

**BY-LAWS OF THE UNITARIAN  
UNIVERSALIST  
SOCIETY OF CLEVELAND**

**ARTICLE I. NAME**

The name of this non-profit corporation shall be **THE UNITARIAN UNIVERSALIST SOCIETY OF CLEVELAND**. (Hereinafter referred to as the Society.)

**ARTICLE II. PURPOSE**

The purpose of this Society, to be expressed in its Bond of Union, shall be:

- (a) Mutual helpfulness in the search for truth and for enduring values in ways of life;
- (b) Advancement of sound morals among ourselves and in our community;
- (c) Encouragement and protection of individual freedom of religion.

**ARTICLE III. OPERATIONS**

This Society may operate one or more churches, Sunday Schools, or other religious enterprises under such name or names as may be determined by majority vote of the membership, and may engage in any other undertaking or activities as shall be consistent with the stated purpose of the Society and not prohibited by law; including but not limited to the renting of space, entering into contracts, and the operation of businesses. Once established, it shall require a two-thirds vote of the membership to change the name of such operating enterprise, to change its location, or to terminate such operation.

The fiscal year of the Society shall run from July 1 of each year to June 30 of the following year.

**ARTICLE IV. AFFILIATIONS**

This Society shall be affiliated with the Unitarian-Universalist Association of Congregations in North America. By majority vote of its membership, the Society may affiliate with other religious associations or organizations. Revocation of any affiliation shall require a two-thirds vote of the membership.

**ARTICLE V. DISPOSITION OF ASSETS**

Should the Society be dissolved or otherwise terminate its activities, all property, including endowments, owned, held, or controlled by it shall revert to the Unitarian-Universalist Association of Congregations in North America, after settlement of all just debts.

**ARTICLE VI. MEMBERSHIP**

**Section 1 MEMBERS**

The voting membership of this Society shall consist of all charter members and of those persons whose names are enrolled in the current ROLL OF MEMBERS. Charter members are defined as:

- (a) the persons who signed articles of incorporation; or
- (b) those persons who signed cards indicating their initial cooperation and support in the formation of this organization.

Voting membership shall be terminated and the person's name removed from the **ROLL OF MEMBERS** by action

of the Board of Trustees under any of the following conditions:

- (a) Death of a member;
- (b) Resignation in writing presented to the Board of Trustees by the member;
- (c) Transfer by the member to another church or religious society;
- (d) Failure to confirm membership for the current year by delivering a signed pledge card or a signed affirmation of membership, except in the event of serious illness or infirmity, to retain the ministry of the Society.
- (e) If any two persons who are either members of The Board of Trustees, the minister, the administrator, or the commissioned lay leader of the Society, shall certify to the Board to the best of their information and belief the continued membership or presence of any member constitutes a danger to the employees of the Society, the members of the Society, the attendees of the Society's Sunday School, the tenants, invitees, or lessees of the Society, the property of the Society, or the purposes of the Society as set forth in **ARTICLE II**, then the Board, at its next scheduled meeting (or at such emergency meeting as shall be convened under this clause by any member of the executive committee), shall consider the revocation or suspension of such membership. Such revocation or suspension shall only be made upon a finding of one or more of the dangers enumerated above. The decision of the Board shall be communicated to the member by certified mail.

- (f) Persons whose names have been removed from the **ROLL OF MEMBERS**, except under provision (e) above, who wish to reinstate their membership may do so by signing and delivering an affirmation of membership. A signed pledge card may serve as such an affirmation.

## **Section 2 NEW MEMBERS**

New membership in the Society shall be open to all persons, 16 years of age or older, who have attended a membership orientation meeting and who indicate their support of the Society and their affirmation of its purposes as stated in **ARTICLE II** above. New membership in this Society shall be confirmed by signing the Membership Book in the presence of two voting members of the Society. The witnesses shall promptly notify a representative of the membership committee. The new member's name shall be entered on the **ROLL OF MEMBERS**. The new member shall receive a copy of the By-laws, a copy of the current Society budget, and an affirmation/pledge card. The name of each new member shall be announced from the pulpit.

## **Section 3 FRIENDS**

FRIENDS are also stewards of the Society, except for the privilege of voting and serving on the Board of Trustees. Friends, like Members, are expected to confirm their commitment to the Society each year by signing a pledge card as an affirmation of their status. They have use of the Society's facilities, participate in Services, receive the *Beacon* (but not the *UU World* or *O-M District Doings*) and are listed in the Directory.

## ARTICLE VII. MEETINGS

The Annual Meeting of the Society shall be held on or about the fourth Friday of April in each year. Special meetings for any purpose may be called by the Board of Trustees at any time, and shall be called by the President upon receipt of a request in writing signed by at least 15 voting members of the Society. Such request shall set forth the purpose and date of the meeting, subject to the requirements of **ARTICLE VIII**. Only such matters shall be considered at a special meeting as are specified in such a call. No vote, other than on a motion to adjourn, may be taken in the absence of a quorum. A quorum shall consist of 31 members or 25% of the ROLL OF MEMBERS, whichever is less.

## ARTICLE VIII. NOTICES

Written notice of each meeting of the Society shall be sent to all members by the official publication of the Society as designated by the Board of Trustees, or by other mail, at least 21 days prior to such meeting, directed to their addresses as they appear in the records of the Society. The notice shall state the time and place of such meeting, and also in the case of special meetings, the character of the business to be introduced.

Further notice of all meetings shall be given in one or more of the following ways:

- (1) By announcement from the pulpit on the Sunday immediately preceding the date of such meeting;
- (2) By posting on the bulletin board of the Society, at least 21 days prior to the date of such meeting, the same notice required to be mailed to each member;

- (3) By publication in the regular Sunday order of service, on the Sunday preceding the date of such meeting.

## ARTICLE IX. THE BOARD OF TRUSTEES

The basic authority of the Society shall be vested in the membership thereof except as delegated to the Board of Trustees and officers of the organization. During the intervals between meetings of the membership, the governance of the Society shall be vested in a board of seven Trustees, all with equal powers. All candidates for the board shall be qualified voting members of the Society under **ARTICLE VI**.

At each Annual Meeting of the Society, a sufficient number of Trustees shall be elected, each for a term of two years, to provide a full board of trustees. Except in case of resignation, all shall serve until their successors have been qualified. A Trustee who has served at least the full two years shall not be eligible for re-election until one year has elapsed from the expiration of his or her term. The Board of Trustees shall have the power to fill, by appointment, any vacancy until the next election, when such vacancy shall be filled by the election of a new Trustee by the membership to complete the unexpired term.

Promptly after each Annual Meeting, the Board of Trustees shall meet and elect from their number a President, a Vice-president and a Secretary; and from their number or from the membership a Treasurer.

Resignation from the Board before expiration of a Trustee's term shall be effected by written notice to the President. If a Trustee has failed to attend three consecutive regular monthly Board meetings, or four regular monthly

Board meetings in one calendar year, the Board may, by two-thirds vote, remove the Trustee from the Board.

The Board shall annually appoint from their number or from the membership such committees as may be found necessary and proper.

The Board of Trustees shall cooperate with the Minister in promoting the aims and objectives of the Society.

The Board of Trustees shall, in advance of each Annual Meeting, prepare a proposed budget for the next fiscal year. Upon acceptance and approval of such budget by the membership at the Annual Meeting, expenditures within such budget may be made by the Treasurer with the approval of the Chairperson of the committee in charge of the matter involving the expenditure, or where there is no such committee Chairperson, by the President of the Board. No expenditure above the amount budgeted shall be made unless first authorized by the Board of Trustees. For emergency purposes, the Board may authorize, in addition to budgeted expenses, the expenditure of funds totaling no more than five percent (5%) of the expected annual income. Contracts or expenditure beyond this amount shall require approval by a majority vote of the membership.

Budgeted expenditures shall not exceed a reasonable estimate of income as certified by the Board preparing the budget. Any application for consideration of additions to budgeted expenditures shall be accompanied by explicit consideration of funding.

Regular monthly meetings of the Board of Trustees shall be held at such time and place as the Board shall determine and announce to the membership, and such meetings shall be open to members. Communication of the

time and place of the Board Meetings shall be by announcement from the pulpit on the Sunday immediately preceding the said Board Meeting and by announcement in the issue of the Society bulletin immediately preceding the Board Meeting.

No vote other than on a motion to adjourn shall be taken without a quorum. A quorum shall consist of a simple majority of the Trustees.

#### **ARTICLE X. THE MINISTER**

A minister shall be chosen and the minister's salary approved by three-fourths vote of the membership. A majority vote of the membership shall be necessary to ask for a minister's resignation. A minister shall have freedom of the pulpit; assist in the educational program of the Society; bring to the attention of the Trustees any matters which seem pertinent to the general welfare of the Society; make recommendations; and cooperate with the Board of Trustees in promoting the aims and purposes of the Society.

Final decision in matters of policy and procedure shall remain with the Board of Trustees or a legal meeting of the Society.

#### **ARTICLE XI. THE OFFICERS**

The officers of the Society shall be a President, a Vice-president, a Secretary, and a Treasurer.

**THE PRESIDENT** of the Society shall preside at the Annual Meeting, at all meetings of the Members of the Board of Trustees and of the Executive Committee. The President shall represent the Society on all appropriate

occasions, and shall perform such other duties as the Board of Trustees may prescribe.

**THE VICE-PRESIDENT** shall act for the President in case of the absence or incapacity of the President and perform such other duties as the Board of Trustees may prescribe.

**THE SECRETARY** shall keep an accurate record of the proceedings of all business meetings of the members and of the Board of Trustees and of the Executive Committee, shall cause the **ROLL OF MEMBERS** to be kept with dates of admission and termination of membership, shall cause to be published each year a revised membership directory, and shall perform such other duties as may be prescribed by the Board of Trustees.

**THE TREASURER** shall receive and, except as otherwise specifically provided by the Board of Trustees, shall safely keep all money and other personal property of the Corporation and be its disbursing agent. A surety bond satisfactory to the Board of Trustees may be furnished at the Society's expense for the Treasurer and for any employee of the Society who regularly handles funds, in such amount as the Board shall determine. The Treasurer shall attend monthly Board Meetings and/or submit a monthly report thereto.

In addition, the Treasurer shall keep a complete and accurate account of the finances of the Corporation on books which shall remain its property and which shall be open for inspection at any reasonable time to any member of the Board of Trustees; render a current report to the Board of Trustees monthly; and, upon request, render a current statement covering the period from the beginning of

the fiscal year to March 31 of the current year to the congregation at each Annual Meeting. The Treasurer shall prepare and send out to each member of the Society a statement of that member's current pledge and the receipts made by the Society on that account as of the day of the statement. Pledge statements may be sent out at times determined by the Treasurer but shall at least be sent out six (6) and eleven (11) months after the start of the fiscal year of the Society.

Only such persons as the Board of Trustees may designate from year to year shall have the power or the right to bind the Corporation in contract.

#### **ARTICLE XII. THE EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President or the Acting President and two members of the Board of Trustees selected by the Board of Trustees. During the interim between meetings of the Board of Trustees, it shall have the power to act for and on behalf of the Board of Trustees.

#### **ARTICLE XIII. THE NOMINATING COMMITTEE**

At each Annual Meeting there shall be elected a Nominating Committee consisting of five persons, not more than one of whom shall be a Trustee, to select and place in nomination at the next following election of Trustees, at least a number of candidates equal to the number of positions to be filled. Nominations for members of the Nominating Committee shall be made from the floor.

#### **ARTICLE XIV. ELECTIONS AND VOTING**

The Nominating Committee shall post the names of the proposed candidates for the Board of Trustees, as set forth in **ARTICLE XIII**, on the bulletin board of the Society not fewer than 30 days prior to the Annual Meeting. Nomination of a qualified voting member of the Society for such office may also be made by petition addressed to the President of the Society and signed by at least ten (10) members, provided each petition shall have been posted on the bulletin board of the Society and a copy thereof shall have been presented to the President or Secretary at least 20 days prior to the Annual Meeting.

From the candidates proposed by the Nominating Committee together with such other candidates nominated by petition, voting members shall elect Trustees as set forth in **ARTICLE IX**.

All elections shall be by ballot and may be conducted at the Annual Meeting or, at the option of the Board of Trustees, the voting for the election of Trustees may be by mail, and in such case the procedure shall be as follows: The names of all nominees shall be typed in alphabetical order, which may be rotated, and all voting for candidates shall be by ballot sent to the voting members not fewer than 10 days, nor more than 15 days, prior to the date of the election; only those ballots shall be counted which are in the office of the Society by noon on the day of the election; and two tellers appointed by the Board of Trustees shall count the ballots and report the results to the Annual Meeting. Tie votes on mail ballots shall be resolved by paper ballot cast by members in attendance at the Annual Meeting.

Whenever in these By-laws reference is made to a majority of members, or the membership, or to a certain

fraction of the same, it shall be deemed to mean a majority or the designated fraction of those qualified voting members who actually vote on such question or in such election. However, a mail ballot on any question or issue may be required by a majority vote of those present and voting at any meeting of the Society, and the result of such mail ballot will be decisive of the question or issue.

All members shall have the right to vote.

#### **ARTICLE XV. AMENDMENTS**

These By-laws, as far as may be allowed by law, may be amended or repealed at any meeting of the Society by a two-thirds vote of those present and voting, provided the notice requirements of **ARTICLE VIII** are observed.

#### **ARTICLE XVI. CONSTRUCTION**

Whenever in these By-laws reference is made to a minister, a commissioned lay leader, or other employee or functionary of the Society, such reference shall be construed as if the phrase "if any" were appended thereto.