

THE CHAMPLAIN VALLEY UNITARIAN UNIVERSALIST SOCIETY

Middlebury, Vermont 05753

BY-LAWS

ADOPTED JUNE 9, 2019

ARTICLE I: NAME

The name of this Society shall be The Champlain Valley Unitarian Universalist Society. It is a 501(c)(3) nonprofit organization incorporated under the laws of the State of Vermont on September 14, 1989.

ARTICLE II: PURPOSE

The purpose of this Society is the joy and practice of religion founded upon individual responsibility and freedom of belief, and its application to matters of spiritual, intellectual, ethical, and social concern.

ARTICLE III: AFFILIATION

This Society shall be a member of the Unitarian Universalist Association and of the Northern New England District. It is the intention of this Society to make annual financial contributions to the Association and the District equal to its fair share as determined by the Association and the District.

ARTICLE IV: MEMBERSHIP

Section 1. Preamble.

The Champlain Valley Unitarian Universalist Society (CVUUS) values both its members and its friends, but recognizes that membership entails a special relationship that carries additional rights, benefits, and responsibilities. CVUUS members are people who wish to be actively involved in the life of the Society. Such involvement typically includes some or all of the following: attendance at Sunday services, attendance and voting at congregational meetings, participation in other events and activities, serving in short term or long term leadership roles, and annual financial support of the Society.

Section 2. Members: A member is a person 14 years of age or older who is familiar with and supports the purposes of the Society, who attends as able, who becomes involved with his/her/their time, skills and abilities as able, who makes a financial contribution of record annually, unless waived, and who signs the membership book. Membership is open to all such persons regardless of race, color, gender identification, affectional or sexual orientation, socioeconomic circumstance, or national origin.

Section 3. Voting eligibility. Any person who has been a member for at least **sixty (60)** days shall have one vote. This vote must be exercised in person unless absentee voting arrangements are approved by the Board at the time of the notification of the meeting. Notwithstanding this provision, the voters at the annual meeting can upon a motion of the Board permit people who have signed the membership book after taking the Spring UU class that year to vote.

Section 4. Membership List. The membership list will be available to all members and at all business meetings. It will be the source of information regarding voting eligibility, presence of a quorum, and eligibility to serve as an officer.

Section 5. Resignation. Members may resign from membership by submitting a letter of resignation to the President or a Minister.

Section 6. Termination. A person may be removed from membership immediately, for cause and/or for actions which constitute a violation of the safe congregation policy, by the unanimous vote of the entire Board. A person may be removed from membership by failing to fulfill the criteria of membership as set forth in Section 2 of this Article by the process outlined in the Membership Policy.

ARTICLE V: OFFICERS OF THE SOCIETY

Section 1. President

Section 1.1 Duties. The President will preside over all meetings of the Society and will also serve as Chair of the Board of Trustees. The President will have the right to countersign deeds.

Section 1.2 Election and term of office. The President will be elected at the Annual Meeting and will serve a two-year term beginning at the start of the fiscal year following election. The President must be a member or member-elect of the Board at the time of election. If a candidate for President is serving in the last year of a Board term, then she or he must also be a candidate for re-election to the Board, and must be elected to both positions in order to serve as President. After serving one two-year term as President, an individual shall not be eligible to serve again as President for a period of two years.

Section 1.3 Vacancy. In the event of the resignation or incapacity of the President, the Vice President will serve as President for the remainder of the President's term.

Section 2. Vice President

Section 2.1 Duties. The Vice President is also Vice Chair of the Board of Trustees. In the absence of the President, the Vice President will preside over meetings of the society and serve as Chair of the Board. In the event the President leaves office before the end of her or his term, the Vice President will become President for the remainder of the President's term. The Vice President will have the right to countersign deeds.

Section 2.2 Election and term of office. The Vice President will be elected at the Annual Meeting and will serve a two-year term beginning at the start of the fiscal year following election. The Vice President must be a member or member-elect of the Board at the time of election. If a candidate for Vice President is serving in the last year of a Board term, then she or he must also be a candidate for re-election to the Board and must be elected to both positions in order to serve as Vice President. Normally, the Vice President will stand for election as President when the outgoing President reaches the end of her or his two-year term. A Vice President who has served a two-year term is expected to then stand for election as President. In any event, he or she is then ineligible to serve again as Vice President for a period of one year.

Section 2.3 Vacancy. In the event of the resignation or incapacity of the Vice President, or if the Vice President becomes President following the resignation or incapacity of the President, the Board shall appoint a new Vice President who will serve for the remainder of the Vice President's term. The Vice President must be a member of the Board unless there is a vacancy on the Board, in which case the Board may appoint a member of the Society to serve both as a Board member and the Vice President. Such appointment will require approval by the remaining two-thirds of the members of the Board.

Section 3. Clerk

Section 3.1 Duties. The Clerk will issue notices for all meetings of the Society, declare a quorum and keep the minutes at the Annual Meeting and special meetings of the Society, record activities for the official record of the society, and ensure that up-to-date versions of records are both secure and accessible at CVUUS. The Clerk will serve as a member of the Board and may serve as the Board's recording secretary.

Section 3.2 Election. The Clerk will be elected to a three-year term at the Annual Meeting and will hold office beginning at the start of the fiscal year following the election until the end of the fiscal year in which his or her successor is elected. After serving one three-year term as Clerk, an individual shall not be eligible to serve again as Clerk for a period of three years.

Section 3.3 Vacancy. In the event of the resignation or incapacity of the Clerk, the Board shall appoint a new Clerk who shall serve for the remainder of the Clerk's term. The new Clerk must be a member of the Board unless there is a vacancy on the Board, in which case the Board may appoint a member of the Society to serve both as a Board member and the Clerk. Such appointment will require approval by the remaining two-thirds of the members of the Board.

Section 4. Treasurer

Section 4.1 Duties. The Treasurer will ensure that accurate monthly accounts of the monies received and disbursed are kept. The Treasurer will prepare a report for the Annual Meeting on the financial condition of the Society, and will from time to time provide such statements

of the property and assets of the Society as may be required by law or requested by the Board. The Treasurer will serve as a member of the Board.

Section 4.2 Election. The Treasurer will be elected to a three-year term at the Annual Meeting, and will hold office beginning at the start of the fiscal year following the election until the end of the fiscal year in which his or her successor is elected. After serving one three-year term as Treasurer, an individual shall be ineligible to serve again as Treasurer again for a period of three years.

Section 4.3 Vacancy. In the event of the resignation or incapacity of the Treasurer, the Board shall appoint a new Treasurer who shall serve for the remainder of the Treasurer's term. The new Treasurer must be a member of the Board unless there is a vacancy on the Board, in which case the Board may appoint a member of the Society to serve both as a Board member and the Treasurer. Such appointment will require approval by the remaining two-thirds of the members of the Board.

Section 5. Signing Authority. The President, Vice President, and Treasurer shall have the authority to sign checks, draw funds, and/or execute legal documents on behalf of the Society. Each of these officers shall be bonded with the appropriate surety bond.

Section 6. Eligibility for Election. Only persons who have been active members of the Society for at least sixty (60) days shall be eligible to stand for election as Officers defined in this article.

ARTICLE VI: BOARD OF TRUSTEES

Section 1. Board Role and Composition. The Board of Trustees shall be composed of seven persons including the President, Vice President, Clerk, and Treasurer. The Board is responsible for overall policy and direction of the Society, and stewardship of its resources. Board members receive no compensation but may be reimbursed for reasonable expenses.

Section 2. Limitations of Power. The Board of Trustees may not, without the consent of the congregation at a duly warned meeting of the Society, mortgage any real property, or otherwise incur debts; or increase total expenditures more than 3% beyond the budget adopted by the Annual Meeting; or buy or sell any real estate.

Section 3. Election of Board Members.

Section 3.1 Nominations to the Board of Trustees. Nominations for the Board of Trustees and for board officers will be made by a Board Nominating Committee. The Board Nominating Committee consists of the Vice President of the Board and two members of the congregation (who will not be members of the Board) who are elected at the Annual Meeting. Members of the Board Nominating Committee will serve for two-year terms and may not serve more than two consecutive terms. If there is any conflict of interest for the Vice President, the Board shall select a different Board member to serve on the Nominating Committee.

Section 3.2 Trustee eligibility. Only persons who have been active members of the Society for sixty (60) days shall be eligible for election to the Board. A Board member who has served for two full consecutive terms of three years, or one term of three years and more than one year of another, shall not be eligible for re-election until the Annual Meeting following the one in which his or her successor was elected. A member who has served one year or less shall be eligible to serve two additional three-year terms before becoming ineligible for one year.

Section 3.3 Trustee election cycle. Trustees will be elected at the Annual Meeting, in a three-year cycle as shown below, to serve for a three-year term, beginning at the start of the fiscal year following the election and expiring at the end of the fiscal year in which his or her successor is elected:

In Year 1, the congregation will elect two board members;

In Year 2, the congregation will elect three board members;

In Year 3, the congregation will elect two board members.

Section 4. Officers of the Board.

Section 4.1 Chair and Vice-Chair. The President and Vice President of the Society shall also serve as Chair and Vice Chair of the Board. In addition to the duties of President, the Chair shall perform such other functions as the Board may delegate. The Vice-Chair shall assist the Chair and, in the Chair's absence, shall discharge the duties thereof.

Section 4.2. Recording Secretary. The Board shall annually appoint from among its members a Recording Secretary, who may or may not be the Clerk. The Secretary shall keep minutes of the meetings of the Board and perform such other duties as the Board may appoint. The minutes of the Board shall be made readily available to members of the Society.

Section 5. Executive Committee. There shall be an Executive Committee, composed of the President, Vice President, and Minister. The members of the Executive Committee may meet as needed to respond to requests for guidance or information that needs to be addressed prior to the next Board meeting; and to attend to any administrative issues that require immediate attention. The Executive Committee may not take any action or determine policy unless specifically authorized to do so by the Board.

Section 6. Resignation and removal. A Board member may resign by submitting a letter of resignation to the Chair, or in the case of the Chair to the Vice-Chair. A Board member who declines to participate or ceases to be an active member of the Society may be removed from office by the affirmative vote of two-thirds of the entire Board. A Board member whose removal is to be considered shall be given at least thirty (30) days notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 7. Vacancies. The Board will appoint individuals to fill any vacancies on the Board; such appointment requires approval of two-thirds of the remaining Board members. Appointed members of the Board will serve out the remainder of the outgoing member's term.

Section 8. Regular meetings and notice. Meetings of the Board shall be called by giving all Board members at least two days notice personally or by telephone or electronic mail, or by giving at least four days notice by U.S. mail. Any three Board members may call and notice a regular meeting.

Section 9. Special meetings. For good cause and by unanimous consent of the Board, a meeting may be held without advance notice.

Section 10. Executive session. The Board may, by two-thirds vote, and under exceptional circumstances, meet in executive session. No action may be taken during executive session, and although no minutes of the executive session shall be recorded in the minutes, the purpose of the executive session must be noted in the minutes of the Board meeting.

Section 11. Quorum and Voting. A majority of the Board shall constitute the quorum necessary to conduct business and vote on motions. Business shall be transacted by a majority vote of the Board members present and voting. Generally, the Board will only vote on matters that have been previously warned in the meeting notice.

Section 12. Additional Provision. Members of the Society shall have the right to appear at board meetings and may present their views on any matter within the Board's responsibility.

ARTICLE VII: MEETINGS OF THE SOCIETY

Section 1. Annual Meeting. The Annual Meeting of the Society shall be held each year within the two months prior to the beginning of the fiscal year, at a time and place fixed by the Board. The business of the Annual Meeting shall include the election of officers, board members, and delegates as well as approval of the budget for the next fiscal year.

Section 2. Special Meetings. On its own motion, the Board may call special meetings. The Board will also call a special meeting when the Society presents it with a written petition signed by at least ten percent of the active members of the Society. The purpose of any such special meeting shall be stated both in the petition and in the notice to the membership, and the notice of such a special meeting shall be issued within fourteen days after the Board's receipt of a petition with the requisite signatures.

Section 3. Notification. Notice of all business meetings of the Society shall be mailed by U.S. mail, or sent by electronic mail to those who have previously agreed to accept email notification, or conveyed in person by the Clerk to each member, no less than ten (10) days and no more than sixty (60) days in advance of the meeting. The notice shall state the time and place of the meeting, and specify all business to be transacted.

Section 4. Quorum. A quorum for meetings of the Society shall be 25% of the membership at the time of the notification of the meeting. The Clerk shall declare a quorum.

Section 5. Voting. Only items that have been previously warned in the meeting notice may come to a vote at a meeting of the Society. Voting may be done by voice or hand vote, provided, however, that voting will be by written ballot on request of ten or more members in attendance at the meeting at which voting occurs. There shall be no proxy votes. Nominations from the floor will be accepted for any elected position. Except as otherwise provided in these by-laws, all votes at all meetings, including the election of Board members and officers, shall be transacted by a majority of eligible members present and voting. The Clerk shall declare the results of a ballot cast and shall judge the qualification of voters.

ARTICLE VIII: MINISTER

Section 1. Authority. The authority to ordain and install a Minister resides in the entire Society, and shall not be delegated to any member or committee thereof.

Section 2. Calling of Minister. Ministers shall be called or settled by a 90% favorable vote of those members present at a properly warned meeting of the Society. A quorum for meetings of the Society called for the purpose of calling a minister shall be 40% of the membership at the time of the notification of the meeting. Votes shall be by written ballot.

Section 3. Termination of Minister. Ministers may be removed by a 75% vote of those members present at a properly warned meeting of the Society. A quorum for meetings of the Society called for the purpose of terminating a minister shall be 40% of the membership at the time of the notification of the meeting. At least three months' notice by either the Minister or the Society shall be required for termination of a pastoral relationship, except in instances of unethical conduct or gross negligence which could be determined as cause for immediate dismissal. If both parties agree, the notice requirement may be waived. Votes shall be by written ballot.

Section 4. Freedom of the Pulpit. The freedom of the pulpit as it is traditionally understood in Unitarian Universalist churches shall not be restricted.

ARTICLE IX: AMENDMENTS TO THE BY-LAWS

As allowed by law, these by-laws may be amended and repealed at any properly warned meeting of the Society by a two-thirds vote of the members present and voting, provided the proposed changes have been presented in writing in the notice of the meeting. Amendments shall take effect immediately unless otherwise agreed.

ARTICLE X: ADDITIONAL PROVISIONS

Section 1. Dissolution. Upon dissolution of this organization, assets shall be distributed to the Unitarian Universalist Association of Congregations, 25 Beacon Street, Boston, MA, 02108 for

one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the Board shall cause the assets of this corporation to be distributed to a fund, foundation, or corporation operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

Section 2. Force and effect of bylaws. These bylaws are subject to the provisions of the Vermont Nonprofit Act (the “Act”) and the Certificate of Incorporation as they may be amended. If any provisions in these bylaws are inconsistent with the provision of the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 3. Other policies and procedures. All other business of the Society not required to be, or not included, in these by-laws may be found in the Congregation’s Policies and Procedures Manual.

Section 4. History of the Society’s bylaws. These by-laws replace all previously adopted by-laws, including those adopted or amended on June 16, 1996; March 8, 1998; March 4, 2001; May 6, 2001; May 16, 2004; May 15, 2005; June 11, 2006; and May 19, 2007, June 3, 2012, June 4, 2017.

. These are subject to the provisions of the Vermont Section Nonprofit Corporation **Section 3.**