

# **Bylaws of the Unitarian Universalist Society of Geneva, Illinois**

## **Article I - Name & Denominational Affiliation**

The name of this organization shall be The Unitarian Universalist Society of Geneva, Illinois. It shall be a member of the Unitarian Universalist Association.

## **Article II - Purpose**

Being desirous of promoting practical goodness in the world, and of aiding each other in our moral and religious improvement, the members of this Society have associated themselves together - not as agreeing in opinion; not as having attained universal truth in belief or perfection in character; but as seekers after truth and goodness.

## **Article III - Membership**

1. Any person 18 years of age or older, agreeing with the objectives of this Society, completing a course or program as devised and presented by the Welcoming Ministry Team, and signing the Declaration of Purpose, may become a member.
2. A member will be a Voting Member if he or she has made any contribution as recorded by the Treasurer during the preceding twelve months.
3. A youth who has completed the Society's Coming of Age Program in 8th Grade (or its equivalent as determined by the Senior Minister and the Lifespan Religious Education Ministry Team) may become a Student Member by signing the Declaration of Purpose.
4. Student Members shall have no financial obligations and shall have limited voting privileges. Student Members may vote on all congregational matters except any congregational votes regarding the operating budget, the expenditure of Society funds, the dismissal of a Minister, or as decided by the Board.
5. A Student Member may continue as a Student Member until the age of 22. A Student Member who is 18 years of age or older may become a Voting Member by making a contribution of record.
6. A member who has not made a contribution of record during the preceding twelve months may be dropped from the membership rolls by a vote of the Board of Directors after contacts or attempted contacts to clarify the current status of that member.
7. Each member also agrees to contribute to the general work of the Society as far as he or she is able with talent, energy, and time.

## **Article IV - Governance**

1. Certain persons shall be required to be a Voting Member of the Society as follows:

- 1.1. All Board Officers and Directors
  - 1.2. All members of each Board Committee and the Nominating Committee
  - 1.3. All Ministry Team Leaders
  - 1.4. Any person engaged in voting or decision making roles relative to Society policy, property or financial matters.
2. The Board of Directors of this Society shall consist of seven Board Members, including two Directors and five Officers: a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, a Secretary, and a Treasurer. The Minister or Ministers and all full-time staff members shall be nonvoting members of the Board, *ex officio*. The Board may designate other *ex officio* members in its discretion.
  3. The Directors shall hold office for two years. The Officers, Assistant Treasurer, and two Directors will be elected each year at the Annual Meeting, to hold office until the end of the fiscal year. A majority vote of those Voting Members and Student Members present at the Annual Meeting shall elect.
  4. If a Director is unable to complete a term, the remaining Board Members shall appoint a replacement Director to serve until the end of the current fiscal year. At the next Annual Meeting a replacement Director shall be elected to complete any unexpired term. If an Officer other than the President is unable to complete a term, the remaining Board members shall appoint a replacement Officer to serve until the end of the current fiscal year. If the President is unable to complete a term, he or she will be succeeded by the 1<sup>st</sup> Vice President. The 2<sup>nd</sup> Vice President shall then succeed the 1<sup>st</sup> Vice President. The Board shall appoint a replacement for the 2<sup>nd</sup> Vice President who shall serve until the end of the fiscal year.
  5. If a Board Member fails to attend three consecutive regular Board meetings, the remaining Board Members may appoint a replacement to serve until the end of the current fiscal year.
  6. The Board shall have general charge of the property of the Society in accordance with the laws of the State of Illinois pertaining to Not-for-Profit Corporations. The Board shall meet once a month, and at such other times as a majority of the Board Members shall agree upon, or at the call of the President. Board meetings may be conducted in person or via teleconference. The time, date and location or teleconference information of each Board meeting will be published in the Society's calendar prior to the meeting. The Board may conduct official business at a meeting only in the presence of a quorum, which shall consist of five Board Members. The Board may also take official action outside of a meeting through the written approval (including, without limitation, approval by e-mail) of a majority of all Board Members. Board meetings shall be conducted in accordance with such rules and procedures as may be established by the President with the unanimous consent of the Board Members present at the meeting, or in the event of any disagreement in accordance with Robert's Rules of Order (Newly Revised, 11<sup>th</sup> Edition, 2011).
  7. A Council, consisting of the Leader of each Ministry Team, shall meet monthly to coordinate the activities of the Ministry Teams, give reports, and make recommendations to the Board.
  8. It shall be the duty of the President to preside at Board meetings, the Annual Meeting and Special Meetings. The President shall be a member of all Board committees, *ex officio*.

9. The two Vice Presidents shall preside at the Council Meetings as co-leaders. If the President is absent from a Board meeting, the 1<sup>st</sup> Vice President will preside, if available, otherwise the 2<sup>nd</sup> Vice President shall preside.
10. The Secretary of the Society shall keep the records of the Society, send notices, and attend to such other duties as generally pertain to this office.
11. The Treasurer shall receive and keep the funds of the Society and pay all bills for current expenses in accordance with the annual budget, assisted in all such functions by the Assistant Treasurer. The Treasurer and the Assistant Treasurer shall be bonded in an amount to be fixed by the Board, and the Treasurer's financial controls shall be reviewed bi-annually by an outside professional.
12. The Board will establish such standing or ad hoc Board Committees and Ministry Teams as it deems necessary to carry out the purposes of the Society. The Board will designate the chair and members of each Board Committee. Ministry Teams will select their own members and Leader(s), and maintain their official Charge, all subject to the approval of the Board. The Board may in its discretion appoint or remove leaders or members of any committee or Ministry Team, other than the Nominating Committee.
13. The Nominating Committee shall consist of a chair and two members elected at each Annual Meeting, and two additional members to be designated by the President with the consent of the Board. This Committee shall publish its slate (to include one nominee for each Officer position, two full-term Director positions, any additional vacant Director positions, and the chair and two members of the next year's Nominating Committee), and shall invite additional nominations at least four weeks before the Annual Meeting. Additional nominations may only be made by submitting a written petition signed by at least ten Voting Members and/or Student Members to the Committee at least two weeks prior to the Annual Meeting. Elections shall be by written ballot prepared by the Nominating Committee, and write-in votes shall not be counted. If a vacancy occurs on the Nominating Committee, the Board shall appoint a replacement to serve until the end of the current fiscal year.

## **Article V - Ministers**

1. The Senior Minister shall be responsible for the conduct of worship within the Society and for the Society's spiritual interests and affairs. The Society may from time to time call one or more other Ministers. The responsibilities of any called Minister shall be set forth in a Letter of Call to the Minister. The Board may from time to time hire another Minister or Ministers, whose responsibilities will be set forth by written agreement. The Board shall not enter into any contract with a minister (other than a minister formally called by the Society as provided in Article V, Section 5 of these bylaws) that is binding on the Society for a period of more than three years.
2. The Minister or Ministers shall have freedom of the pulpit as well as freedom of expression outside the pulpit.
3. The Ministers shall be nonvoting members, *ex officio*, of the Board and of such Board committees as the Board shall designate.

4. When a vacancy in the position of Senior Minister occurs or is known to be impending, or when the Board in its discretion determines that the Society should call an Associate Minister, a Ministerial Search Committee shall be nominated and elected by a majority of the Voting Members and Student Members of the Society present at an Annual Meeting or at a Special Meeting called for that purpose. The Committee members so elected will serve until a new Minister is called or until the Search Committee is dissolved by vote of a majority of the Voting Members and Student Members of the Society present at an Annual Meeting or at a Special Meeting called for that purpose. Should any member of the Ministerial Search Committee elected by the congregation be unable to continue serving, a replacement member will be nominated by the other members of the Committee for approval by the Board of Directors.
5. The Senior Minister and any Associate Minister shall be called, upon recommendation of the Ministerial Search Committee, by a two-thirds (2/3) majority of those voting at a Special Meeting called for that purpose. A quorum shall be 40% of the Voting Members of the Society. Voting by proxy shall not be allowed. Student Members shall also be allowed to vote.
6. The Senior Minister or Associate Minister may be dismissed by a two-thirds (2/3) majority of those voting at a Special Meeting called for that purpose. A quorum shall be 40% of the Voting Members of the Society. Voting by proxy shall not be allowed. Student Members shall not be allowed to vote.
7. If a Senior Minister or Associate Minister is dismissed for reasons other than “cause” as defined below, the dismissed Minister’s salary, housing allowance and benefits shall be continued as specified by written agreement between the Minister and the Society, or in the absence of such an agreement for the longer of (a) three months after date of dismissal or (b) one month for each full year of service, up to twelve months from the date of dismissal, or until the minister has found another full-time position, if sooner. For purposes of this section, “Cause” means commission of a felony; material fraud or dishonesty relating to the business of the Society; or material breach of the Minister’s ethical obligations to the Society or any of its members. The Senior Minister or Associate Minister may resign as specified by written agreement between the Minister and the Society, or in the absence of such agreement by written notice to the President of the Board of Directors at least three months prior to the effective date of the resignation. Upon receipt of such notice, the Board may in its discretion designate an earlier effective date for the resignation.

## **Article VI - Meetings**

1. An Annual Meeting shall be held prior to the close of each fiscal year. Unless another date is set by the Board, the Annual Meeting will be held on the third Sunday of May. The Board shall set any alternate date no later than its January meeting. The purpose of this Annual Meeting shall be election of Officers, Directors, and Nominating Committee members; and other business. A quorum shall be 25% of the Voting Members of the Society, and voting by proxy shall not be allowed.

2. Special Meetings of the Society may be called by the Board or by the President. In addition, the Board shall call a Special Meeting upon receipt of a written request signed by 20% of the total number of Voting Members and Student Members. The Call to any Special Meeting shall be published and mailed at least four weeks in advance of the Meeting. The purpose(s) of the Meeting shall be stated in the call, and no other business shall be transacted. A quorum shall be 25% of the Voting Members, and voting by proxy shall not be allowed.
3. All Annual Meetings and Special Meetings shall be conducted in accordance with these Bylaws and Robert's Rules of Order (Newly Revised, 11<sup>th</sup> Edition, 2011).

## **Article VII - Fiscal Year**

The fiscal year of the Society shall begin on July 1 of each calendar year and end on June 30 of the following calendar year. The term of all elected positions shall be the same as the fiscal year.

## **Article VIII - Amendments**

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Voting Members and Student Members present at a Special Meeting of the Society called for the purpose of considering the amendment or at any Annual Meeting. In either case, no amendment may be considered unless the proposed amendment has been published at least four weeks prior to the meeting, in accordance with Article IX.

## **Article IX - Publication of Notices**

All notices to members of the congregation required by these Bylaws, including notice of the date of the Annual Meeting, any Special Meeting, the slate of candidates and call for nominations by the Nominating Committee, and notice of any proposed amendments to these Bylaws, shall be made by (a) posting the notice on a bulletin board in the Common Room or other prominent location in the church, AND (b) sending a copy of the written notice to each Voting Member and Student Member of the Society via e-mail or other electronic means or, if requested by the member, via U.S. mail.

## **Article X - Dissolution**

Should this Society cease to function and the Membership vote to disband, any assets of this Society will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

Incorporated under the laws of the State of Illinois.  
28 October 1897 and 23 February 1945

Original Constitution adopted 12 June 1842

Amended: December 1845; 12 October 1884

Revised: 29 October 1896

Amended: 21 June 29 October 1944

Revised: 11 October 1953

Amended: 9 June 1968; 4 June 1972; 4 June 1978

Revised and restyled as “Bylaws”:

14 September and 2 November 1986 and 4 January 1987

Amended: 11 June 1989

Amended: 13 June 1993

Amended: 16 February 1997

Revised: 17 May 1998

Amended: 15 May 2011

Amended: 18 May 2014

Amended: 15 May 2016

Amended: 10 September 2023