

# BYLAWS OF THE FIRST UNITARIAN SOCIETY OF MADISON

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### ARTICLE I — NAME

The name of this society is the First Unitarian Society of Madison, Unitarian Universalist. In these bylaws, it may be called the Society.

### ARTICLE II — BOND OF UNION

The Continuing Bond of Union of the First Unitarian Society of Madison is:

We, whose names are hereunto subscribed, desiring a religious organization in the spirit of Jesus of Nazareth, which will make integrity of life its first aim, and leave thought free, associate ourselves together as the First Unitarian Society of Madison, and accept to its membership those of whatever theological opinion, who wish to unite with us in the promotion of truth, righteousness, reverence, and charity among all.

The Continuing Bond of Union was formulated by the founders of the Society in 1879, and was adapted and reaffirmed by the Society on November 16, 1980.

### ARTICLE III — THE PARISH

Section 3.1 Authority. The ultimate authority to act in the Society resides in its members, here called the Parish.

Section 3.2 Actions. The Society may act at any regular or special meeting of the Parish. The Parish exercises, and may not delegate, the authority to approve the Society budget, to call or dismiss minister(s), to elect the Board of Trustees, to amend these bylaws, to remove a Trustee, and to make decisions to construct, remodel, sell, lease, or dispose of a significant portion of the assets of the Society.

Except as required in these bylaws or as may be determined by the Parish itself at a meeting, all actions of the Society are determined by a majority vote of members present and voting.

Section 3.3 Regular Meetings. The Parish shall hold regular meetings at the time or times established by the Board of Trustees, provided that at least one meeting of the Parish will be held annually between March 15 and June 15. The agenda for regular meetings will be set by the President.

Section 3.4 Special Meetings. Special meetings of the Parish may be called by a majority of the Board of Trustees, by the President, the President Elect, the Minister(s), or by any twenty members of the Society. The person or persons calling the special meeting will establish the agenda for the meeting.

Section 3.5 Notice and Place of Meetings. Notice of any regular or special meeting of the Parish will be given to all members by the same method they receive the FUS newsletter (either separately or included in the newsletter) at least six (6) and not more than fifteen (15) days before the meeting. Notice is considered given when communicated and posted on the FUS website. The Notice will include the purposes of the meeting.

Unless the Board of Trustees finds that special circumstances require meeting in another place, all Parish meetings will be on Society's Campus.

Section 3.6 Quorum. A quorum for any parish meeting is seventy (70) members eligible to vote or 20% of average weekend worship attendance, whichever figure is lower.

Section 3.7 Notice. To encourage open discussion, at least once annually with advance notice, the Board or any ten members of the Society may call an All Parish Forum, with the provision that no business will be conducted.

#### ARTICLE IV — MEMBERSHIP (Amended 6.06.10)

Section 4.1 Members. A member of the Society is any person who:

a) Is at least 14 years of age and has completed the Society's "Coming of Age" or "New UU" or equivalent program; and

b) Desires to join the Society within the Continuing Bond of Union (see Article II) and to affirm and promote the Principles (see below) and Purposes of the Unitarian Universalist Association as:

- The inherent worth and dignity of every person;
- Justice, equality 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 rights of conscience and the use of the democratic process within our congregations and in society at large;
- The goal of world community with peace, liberty and justice for all;
- Respect for the interdependent web of all existence of which we are a part; and

c) Has signed the First Unitarian Society membership book specifically; and

d) Has made a recordable financial pledge or contribution of record to the Society (to activate initially and then maintain) membership each fiscal year; or has been granted a waiver (see Section 4.6 Expectations); and

e) Participates actively in the Society's programs.

If the above-mentioned criteria are not met the person shall be known as a youth participant (age 14 to 18th birthday) or an affiliate (see Section 4.3) or an inactive member (see Section 4.3).

Section 4.2 Inactive Members. A member becomes an inactive member by ceasing to participate actively in the affairs of the Society and failing to make a recordable financial pledge to the Society, or by giving written notice to the Secretary. Any person may report to the Secretary circumstances believed to justify making a member an inactive member. Once the Secretary confirms the circumstances, the member will be placed on inactive status. An inactive member may reinstate member status by written notice to the Secretary.

Section 4.3 Affiliates. An affiliate is a person who, though not a member makes a recordable financial pledge to the Society and commits to fulfilling the expectations set forth in Section 4.6. An affiliate may not hold an elected leadership position in the Society. Annually the Society encourages affiliates to become members in order to fully participate in the Society. An assessment of affiliates will be undertaken every two years by the ministerial staff.

Section 4.4 Resignation. A member or inactive member may resign by giving written notice to the Secretary. An inactive member will be considered to have resigned after being in inactive status for 2 years.

Section 4.5 Voting. Only persons who have been members of the Society for at least sixty (60) days may vote at Parish meetings. There is no proxy voting. The Board of Trustees has the authority to allow the use of absentee ballots at Parish meetings. The Board of Trustees shall announce if absentee ballots are to be allowed in the notice of a meeting.

Section 4.6 Expectations of Members and Affiliates. Members are expected to participate actively in the Society's activities and to make a recordable financial pledge or contribution of record to the Society each fiscal year. Affiliates are expected to make a recordable financial pledge to the Society each fiscal year. The financial contribution should represent an amount constituting the member's or affiliate's fair share of the Society's needs, in light of the member's or affiliate's income and means, and the fact that the generous contributions from others in the past have sustained and built the Society we enjoy today. A waiver of the annual pledge may be granted by the ministerial staff. The member would thereby retain member's status and privileges.

Section 4.7 Membership Rolls. An annual updating of the Membership Roster will take place in order to determine eligible voting members of the Society. Persons who are no longer members will be so notified.

## ARTICLE V — BOARD OF TRUSTEES

Section 5.1 Authority. Subject to actions taken by the Society at a Parish meeting, and except as otherwise restricted in these bylaws, the Board of Trustees (hereinafter referred to as the Board) has authority to act on behalf of the Society, in a way consistent with the Mission of the Society, to establish, modify, and disband committees and task forces of the Society, to approve contracts, to establish policies, set its meeting agenda, and otherwise to take all actions necessary or convenient for the operation of the Society. The Board may, at its discretion, refer major policy decisions to the Parish for determination at the Parish meeting. Given the size and complexity of the Society, an important responsibility of the Board is to address future-oriented and institution- wide policies and decisions.

The FUS Board's focus will be to serve the long run mission of FUS. The Board intends to govern primarily by:

- Discerning and articulating the mission and vision of ministry,
- Creating a plan with clear goals that fulfill the mission,
- Creating written policies to guide the work of staff, leaders and members who carry out that vision,
- Evaluating progress toward the achievement of these goals, and
- Monitoring its' own work. The goal of this approach is to have the board, staff and other lay leaders carry out their work collaboratively and openly, within a framework of clearly articulated roles, accountability, and decision-making authority.

Section 5.2 Number and Terms of Board Members. The Board of Trustees consists of seven (7) voting members. The minister(s) and Executive Director shall be non-voting member(s) of the Board. In addition, two youth from the congregation may serve as non-voting Advisory Board members. Youth members, as well as the minister(s) and Executive Director shall be excused during the Board's executive sessions.

The Board of Trustees will be elected from among members of the Society. No person may hold more than one Board position at any one time. Trustees will be allowed to run for two consecutive terms, after which they will not be allowed to be a Trustee for a minimum of three years.

The Youth Advisory Board members will be elected by the congregation from among the youth that have completed the Coming of Age curriculum and have signed the membership book.

Between two (2) and three (3) voting members will be the officers of the Society. Officers will have the duties set forth in Article VI.

The remaining Board members will be elected as At-Large Trustees for three-year staggered, renewable terms. At-Large Trustees provide effective two-way communication with one or more Standing Committee (Finance, Personnel and Governance) chairs to ensure communication between Board and Standing Committees functions. (FUS staff members who assist Councils and attend Board meetings may also contribute to effective communication and cooperation.)

The youth Advisory Board members will be elected to 1-year terms.

The sequence of election shall be as follows:

- Every Three years starting with the July 1, 2013 fiscal year: Secretary (three year term as Secretary)
- Every Two years starting with the July 1, 2012 fiscal year: President Elect (who will serve as President Elect for one year, then President for two years)
- Every year starting with July 1, 2012: Between 1-2 non-officer Trustees will be elected to a 3 year term as existing terms expire to maintain a total of seven Trustees (including officers)
- Every year two youth members may be elected to serve as non-voting advisory members.

Section 5.3 Policy Manual. The Board shall establish or approve policies for the Society in addition to these bylaws. These will be published in a Policy Manual, which will be reviewed on a regular basis at the direction of the Board.

Section 5.4 Meetings and Notices. The Board will meet at least monthly. Notices of each meeting will be sent by regular or electronic mail to all Trustees and ex officio members of the Board at least seven (7) days before the meeting. The time of any meeting will also be included in the Society newsletter, Order of Service inserts and the FUS Web site. Meetings of the Board are open to any member or affiliate of the Society, except that the Board may determine in particular instances that an Executive Session is appropriate.

Section 5.5 Quorum. A majority of the Trustees of the Board is a quorum and, unless otherwise specified, a majority of Trustees present and voting at a meeting is necessary to take any action.

Section 5.6 Vacancies. In the event of a vacancy on the Board, the Board shall appoint a replacement to serve until the next Parish meeting.

Section 5.7 Reporting Responsibilities of the Board. The Board will make a written report to the Parish on at least an annual basis, and otherwise will inform the Parish of major policy decisions relating to vision, membership, finances and activities.

## ARTICLE VI — OFFICERS

Section 6.1 Officers. The officers of the Society are the President, President-Elect, and Secretary.

Section 6.2 President. The President shall:

- a) Be the principal executive officer of the Society and, unless otherwise determined at such meeting, will preside at all meetings of the Board and the Parish;

- b) May sign any deeds, mortgages, notes, bonds, contracts or other instruments authorized by the Society to be executed, except as may otherwise be delegated by the Board to some other officer or agent of the Society;
- c) Make appointments to ad hoc committees, subject to approval by the Board; and
- d) perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.

Section 6.3 President-Elect. The President-Elect shall:

- a) Assist the President in the performance of the President's duties and, in the absence or inability of the President, will perform the duties of President. When acting as President, the President-Elect will have all the powers and be subject to all the limitations of the President.
- b) Perform such other duties as from time to time may be assigned by the Board. Section

6.4 Immediate Past President. The Immediate Past President shall:

- a) Advise the President and the Board, b) serve on the Nominations Committee for a two-year term, c) perform such other duties as from time to time may be assigned by the Board.

Section 6.5 Secretary. The Secretary shall:

- a) Keep minutes of the meetings of the Board and of the Parish;
- b) See that all notices are duly given in accordance with these bylaws or as required by law;
- c) Be the custodian of other official records of the Society, maintain an up-to-date list of all Trustees, Board committee members and Society members, council charters Policy Manual.
- d) Count all votes taken at meetings of the Board and of the Parish; and
- e) In general perform all duties incident to the office of Secretary, including such other duties as may be assigned from time to time by the Board.

Article VII—Committees and Task Forces

7.1 Board Committees. The Board will maintain three standing committees to assist the Board in its work, and maintain accurate charters that spell out each of the committee's core responsibilities:

- a) Governance Committee. This committee will assist the Board in reviewing and proposing policies, and facilitating communication related to governance matters. Membership of this committee shall be 3-7 people, including the President and Senior minister. Additional members shall be appointed by the President of the Board, who will also designate the Committee Chair. Membership of the committee should provide a balance of skills, experiences, and gifts that include knowledge and experience with the history and specific governance policies that define how FUS will operate, including the reasoning behind why we are structured as we are, along with knowledge of the mission and goals of FUS.
- b) Finance Committee. The purpose of the Finance Committee is to help the Board with the financial aspects of the Board's goal to foster transparency and build confidence within the Congregation. Membership of this committee shall be 3-7 people, including the Executive Director and at least one Board member. Additional members shall be appointed by the President of the Board, who will also designate the Committee Chair. Membership of the committee should provide a balance of skills, experiences, and gifts that include knowledge

and experience, either general or specific, in finance and financial management along with knowledge of the mission and goals of FUS.

c) Personnel Committee. This committee will assist the Board in reviewing and proposing policies, and facilitating communication related to personnel policy and general practices. Membership of this committee shall be 4 – 7 people, including the Executive Director, the Senior Minister and at least one Board member. The Board President shall appoint additional members from the congregation, and will also designate the Committee Chair. Membership of the committee should provide a balance of skills, experiences, and gifts that include knowledge and experience, either general or specific, in human resources and/or personnel management along with knowledge of the mission and goals of FUS.

7.2 Trustee Nominations. There will be a 6-person Trustee Nominations Committee, consisting of five elected members of the Parish and the immediate past President of the Society who shall serve as Chair of the Committee. Members of the Committee shall serve staggered, two-year, renewable terms. The Committee shall request suggestions from the congregation for the FUS Board of Trustees, the Trustees for the Friends of the Meeting House, and the Trustees for the FUS Foundation Board.

7.3 Ad Hoc Task Forces. The Board may establish other advisory, liaison, or ad hoc task forces or committees as they deem necessary or desirable.

## ARTICLE VIII — ELECTIONS

Section 8.1 Occasion. All elections will be held at the annual Parish meeting (see Section 3.3). Unless otherwise specified, all elections will be for three-year terms.

Section 8.2 Effective Date. All persons elected will take office on July 1 following their election and serve until June 30, of the end of their term.

## ARTICLE IX — MINISTER(S) AND OTHER STAFF

### Section 9.1 Minister(s)

The minister(s) will be selected and called by the Parish. Only the Parish may dismiss a minister.

The Parish shall approve the members of and the charge to a Ministerial Search Committee, upon recommendation of the Board, to search for any minister to be called. The Board will establish the procedures to be followed by this Search Committee.

Ministers will have the right of freedom of expression in the performance of their duties.

The Board is responsible for conducting a ministerial evaluation every three years as defined by the Policy Manual.

Section 9.2 Employees. In keeping with the Board's defined role, normal decisions of employment and dismissal will be delegated to Senior paid staff members.

## ARTICLE X — AMENDMENTS

Section 10.1 Amendments. These bylaws may be amended at any Parish meeting, provided the nature of the amendment was included in the notice of the meeting. An amendment will require a two-thirds vote of those voting to pass.

Section 10.2 Bylaws Review Commission. At least every decade, the Board will name a Bylaws Review Commission to review and update these bylaws. The proposed revisions will be presented by the Commission to a Parish meeting for approval or suggested modification within 18 months of the election of the commission. The commission will complete its work within 2 years of election.

## ARTICLE XI — MISCELLANEOUS

Section 11.1 UUA Affiliation. The Society will maintain membership in the Unitarian Universalist Association and the UUA Central Midwest District.

Section 11.2 Affiliated Organizations. Each of the three affiliated organizations shall designate a liaison to the Board:

- First Unitarian Society Foundation of Madison, Inc.
- Friends of the Meeting House
- Unitarian-Universalist Alliance

The First Unitarian Society Foundation of Madison, Inc. has its own Board of Directors. The Directors are elected by the Parish, three each year for three-year terms. The Foundation may not disburse funds without a specific, written request from the Board, except for portfolio transactions and for reasonable management expenses. Other organizations wishing to affiliate with the Society must be approved by the Board.

Section 11.3 Fiscal Year. The fiscal year of the Society will be from July 1 to June 30.

Section 11.4 Legal Status of the Society. The Society is a corporation formed under the Religious Societies Law of the State of Wisconsin, Chapter 187 of the Statutes.

Section 11.5 Public Statements in the Name of the Society. Public statements in the name of the Society on social or other public issues will be made only after a vote of the Parish, and must include the vote of individuals within the Society for and against. This does not limit the right of individuals or groups within the Society to make statements in their own name.

Section 11.6 These by-laws will take effect on December 1, 2016.