

# **BY-LAWS OF THE FIRST UNITARIAN SOCIETY OF PLAINFIELD**

Adopted by the Congregation, April 14, 1991

Effective as of July 1, 1991

Amended May 1995, May 1996, April 1997, April 1998, May 25, 2000, February 25, 2001,  
April 28, 2002, March 23, 2003

## **Article I: NAME**

The name of the organization is THE FIRST UNITARIAN SOCIETY OF PLAINFIELD, NEW JERSEY (UNITARIAN - UNIVERSALIST) as specified in its certificate of incorporation as a religious society or church under laws of the State of New Jersey.

## **Article II: PURPOSES**

- A. The Society, a member congregation of the Unitarian Universalist Association, affirms and promotes the inherent worth and dignity of every person; justice, equity and compassion in human relations; acceptance of one another and encouragement to spiritual growth in our congregations; a free and responsible search for truth and meaning; the right of conscience and the use of the democratic process within our congregation and in society at large; the goal of world community with peace, liberty and justice for all; and respect for the interdependent web of all existence of which we are a part.
- B. The Society further declares its special responsibility to promote the full participation in the life of the Society of all persons without regard to race, color, sex, ability, affectional or sexual orientation, age, socio-economic level, national origin or ethnicity; and to protect each individual's freedom of religious belief which is inherent in the Unitarian Universalist heritage.
- C. The Society provides for public religious worship, for religious education, and for the conduct of other religious, educational, community service and social activities.

## **Article III: MEMBERSHIP**

- A. Any person who indicated sympathy with the purposes of the Society and who signs the Membership Book in the presence of the Minister or, in the Minister's absence, a member of the Membership Committee or of the Board of Trustees, and who makes an annual contribution of record is a member of the Society, unless this requirement is waived by the Minister or President of the Society.
- B. No acceptance of or subscription to any creed is required of any member of the Society.
- C. Members are legal members for denominational purposes and may vote at the age of fourteen (14) years, and after being enrolled in the Society for at least five (5) weeks prior to an Annual or Special Meeting. An enrolled member may be nominated for elective office in the Society after reaching the age of fourteen (14).
- D. Resignation from the Society may be by written notice to the Board Secretary; removal may be upon recommendation by the Membership Committee to the Board of Trustees.

#### **Article IV: MEETINGS**

- A. An Annual Meeting of the Society is held in April or May of each year at the Society's usual place of public worship. The specific date is determined by the Board of Trustees for the purposes of elections, for the presentation of reports, for action on the proposed budget for the following year, and for the transaction of such other business as may be brought before the meeting.
- B. Special Meetings of the Members are called by the President to be held on such dates as may be fixed by the Board of Trustees at the Society's usual place of public worship. Any twenty five (25) members may call for a Special Meeting by filing a written petition with the Board secretary stating the purpose of the meeting. The Special Meeting must be held no later than four (4) weeks after the petition is filed with the Board Secretary.
- C. Notice of any Annual or Special Meeting must be given by:
  - 1. Posting a written notice signed by the president and the Board Secretary in a conspicuous place in or upon the Society's building on the two (2) Sundays immediately preceding the meeting. The notice shall provide the time, place and purposes of the meeting.
  - 2. Reading the notice at the service on the two (2) Sundays immediately preceding the meeting.
  - 3. Sending a notice by first class mail to all Members at least three (3) weeks prior to the date of a scheduled Annual Meeting or two (2) weeks prior to the scheduled date of a Special Meeting.
- D. Notice of a Special Meeting must state the purpose(s) thereof. No other business may be considered at such a meeting.
- E. Quorum requires forty (40) members of the Society to be present at any Annual or Special Meeting of the Society, or 51% of the members, whichever is smaller.
- F. A majority of the votes cast determines all substantive questions unless a greater number is specifically required by these by-laws for the determination of any particular matter.
- G. Absentee ballots: A member of this Society who is unable to attend a special or congregational meeting may petition the Board of Trustees for permission to cast an absentee ballot. The Executive Committee of the Board is empowered to determine whether the petition will be granted. The request must be made and the absentee ballot submitted before the meeting begins. Absentee ballots shall not affect the quorum requirements.

#### **Article V: BOARD OF TRUSTEES**

The policy-making and executive powers of the Society are vested in the Board of Trustees. This board consists of six (6) Members of the Society, representing the Society at large, plus the President, Vice-President, Secretary, and chairs of the Finance Committee, the Religious Education Committee, and the Denominational Affairs Committee.

The Executive Committee of the Board of Trustees consists of the President, Vice-President, Board Secretary and the Finance Committee Chair. This committee is empowered to act for the Board of Trustees in emergency situation when it is not possible to obtain a quorum of the full Board.

- A. Election: Trustees are elected by the Members of the Society at the Annual Meeting upon nomination as provided for in these By-Laws.
- B. Terms: Two (2) of the Trustees-at-large are elected each year for terms of three (3) years. All other trustees and the officers are elected for terms of one (1) year. All terms commence on July 1, following the Annual Meeting.
- C. Term Limits: Any Trustee or Officer who has served in the same position for three (3) consecutive years or who has filled a vacancy for more than eighteen (18) months is eligible for re-election to that position only after the lapse of at least one (1) year from the expiration of the prior term. In no case may anyone serve for more than six (6) consecutive years on the Board of Trustees in any capacity.
- D. Vacancies: All vacancies shall be filled by appointment of the Board of Trustees until the next succeeding Annual Meeting at which time such vacancies shall be filled by election upon nominations provided for in these by-laws.
- E. Resignations and Removals: A Trustee may resign upon written notice to the Secretary. A Trustee may be removed for cause by a 3/4 vote of the Members voting at any Annual or Special Meeting of the Society. The cause must be stated in the resolution for removal. A copy of the resolution for removal must be presented to the affected Trustee at least three (3) full weeks prior to the meeting at which the resolution is to be considered.
- F. Responsibilities: The ultimate determination of all matters of basic policy is vested in the Members of the Society. Between meetings of the Society, implementation and management of basic policy is vested in the Board of Trustees. In the discharge of its duties the Board has the following specific responsibilities, the enumeration of which does not deny or limit other responsibilities except as limited in these By-Laws:
  - 1. To promote the purposes of the Society;
  - 2. To manage, safeguard, and control the property, business and financial affairs of the Society;
  - 3. To act in a policy-formulating capacity;
  - 4. To propose compensation of the Minister and of other Society employees;
  - 5. To review and approve or amend emergency actions of the Executive Committee.
- G. Meetings: The Board of Trustees shall meet at a regular time and place at least ten (10) times each year. Additional meetings may be called by the President or by a majority vote of the Board. All Board meeting are open to members of the Society. Members may be excluded from a meeting or portion of a meeting which deals with personnel, litigation, or other sensitive matters which requires an executive session.
- H. Quorum: The Board of Trustees must have six (6) members present to comprise a quorum.

## **Article VI: OFFICERS**

The Officers of the Society are the President, the Vice President, the Secretary, and the Finance Chairperson. All Officers are Members of the Society. Election is by the members of the society at the Annual Meeting upon nomination as provided in these By-Laws.

- A. Terms: The Officers of the Society are elected for a term of one year. No Officer may serve for more than three (3) consecutive years in the same capacity. No member may serve for more than five (5) consecutive years as an Officer.
- B. Vacancies, Resignations and Removals: A vacancy in the office of President is filled by succession of the Vice President. The Board of Trustees fills all other vacancies by appointment until the next Annual Meeting. An officer may resign by written notice to the Secretary of the society. An Officer may be removed for cause by three-fourths (3/4) vote of the Members voting at any Annual or Special Meeting of the the Society. The cause must be stated in the resolution for removal and a copy of the resolution must be presented to the affected Officer at least three (3) full weeks before the meeting at which it is to be considered.
- C. Responsibilities: The Officers have the outlined specific responsibilities, the enumeration of which does not deny or limit other duties except as limited by these By-Laws.
1. The President presides at all meetings of the Society, of the Board of Trustees, and of the Executive Committee. The President submits a report to the Annual Meeting on the condition of the Society together with such recommendations as seem advisable and in the best interest of the Society. The President is an *ex officio* member of all committees and organizations of the Society except the Nominating Committee. The President shall execute all legal documents and contracts requiring competitive bidding on behalf of the society.
  2. The Vice-President assumes the duties of the President in the absence of the President. The Vice-President coordinates and approves all fund-raising involving church facilities and activities. The Vice-President chairs the Personnel Committee and the Church Council.
  3. The Secretary keeps minutes of meetings of the Society, of the Board of Trustees, and of the Executive Committee, The Secretary maintains custody of the corporate seal of the Society and impresses and attests the same on all documents which require legal execution.
  4. The Finance Chairperson is head of the Finance Committee. The Chairperson prepares financial reports monthly to be presented to the Board of Trustees. The Finance Committee is responsible for preparing the initial and subsequent fiscal budgets. The Finance Chairperson oversees the members of the Finance Committee. Members of the Finance Committee are: Treasurer, Controller, Audit Chairperson, Canvass Chairperson, Food Certificate Chairperson, and the Financial Support Chairperson. The Treasurer of special capital committees and the Endowment Committee prepare reports to be submitted to the Finance Chairperson.

## **Article VII: COMMITTEES**

A. The Standing Committees. The Standing Committees of the Society are:

1. Member-Only Committees. All members of the following committees must be Members of FUSP:

- Audit
- Committee on Ministry
- Endowment Advisory
- Finance
- Long Range Planning
- Membership
- Religious Education

2. Member-Chaired Committees and Positions. The Chairs of the following committees, or the individuals filling the following positions, must be Members of FUSP:

- Adult Religious Education
- Archives
- Arts
- Caring
- Controller
- Denominational Affairs
- Facilities Use
- Financial Support
- Hospitality
- Ministerial Leaves
- Music
- Newsletter
- Office Administration
- Pledge
- Program
- Property (Inside)
- Property (Outside)
- Publicity
- Social Justice and Outreach
- Treasurer
- Worship

B. Special Committees: The Board of Trustees may authorize from time to time Special Committees as may seem desirable or necessary; these committees may have continuing responsibilities or be appointed for a limited time or specific purpose.

C. Resignations, Vacancies, and Removals: A committee member may resign upon written notice to the Secretary or the Committee Chair. All vacancies in the Standing Committees are filled by appointment

by the President, subject to approval of the Board of Trustees. A Committee member may be removed for cause by a three-fourths (3/4) vote of the Members voting at any Annual or Special Meeting of the Society. The cause is stated in the resolution for removal, and a copy of the resolution is presented to the affected Committee Member at least three (3) full weeks prior to the meeting at which it is to be considered.

- D. The Nominating Committee: The Nominating Committee consists of ten (10) members of the Society. No Officer and not more than one (1) Trustee may serve on this committee at any time.
1. Term. Members of the Nominating Committee serve for a term of two (2) years only, commencing on July 1st, and their terms are so arranged that five (5) of the members are elected each year. Any person who has served a full two (2) year term is ineligible to serve another term until at least one (1) full year has elapsed.
  2. Selection. Candidates for the Nominating Committee are nominated by the Board of Trustees and elected by the Members of the Society at the Annual Meeting. Members of the Committee elect their own Chair at the first meeting following the Annual Meeting, but a Trustee Member is not eligible for that post.
  3. Interim Vacancies in the Nominating Committee. A vacancy occurring in the Nominating Committee is filled by appointment by the Board of Trustees until the next election, at which time the vacancy is filled by election for the remaining term of the class in which the vacancy exists. Candidates to fill vacancies arising from unfulfilled terms are also nominated as provided for in Paragraph 2 above.
  4. Responsibilities of the Nominating Committee. The Committee serves throughout the entire Church Year for the purpose of selecting and presenting candidates for all open offices and positions at the Annual Meeting of the Society; and advising and assisting, on request, the President and the Board of Trustees in selecting personnel to fill such vacancies as may occur, including selection of Chairs for those Special Committees who are not subject to the elective process as provided for in these By-Laws.
  5. Restrictions. NO member of the Nominating Committee is eligible for election to any position on the Board of Trustees until a lapse of one (1) year from such membership has occurred.
- E. The Committee on Ministry: The Committee on Ministry consists of six (6) members of the Society, elected by vote of the membership at the Annual Meeting. No Officer or Trustee is eligible for election. Two new members shall be elected each year for three (3) year terms commencing July 1st. No Member may serve for more than six (6) consecutive years. The Committee elects its own Chair at the beginning of each new church year. In addition, the Minister and the Director of Religious Education are non-voting, *ex officio* members of the Committee on Ministry.

The Committee on Ministry has a leading role in promoting the overall health of the Society's shared ministry (lay and professional), as well as in identifying problems that need to be resolved. This

Committee counsels with the Minister and Director of Religious Education regarding the effectiveness of the congregation's ministry, confers on priorities, provides feedback on congregational matters, and generally promotes the overall ministry of the congregation. The Committee leads the assessment of the congregational ministry and, together with the Minister, educates the congregation about shared ministry. The Committee is responsible to the Board, the Minister, and the Director of Religious Education, and reports regularly to the Board of Trustees on the state of the Society's Ministries.

- F. The Personnel Committee: The Personnel Committee consists of five (5) Members of the Society, including the Vice-President of the Society who chairs the committee. The remaining four members come, one each, from the following Committees: Religious Education, Music, Property, and Office Administration; and are appointed by their respective committee Chairs. The responsibilities of the Committee are as follows: to deal with personnel problems, to recommend changes in Ministerial and staff compensation to the Board of Trustees, to review staff job performance, to keep staff job descriptions up-to-date, to perform salary surveys when necessary, and to keep staff policy descriptions up-to-date.
- G. Church Council: The Church Council consists of all committee chairs, standing, elected, and special. The Church Council is a communication, coordination, and scheduling body, and shall meet quarterly.
- H. Election and Appointments: The Chairs of all Standing Committees and all members of the Religious Education Committee and Committee on Ministry are elected by the Members at the Annual Meeting of the Society upon nomination as provided for elsewhere in these By Laws. The Chairs of all other Committees are appointed by the President, with the advice of the Board of Trustees, in consultation with the Nominating Committee.
- I. Terms. The terms of all Standing Committee Chairs and Members are for one (1) year commencing July 1st following the Annual Meeting of the Society except for Members of the Audit Committee, Endowment Advisory Committee, Membership Committee, Program Committee, Religious Education Committee, and the Long Range Planning Committee whose members serve for three (3) year terms. The terms of all Special Committee Chairs are established by the Board of Trustees. Chairs and Members serve until their successors are appointed or elected. No Standing Committee Chair may serve in that capacity more than three (3) consecutive years.
- J. Policies and Procedures. A manual of Policies and Procedures shall be published for all committees operating in the Society.

## **ARTICLE VIII: NOMINATIONS AND ELECTIONS**

- A. The Nominating Committee. The Nominating Committee files, with the Secretary of the Society, a written report naming candidates for each elective post to be filled, in sufficient time to permit posting conspicuously in the Society's buildings, and mailing to each member, at least three (3) weeks prior to the Annual Meeting.
- B. Nominations from the floor. Provision is made for nominations from the floor during the Annual Meeting. The nominee must be present or have agreed in writing to serve prior to the nomination.
- C. Voting. Each Member who was regularly enrolled in the Society Membership Records as a Member at least five (5) weeks prior to the Annual Meeting and who has attained the age of fourteen (14), is entitled to one (1) vote. When two persons have been nominated for a single office, that one who receives the majority vote is declared elected. In case more than two persons have been nominated for a single office, a plurality vote is sufficient. When several openings in a particular elective position are to be filled, those candidates who receive the largest number of votes are declared elected in succession until all openings are filled.

## **ARTICLE IX: ORGANIZATIONS**

- A. Organizations. The Society may sponsor or recognize outside organizations. No such organization may represent itself as being part of or affiliated with the Society without the Society's approval.

## **ARTICLE X: FINANCE AND CONTRACTS**

- A. Fiscal Year. The fiscal year of the Society starts on July 1 and ends on June 30 of the succeeding year.
- B. Budgets and Assessments. A balanced operating budget shall be presented for approval at each Annual Meeting. No tax or assessment may be levied on the Members unless previously authorized by the Members at a meeting for which advance notice of such tax or assessment has been provided.
- C. Property. No real estate may be purchased, mortgaged or sold and no building may be erected unless such action is authorized by the Members at a meeting duly called and held for that purpose.
- D. Acceptance of Restricted Bequests and Gifts. The Board of Trustees may reject bequests or gifts containing special limitations.
- E. Expense Limits. The Board of Trustees may approve the temporary borrowing of non-operating funds for cash flow purposes, up to but not exceeding 5% cumulatively of the annual budget. The Board of Trustees may authorize the use of restricted funds only for specified purposes.

Committees and the Board are authorized to spend up to the funds approved for their use in the annual budget. During the fiscal year, the Board may, in its sole discretion, increase or reduce appropriations but may not increase total appropriations by more than 3% of the Annual Budget.

- F. Contracts for Goods and Services. The Board of Trustees shall establish a competitive bidding policy.
- G. Bonding. Those authorized to execute financial instruments on behalf of the Society shall be bonded or insured at the Society's expense.
- H. Endowment Funds. Funds established from both restricted and unrestricted gifts to the Society (except for the Heritage Fund) will be managed on an inflation protected basis by the Endowment Advisory Committee. The Heritage Fund will be overseen by the Endowment Advisory Committee. Additional gifts will be solicited by the committee. Periodic reports will be made to the Finance Committee Chairperson. Income received above the rate of inflation (CPI) will be available for use as approved by the Board of Trustees. Income is not to be used for operating expenses in the line item budget. Only investment grade securities may be purchased directly by this committee.

#### **ARTICLE XI: STAFF**

- A. Professional Staff:
  - 1. Minister. The Society may engage the service of a Minister. The Minister is chosen by the Society to be an independent voice, both in the Society and the community.
  - 2. Religious Education Director. The Board of Trustees, on recommendation of the Religious Education Committee, may engage the services of a Religious Education Director, who works with and is responsible to the Religious Education Committee.
  - 3. Music Director/Organist. The Board of Trustees, on recommendation of the Music Committee, may engage the services of a Music Director/Organist, to be supervised by the Music Committee.
- B. Additional Support Staff. The Board of Trustees may engage additional support staff upon recommendation of the appropriate Committee.

C. Special Relationship of the Minister to the Society:

1. Membership. The Minister is an *ex officio* member of all committees except the Nominating Committee which act under these By Laws. The Minister works in cooperation with the Society in all matters under the administration of the Board of Trustees or the various Committees.
2. Responsibilities. The Minister is expected to be concerned with all aspects of the life and activities of the Society, its welfare and its programs, including:
  - a. Responsibility for creating and implementing a substantial number of the regular Sunday programs of the Society each year;
  - b. Acting as advisor to the Church School and to the Board of Trustees and various Committees of the Society;
  - c. Preparing an Annual Report;
  - d. Performing pastoral duties, such as marriages, ceremonies of union, funerals and memorial services, dedication and naming of children, other rites of passage, and counselling for Members of the Society;
  - e. Undertaking other such responsibilities on behalf of the Society, the Unitarian Universalist Association, and other appropriate organizations as are consistent with the Minister's responsibilities to the Society.
  - f. Providing leadership and guidance to staff members.
3. Committee on Selection. When a vacancy exists in the office of Minister, for any reason, the congregation will elect a special Committee on Selection to consider the qualification of candidates to fill the vacated position. This committee consists of at least seven (7) members of the Society elected by the congregation. The name of any candidate who is the choice of at least three-fourths (3/4) of the members of the Committee on Selection may be placed before the Members of the Society at a Special Meeting for a determination of the call, provided the Notice of the Meeting has specified the proposed call of the candidate. Only one name is presented at a time for the position to be filled, and if that candidate fails of election, the Committee on Selection resumes its work and presents other names in like manner at successive Special Meetings until an election by the requisite plurality vote takes place.
4. Election. The determination to call a Minister is made by the vote of at least three-fourths (3/4) of the Members of the Society voting at an Annual or Special Meeting. The vote is by secret written ballot.
5. Term. The Minister is engaged for an indefinite term, but a termination of employment becomes effective three (3) months after resignation or dismissal, unless at some other time arrived at by mutual consent of the Minister and the Board of Trustees.

6. Resignation. The Minister submits a resignation in writing to the Board of Trustees. The Board may accept the resignation and declare the office vacant. If the board determines that the welfare of the Society makes it advisable that the acceptance be given by the Members of the Society, it calls a Special Meeting of the Members of the Society for the purpose.
7. Dismissal. In the event that the Board of Trustees concludes that a situation is developing that might ultimately require that a change be made in the occupant of the position of Minister, the Board of Trustees and the Committee on Ministry shall arrange to discuss the matter with the incumbent present, and shall endeavor to work out a course of action to which all parties concerned can fully subscribe. Should this not be possible, and should two thirds (2/3) of the full number of the Board of Trustees then in office vote that in their judgment the Minister should be dismissed, the Board of Trustees shall call a Special Meeting of the Society, the subject of which is: "Should \_\_\_\_\_, Minister of the First Unitarian Universalist Society of Plainfield, be asked to resign?" The vote of a majority of those voting is required to carry a motion to dismiss.

## **ARTICLE XII: AMENDMENTS**

- A. Amendments. These By Laws may be amended by a two-thirds (2/3) vote of the Members of the Society voting at a regularly called Annual or Special Meeting at which a quorum is present.
- B. Notice. Notice of any meeting at which a motion will be made to amend the By Laws states the amendment(s) that will be offered for consideration. Copies of the proposals, specifying in each instance the article(s) and section(s) to be amended, are available for distribution on the Sundays when notice of the meeting is given, but the proposals need not be read with the notice. Copies of the proposed amendment(s) are mailed to the Members of the Society at least seven (7) days before the date of the meeting.

## **ARTICLE XIII: PARLIAMENTARY PROCEDURE**

Any matters not covered in these By Laws will be governed by Robert's Rules of Order.

#### **ARTICLE XIV: DISSOLUTION**

At a properly scheduled Special Meeting of the Society called for the specific purpose, the Members may, by vote of 75% of those present and voting authorize the Board of Trustees to dissolve the Society. All proceeds will be given to the Unitarian Universalist Association. The dissolution will be in accordance with the applicable statutes of the State of New Jersey.

**Note:** This is considered the final version. It has been corrected as far as possible for known typos by Henry Angel, and amendments passed at the Special Congregational Meeting held on April 14, 1991 (effective July 1, 1991) and at the annual meeting of May, 1993, have been added to the script. Circulation is to anyone desiring a copy. This is stored in the Church Computer, in a file called C:\REFERENCE\BYLAWS.DOC. The copy was brought up-to-date on 7/9/94, by Carole Yorke and Art Lieberman. These Bylaws were amended on May, 1995, May, 1996, April 1997, April 1998, May 25, 2000, February 25, 2001, April 28, 2002, and March 28, 2003.