

The Unitarian Society of Ridgewood, NJ
Constitution and By-Laws
As amended June 5, 2016

ARTICLE I – NAME

The name of this Society and the name to be certified by the Trustees to the Authorities, as its corporate name, shall be The Unitarian Society of Ridgewood, NJ. The Society shall maintain a registered office at 113 Cottage Place, Ridgewood, NJ.

ARTICLE II – PURPOSES

The purposes of this Society shall be to promote religion that is rational, progressive and liberal; to help establish justice and love among all people; to furnish a religious home for all who seek truth and cherish human values; to do all other things necessary to carry out these purposes; and to perform such other acts and to carry out such other purposes as may be permitted by law.

ARTICLE III – DENOMINATIONAL AFFILIATION

The Society shall be a member of the Unitarian Universalist Association.

ARTICLE IV – MEMBERSHIP

Section 1.

A person shall be considered a Member of the Society if his or her name appears on the Membership Book maintained by the Society and he/she has made or committed to an annual financial contribution of record to its operating fund. The Minister or the President of the Board of Trustees may waive this financial requirement at his/her discretion. All members are encouraged to participate to the extent possible in the activities of the Society. No test of creed, faith, national origin, race, color, gender, sexual orientation, physical challenge or other similar test shall be imposed as a condition of membership.

Section 2.

The right to vote at meetings of the Society shall be reserved to those who have been members for a minimum of one month, who have attained the age of 16 years prior to the meeting in question.

Section 3. Withdrawal

Any member of the Society may withdraw from membership at any time by written notice to the Administrator of the Society.

Section 4. Friend

Any person who desires to be associated with the Society, but not as a member, may be included on the Society's mailing list as a Friend, but such Friend is not entitled to vote at meetings of the Society or serve on the Board of Trustees, Program Council, Nominating Committee, Committee on Ministry, Intern Committee, Safe Congregation Response Team, or any Ministerial Search Committee.

Section 5. Annual Review

In order to determine the current active membership of the Society to report to the Unitarian Universalist Association and other purposes, an annual review shall be conducted by the Minister, the Administrator and at least one designee of the Board concerning changes in membership by reason of death; resignation by reason of withdrawal notice; or loss of contact with the member because he or she has moved and left no forwarding address. Results of this annual review shall be reported to the Board of Trustees. In the absence of a waiver by the Minister or President of the Board of Trustees, the Board may, by majority vote at a Board meeting, remove individual(s) from the list of members if the member has not made a financial contribution of record to the Society's operating fund during the past two fiscal years.

ARTICLE V – BOARD OF TRUSTEES

Section 1.

The governing body of the Society shall be a Board of Trustees consisting of nine (9) voting members of the Society who are elected by the membership at the Annual Meeting by a majority of the votes cast. The minister shall serve as an ex-officio, non-voting member of the Board. To serve on the Board, a person must be a member of the Society.

The Board shall consist of the (4) officers - President, Vice President, Secretary, and Treasurer, (5) Trustees and the minister. The Officers shall serve a (2) year term with the Secretary and Treasurer having the option of no more than two (2) additional years. The five (5) Trustees shall serve a term of three (3) years.

The Vice-President shall also serve as the chair of the Leadership Council until such time as she/he becomes President and at that time the new Vice-President shall assume that position.

Resignations of Officers or Trustees must be tendered in writing. In the event of a vacancy on the Board of Trustees, the President, with the approval of the Board of Trustees, shall be empowered to appoint a successor to serve until the next Annual Meeting.

Section 2.

The Board of Trustees shall hold at least ten regular meetings each year at such times and dates as shall be determined and announced by the Board at its first meeting following election. Regular meetings shall be held at the Society unless changed with notice to the membership of the Society. Special meetings of the Board may be called by the Secretary at the request of the President or any other two Board members, provided notice shall have been received at least one day in advance by every board member. The Board may take action without a meeting if, in the President's discretion, such action is warranted, is presented to a quorum of the Board (for example telephonically or electronically) and is approved by a majority vote. A majority of the Board members in office shall constitute a quorum for transacting business. The Board shall meet in executive session during each regular Board meeting as deemed necessary. Board minutes will be published after they are approved.

Section 3.

A Nominating Committee of at least five members shall be elected for one year by the Society at the Annual Meeting. It shall offer a slate of officers and trustees for election at the Annual Meeting and in doing so shall seek candidates who will provide a balanced representation for the total Society membership. It shall also recommend a Nominating Committee, including its chairperson to function for the succeeding year. No more than three members of the retiring Nominating committee may succeed themselves. No member may serve more than two consecutive years. The report of the Nominating Committee shall be sent to the membership at least fourteen (14) days before the election. Additional nominations for Officers or other members of the Board of Trustees or Nominating Committee may be made by any member of the Society in writing or from the floor at the Annual Meeting. In the event of a vacancy on the Nominating Committee, the President, with the approval of the Board of Trustees, shall be empowered to appoint a successor to serve until the next Annual Meeting.

ARTICLE VI – OFFICERS

The Officers of the Society shall consist of a President, a Vice President, a Secretary and a Treasurer. These Officers shall be known collectively as the Executive Board and shall perform their duties in accordance with job descriptions that have been duly adopted and may be amended by the Board of Trustees as the governance needs of the Society dictate.

ARTICLE VII – COUNCILS

The Board of Trustees shall establish administrative Councils to oversee specific areas of Society business. These Councils shall be comprised of committees, task teams and other subgroups engaged in activities related to the broad charter of each Council. The Board has the sole responsibility to establish or discontinue the operations and structure of a Council as it sees fit to meet the changing needs of the Society.

The chairs of each of the Councils established by the Board will comprise the Program Council, which is chaired by the Board Vice President, who reports to The Board on the business of these operations.

The chairs of each Council shall be automatically succeeded by a vice chair who shall be recommended by the Program Council or in the alternative, by such other method as the Program Council designates so long as he/she is approved by the Board. Chairs shall serve a two-year term with the possibility of an additional one year if desired.

ARTICLE VIII – GUIDELINES

Only the Board of Trustees may institute or change policies for the operations of the Society. The Board of Trustees and the Councils are expected to operate in accordance with guidelines, which each body shall adopt as necessary. The Board of Trustees and the Councils may also develop procedures and job descriptions to facilitate their operations.

All policies, guidelines, procedures and job descriptions shall be published and maintained in a central repository. The Board of Trustees and the Councils shall periodically review their respective published documents and update them as necessary.

The Board of Trustees shall be responsible to insure that all policies, guidelines, procedures and job descriptions are consistent with the goals of the Society and may change or repeal them as necessary.

ARTICLE IX – MINISTER

Section 1. Selection:

The Minister shall be chosen and the initial salary determined by the affirmative vote of not less than 85% of the members present and voting by written ballot at a legally called meeting of the Society, upon nomination by a Search Committee. Any such meeting requires a quorum of thirty-three percent (33%) of the members of the Society.

Section 2. Letter of Agreement:

Prior to any meeting at which a Minister is called, the terms of the Minister's Letter of Agreement shall have been negotiated by the Board of Trustees. This Agreement shall be considered as continuing without definite tenure, but with provision for either resignation or dismissal upon three (3) months' notice in either event.

Section 3. Responsibilities:

The powers and duties of the Minister shall comprise the customary pursuits of the office, directed toward the furtherance of the purposes of the Society, with the ultimate decision on matters of policy resting with the Board of Trustees. The Trustees shall take no action in any way interfering with the Minister's freedom of the pulpit.

Section 4. Termination:

The termination of a Minister's contract by action of the Society shall require a majority vote in any legally called meeting of the Society. In the event that the Minister resigns, is dismissed or needs to be replaced for any other reason, the Board will implement appropriate procedures for the selection of a Search Committee in order to select a new "called" or "settled" minister.

ARTICLE X – MEETINGS

The Annual Meeting shall be held no later than the second Sunday in June.

Special Meetings may be called at any time by the Board of Trustees or through petition to the Board, signed by no fewer than ten (10) voting members of the Society.

All calls for meetings by the Society shall be issued by the President through notice by the Secretary published at least fourteen (14) days prior to the date of the meeting and shall also be read at Sunday Services on the two (2) Sundays immediately preceding the date of the meeting. The notice of the meeting shall specify the agenda.

Twenty percent (20%) members of the Society shall constitute a quorum (except in the case of a meeting held for the purpose of voting for a new “settled” minister as provided in Article IX or for the purpose of amending these by-laws as provided in Article XIII). Any measures presented for consideration at the Society meetings, including nominations for office, may be passed by a majority vote, except that sales of property or amendments to these by-laws shall require a two-thirds vote and the election of a new minister shall require an eighty-five percent (85%) vote. All votes require that a quorum be present.

Only members of the Society who are present are eligible to vote.

Congregational meetings will be governed by Robert’s Rules of Order.

ARTICLE XI – FISCAL AND BUSINESS AFFAIRS

Section 1.

The property and funds of The Unitarian Society of Ridgewood shall be held in the name of the Society. The Board of Trustees of the Society may: (1) receive any funds and/or property, including pledges, gifts or otherwise; (2) maintain such funds and property in kind or sell them; (3) invest and reinvest any assets or funds derived from such funds and property; (4) hold such funds and property in any form or by an agent as may be appropriate; (5) maintain one or more bank accounts; and (6) use such funds and property for the purposes of the Society in accordance with its By-Laws.

The Society at its Annual Meeting or at any duly called meeting has the power to authorize the use of Society funds and/or property. The Board of Trustees shall exercise all these powers of the Society but shall not without prior approval of the membership of the Society; (1) receive, buy, sell, or pledge real estate; (2) engage or terminate the engagement of a minister; or (3) make unbudgeted expenditures which collectively exceed by more than five percent the total amount of a budget approved by the membership.

Section 2.

This Society shall be an equal opportunity employer and shall carry on its fiscal and personnel matters, including the calling of the minister and other religious professionals, without regard to race, creed, color, national origin, age, gender, sexual orientation, or physical challenge.

Section 3.

The fiscal year of the Society shall run from July 1st through June 30th of each calendar year.

ARTICLE XII – THE ENDOWMENT FUND

Section 1: Establishment of Fund

The Society has established an endowment fund whose assets shall be held in the name of The Unitarian Society of Ridgewood Endowment Fund.

Section 2: Objectives

The Endowment Fund shall be used to advance the purposes of the Society. The fund shall serve as an instrument to encourage and receive capital.

Section 3: Contributions

The fund shall receive gifts of all forms specifically designated by the donors to be placed in it. All other gifts received by the Society which are unrestricted as to where they may be directed or how they may be invested or used shall also be placed in the Endowment Fund, as shall those restricted gifts whose restrictions are not in conflict with the terms of the Fund or manner in which its monies are managed or used. All contributions to the Society made in memory of any member of the congregation shall be placed in the Endowment Fund. All gifts placed in the Fund must be free of liabilities and in keeping with the purposes of the Society and laws governing such charitable contributions and the Fund.

Section 4: Distributions

Income from the Fund shall be directed toward those special, unusual or emergency needs of the Society, toward its social and community outreach programs, and toward current operating expenses as decided upon by the Board. All principal contained in the Fund shall be retained and may only be spent upon unanimous approval of the Board and by approval of two-thirds vote of the full membership of the Society.

Section 5: Management

The Planned Giving Committee shall be the custodian of the Fund. The Committee shall consist of at least three members, appointed by the Board, all of whom shall be voting members of the Society. A Chairperson shall be appointed by the Board. The Chairperson shall serve no more than two (2), consecutive three (3)-year terms. The Treasurer of the Society shall serve as one of the appointed members of the Committee but not as the Chairperson.

The Committee shall meet at least quarterly, or more frequently if necessary. A quorum shall consist of three members and a majority present and voting shall carry any motion or resolution. The Committee shall report on a quarterly basis to the Finance Council, shall file an annual report to the Board and at each Annual Meeting of the congregation shall render a full and complete account of administration of the Fund during the preceding year. The Committee shall establish programs to promote the awareness of and encourage giving to the Endowment Fund and shall counsel congregation members as to the methods and means by which gifts may be given. The committee shall make recommendations to the Board regarding the acceptance of gifts, and the management, investment, and control of the assets of the Fund, and shall do all else to further the purposes of this Article. All decisions regarding which monies are to be directed to the Fund, and how such monies are to be invested and distributed, shall be made by the Board.

Section 6: Other Special Gifts

The Planned Giving Committee, consistent with its duties as outlined in Section 5, shall manage all other special gifts to the Society, including bequests, which are restricted from placement in, or otherwise deemed inappropriate to be directed toward, the Endowment Fund.

ARTICLE XIII- AMENDMENTS

The Constitution and By-Laws may be amended by two-thirds vote of those members present at the Annual Meeting or any meeting called for the specific purpose of amending the Constitution and By-Laws, provided that a quorum of thirty-three percent (33%) of the membership is present at such meeting and provided notice of the proposed changes has been sent to each member of the Society fourteen (14) days prior to the date of the meeting.

ARTICLE XIV – DISSOLUTION CLAUSE

In the case of dissolution of the society, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees of the society shall perform all actions necessary to effect such conveyance.

ARTICLE XV – INDEMNIFICATION CLAUSE

The Society shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, or Steering Committee volunteer of the Society against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Society to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that involves intentional misconduct or a knowing violation of the law, or an act or omission done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy or vote of members or otherwise.