responsibilities of the Standing Committees are as follows:”

**Article IX Section 2** delete all of Sections 2.1 – 2.4 and rename Section 2.5 as Section 2.1. Replace “It shall:” with “Consistent with the Board Policy Book, the Endowment and Investment Committee shall:”

**Article IX Section 2.6** rename as Section 2.2 and replace “This committee's membership shall include a member of the Board and the treasurer.” with “This committee’s membership must be confirmed annually by the Board and shall include a member of the Board and the treasurer.”

**Article IX** Section 2.6 a renamed Section 2.2 a and delete “Prepare” and replace with “Assist in the preparation of”

**Article IX Section 2.7 – 2.9** deleted in its entirety

**Article IX Section 2.10** renamed Section 2.3

**Article IX Section 2.11** renamed Section 2.4 and delete “At least one member of this committee shall be a member of the Board.”

**Article IX Section 2.12** renamed Section 2.5

**Article IX Section 2.13** deleted in its entirety

**Article IX Section 3** deleted in its entirety

**Article X** new section inserted with the title “Ministry Teams” and the following added: “Ministry Teams function to support the Society's ministry and programming, to implement policies, and to provide overall support for the Society's operations. Some critical Ministry Teams are:

10.1 Budget: This team shall gather input from staff and Ministry Teams, and coordinate with the Finance Committee, Endowment Committee, and Stewardship Teams to craft an annual budget.

10.2 Buildings and Grounds: This team shall be responsible for the care, preservation, and protection of all real property of the Society.

10.3 Care: This team shall assist the Minister in meeting the pastoral needs of the church community

10.4 Celebrations: This team shall collaborate with the Minister and the Director of Religious Education to plan and present celebrations of life.

10.5 Name TBD ~~Ministry~~: This team shall work to increase the effectiveness of the ministry by providing an active communication channel among the Minister, the Board and the congregation

10.6 Membership/Outreach: This team shall work with the Minister and staff to assist in bringing

newcomers into a path for membership and build/promote relationships among members and friends of the Society. In addition, the team will coordinate and publicize events and other outreach efforts to attract newcomers and increase exposure of the Society within the larger community.

10.7 Religious Education: This team, with the Religious Education Director and staff, shall plan and present programs for our children, youths, and adults. Such programs shall foster personal and social development of the participants and reflect the nature and philosophy of the Society.

**Article X** renamed Article XI

**Article X Section 2** change “Article XII” to “Article XIII”

**Article XI** renamed Article XII

**Article XII** renamed Article XIII