

**BYLAWS OF THE UNITARIAN SOCIETY  
OF NEW HAVEN**

**November 6, 2016**

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**BYLAWS OF THE UNITARIAN SOCIETY OF NEW HAVEN**

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**ARTICLE I – NAME AND AFFILIATION**

**SECTION 1.** The name of this religious Society shall be the Unitarian Society of New Haven. This Society shall be a member of the Unitarian Universalist Association and of the Unitarian Universalist regional district in which the Society is eligible for membership.

**SECTION 2.** Should this Society cease to function as a religious society, all property, including endowments, owned, held, or controlled by it, shall be held for the use and benefit of the Unitarian Universalist Association, and upon dissolution of this Society shall be given, assigned, and transferred, conveyed, and delivered to the Unitarian Universalist Association unless the members of this Society at that time shall make other disposition of said property and endowment consistent with the primary purpose of the Society.

**ARTICLE II – PURPOSE**

We unite to express and enrich our spirituality and humanity; to seek meaning and truth in our lives; to discover, preserve and cultivate beauty around us and within us; to celebrate the joy of being together in song and story, myth and meditation; to continue religious education for ourselves and our children; to foster tolerance and welcome diversity; to form a loving community that manifests this love in caring acts; and to work courageously for justice and peace in our world.

**ARTICLE III – MEMBERSHIP**

**SECTION 1.** Membership in this Society constitutes both benefits and obligations for the member and also for the Society. By joining, each member indicates a willingness to contribute time, effort, finances, and talents to the Society’s life and work. The Society offers members the inspiration of its services and participation in its fellowship, organizational work, and activities. Participation is of direct and mutual benefit to both the member and the Society.

Membership shall be effective upon signing the Membership Book. Members are also required to make an annual financial contribution, unless the minister has granted an exemption consistent with the Membership Policy.

**SECTION 2.** Only members may vote at meetings of the Society. Only members age 18 or older may be officers or trustees.

**SECTION 3.** Membership shall be open to all whom, having attained the age of 14 years, and/or having completed the Society’s Affirmation Program, are in sympathy with

the Society's purpose and program and in agreement with the statement on members' entitlement and obligations expressed in Section 1 above.

**SECTION 4.** Any member may terminate membership in the Society by written resignation to the clerk of the Society. Membership may also be terminated in circumstances of non-participation as stated in the Membership Policy with due notice.

#### **ARTICLE IV – MEETINGS**

**SECTION 1.** Each legal meeting of the Society shall be at the time and place to be fixed by the Board of Trustees. At least 14 days before any legal meeting, a notice including the agenda shall be mailed or e-mailed to all members of the Society. Ten percent (10%) of the membership shall constitute a quorum at all legal meetings of the Society.

**SECTION 2.** The Society shall have an annual spring meeting during the months of May or June. The budgets for the fiscal year beginning closest to the annual spring meeting shall be adopted at this meeting.

In addition, a fall annual meeting shall be held no later than the end of December to present and discuss additional Society business.

**SECTION 3.** Special meetings of the Society may be called by the Board of Trustees, and shall be called by them upon written request of ten members of the Society.

**SECTION 4.** Action may be taken only on items specified in calls to meetings except for the annual spring meeting.

**SECTION 5.** At the annual meeting, the president shall submit to the Society a report on the work done by the Board of Trustees.

#### **ARTICLE V – OFFICERS**

**SECTION 1.** The officers of the Society shall be a president, a vice-president, a clerk, and a treasurer. They shall be elected by a majority vote of those present and voting at annual meetings. A president and vice president shall be elected each year for a term of one year. The vice president will normally succeed to president and then immediate past president in the following years. The clerk and the treasurer shall be elected in alternating years and serve for two years. Each officer shall serve until a successor is elected. Officers shall not serve more than two successive terms in the same office.

**SECTION 2.** The president shall preside at meetings of the Board of Trustees and of the Society. In the absence of the president the vice-president shall fulfill these responsibilities. In the absence of both president and vice-president, a trustee designated by the president shall preside.

**SECTION 3.** The vice-president shall, in the event of the temporary absence or disability of the president, exercise all the powers and perform all the duties of that office. The vice-president shall perform such other duties as the president and the Board may designate.

**SECTION 4.** The clerk shall be responsible for the maintenance of accurate minutes of the meetings of the Society and of the Board of Trustees, and issuance of notice of their meetings. The clerk shall be responsible for insuring systematic maintenance of the register of official Members of the Society.

**SECTION 5.** The Treasurer and designees shall oversee the receipt, deposit, management, and disbursement of the Society's funds consistent with Board Governance Policies. The treasurer shall present periodic statements to the Board, and an annual report at the annual meeting.

The Society's accounts shall be audited annually by means of an accounting review by an independent professional accountant.

**SECTION 6.** A vacancy in the office of president that cannot be filled by succession of the vice-president, and vacancies in the office of vice-president, clerk, and treasurer, shall be filled promptly by election at a meeting of the Society called for that purpose.

## **ARTICLE VI – BOARD OF TRUSTEES**

**SECTION 1.** The Board of Trustees shall consist of the Society's officers, the prior year's president, and five members at large, at least one of whom is to be elected each year and serve for a term of three years. Members at large shall not be eligible for re-election until at least one year has elapsed from the expiration of a full term of office.

**SECTION 2.** The Board shall decide on matters of policy, within the limits of the bylaws. It shall be responsible for the full range of activities essential to the achievement of the Society's purpose and mission.

The Board shall have charge of the assets and business of the Society with the full power and authority to oversee the same.

**SECTION 3.** The officers of the Board shall constitute an Officer Committee, chaired by the president. The committee shall prepare tentative agendas and options for consideration at the Board. This committee shall be subordinate to the Board, and deal with other matters as delegated by the Board. The activities of the committee shall be reported at each Board meeting.

**SECTION 4.** The Board shall have the power to designate ad hoc Board committees as required and assistants to the officers as needed.

**SECTION 5.** The Board shall meet at least ten times a year. The president may call a special board meeting. Any three members of the Board may call a special board meeting.

**SECTION 6.** A majority of members of the Board shall constitute a quorum, and a majority of the members in attendance shall, in the presence of a quorum, decide its action.

**SECTION 7.** The Board of Trustees is responsible to the membership of the Society for conducting the affairs of the Society. At a duly constituted meeting of the membership, with advance notice that such issue is to be considered, an action of the Board may be overturned or modified by a majority vote of the membership present.

## **ARTICLE VII – NOMINATIONS AND ELECTIONS**

**SECTION 1.** The Nominating Committee shall consist of seven members. One shall be appointed by the Board of Trustees from its own membership. The other six persons shall be elected by the Society at its annual spring meeting as follows: each year the Society shall elect two members of the Nominating Committee who will serve for three years, beginning the July 1 following election. The Nominating Committee shall elect its own chairperson.

**SECTION 2.** At the annual spring meeting, the Nominating Committee shall present nominations to the Society for officers, trustees, the Nominating Committee, and the Endowment and Legacies Committee. The committee's report of said nominations shall be submitted to the clerk for inclusion with the notice of the meeting.

**SECTION 3.** The Nominating Committee shall present to duly called special meetings of the Society, nominations of any Board positions or Endowment and Legacies Committee positions that become vacant before the term of service has expired. The committee's report of said nominations shall be submitted to the clerk for inclusion with the notice of the meeting.

**SECTION 4.** In the circumstances described in Article VII, Sections 2 and 3 above, members of the Society shall have the opportunity to make nominations from the floor.

**SECTION 5.** In the event of a contest, election shall be by secret ballot. A majority vote shall constitute election.

**SECTION 6.** A vacancy among the elected members of the Nominating Committee shall be filled promptly by a Nominating Committee recommendation to the Board and Board approval.

## **ARTICLE VIII – COMMITTEES**

Committees may be created to carry out the work of the Society according to the Governance Policies. All Society committee meetings shall be open to the Society's members, unless the committee chair defines a meeting, or portion thereof, as being in executive session.

## **ARTICLE IX – THE MINISTER**

**SECTION 1.** The minister is the spiritual leader of the Society. The minister shall enjoy the right of free expression in the pulpit. The minister shall share responsibility with the Board of Trustees for the Society's spiritual, interpersonal, and communal interests and concerns. The minister shall bring to the attention of the Board of Trustees any matters and any recommendations that seem pertinent.

The minister shall present an annual report at the Annual Meeting and periodic reports to the Board. The minister is chief of staff with the authority to hire and fire personnel in accordance with Board Governance Policies<sup>1</sup> and personnel policies. The final decision on matters of policy shall remain with the Board and/or with the Society.

**SECTION 2.** The minister shall be a member, ex-officio, and without vote, of all committees of the Society, except the Nominating Committee, which the minister shall advise upon request.

**SECTION 3.** The appointment of a new minister shall be made by the Society at a congregational meeting called for this purpose. The vote shall be by secret ballot, with two-thirds of the ballots cast necessary for an acceptance.

**SECTION 4.** A term of the ministry shall be indefinite.

**SECTION 5.** A notice of desired termination of the ministry either by the minister or by the Society shall be made in writing at least 90 days in advance. On the part of the Society, such a written notice of termination must be ordered by a majority vote at a meeting called for this purpose. The vote shall be taken by secret ballot.

## **ARTICLE X – ENDOWMENT**

**SECTION 1.** Definitions. "Endowment" means all of the investment funds that are designated by donors for Endowment to provide a permanent source of income for the benefit of USNH. These include Donor-Designated Endowment Funds and Donor-Designated Restricted Purpose Endowment Funds. Endowment also includes all investment income and growth generated by those Funds.

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<sup>1</sup> Unitarian Society of New Haven (USNH) Governance Policy Book, Version 1.0, May 14, 2015.

“Donor-Designated Endowment Funds” means all of the donations that donors have explicitly designated to be held in perpetuity as Endowment, without stating some specific purpose.

“Donor-Designated Restricted Purpose Endowment Funds” means all of the donations that donors have explicitly designated to be held in perpetuity as Endowment to provide financial support for a specific purpose.

“Investment Funds” means the total of non-Endowment funds, as defined by Governance Policies<sup>2</sup>, to be managed and invested by the Endowment and Legacies Committee (the “Committee”).

“Principal” of each Donor-Designated Endowment Fund shall be the total amount of all donations made explicitly for that Fund recorded in the financial records as Permanently Restricted Net Assets.

“Total Return” means the net increase/decrease in value of the Endowment over any stated period, calculated separately for each Endowment Fund, that is attributable to interest, dividends, earnings and capital gains/losses (whether realized or not), less the amount of any Distributions, fees and other expenses disbursed there from during such period. Total Return is recorded in the financial records as part of Temporarily Restricted Net Assets.

“Distribution” means the amount of Total Return to be distributed to USNH from each Endowment Fund after approval by the Congregation in accordance with Section 8.

**SECTION 2.** Management of Endowment. USNH shall maintain an Endowment. The Principal of the Endowment Funds shall never be invaded. The Endowment shall be managed and invested as described in the following sections. Subject to the preservation of Principal when applicable, and to any other applicable restrictions, a portion of the Total Return from the Endowment shall be distributed to USNH each year.

**SECTION 3.** Endowment and Legacies Committee. The Congregation shall maintain the Endowment and Legacies Committee. The Congregation shall elect at least five (5) USNH members for three-year terms as voting members of the Committee. No member of the Board of Trustees may serve as a Committee member. The Committee may remove a member for cause. In the event of the resignation, or removal for cause, of a Committee member, the Nominating Committee shall recommend a candidate and the Congregation shall elect a Committee member at a regular or special Congregational meeting. To the extent possible, the terms shall be staggered such that there will be at least two (2) members on the Committee with one (1) or more years’ experience of Committee service. No member may serve for more than two (2) consecutive terms. After a lapse of one (1) year, a former Committee member may be re-elected. The Committee may recruit non-voting Committee members to assist with its work. The Committee shall be responsible for:

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<sup>2</sup> Unitarian Society of New Haven (USNH) Governance Policy Book, Version 1.0, May 14, 2015.



- Selecting professional advisors to invest and manage the Endowment
- Determining, with the input of professional advisors, investment strategies for the Endowment
- Evaluating investment performance compared to performance benchmarks
- Determining on an annual basis the Total Return and the proposed Distribution for each Endowment Fund in accordance with Section 8
- Directing any Distribution proposal from a Restricted Purpose Endowment Fund for use in a manner consistent with the donor restrictions
- Managing and accounting for Investment Funds
- Developing and implementing a strategy to generate additional gifts to the Endowment, and to educate the Congregation about endowment and legacy giving
- Establishing and maintaining the USNH Legacy Society to recognize donors who have made endowment or legacy gifts or who confirm plans for future legacy gifts
- Determining whether USNH should accept a particular Endowment gift that has a restricted purpose or that consists of assets other than cash or publicly-traded securities
- Arranging for the sale of any non-cash gifts, the proceeds of which are intended to be added to the Endowment
- Taking such other administrative actions that are necessary to accomplish the purposes of this Article X

**SECTION 4.** Endowment and Legacies Committee Officers. The Committee shall elect a Chair, a Treasurer and a Secretary from its members. The Chair shall conduct meetings of the Committee and represent the Committee before the Board and at other USNH functions. The Treasurer shall be responsible for arranging all deposits and withdrawals and maintaining all financial records relating to the Endowment and the Investment Funds, and reporting thereon to the Committee.

**SECTION 5.** Acceptable Gifts to the Endowment. A donor may contribute to the Endowment during his or her lifetime, or through his or her estate. The following are acceptable assets to donate to the Endowment:

- Cash
- Securities
- Real estate that contains no environmental hazards and that is readily marketable
- Marketable personal property such as artwork, antiques or jewelry

The Committee shall have the discretion to accept or reject assets.

The donor must specify in writing the intention that the donation, or the proceeds thereof, be added to the Endowment, and, in the case of a Restricted Purpose Endowment gift, must also specify the special purpose.

**SECTION 6.** Tribute Gifts. A donor who is making a gift to the Endowment may make the gift in memory of, or in honor of, one or more individuals.

**SECTION 7.** Investment guidelines. To the extent mandated by applicable law, the Committee shall preserve the Principal of each Endowment Fund. The Committee shall invest Endowment Funds, seeking to generate returns that maintain the inflation-adjusted purchasing power of the Principal, provide annual Distributions for the benefit of USNH, and grow the value of each Endowment Fund over the long term. If any Endowment Fund value has declined so that it is less than the applicable Principal, the obligation to preserve such Principal shall not require that funds be added to such Endowment Fund to bring its value up to the applicable Principal amount, but no funds may be distributed from such Endowment Fund until its value exceeds the applicable Principal amount.

**SECTION 8.** Distribution and Permitted Uses of Endowment Returns. Each year, the Committee shall determine, for the previous calendar year:

- The value of each Endowment Fund and its Principal as of December 31
- The rate of inflation based on the Consumer Price Index, and
- The Total Return for each Endowment Fund

Based on those determinations, each year the Committee shall propose a Distribution from each Endowment Fund that will:

- Preserve the Principal
- Balance the goal of providing a steady source of annual income to USNH with the goals of maintaining the purchasing power of the Principal and growing the value of the Endowment.

The Committee will advise about the donors' intents for any Restricted Purpose Distributions.

Once the Congregation has approved a budget that incorporates (a) a specified amount of unrestricted purpose Distributions, and (b) a specified amount of any Restricted Purpose Distributions to fund such Restricted Purposes, the Committee shall arrange for a transfer of the approved Distributions to the appropriate USNH account. Any portions of the proposed Distributions that are not incorporated into the budget approved by the Congregation shall remain in the Endowment.

No use shall be made of the Endowment that would have the effect of violating any applicable laws, including laws of the United States or the State of Connecticut regarding financial affairs of organizations exempted from taxation.

**SECTION 9.** Management of Investment Funds. The Committee will manage, invest, and account for the Investment Funds as detailed in Governance Policies<sup>3</sup>.

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<sup>3</sup> Unitarian Society of New Haven (USNH) Governance Policy Book, Version 1.0, May 14, 2015.

**SECTION 10.** Reports. At least annually, the Committee shall publish a financial report regarding all Endowment and Investment Fund sand make it available to the Congregation.

### **ARTICLE XI – PROCEDURE**

Any procedure not covered by these bylaws shall be determined by the current edition of Robert’s Rules of Order Newly Revised.

### **ARTICLE XII – AMENDMENTS**

These bylaws so far as allowed by law may be amended or repealed by a two-thirds vote of members present at a legal meeting of the Society, provided that written notice of proposed changes shall have been mailed or e-mailed to every member of the Society at least 14 days before said meeting.

### **CHRONOLOGY**

Adopted 5/21/75

Amended: 5/15/78, 3/2/86, 10/22/87, 10/24/90, 11/14/93, 6/5/94, 10/16/94, 6/4/95, 5/11/97, 6/14/98, 6/13/99, 6/9/02, 6/1/03,11/13/05,6/11/06,11/18/07, 06/10/2012, 11/06/16