

**BY-LAWS**  
**NORTH UNIVERSALIST CHAPEL SOCIETY**  
**Woodstock, Vermont**

**ARTICLE I. Name.**

The name of this organization shall be the North Universalist Chapel Society.

**ARTICLE II. Purpose.**

The purpose of this Society is to provide a free pulpit and voice for liberal religion and to nurture a religious community bound by no dogma and restricted by no creed. This Society is a fellowship of seekers after truth, beauty, and goodness. We strive to be tolerant of the ideas and behavior of others. We rely on reason, individual freedom, and democracy as our methods. We join together for an understanding of our world, for cooperation with our fellow human beings and for the enrichment of the community. We seek spiritual and intellectual growth in the individual and in the church.

**ARTICLE III. Affiliation.**

This Society is a member of the Unitarian Universalist Association and of the designated regional conference.

**ARTICLE IV. Membership.**

**Section 1.** Any person who has attained the age of 18 years and who is in agreement with the purpose of this Society shall be eligible for membership in the Society and shall become a member upon signing the Membership book. In addition, persons who have reached the age of 16 may apply to the minister for permission to join the society; if the minister is satisfied that the applicant both understands the responsibilities of membership and is capable of assuming them, he or she shall so certify to the Board, and the applicant may then be admitted to full membership.

**Section 2.** New members may be received by participating in a ceremony of acceptance.

**Section 3.** All members of the Society shall be eligible for election as trustee, officers of the Society, and Deacons.

**Section 4.** No member shall be dropped from the Society except by death, voluntary resignation or for just cause upon recommend of the Board of Trustees and upon prior notice to the member, and as voted by a 2/3rds vote of a legally called meeting of the membership. Just cause shall not include race, political beliefs, sexual orientation, or for lack of financial contribution.

**Section 5.** Any individual whose name is already in the Membership Book at the time of adoption of these By-Laws is a member.

**ARTICLE V. MEETINGS**

**Section 1.** The Annual Meeting of the Society shall take place in January of each year in the Society parlors or in any other appropriate place that the Board of Trustees might designate.

**Section 2.** Special meetings may be called by the Clerk at the request of the Board of Trustees or upon the written petition of at least fifteen members of the Society. They shall be called for such purpose only as may be specified in the Notice calling for the meeting.

**Section 3.** The Clerk of the Society shall cause notice of any meeting to appear in the local newspaper for two consecutive weeks before the meeting is to take place. Notice shall also be posted in a conspicuous place at the Church ten days before the meeting.

**Section 4.** Twenty members of the Society shall constitute a quorum, which shall be determined by a roll call of those eligible to vote. A majority vote of the members present will decide any question unless these By-Laws specify otherwise.

**Section 5.** Society meetings shall be presided over by the Moderator, who shall be elected as the first order of business at the Annual Meeting, to serve for one year. In the absence of the duly elected Moderator, a temporary Moderator shall be elected by the members present.

## **ARTICLE VI. Voting Powers.**

**Section 1.** Voting rights shall be a privilege of only members of the Society.

**Section 2.** A proxy vote shall not be honored in any Annual or Special Meeting of the Society.

## **ARTICLE VII. Administration.**

**Section 1.** The affairs of this Society shall be administered by the Board of Trustees.

**Section 2.** The Board of Trustees shall consist of between five and nine members. Each year, the appropriate number of Trustees, as determined by the Board of Trustees, shall be duly elected at the Annual Meeting of the Society for a three-year term. No Trustee shall serve more than two full consecutive terms. Any Trustee who has served two full consecutive terms shall again be eligible to serve as Trustee after an interim of one year.

**Section 3.** The Trustees shall elect their own officers from among their own number.

**Section 4.** The Treasurer shall be elected at the Annual Meeting for a one-year term and shall have voting privileges on the Board of Trustees.

**Section 5.** A vacancy in any office shall be filled by appointment by the Board of Trustees, such appointee to hold office until the next Annual Meeting of the Society.

**Section 6.** A quorum shall be a simple majority of the members of the Board of Trustees and the Treasurer.

**Section 7.** Between the meetings of the Society, the Board shall have the powers of the Society itself except in matters of conveyance or mortgaging of the real estate belonging to the Society and dissolution of the Society.

**Section 8.** The Board has the authority to employ and dismiss all employees of the Society except the minister.

**Section 9.** The Board of Trustees shall not obligate the Society for an amount in excess of \$2500, except by vote of the Society. No committee shall obligate the society for an amount in excess of the budgeted amount without the approval of the Board of Trustees. This limit may be exceeded if, and only if, the Building and Grounds committee, through its Chair or his designee-notifies either the minister or the Chair of the Board of Trustees that an emergency condition exists which threatens extensive personal or property damage or will seriously impair the ability of the Society to fulfill its stated functions unless it is repaired immediately. With the approval of a majority of the Board (which may be obtained either at a special meeting or by canvass), the Chair or his designee, may authorize the Building and Grounds Committee to undertake the repair. Notice of any

such emergency procedure, including its cost (or approximate cost, if the exact amount is not known), shall be announced from the pulpit at the next regular service, shall be prominently posted in the rear of the Church, and shall be included in the next issue of the Society's newsletter.

**Section 10.** The Board of Trustees shall meet once every month and at any other times at the call of the Chairperson or at the request of any three Trustees.

**Section 11.** The Board of Trustees shall submit to the Annual Meeting a complete report of the affairs of the Society, together with the proposed annual budget for approval by the members of the Society.

#### **ARTICLE VIII. Real Property.**

The Society shall have the right to own and retain real property acquired by it in whatever manner according to the judgment of the Board of Trustees, provided, however, that no action shall be taken by or on behalf of the Society if such action is a legally prohibited transaction or would result in the denial of the tax exemption under Section 503 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. The Society shall not sell, encumber or enter into a lease having a term of more than one year of any real property without prior approval of a vote of two-thirds (2/3) majority of members present at a duly called meeting of the Society.

#### **ARTICLE IX. Duties of Officers.**

**Section 1.** The Chairperson of the Board of Trustees shall be the chief administrative officer of the Society and shall be authorized to sign all contracts, deeds, mortgages, and other instruments in the name of the Society. The Chairperson shall coordinate the work of the various permanent and special committees and shall preside at meetings of the Board of Trustees. The Chairperson may authorize emergency expenditures up to \$500, such expenditures will be reported at the next meeting of the Board of Trustees. In the temporary absence or inability of the Treasurer to function, and by direction of the Board of Trustees, the Chairperson shall be authorized to carry on the duties of the Treasurer.

**Section 2.** In the absence of the Chairperson, the Vice Chairperson shall act.

**Section 3.** The Treasurer shall keep a full and accurate account of receipts and disbursements in books belonging to the Society and shall deposit all money and other valuable papers in the name and to the credit of the Society, in such place or places as are designated by the Board of Trustees. The Treasurer shall be bonded at the expense of the Society. The Treasurer shall render a current financial statement at each monthly meeting of the Board of Trustees and shall furnish an annual financial report. The Board of Trustees shall have the right to request an audit of the Treasurer's records.

**Section 4.** The Clerk shall serve for one year. The Clerk shall keep an accurate record of all business meetings of the Board and the Society and shall maintain a roster of members of the Society qualified to vote, and perform such other duties as may be prescribed. All records of the Clerk shall remain the property of the Society and shall be open for inspection by members at reasonable times and places.

#### **ARTICLE X. Finance and Trustees of Funds.**

**Section 1.** The Finance/Trustee of Funds Committee (FTOFC) assists the Board of Trustees and other committees to forecast, plan and execute the fiduciary operations of the North Chapel. This includes investing assets and disbursing resources.

**Section 2. Basic Responsibilities**

- a. Regularly review the organization's revenue and expenditures, balance sheet and other matters related to its financial condition.
- b. Develop the annual budget with the Treasurer and submit it to the Board for approval
- c. Advise the Board on financial issues, including insurance, budget adjustments and investment of assets.
- d. Assist the Treasurer in managing cash flow
- e. Advise committees on financial issues within the committee's responsibilities

**Section 3. Guidelines**

- a. The FTOFC has the authority to make interim year budget adjustments including additions and transfers for under \$500 without prior Board approval.
- b. Review all financial requests to the Board.

**Section 4. Membership**

Six members shall be elected by the Congregation for terms of three years: two members to be elected every year to serve terms of three years each. The chair of the committee shall be chosen by the members of the committee and shall serve for one year. He/she can be re-elected by the committee for an additional term of one year. Members of the Committee may be elected for a second three year term but then must be off the committee for at least one year before being re-elected.

**ARTICLE XI. Committees.**

**Section 1:**

- a. The Nominating Committee shall consist of four members. The term of the members shall be four years. One member shall be elected each year at the Annual Meeting, so that their terms are staggered. A slate of candidates for the election to the Nominating Committee shall be proposed by the Board of Trustees at the Annual Meeting. Candidates may also be nominated from the floor at the Annual Meeting. In addition, the Board of Trustees shall appoint a Trustee to the Nominating Committee to be a non-voting liaison.
- b. The function of the Nominating Committee shall be to present at the Annual Meeting a slate of candidates for the following positions: Moderator, Secretary of the Annual Meeting, the Board of Trustees, Treasurer, and Trustee of Funds. No member of the Nominating Committee shall currently be serving as a Trustee, Moderator, Treasurer, or Trustee of Funds. The Nominating Committee shall support the development of lay leadership by selecting members to represent the congregation at the annual UUA General Assembly, New England Leadership School, regional, district and other training opportunities. The Nominating Committee shall support the work of committees by assisting in the search for new committee members at the request of the committees or the Board of Trustees.

**Section 2.** The Board of trustees shall establish and appoint such other committees as it deems necessary.

**Section 3.** The Committee on Ministry shall be a standing committee of the church. It shall consist of no fewer than four (4) legal members of the congregation appointed by the Board of Trustees. The minister shall recommend candidates for vacant positions of the committee. Membership on the committee shall be for three years, and members shall be appointed so that no more than 2 members of the committee will change each year. The purpose of this committee is to provide a conduit for information between the parish minister and congregation, and to attend to the covenant between the minister and congregation.

**ARTICLE XII. The Minister.**

**Section 1.** When a new Minister is needed, a Pulpit or Search Committee comprised of members

only, shall be appointed by the Board of Trustees, and it shall present its candidate to the Society.

**Section 2.** The Minister shall be elected by a three-fourths vote of the members present at a legally called meeting of the Society. At the same time, the members present shall vote on the terms of incumbency and of the contract with the Minister as recommended by the Pulpit Committee and approved by the Board of Trustees.

**Section 3.** The Minister shall be considered to have indefinite tenure

**Section 4.** The Minister may be dismissed by a vote of a majority of the members present at a legally called meeting of the Society.

**Section 5.** Details of the ministerial agreement shall be contained in a letter of understanding between the Board of Trustees and the Minister.

**Section 6.** The contact may be terminated by either party upon ninety days' notice.

**Section 7.** The Minister shall be an ex officio member, without vote, of the Board of Trustees and all committees except the Nominating and Pulpit Committees.

**ARTICLE XIII. Dissolution.**

In case of the dissolution of this Society, all its property, real and personal, subject to all just and legal claims upon it, shall be turned over to the Vermont Quebec Universalist Unitarian Convention.

**ARTICLE XIV. Effect.**

These By-Laws shall take effect upon adoption at a legally called meeting of the Society, and shall supersede all prior Constitutions or By-Laws of this Society.

**ARTICLE XV. Amendment.**

These By-Laws may be amended by a two-thirds (2/3) vote at any legally called meeting of the Society, and the text of the proposed amendment shall be sent to all members of the Society (10) days prior to such meeting.

**Adopted:** May 16, 1993

**Revised:** June 30, 2013

Clerk: \_\_\_\_\_

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Attest: Chairperson, Board of Trustees