

# BYLAWS OF THE FIRST UNITARIAN SOCIETY OF MADISON

Adopted by the Parish on December 14, 2003

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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 1 and June 1. 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 the Board of Trustees, by the President or Vice-President, by the Minister(s), or by any ten 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 mail (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 mailed. 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 at the Society's Meeting House.

**Section 3.6**

Quorum. A quorum for any Parish meeting is fifty (50) members eligible to vote.

**Section 3.7**

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**

**Section 4.1**

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

- a) is at least 15 years of age, or if not 15, has completed the Society's "Coming of Age" or equivalent program; and
- b) desires to join the Society within the Continuing Bond of Union and the Principles and Purposes of the Unitarian Universalist Association; and,
- c) commits to fulfilling the expectations of membership set forth in Section 4.6; and
- d) has signed the Society's membership book; and
- e) has not assumed inactive status or resigned as a member.

**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, is active in the Society or who makes a recordable financial pledge to the Society and commits to fulfilling the expectations set forth in Section 4.6. The Society encourages affiliates to become members in order to fully participate in the Society.

**Section 4.4**

Resignation. A member or inactive member may resign by giving written notice to the Secretary.

**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, but the Board of Trustees shall allow voting by mail for annual elections if the vote is received before the Parish meeting.

**Section 4.6**

Expectations of Members and Affiliates. Members and Affiliates are expected to participate actively in the Society's activities and 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 generous contributions from others in the past have sustained and built the Society we enjoy today.

## **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 full authority to act on behalf of the Society, to make fiscal and program decisions, to establish, modify, and disband committees and task forces of the Society, to hire and dismiss employees, to approve contracts, to establish policies, 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 Board of Trustees shall focus on:

- 1) Future-oriented planning, including recommending policies and directions to the congregation for consideration at parish meetings.
- 2) Formulation and sharing of institution-wide perspectives on vision, vitality and coordination across inter-related Councils.
- 3) Helping modify the number and functions of Councils.
- 4) Encouraging and supporting leadership development throughout FUS.

**Section 5.2**

Number and Terms.

- a) The Board of Trustees consists of eleven (11) voting members, and the minister(s) as (a) non-voting member(s). 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.
- b) Five (5) members will be the officers of the Society. Officers will have the duties set forth in Article VI.
- c) The remaining six (6) Board members will be elected as At-Large Trustees for two-year staggered, renewable terms.

At-Large Trustees provide effective two-way communication with one or more Council chairs to ensure communication between Board and Council functions. (FUS staff members who assist Councils and attend Board meetings may also contribute to effective communication and cooperation.)

d) The sequence of election shall be as follows:

Each Year:

President-Elect

Confirmation of President and Past President as Officers of the Society

Odd Numbered Years

Secretary

Three At-Large Trustees

Even Numbered Years

Treasurer

Three At-Large Trustees

**Section 5.3**

Policies and Procedures Manual. The Board shall establish or approve policies and procedures for the Society in addition to these bylaws. These will be published in a Policies and Procedures 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.

**ARTICLES VI — OFFICERS**

**Section 6.1**

Officers. The officers of the Society are the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

**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;
- d) set the agenda for regular meetings of the Board; and
- e) 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) oversee organization and leadership development initiatives of the Society including articulation between Council chairs and At-Large Trustees.
- c) 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 one-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, including an up-to-date list of all Trustees, council chairs, committee members and Society members, council charters and the Policies and Procedure 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.

### **Section 6.6**

Treasurer. The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and securities of the Society;

- b) be responsible for the receipt of and the issuance of receipts for all monies paid to the Society and for the deposit of all such monies in the name of the Society in such bank or other institutions as will be selected by the Board;
- c) be responsible for the payment of all bills duly owed by the Society and to have charge of the financial records of the Society;
- d) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board; and
- e) be an *ex officio* member of the Finance Committee.

## **ARTICLE VII — EXECUTIVE COMMITTEE**

### **Section 7.1**

Composition. The Executive Committee consists of the officers of the Society, and the minister(s) of the Society as (a) non-voting member(s).

### **Section 7.2**

Authority. The Executive Committee has full authority to take any action which could be taken by the Board of Trustees between the meetings of the Board. The Executive Committee will report to the Board on any such actions taken. The Board may overrule the actions of the Executive Committee.

## **ARTICLE VIII — COUNCILS AND COMMITTEES**

### **Section 8.1**

The Society will have various Councils, such as set forth in Section 8.2, each with a Chair and each of which will have committees operating within it. Each Council shall elect or appoint a Secretary, and will establish its own internal procedures, subject to the Policies and Procedures Manual of the Society. Each Council will be chaired by a Council Chair who will have a liaison relationship with an At-Large Trustee to enhance advocacy on behalf of the Council's functions and link the Board to the Council's committees. The Council members will include, but not be limited to, chairs or representatives of committees affiliated with each Council. The Council Chair shall serve for a two-year, renewable term. A major responsibility of the Council Chair is leadership development, including: maintaining the Council Charter; assisting committee chairs with their planning, program, and membership needs; and working with the Nominations Committee to provide a succession of able committee chairs and co-chairs.

### **Section 8.2**

#### a) Responsibilities of Councils:

1) Finance. The Finance Council will coordinate activities related to planning and developing budgets, fund raising, receipt of gifts and bequests, liaison with the First Unitarian Society Foundation, and all other matters related to the finances of the Society.

2) Connections. The Connections Council will strive to strengthen the First Unitarian Society as a religious community whose members feel connected to

and cared for by one another and who, in turn, commit themselves to supporting and forging bonds with their fellow congregants.

- 3) Religious Education. The Religious Education Council will coordinate activities related to planning and developing the church school program, the library, childcare, adult education programs, and other matters related to the religious education of the Society.
  - 4) Buildings and Grounds. The Buildings and Grounds Council will coordinate activities related to planning, development, and maintenance of the buildings and grounds of the Society, act as liaison with the Friends of the Meeting House, and other matters related to the physical plant of the Society.
  - 5) Administration and Personnel. The Administration and Personnel Council will coordinate activities related to building use, personnel, office, equipment, and other matters related to the administration of the Society. One of the committees operating within the Administration and Personnel Council will be a Personnel Committee which will review, in consultation with the committees or Councils with which an employee works, the performance of all employees other than the minister(s).
  - 6) Social Justice. The Social Justice Council will develop and conduct a program of community involvement that integrates social justice work into the life of the congregation and involves the congregation in collaborative work with other organizations and faith bodies on matters of social justice. 7) Worship. The Worship Council will assist the Society's professional worship leaders in planning and executing consistently high quality worship events, and in coordinating the activities of specific committees that share this general objective.
- b) Each Council shall annually revise their charter for guidance of their members and to inform the Board regarding their ongoing mission and current priorities.
  - c) Councils shall make a written report to the parish on at least an annual basis.

### **Section 8.3**

#### Committees.

- a) Standing. The Board may establish, direct, modify, and eliminate Standing Committees within each Council as it finds necessary to accomplish the purposes of that Council. Chairs of Standing Committees will be elected by the Parish, and will be members of their appropriate Councils. A list of the names and responsibilities of all Standing Committees will be maintained in the Policies and Procedures Manual of the Board.
- b) Vacancies. In the event of a vacancy among the Standing Committee chairs, or in the case of a newly established Standing Committee, the Board will appoint a replacement of a new chair to serve until the next Parish meeting.
- c) Ad Hoc Task Forces. The Board, or any Council with the approval of the Board, may establish other advisory, liaison, or *ad hoc* task forces or committees as they feel necessary or desirable.

- d) Nominations. There will be a 6-person Nominations Committee, three members of which will be elected annually by the Parish. At least two of the six will be recent, former Trustees or Committee Chairs. In addition, the Immediate Past President will sit on the committee. The Committee shall request suggestions from the congregation and, after consultation with the Board, Councils and Committees, nominate all Trustees, Council Chairs, Standing Committee Chairs, Directors of the Foundation, and its own successors. Other nominations may be made from the floor at a Parish Meeting.

## **ARTICLES IX – ELECTIONS**

### **Section 9.1**

Occasion. All elections will be held at the annual Parish meeting (see Section 3.3). Unless otherwise specified, all elections will be for two-year terms except for one-year terms for the President, President-Elect and Past President.

### **Section 9.2**

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 X – MINISTER(S) AND OTHER STAFF**

### **Section 10.1**

Minister(s).

- a) The minister(s) will be selected and called by the Parish. Only the Parish may dismiss a minister.
- b) 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.
- c) Ministers will have the right of freedom of expression in the performance of their duties.
- d) After consultation with the minister(s), the Board will appoint a Committee on Ministry. The Committee on Ministry will advise, counsel and evaluate the minister(s), including performance and parish relations.

### **Section 10.2**

Employees. The Board, upon recommendation of and after consultation with the appropriate Councils or committees, may employ or dismiss such paid staff as it feels necessary and desirable, and give them such duties and reporting arrangements as the Board determines.

### **Section 10.3**

Terms of Employment. The Board shall determine all terms of employment after consultation with the relevant Councils or committees.

## **ARTICLE XI – AMENDMENTS**

**Section 11.1**

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 11.2**

Bylaws Review Commission. At least every decade, the Board will nominate and the Parish will elect 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 XII – MISCELLANEOUS**

**Section 12.1**

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

**Section 12.2**

Affiliated Organizations. Each of the four affiliated organizations shall designate a liaison to the appropriate Council:

First Unitarian Society Foundation of Madison, Inc.  
 Friends of the Meeting House  
 Madison Unitarian Universalist Young Adult and Campus Ministry.  
 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 12.3**

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

**Section 12.4**

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 12.5**

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 12.6**

These by-laws will take effect on July 1, 2004.