



**BY-LAWS OF
THE FIRST UNITARIAN
CONGREGATIONAL SOCIETY
IN BROOKLYN**

(Of December 13, 1977, as amended and restated at the
Annual Membership Meeting held May 21, 2017)

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ARTICLE I. HISTORY AND NATURE OF THE SOCIETY

Section 1.1. The Society.

The FIRST UNITARIAN CONGREGATIONAL SOCIETY IN BROOKLYN, also referred to as the “Society,” is a religious corporation that was incorporated on April 22, 1842 and reincorporated on November 10, 1974 pursuant to the laws of the State of New York.

Section 1.2. Nature and Purposes.

The Society is Unitarian Universalist in religious tradition and congregational in form of government. The Society has adopted as its purpose or mission to be “a joyful, caring, religious community that inspires and empowers people to grow spiritually, care for one another, and work for social justice and stewardship of the Earth.”

Section 1.3. Governing Law; Corporate Authority.

The corporate affairs of the Society are governed by the provisions of Article 19 of the New York Religious Corporations Law. The fiscal year of the Society shall end June 30 each year. The Membership (as defined in Section 2.1), in a Membership Meeting (as defined in Section 6.2) that is called and conducted in accordance with these By-laws, shall constitute the final authority in the governance of the Society.

Section 1.4. Denominational Association.

Although it is voluntarily associated from year to year with other Unitarian Universalist churches, societies and fellowships through membership in the Unitarian Universalist Association, and is in accord with the Statement of Purposes of that Association, the Society is not permanently bound to any governing or advisory body nor is it subject to any laws, regulations, practices, disciplines, rules or usages of any religious denomination or ecclesiastical governing body.

Section 1.5. Non-Discrimination.

No person shall be denied membership or employment because of race, color, sex, gender, sexual orientation, gender identification, physical condition (except, in the case of employment, to the extent directly related to the requirements of the job to be filled), national origin, financial situation, political viewpoint, or religious affiliation (except in the case of employment of Ministers), nor shall any person be prevented from or discriminated against for expressing an opinion in a respectful manner.

ARTICLE II. MEMBERSHIP

Section 2.1. Definition of Member and Membership.

A person is a “Member” if that person appears in the Membership Roll (as defined in Section 2.2). All the Members are referred to collectively as the “Membership.”

Section 2.2. Becoming a Member.

- (a) If a person
- (i) is at least 18 years old;
 - (ii) has attended worship over a period of at least 90 days;
 - (iii) has made a recorded financial donation to the Society's general fund within the preceding 120 days;
 - (iv) has signed a membership application form for the current fiscal year indicating the person is in sympathy with the purposes of the Society and including a pledge of financial support for the current fiscal year; and
 - (v) has signed the membership book in the presence of (A) a Minister (as defined in Section 8.1) or a Minister's designee and (B) a Trustee (as defined in Section 3.1),

that person shall be placed on the "Membership Roll," which shall be a list of all current Members and shall be maintained at the Society's office.

- (b) Notwithstanding subsection (a) above:
- (i) The minimum age condition for a person that has participated in the Society's religious education program shall be 16 years.
 - (ii) A Minister may waive the 90 day attendance condition for a person that has been an active member of another Unitarian Universalist congregation.
 - (iii) The recorded financial donation or pledge of financial support conditions may be satisfied by a donation or a pledge that is made jointly by two or more persons living together as a family, except that a person that is at least 21 years old and capable of making independent decisions must satisfy those conditions separately from that person's parent(s) or guardian(s).
- (c) Except as provided in subsection (a) above, no statement of faith shall be required as a condition of being a Member.
- (d) The membership book is a physical book that shows the names of all persons that have ever been Members. The Ministers shall have custody of the membership book and shall make it available at regular intervals during each year to persons that are otherwise qualified to become Members.
- (e) The Board (as defined in Section 3.1) shall be responsible to conduct, or designate one or more persons to conduct, the processes described in this Article II, and the Clerk (as defined in Section 4.2) shall be responsible to ensure that the Membership Roll accurately reflects the results of those processes.

Section 2.3. Removal from the Membership Roll.

- If a person
- (i) has not signed a membership renewal form for the current fiscal year that includes a

pledge of financial support for that fiscal year;

(ii) has not made a recorded donation to the Society's general fund within the preceding 12 months;

(iii) has resigned in writing as a Member and has not rescinded that resignation within 30 days; or

(iv) has died,

that person shall be removed from the Membership Roll.

Section 2.4. Reinstatement on the Membership Roll.

If a person that has been removed from the Membership Roll

(i) signs a membership renewal form for the current fiscal year including a pledge of financial support for the current fiscal year; and

(ii) makes a recorded donation to the Society's general fund,

that person shall be reinstated on the Membership Roll.

Section 2.5. Honorary Life Members.

(a) Upon the recommendation of a Minister, the Board may, by majority vote, recognize a person that has demonstrated unusual support of the Society over a lengthy period of time as an Honorary Life Member.

(b) An Honorary Life Member shall remain on the Membership Roll for life even if that person would otherwise be removed from the Membership Roll under Section 2.3.

ARTICLE III. THE BOARD OF TRUSTEES

Section 3.1. Board Membership.

(a) The Board of Trustees, also referred to as the "Board" shall consist of nine Members, each referred to as a "Trustee."

(b) Each Trustee position shall have a term of three years, and the Trustee positions shall be classified so that the terms of three of them shall expire each year.

Section 3.2. Term of Office.

At each Annual Membership Meeting (as defined in Section 6.1), successors to those Trustees whose terms are expiring that year shall be elected, and the term of each outgoing Trustee shall end at the adjournment of the meeting at which their successor has been elected, provided the person elected has qualified for and accepted the position.

Section 3.3. Vacancy.

If any Trustee declines to act, resigns, dies or is removed from the Membership Roll, that Trustee's position shall be vacant, and the remaining Trustees may appoint an interim Trustee to serve until the next Annual Membership Meeting, at which meeting the vacancy shall be filled for the remainder of the unexpired term (unless that Trustee's term is then expiring).

Section 3.4. Re-Election.

No Trustee shall be re-elected for consecutive terms, except that a Trustee may be elected to fill an unexpired term under Section 3.3 above and then may be elected to serve a subsequent consecutive full term.

Section 3.5. Board Powers; Trustee Duties.

(a) The power of the Board shall extend to whatever may be necessary to accommodate worship and other services to the Membership, including

- (i) the promotion of the purposes of the Society;
- (ii) the management of the Society's property and financial affairs; and
- (iii) the hiring, retention and determination of the terms and conditions of employment for employees of the Society,

subject always to directions given by the Membership in a Membership Meeting.

(b) Trustees owe legal duties to the Society that are imposed by New York State law, including a duty of care and a duty of loyalty.

Section 3.6. Board Limitations.

The Board shall have no power to

- (i) call, settle, remove or fix the salary of, a Called Minister (as defined in Section 8.1);
- (ii) without the consent of the Membership in a Membership Meeting, incur debts beyond what is necessary for the administration of the affairs and the care of the property of the Society; or
- (iii) fix or change the nature or order of the public worship.

Section 3.7. Board Organization; the Standing Committee.

(a) Immediately following the Annual Membership Meeting, the newly constituted Board shall meet to organize itself as follows:

- (i) The Board shall elect one of the Trustees as its "President," one of the Trustees with a term that extends for at least two more years as its "Vice President" and one other Trustee who, together with the President and the Vice President, shall constitute the Standing Committee of the Board (the "Standing Committee,").

- (ii) The Board shall select a Treasurer (as defined in Section 4.4).
- (iii) The Board shall set the date for its first regular meeting.

(b) The Clerk shall act as the secretary of the Board. The Clerk shall attend Board meetings and record and prepare minutes or designate a person that agrees to do so.

Section 3.8. Board Meetings.

(a) The Board shall meet at least four times per fiscal year. Regular meeting dates shall be set at a regular meeting, and any Trustee not present shall be notified by the Clerk of the date or dates set at least ten days in advance. A special meeting of the Board may be called by a request by three Trustees to the Clerk or President, whereupon that officer shall schedule a special meeting as soon as practicable and give notice to all Trustees at least five days in advance.

(b) The Standing Committee may determine that one or more Trustees may attend a meeting of the Standing Committee or the Board by telecommunication. However, no Trustee shall be counted present at a meeting of the Standing Committee or the Board unless all Trustees attending that meeting, whether in person or by telecommunication, can hear and be heard by each other.

(c) At least 50% of the Trustees in office shall constitute a quorum for the transaction of business; but if at any meeting of the Board, there shall be less than a quorum present, the Trustees present may adjourn the meeting from time to time until a quorum is obtained and at any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally scheduled.

(d) Unless otherwise provided in these By-laws, all questions shall be decided by a majority of the Trustees present and voting at the meeting.

Section 3.9. Duties and Powers of the Standing Committee.

The Standing Committee shall be responsible for determining the agenda for meetings of the Board and a member of the Standing Committee, usually the President, shall act as Chair at those meetings. If the Society has a seal, the Standing Committee shall have custody of it. In cases of urgency where the Board cannot meet, the Standing Committee may exercise the powers of the Board, including to authorize contracts on behalf of the Society. The Standing Committee shall report actions it takes under the preceding sentence to the full Board as soon as practicable.

In the event that a Called Minister is absent or incapacitated or otherwise unable to perform the duties of a Minister, or in the event that there is a vacancy of that office, the Standing Committee, under the direction and subject to ratification by the Board and in consultation with the Committee on Ministry, may obtain a temporary replacement for that Minister, and otherwise make provisions to continue the religious activities of the Society, until such time as that Minister is able to perform the duties of a Minister or a new Minister is called by the Society. The Standing Committee shall report actions it takes under the preceding sentence to the full Board as soon as practicable.

ARTICLE IV. OFFICERS OF THE SOCIETY

Section 4.1. Executive Officers of the Society.

(a) The Trustees on the Standing Committee shall be the executive officers of the Society and shall generally have the power to act on behalf and in the name of the Society as authorized by the Board.

(b) If a Trustee on the Standing Committee resigns, dies or becomes unable to perform the duties of the position, the Board shall elect one of the Trustees as a replacement for that officer in accordance with Section 3.7.

Section 4.2. The Clerk.

At each Annual Membership Meeting of the Society a “Clerk” of the Society shall be elected who shall hold office until the adjournment of the meeting at which their successor has been elected, provided the person elected is a Member and has qualified for and accepted the position. The Clerk may be re-elected. If the Clerk resigns, dies or becomes unable to perform the duties of the position, the Board shall appoint an acting Clerk who shall serve until a Clerk is elected at an Annual Membership Meeting.

Section 4.3. The Moderator.

(a) At each Annual Membership Meeting of the Society a Moderator of the Society (the “Moderator”) shall be elected who shall hold office until the adjournment of the meeting at which their successor has been elected, provided the person elected is a Member and has qualified for and accepted the position. The Moderator may be re-elected. If the Moderator resigns, dies or becomes unable to perform the duties of the position, the Board shall appoint an acting Moderator who shall serve until a Moderator is elected at an Annual Membership Meeting.

(b) The Moderator shall review the agenda for each Membership Meeting with the Board and shall preside at each Membership Meeting or arrange for another person to do so.

Section 4.4. The Treasurer.

(a) The “Treasurer” of the Society shall be a Member appointed by the Board. The Board may replace the Treasurer and, if the Treasurer resigns, dies or becomes unable to perform the duties of the position, the Board shall appoint a new Treasurer.

(b) The Treasurer shall:

(i) act as the financial advisor to the Board and the Membership;

(ii) serve as a voting member of the Finance Committee; and

(iii) advise any bookkeeper or accountants used by the Board and ensure that the Society’s financial records are maintained and financial reports are prepared in accordance with generally accepted accounting principles, as applied to religious organizations.

ARTICLE V. COMMITTEES OF THE SOCIETY

Section 5.1. Mandated Committees.

(a) The committees of the Society specified in this Section 5.1 (the “Mandated Committees”), shall be composed of Members, and shall always be maintained to perform the functions specified. The Board shall appoint a Chair of each of these Committees and endeavor to appoint sufficient additional members to allow the Committee to perform its duties. The Board may establish fixed terms for the Chair or members of a Mandated Committee. The Board may replace the Chair, or remove any member, of a Mandated Committee. Each Mandated Committee shall act as authorized by the Board and under the general supervision of the Board and shall report to the Board and the Membership at least once a year on its activities.

(b) Finance Committee.

The Finance Committee shall prepare the Society's annual budget, to be submitted for approval to the Board prior to the Annual Membership Meeting. The Finance Committee shall oversee the investment of the Society's assets in accordance with the policies established by the Board or the Membership.

(c) Facilities Committee.

The Facilities Committee shall support and assist the Board and the paid staff in preserving, maintaining, securing and enhancing the buildings and grounds owned by the Society. The Facilities Committee shall propose capital projects and maintenance activities for consideration by the Finance Committee in the annual budget. The Board may authorize the Facilities Committee to oversee or execute projects of capital improvement or facilities maintenance within the amount of the approved budget.

(d) Committee on Ministry.

The Ministers shall participate in the selection of the candidates for appointment to the Committee on Ministry. No Trustee shall be a member of the Committee on Ministry. The Committee on Ministry shall attend to matters regarding the relationship between the Ministers and the Membership and promote the health of that relationship.

Section 5.2. Other Official Committees.

The Board may recognize additional committees of the Society and may remove the recognition of any of those Committees.

Section 5.3. Leadership Development Committee.

(a) There shall be a “Leadership Development Committee” consisting of five Members that shall be voting members of the Committee. Each voting Leadership Development Committee position shall have a term of two years, and the Leadership Development Committee positions shall be classified so that the terms of two or three of them shall expire each year. In addition, one Trustee appointed by the Board shall be a non-voting member of the Leadership Development Committee. No member of the Board shall serve as a voting member of the Leadership Development Committee. No Leadership Development Committee member shall be elected for more than two consecutive terms.

(b) At each Annual Membership Meeting, successors to those Leadership Development

Committee members whose terms are expiring that year shall be elected, and the term of each outgoing Leadership Development Committee member shall end at the adjournment of the meeting at which their successor has been elected, provided the person elected has qualified for and accepted the position.

(c) If any Leadership Development Committee member declines to act, resigns, dies or is removed from the Membership Roll, that member's position shall be vacant, and the vacancy shall be filled by the Board until the next Annual Membership Meeting, at which meeting the vacancy shall be filled for the unexpired term (unless that Leadership Development Committee member's term is then expiring).

(d) The duties of the Leadership Development Committee shall be to

(i) promote the development of leadership by evaluating the potential of individual Members, identifying needs and opportunities for leadership in the Society, identifying resources to aid in leadership development, encouraging Members to use such resources to develop their leadership ability, and recommending Members to the Board for appointment to Mandated Committees.

(ii) propose the names of at least one qualified and available Member of the Society for

(i) each position on the Board of Trustees to be filled at the next Annual Membership Meeting;

(ii) each position as a delegate for the upcoming General Assembly of the Unitarian Universalist Association and any meeting of any regional body of that Association that the Society is entitled to have (each, a "Delegate");

(iii) each position on the Leadership Development Committee to be filled at the next Annual Membership Meeting;

(iv) Clerk; and

(v) Moderator.

(e) The nonvoting member of the Leadership Development Committee shall call the Committee into session no later than the second Sunday in October. The Committee shall elect its own presiding officer who shall prepare its reports to the Society. The affirmative vote of at least three members of the Leadership Development Committee shall be necessary for any action taken by the Committee. The report of the Leadership Development Committee shall be filed with the Clerk and published on the Society's website at least 30 days prior to the Annual Membership Meeting or, for positions of Delegate, at least 10 days prior to the Special Membership Meeting to be held to elect Delegates.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 6.1. Annual Membership Meeting.

An annual business meeting of the Members of the Society (the "Annual Membership Meeting") shall be held on the third Sunday in May at the Society's building for the purposes of electing Trustees, the Clerk, the Moderator and the Leadership Development Committee, adopting the Society's budget, including

compensation of the Called Ministers, and transacting any other business that may be properly brought before it.

Section 6.2. Special Membership Meetings.

Special business meetings of the Members of the Society (each a “Special Membership Meeting” may be called by the Board, and shall be called on the written request of at least ten Members. The Annual Membership Meeting and any Special Membership Meeting are sometimes referred to as a “Membership Meeting.”

Section 6.3. Notice of Membership Meetings.

The Trustees shall cause notice of the date, time and place of a Membership Meeting to be sent to each Member at the email address or other electronic address or, if none is on record, by mail to the mailing address shown for that Member on the Society’s membership records, to be posted on the Society’s website and to be announced orally at a public worship service and in the order of service for a public worship service. The notice of the Annual Membership Meeting shall be given at least 30 days in advance, and the notice of a Special Membership Meeting shall be given at least 10 days in advance. The notice shall specify the agenda for the Membership Meeting, including the names of any persons nominated for election as Trustees, Clerk, Moderator, the Leadership Development Committee, or Delegates of the Society, and shall state whether the Membership Meeting will be conducted only in person or also by telecommunication.

Section 6.4. Meeting by Telecommunication; Quorum; Voting Eligibility; Voting Requirements.

(a) The Board may determine that one or more Members may attend and be counted as present at a Membership Meeting by telecommunication. However, no Member shall be counted present at a Membership Meeting unless that Member can hear and be heard by all other Members attending the meeting in person or by telecommunication.

(b) Except as otherwise provided in these By-Laws, the quorum requirement to take action at a Membership Meeting shall be the presence of at least 40 Members.

(c) All Members that have been on the Membership Roll for at least 60 days and, in the case of the Annual Membership Meeting, have signed a membership renewal form for the upcoming fiscal year that includes a pledge of financial support for that fiscal year shall be eligible to vote at a Membership Meeting. The right of any person to vote may be challenged by any person present at the Membership Meeting. The Clerk shall resolve any question as to the eligibility of a person to vote by reference to the Membership Roll.

(d) Unless otherwise provided in these By-Laws, all questions shall be decided at a Membership Meeting by a majority of the Members present and voting on the question.

Section 6.5. Procedures for Membership Meetings.

(a) The Clerk (or, in case of absence or inability of the Clerk, or of any vacancy in that office, such person as shall be designated by the Board of Trustees) shall call the meeting to order, determine if a quorum exists and call for nomination and election of two inspectors of election. The Clerk or other designee shall then turn the meeting over to the Moderator or the Moderator’s designee.

(b) The Board may propose procedural rules for a Membership Meeting, in which case the Moderator shall call for a motion to adopt those rules as the first order of business.

(c) Except as provided below in this subsection (c), all questions shall be decided by voice vote and the Moderator shall announce the result.

(i) The Moderator may, and, if demanded by any Member shall, call for a show of hands on a question, either before or after a voice vote, in which case the inspectors of election shall count the votes and announce the result.

(ii) A contested election for any position shall be conducted by secret written ballot, in accordance with Section 6.6(c). The inspectors of election shall count the ballots and announce the result.

(d) Any matter may be raised for discussion or information at a Membership Meeting, but no final action shall be taken on any matter that was not included in the agenda for that Membership Meeting, except for motions directing the Board or an officer to consider a matter or make a report about a matter to the Membership.

Section 6.6. Special Procedures for Elections.

(a) In addition to candidates proposed by the Leadership Development Committee, other Members for any position to be filled by election may be nominated by a petition signed by at least ten Members and submitted to the Clerk at least five days before the Membership Meeting. Except to the extent the Leadership Development Committee has not nominated a person eligible and willing to serve in a position, no nominations may be made from the floor.

(b) All unopposed nominees for election may be elected as a slate.

(c) In a case where more than one person has been nominated for a position:

(i) Voting shall be by secret paper ballot. Each Member shall have one vote for each position to be filled and a majority of votes cast shall be required for election to any position. The inspectors of election shall count the ballots and announce the result.

(ii) If no nominee received a majority the votes cast for a position, a runoff shall be held between the two top vote-getters.

(iii) If there are not as many nominees receiving a majority of votes cast on the first ballot as there are positions to be filled, the nominee or nominees, if any, who did receive a majority on that ballot shall be declared elected and additional ballots shall be had among the other nominees who received votes on the next preceding ballot (except, in each instance, as many nominees who received the lowest number of votes on the next preceding ballot as shall be necessary to omit in order that the remaining number of nominees shall exceed the remaining number of positions to be filled by one shall be omitted, or, if tie votes make it impossible to so reduce the remaining number of nominees, by such number in excess of one as results from the inclusion of nominees who are so tied) until as many nominees as there are positions to be filled shall have received a majority of votes cast on a ballot.

(iv) If on any ballot more nominees received a majority than there are positions to be filled, such positions shall be filled by the nominees receiving the highest number of votes; provided, however, that if it shall be necessary to resolve a tie vote in order to fill such positions, a new ballot

involving only the nominees so tied shall be taken.

ARTICLE VII. THE DEACONS

Section 7.1. Deacon Number.

There shall be ten Deacons, each of whom shall hold office for life or until a Deacon resigns that position or is removed from the Membership Roll. The Deacons shall elect a presiding officer in accordance with procedures to be adopted by them.

Section 7.2. Deacon Duties.

The Deacons shall be available to:

- (i) assist the Ministers in conducting any communion service;
- (ii) assist at the funeral or memorial service of a Member, if so requested by the Member's survivors; and
- (iii) advise and assist the Ministers in promoting the health of the Society.

Section 7.3. Deacon Vacancy.

Upon the death or resignation of a Deacon, the remaining Deacons, together with the Senior Minister, shall propose to a Membership Meeting the name of at least one qualified and available Member to fill the office of Deacon. The election shall be governed by the provisions of Section 6.6, except that nomination by petition shall not apply.

ARTICLE VIII. THE MINISTRY

Section 8.1. Ministers.

In order to carry out the purposes of the Society and to serve the community at large, the Society shall call a minister to serve as "Senior Minister." The Society may also call one or more ministers as Associate or Assistant Ministers (together with the Senior Minister, "Called Ministers"). The Board may also employ or designate persons as ministers that are not Called Ministers (together with the Called Ministers, the "Ministers").

Section 8.2. Calling a Minister.

(a) When a vacancy in the Senior Minister position occurs or is clearly anticipated or the calling of a Minister has otherwise been authorized at a Membership Meeting, the Board, after consultation with the Unitarian Universalist Association, shall recommend a plan for selecting a Called Minister. The plan shall be submitted for approval at a Membership Meeting and, if and as approved, shall be implemented. The quorum for a Membership Meeting of that kind shall be at least one-third of the Membership and the requirement for approval of that plan shall be two-thirds of the Members present and voting.

- (b) A candidate to be a Called Minister shall not be called unless the Board and the candidate

have agreed on the terms of an employment contract, including a compensation package that is consistent with the current budget of the Society.

(c) A proposed call of a Minister shall be submitted for approval at a Membership Meeting. The quorum for a Membership Meeting of that kind shall be at least one-third of the Membership and the voting requirement to call a Minister shall be 90% of the Members present and voting.

(d) The position of Senior Minister may be held by two persons at the same time, in which case each shall be a Co-Minister and the Co-Ministers shall be jointly and equally responsible for discharging the duties of the position, and may divide such duties between them as they see fit.

Section 8.3. Duties of the Senior Minister.

(a) The Senior Minister shall ensure the following, by that Minister's own action or by overseeing the action of delegees:

- (i) the conduct of worship within the Society and the Society's spiritual interests and affairs;
- (ii) performing those ceremonies usually and traditionally the prerogative of ministers;
- (iii) keeping a register of births, marriages and deaths and such other records as the Board shall direct;
- (iv) counseling Members and friends of the Society when so requested;
- (v) advising and supporting the Society's religious education program;
- (vi) supervising the employees and administrative operations of the Society, except that decisions regarding hiring, retention and terms and conditions of employment for employees of the Society must be made or have been authorized by the Board; and
- (vii) representing the Society and its values to the wider community.

(b) The Senior Minister may attend and participate, without vote, in the deliberations of the Board and any committee of the Society except when the Board or a committee decides to meet without the Senior Minister.

Section 8.4. Other Ministers.

After consulting with the Senior Minister, the Board may employ or designate persons as Ministers that will not be Called Ministers, including ministers of religious education, ministerial interns, seminary students and affiliate ministers. These Ministers may or may not be compensated by the Society.

Section 8.5. Duties of Ministers.

Ministers other than the Senior Minister shall co-operate with the Senior Minister and assist the Senior Minister in performance of the Senior Minister's Duties.

Section 8.5. Freedom of the Pulpit.

(a) The Ministers shall have freedom of the pulpit and the freedom to express their personal opinions outside the pulpit.

(b) Except as authorized by the Board or the Membership, a Minister shall not purport to speak for the Society or the Membership.

Section 8.6. Removal of Ministers.

(a) Any Minister may be dismissed by majority vote at a Membership Meeting called for that purpose. The quorum for a Membership Meeting of that kind shall be one-third of the Membership.

(b) After consultation with the Senior Minister, the Board may remove any Minister other than a Called Minister.

ARTICLE IX. AMENDMENTS

Section 9.1. Amending By-Laws.

These By-Laws may be amended at a Membership Meeting by a two-thirds vote of the Members present and voting, provided that the proposed text of the amendment was included in the notice for that Meeting.