

BYLAWS OF THE UNITARIAN UNIVERSALIST CONGREGATION OF THE CATSKILLS

Article I. Name and Affiliation

The name of this religious society shall be "Unitarian Universalist Congregation of the Catskills" and shall be referred to in these bylaws as the UU Catskills. UU Catskills is an interdependent entity in relation to all other member congregations of the Unitarian Universalist Association. UU Catskills is incorporated in the state of New York pursuant to Article 10 of the Religious Corporations Law.

Article II. Mission

Our mission is: Diversity, Community, Growth, and Action

With respect for diversity of beliefs, identities, and approaches, we: offer a compassionate supportive, welcoming community; provide opportunities for intellectual, emotional, and spiritual growth; and empower our members to act on our UU Principles in the world around us.

Article III. Welcome Policy

UU Catskills declares and affirms its special responsibility to promote the full participation of all persons in all of its activities and in the full range of human endeavor without discrimination on the basis of race, class, gender, disability, affectional or sexual orientation, gender identity, age, citizenship or national origin, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Article IV. Membership

A. Members Defined

A member is a person who is in agreement with Article II, the Mission of UU Catskills, is at least eighteen (18) years of age, has signed the Membership book, who submits a pledge form, and who has spoken with the minister prior to signing the Membership Book. Prospective members shall attend an introductory session on Unitarian Universalism and the UUCC before joining the congregation. It is expected that members will participate in the life of the congregation.

B. Powers of Members

After thirty (30) days as a member, new members are entitled to vote at congregational Meetings, and may serve as a committee chairperson or lead an affinity group, pursuant to Articles VI.A.2 and VIII.

C. Junior Members

Individuals between the ages of thirteen (13) and eighteen (18) who participate in the Religious Education program and have met with the minister may sign the Membership Book and be known as junior members. Junior members may serve on appropriate committees subject to the approval of the Board. In accordance with New York State Law, Junior members between the ages of sixteen (16) and eighteen (18) may vote as

members of the Congregation in any and all Congregational Meetings. Junior members under the age of sixteen (16) may not vote in Congregational Meetings, but are welcome to speak at such meetings. Junior members may not serve on the Board. A Junior Member becomes a regular full member of the Congregation automatically upon reaching the age of eighteen (18).

D. Members Emeritus

Members emeritus are members of longstanding who are no longer able to regularly attend or participate in congregational life and are no longer able to contribute financially to the congregation. Members emeritus are non-voting members of the congregation. Members emeritus may be designated by the Board of Trustees when such a member has not made or fulfilled an annual financial commitment to the UUCS within a period of fifteen (15) consecutive months.

E. Withdrawal of Membership

Membership in UU Catskills shall be continuous from the date on which the Membership Book is signed until receipt by the Board of Trustees of a written or verbal resignation, the death of the member, or until such time as the Board of Trustees shall determine that a de facto resignation has occurred. Such resignation occurs when a member has not made or fulfilled an annual financial commitment to UU Catskills within a period of fifteen (15) consecutive months. Such a person, after written notice by the Board of Trustees, will have thirty (30) days to express the desire to remain a member. Such a person must make a commitment of financial support to remain a member, unless otherwise approved by the minister. If no response is received within thirty (30) days of mailing the notice, their name shall be removed from the Membership List. Once a name has been removed from the Membership List, membership may be reinstated only by re-signing the Membership Book as per Article IV.A.

F. Cancellation of Membership

The Board of Trustees shall have the authority to remove from membership any person whose behavior flagrantly disregards the seven principles of Unitarian Universalism or the mission statement as specified in Article II. Before such cancellation occurs, the Board shall send a letter to such person, inviting them to meet with the Board to present their case. After this meeting, or if no response is received to this letter within thirty (30) days, the Board may entertain a Motion for Cancellation of Membership. This motion requires an affirmative vote by three quarters of the Board to pass.

Article V. Congregational Meetings

A. Purpose of Congregational Meetings

Congregational Meetings are the legal business meetings of the Congregation held by and for the membership and shall constitute the final authority in the governance of UU Catskills. Congregational meetings shall have complete and final control over the adoption of any statement of belief, budget, investment philosophy, calling or dismissing of a minister, the use of assets, and the purchase or sale of any real property. Any five (5)

members may submit to the Board of Trustees a specific motion or agenda topic for inclusion in the notification of the next Congregational Meeting.

B. Notification of Congregational Meetings

The Board of Trustees shall notify the congregation of the time and place and agenda of any Congregational Meeting, at least 10 days before the scheduled meeting. However, the Leadership Development Committee shall give notice of nominations no less than thirty (30) days in advance of the Congregational Meeting at which the elections are to take place. Any member may nominate themselves or others by notifying the Leadership Development Committee 15 days in advance of the congregational meeting.

C. Annual Congregational Meeting

The Annual Congregational Meeting of UU Catskills shall be held each year during the months of May or June. The Board of Trustees shall fix the date, hour and place. They shall set the agenda for this meeting which shall include, but is not limited to, the ministers report, the election of officers and trustees, the setting of the budget for the following year. The proposed budget shall itemize expected income and expenditures, annually. The fiscal year shall begin July 1 and end on June 30.

1. An itemized proposed budget will be available to all members during the month preceding the Annual Congregational Meeting
2. At least two (2) budget hearings will be held during the month preceding the Annual Meeting. During these meetings members may suggest changes to the budget, ask for clarification and rationale, raise concerns, etc., with the understanding that an adjusted proposed budget might be presented to the Board of Trustees for approval prior to the Annual Meeting.

D. Special Congregational Meetings

Special Congregational Meetings may be called by the Board of Trustees on its own motion, or shall be called on the written request of at least ten (10) voting members. Notification of the date, time and agenda shall follow Article V.A and B.

E. Conduct of Congregational Meetings

1. Robert's Rules of Order shall be the authority on points of procedure not covered by these bylaws. By majority of the voting members present Roberts Rules may be suspended.
2. Thirty-three (33%) of the voting members shall constitute a quorum.
3. The Secretary of the Board of Trustees shall use the membership list to determine the eligibility to vote.
4. All matters shall be decided by a vote of at least a majority of the voting members present and voting thereon unless otherwise stated in these bylaws or by prior vote of the Board of Trustees. If a vote is to be decided by more than a majority, such will be included in the notification of the meeting, as per Article V.B.
5. Absentee ballots may be allowed on designated items by a prior vote of the Board of Trustees and such will be included in the notification of the meeting, as per Article V.B.

- Absentee ballots must be signed and received before the meeting.
6. Proxies are not allowed.
 7. Any voting members in attendance may determine that the vote is to be by secret ballot. Members participating by phone or video conference may confer privately with the president to enter their votes.
 8. The Board of Trustees will approve the minutes of all Congregational Meetings within sixty (60) days of the meeting and post the approved minutes.

F. Taking Public Stands

In order for the congregation as a whole to speak on public issues and/or support or endorse the actions of other faith groups, the congregation must vote to do so at a Special or Annual Congregational meeting. No person or group within the congregation shall claim to represent the congregation as a whole in public on any issue unless such a vote has passed. This section does not apply to carrying the UU Catskills banner in various events, which may be done with the authorization of the Board of Trustees.

Article VI. The Board of Trustees

A. Composition of the Board of Trustees

There shall be a Board of Trustees consisting of four (4) officers (the President, Vice President, Secretary and Treasurer) -- each serving a two (2) year term, and three (3) trustees—each serving one (1) year term. If the elected President and Vice President both agree, they may serve as co-Presidents, dividing the responsibilities in Article VII Sections C and D as agreed between them. Trustees and officers officially shall take office on July 1, but should attend the June meeting for continuity. A person, over the age of eighteen (18), who has been a member of UU Catskills for a period of one year shall be eligible for election to the Board of Trustees, or as an officer of the Congregation.

1. No trustee or officer shall serve for more seven (7) years but may be re-elected after a lapse of one (1) year. However, for cause, such as the need to fill a Board vacancy between elections, the Board has the authority to appoint a member who fails to meet this requirement. The Annual Congregational Meeting, for cause, may vote to override these requirements. If a Board member is appointed as an officer before their term as trustee expires, that place on the Board is considered vacant and shall be treated as any other vacancy.
2. Should an officer or trustee be charged with having failed to meet their responsibilities, the matter should be presented to and discussed by the Committee on Shared Ministry (COSM), as per Article V. An officer or trustee who has been absent from two consecutive meetings without an excuse may be considered as having failed to meet their responsibilities. The Board and the Committee on Shared Ministry will make attempts to resolve any and all concerns. That failing, a vote of the Board should be taken and if a majority of the Board agree, the member shall be dropped from the Board. The member will be informed that they may choose to appeal the matter to a Special Congregational Meeting for final resolution.

B. Board of Trustees Meetings

1. The Board of Trustees shall hold at least two (2) meetings per calendar quarter at such time as the Board shall determine. In June there must be a joint meeting of the outgoing and incoming Boards for the purpose of smooth transition. Special meetings of the Board shall be called by the President upon the request of the Minister, or any two (2) Board members. At least forty-eight (48) hours notice shall be given to all Board Members; but by majority consent of the Board Members, a meeting may be held without previous notice thereof.
2. A majority of the Board shall constitute a quorum of the Board necessary to conduct the official business of the Congregation.
3. Upon the request of any Board Member the meeting shall go into Executive session. The Board may elect to have the Minister present.
4. Robert's Rules of Order shall be the authority on points of procedure not covered by these bylaws. By the vote of the majority of the Board, Roberts Rules may be suspended.
5. Board Members are encouraged to personally attend all Board meetings, but in the eventuality that a Member cannot attend in person, they may attend and vote via the internet or telephone.
6. Interim Board actions may also be conducted by internet or telephone. These actions shall be included in the minutes of the next Board meeting.

C. Responsibilities of the Board of Trustees

1. The Board of Trustees is charged with the responsibility for carrying out the will of the Congregation, as established by the Bylaws and actions at Congregational Meetings. It will maintain contact with all members of the Congregation, and will from time to time consult members regarding sensitive and critical issues on their agenda either individually or by creating special opportunities for the Congregation to process ideas and decisions together as a group
2. Between Congregational Meetings the determination of policy, program and management shall be vested in the Board, except for those responsibilities which by these bylaws or vote of the Congregation are explicitly assigned elsewhere. In the discharge of its duties, the Board may delegate individuals and/or committees to perform certain specific tasks and such individuals and committees will report to the Board at regular intervals concerning their progress.

D. Powers of the Board of Trustees

The Board shall have the following powers:

1. To administer all business and financial affairs of the Congregation, including but not limited to the authority and responsibility to maintain and allocate the property of UU Catskills, to enter into contracts, to hold, invest and reinvest the funds of the Congregation, and to prepare an annual budget for congregational approval; [Decisions regarding the investment of funds will be made only after careful consideration of the moral consequences of such decisions and after taking into account the need for fiscal responsibility.]

2. To adjust the operating budget, by adding or subtracting no more than twenty-five per cent 25% of the value of any one category, so long as the total amount of the budget is not exceeded;
3. To use reserve funds as approved by the Congregation or in emergencies, so long as such funds are not reserved for other specific purposes.
4. To determine the sources of funding for repairs, construction, property preservation and purchase of equipment.
 - a. in cases of emergency, those concerning serious issues of health or safety or preservation of UU Catskills, no prior congregation approval is necessary, though the membership shall be notified of any expenditure above \$5000.
 - b. for non-emergency situations with an estimated cost above \$3,000 the Board will delegate to the Building and Grounds committee the responsibility for implementing a competitive bid process. The committee will make an effort to ensure that women and minority-owned firms have an opportunity to bid.
5. To approve the business, vendor, or company providing the work based on the recommendations from the Buildings and Grounds Committee;
6. To decide upon the acceptance or rejection of gifts;
7. To engage and dismiss all employees and consultants except the settled minister, including developmental, interim, or consulting ministers as needed;
8. To make long range plans for the future of UU Catskills, and in general to promote its purposes and interests;
9. To establish policies for the use and rental of the building by non- UU Catskills groups;
10. To receive and act upon regular reviews of the ministry of the congregation, which are performed and presented by the Committee on Shared Ministry;
11. To form a Ministerial Search Committee when necessary.

Article VII. Officers and Trustees

A. The officers of UU Catskills shall be a President, Vice President, Secretary and Treasurer. The term of office for each of these positions shall be two years.

B. The officers shall be the executive committee of UU Catskills, empowered to act for the Board of Trustees on any matter delegated by the Board. In emergency situations calling for immediate action, when it is not possible to summon the full Board, the Executive Committee may act on behalf of the Board.

C. The President or co-President shall:

1. Preside at all Corporate Meetings of UU Catskills and all meetings of the Board of Trustees;
2. Represent UU Catskills at all appropriate occasions as designated by the Board and/or membership;
3. Buy, sell, or rent real estate or any other interest therein or execute any other contracts or instruments under seal, together with the Treasurer of UU Catskills, when authorized to do so by a vote of the Congregation;
4. Have authority to sign checks for UU Catskills.

D. The Vice President or co-President shall:

1. Assist the President in performance of UU Catskills duties;
2. Assume the duties of the President in the absence of the President;
3. Assume the Presidency, at the direction of the Board of Trustees, if that office becomes vacant;
4. Have responsibility for Council meetings.

E. The Secretary shall:

1. Keep minutes of all corporate, Board and executive committee meetings and any congregational meetings;
2. Maintain the current list of members;
3. Ensure that notices are posted and notification of all Congregational Meetings and the purposes thereof takes place in a timely manner.
4. Prepare and receive absentee ballots for Congregational Meetings, see Art V.E.6.

F. The Treasurer shall:

1. Keep an accurate and full account of receipts and disbursements of UU Catskills in proper books of account and provide a written report at all Board meetings;
2. Have authority to sign checks for the UU Catskills;
3. Deposit all monies and other valuables in the name of UU Catskills in such depositories as the Board shall direct.

G. Trustees shall:

1. Attend Board of Trustees and Council meetings;
2. Communicate directly with members of the Congregation, since the history, wisdom and integrity of policy of UU Catskills resides within the Congregation as a whole; and
3. Seek congregational, committee and member input on matters that come before the Board.

Article VIII. Committees and the Council

A. Committees provide a way for the members of the Congregation to work together to promote the welfare and goals of the entire congregation. Membership is not required for participation on a committee.

B. With the exception of the Leadership Development Committee, and Committee on Shared Ministry, Committees are organized by and accountable to the Congregation through the Board.

1. The Board shall have the authority to create a committee structure to meet the needs of the Congregation and to serve the Congregation's mission.
2. With the exception of the committees listed above, committee chairpersons shall be recommended to the Board by the Leadership Development Committee, and the Board shall appoint chairs of committees.

C. Special Committees further the mission of the congregation in ways which require independence from the Board - and direct election by the Congregation. Members of these committees must be members of the Congregation:

1. Leadership Development Committee

- a. Members of the Leadership Development Committee shall be elected from a slate of candidates prepared by the previous Leadership Development Committee.
- b. The Leadership Development Committee shall prepare slate of candidates for:
 - 1) Officers and Trustees whose terms have expired;
 - 2) Committee on Shared Ministry members whose terms have expired, in consultation with the minister and the Board;
 - 3) Members of the Leadership Development Committee;
 - 4) Vacancies in unexpired terms, including those temporarily filled by the Board of Trustees since the last election;
 - 5) Delegates to General Assembly
- c. Every member shall have the right to present by letter, to the chair of the Leadership Development Committee, their own name, for any elective office. This letter of nomination must be received by the Leadership Development Committee no less than fifteen (15) days before the Annual Congregational Meeting at which the election is to take place. The Leadership Development Committee shall confirm that such a member is, indeed, eligible and willing to serve, and will present their name at the meeting.
- d. The slate of candidates shall be presented to the membership as part of the notification for the Annual Congregational Meeting, and must be sent out to the membership at least thirty (30) days prior to this meeting.
- e. The Leadership Development Committee shall recruit chairs and members of Committees as needed, and give their recommendations to the Board for approval and appointment.
- f. The Leadership Development Committee shall look for opportunities for various kinds of leadership training and development, and suggest such training to leaders and future leaders of the congregation as appropriate.

2. Committee on Shared Ministry

- a. The CoSM exists to hold the big picture of the Congregation and especially the mission and covenant. To that end, the CoSM will have five primary functions:
 - 1) Assessment: The CoSM will facilitate an assessment of the Congregation as a whole every two years and an assessment of the Minister in alternate years.
 - 2) Education: The CoSM will assist the Congregation in understanding more deeply both the contents and the implications of its mission and covenant.
 - 3) Consultation: The CoSM will make itself available to the minister to address questions that arise regarding the practice of professional ministry in our Congregation. The CoSM will make itself available to the Board for consultation on policies and issues, as requested.
 - 4) Recommendations: On the basis of assessments, observations, and feedback, the CoSM will make recommendations to the minister and to the Board to help increase their effectiveness. In consultation with the Board, the CoSM may offer recommendations to other committees.

- 5) **Conflict Management:** The CoSM will assist in resolving conflicts. In general, it will suggest a process for resolution rather than offering a specific solution. Groups, committees, or individuals may request the assistance of the CoSM in the resolution of a controversial issue. Alternatively, the CoSM may offer its services when it becomes aware of a problematic situation that is affecting the Congregation. If mediating a particular congregational conflict would present a conflict of interest for any member of the CoSM, that member shall recuse themselves from being involved in that particular mediation. Before a Special Congregational Meeting may be called to discuss actions of the minister, Board member(s) and/or committee member(s), concerns or complaints must be brought first to the CoSM, which will attempt to resolve issues and concerns first. If such attempts at resolution are not successful, a Congregational Meeting may be called to charge an officer, trustee, staff person, or committee with commission of an unjust act or the failure to perform duties. Corrective action may be taken at a second Congregational Meeting, not less than thirty (30) days after the meeting at which the charges were made. (See Article IX for procedures related to dismissal of a minister.)
- b. The CoSM shall consist of five (5) members, serving staggered three year terms. Members are nominated by the Leadership Development Committee, in consultation with the Minister and the Board, and elected by the Congregation at Annual Meeting.
 - c. The Minister will generally attend CoSM meetings but is not a member of the Committee and will not speak or take action on its behalf.
 - d. Members of the CoSM shall not serve in any other elective office during their term on the CoSM.

D. The Council

The Council provides a forum for networking between the various UU Catskills committees and subcommittees and the Board—a forum in which goals and objectives can be set and evaluated, budgets can be established, and policies can be formulated.

The Council shall consist of the Board of Trustees, committee chairs or their representatives, and representatives from other ad hoc committees and task forces.

The Vice-President shall run, or delegate the running of, Council meetings, and shall consult with the President of the Board and the Minister to prepare the agenda for each meeting.

The Council's purpose is to foster communication between committees themselves and the Board. In addition, the Council will give input to the Board of Trustees regarding the creation of the operating budget.

The Council shall meet once a year in the fall. A spring meeting may be convened as needed.

Article IX. The Minister

- A. UU Catskills may engage the services of a minister.

B. The Calling of a Minister

1. UU Catskills may call a settled minister at a Special or Annual Congregational Meeting called for that purpose by a positive vote of ninety percent (90%) of the members present and voting. If the prospective minister has served as a contract or developmental minister (or similar ministerial position defined by UUA staff) for at least 18 months immediately prior to the vote, a positive vote of eighty percent (80%) of those present and voting shall be required. A quorum of fifty percent (50%) of the official membership is required to conduct the vote. Prior to the Congregational vote the prospective minister and the Board shall negotiate a Letter of Agreement.
2. The economic terms and conditions of ministry will be detailed in a Letter of Agreement drawn between the Board and the Minister, the terms of which shall be made known to UU Catskills before the vote is taken. This Letter of Agreement will be updated and revised on a regular basis.

C. Responsibilities of the Minister

The Minister shall:

1. Provide spiritual, intellectual, ethical and aesthetic leadership for the Congregation and the community;
2. Provide primary guidance and support regarding Sunday services;
3. Provide pastoral care, visitation and counseling when needed;
4. Serve as an ex-officio, non-voting member of the Board of Trustees and as well as any subcommittees and task forces of the Board;
5. Bring to the Board and to the Congregation any matters which seem pertinent to them, and make recommendations thereon, but with the final determination of policy and procedure remaining with the Board, and ultimately with the Congregation;
6. Be in Fellowship with the UUA;
7. Adhere to the Code of Conduct of the Unitarian Universalist Ministers Association (UUMA);
8. Make a report to the Congregation at the Annual Congregational Meeting;
9. Participate in activities in the community that enhance the Congregation's presence as a liberally religious, socially responsible organization;
10. Act as the chief administrative officer and supervise all UU Catskills staff; and
11. Perform any and all other duties mutually agreed upon in the Letter of Agreement.

D. Freedom of the Pulpit

In keeping with our liberal tradition, the minister shall be free at all times to express their opinion on any subject both within and without the Congregation.

E. Termination of Letter of Agreement with the Minister

1. The minister shall give at least three months notice of resignation or retirement, unless otherwise agreed to by the minister and the Board. In the case of retirement, the ministers salary, housing, and benefits shall be continued for a period of at least three months from the date of retirement.

2. A vote of dismissal must be held at a Special Congregational Meeting called for that purpose. Such a vote must pass by a majority of those present and voting to take effect. A quorum for this meeting shall be fifty per cent (50%) of the voting members of the Congregation. In the event of the termination of the letter of agreement by this congregation, salary, housing, and benefit shall be continued for a period of one (1) month for each year served with a maximum of three (3) months.
3. In the event, or in the case of a negotiated resignation in lieu of termination and except in those cases where the minister is in violation of UU Ministers Association Guidelines, their salary, housing, and benefits shall be continued for a period of one month for each year served with a maximum of six months.

Article X. Disposition of Property

In the event of the dissolution of UU Catskills, all property shall be transferred to the UUA.

Article XI. Indemnification

The Congregation shall indemnify any person and their estate and personal representative(s) against all liability and expense incurred by reason of a person being or having been duly elected or appointed as an Officer, Trustee, employee or agent of the Congregation. Such persons shall not be personally liable to the Congregation or to its Members for monetary damage for breach of fiduciary duty except for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law. Nothing in this article shall be construed to limit the rights to protection afforded to Officers, Trustees, employees or agents of the Congregation available under any applicable State or Federal law.

Article XII. Severability

If any one or portion of any of these articles shall be deemed illegal, the illegality shall not invalidate or otherwise affect the validity of the remainder of the articles.

Article XIII. Amendments

These bylaws, as far as allowed by law, may be amended and repealed at any Congregational Meeting of UU Catskills by a two-thirds (2/3) vote of the members present and voting. Amending the bylaws is a two step process. First there must be a meeting to discuss the proposed changes. Second there must be a Congregational Meeting no less than ten (10) days after the discussion meeting to act upon the proposed changes. The first discussion meeting does not require a quorum of the membership and is not, therefore, a legal Congregational Meeting. However, the proposed changes to be discussed at that meeting must have been presented in writing to the membership at least ten (10) days prior to the meeting date. If further changes are

proposed at the discussion meeting, the membership must also be notified of them at least seven (7) days prior to the Congregational Meeting at which the change(s) is to be voted upon.

Date adopted: 1958; **Revised: June 2020**