

# **BY-LAWS OF UNITARIAN UNIVERSALISTS FOR SOCIAL JUSTICE**

## **Article I – Name**

The name of this organization shall be Unitarian Universalists for Social Justice (hereafter UUSJ).

## **Article II – Purpose**

UUSJ seeks to create a vibrant regional community of Unitarian Universalists, working to make a peaceful, just, and sustainable world.

Its purpose is threefold: (a) to provide leadership for effective regional social action; (b) to advance the social work of UU congregations and organizations; (c) to increase the frequency, impact, and visibility of UU collaborative efforts that reflect UU principles in the Baltimore, Washington, DC and Northern Virginia region.

## **Article III – Religious Affiliation**

UUSJ is a Unitarian Universalist organization committed to the principles of the Unitarian Universalist Association. It is formally designated as a “Related Organization” by the Unitarian Universalist Association.

## **Article IV – Membership**

### **Section 4.1 – Categories**

Membership in UUSJ is open to all Unitarian Universalist congregations, Unitarian Universalist associated non-profit entities, and other organizations and individuals that sympathize with its purpose and programs. There are three categories of membership: member congregations, affiliate organization members, and individual members.

### **Section 4.2 – Member Congregations**

Member congregations shall be those UU congregations, recognized by the UUA, who choose to be members, contribute a “fair share” donation to UUSJ (see Article XVI Section 16-3), and meet such other criteria, as the Board may set from time to time for such membership. Each member congregation shall be entitled to a voting seat on the Board of Trustees.

### **Section 4.3 – Affiliate Organization Members**

Affiliate organization members shall be those organizations that contribute an annual membership fee and meet such other criteria as the Board may set from time to time for such affiliate organization membership. An affiliate organization member shall not be entitled to a voting seat on the Board of Trustees, but may designate a representative to attend Board of Trustees meetings and to be heard on issues before the Board.

#### **Section 4.4 – Individual Members**

Individual membership in UUSJ may be made available to individuals who elect to be associated with Unitarian Universalists for Social Justice and participate in its activities and meetings. Individual members shall meet such criteria as the Board may set from time to time for such membership. Individual membership does not convey voting representation on the Board of Trustees, but shall include the right to attend Board of Trustees meetings and to be heard on issues before the Board.

### **Article V – Board of Trustees**

#### **Section 5.1 – Powers and Duties**

The Board of Trustees shall have all of the powers ordinarily and legally required or permitted by non-profit governing boards, including, without limitation, the following powers to:

- (a) Determine and review periodically the purposes and the mission of UUSJ.
- (b) Appoint the Executive Director who shall supervise the staff of UUSJ. The Executive Director shall be selected in accordance with a process and other requirements and conditions set by the Board.
- (c) Oversee and approve the budget of UUSJ.
- (d) Give final approval for membership to organizations proposed by the Executive Committee, and terminate membership for cause.
- (e) Appoint such committees or subcommittees, as they deem necessary or appropriate, to carry out the purposes of UUSJ.

#### **Section 5.2 – Composition**

- (a) The Board of Trustees shall consist of at least one representative from each member congregation. Additional “at large” members may be appointed by the Executive Committee as it deems necessary to carry out the mission and goals of UUSJ.

Each member congregation may designate a representative to serve as a member of the Board of Trustees.

Each member congregation also may designate an alternate representative. The alternate representative may participate in all Board of Trustees deliberations and activities, but shall not have voting rights except in the absence of the representative.

If a representative (Trustee) is selected as an officer of the UUSJ Board of Trustees as provided by Article VI, or as an at-large member of the Executive Committee, the representative’s

congregation may designate a replacement representative to serve as a Trustee for the duration of the person's term of office.

Each member congregation shall determine its own method for selecting its representative and alternate representative, but should choose individuals in leadership positions, either lay or clerical, who can speak and act on behalf of the congregation.

(b) The Executive Committee may appoint up to six "at large" members to the Board of Trustees. These members shall be selected on the basis of exceptional capabilities to further the UUSJ mission and demonstrated commitment to UUSJ mission and goals. They shall hold the same rights and responsibilities as other Board members.

### **Section 5.3 – Terms of Office**

(a) The term of trustees shall be three (3) years (except as indicated in Section 5.4 below), renewable for two additional three (3) year terms. These trustees shall be divided into three (3) classes, each class to consist of trustees whose terms expire in a given year.

(b) No trustee may serve more than three (3) consecutive terms without being off the Board for at least one (1) year. Board terms shall commence on July 1 and expire on June 30. The Executive Director shall serve on the Board as a non-voting member.

### **Section 5.4 – Board of Trustees Vacancies**

(a) If a vacancy occurs on the Board, through resignation, abandonment, or other means, the Chair, or the Chair's designee, shall contact an appropriate representative of the sending institution to advise of the vacancy and to encourage the timely appointment of a replacement. The method of replacement shall be at the discretion of the sending congregation. For members appointed as replacements, the initial term of office will be three (3) years plus the period from the date of appointment until the following June 30.

(b) A position on the Board may be deemed "abandoned" if the member misses three regularly scheduled consecutive meetings of the Board. An officer of the Board or a member of the Executive Committee may also be deemed to have abandoned their position if they miss three regularly scheduled consecutive meetings of the Board and/or the Executive Committee. In all cases, the cause of absenteeism and the involvement of the board member in UUSJ activities over and above attendance at meetings will be taken into consideration.

### **Section 5.5 – Board Meetings**

The Board shall meet at least four times a year. The Executive Director, the Chair, or the Secretary at the request of five (5) trustees may call additional Board meetings. Notice of all meetings shall be mailed or e-mailed to the last known postal or e-mail address, or otherwise given to all member congregations, affiliate organization members, and individual members, and to all trustees, at least ten (10) days in advance of the meeting. Meetings may be held telephonically or by other virtual means at the discretion of the Board Chair.

## **Section 5.6 – Quorum**

When the Board of Trustees consists of an even number of persons, the quorum shall be 50 percent plus 1; when odd, the quorum shall be 50 percent rounded up to the next whole person. Any trustee may hold the written proxy of one or more other trustees. The holder of a proxy is entitled to vote on behalf of the absent trustee. Such proxies shall be recorded as members present in determining the quorum.

## **Article VI – Officers of the Board of Trustees**

### **Section 6.1 – Officers**

The Officers of the Organization are the Board Chair, Vice-Chair, the Treasurer, and the Secretary. All officers must be trustees. All officers shall represent UUSJ on appropriate occasions and perform all duties incident to the office and such other duties as may be requested by the Board or the Executive Director from time to time.

### **Section 6.2 – The Board Chair, Vice-Chair, Immediate Past Chair**

- (a) Board Chair
- (b) The Board Chair of the Board of Trustees shall preside at all meetings of the Board and serve as Chair of the Executive Committee. The Board Chair shall perform all duties incident to such office and all acts for UUSJ not delegated to others. The Board Chair may delegate certain duties to the Vice-Chair.

The Vice-Chair will perform as Board Chair in the absence of the Board Chair. The Vice-Chair is a voting member of the Executive Committee. The Vice-Chair will succeed the Board Chair if for any reason the Board Chair has to resign or is incapacitated.

- (c) Immediate Past Chair

The Immediate Past Chair is the immediate predecessor of the current Board Chair and serves in an advisory capacity on the Board of Trustees and the Executive Committee.

### **Section 6.3 – The Treasurer**

The Treasurer shall be a member of the Finance Committee. S/he shall be responsible for carrying out the mandates of the Board of Trustees in overseeing the financial resources of the Organization.

### **Section 6.4 – The Secretary**

The Secretary shall be the custodian of the UUSJ corporate seal, shall keep a correct record of all proceedings of the Board, and shall perform such other duties as usually pertain to such office.

## **Section 6.5 – Election**

The officers shall be elected by the trustees at a meeting held in the last quarter of the Organization's fiscal year. The terms for all the officers shall be two (2) years and until successors are elected. However, no one shall serve more than two (2) consecutive two (2) year terms as an officer of the Board, regardless of the office held. Periods served on a temporary appointment to any of these offices in accordance with Section 8.4 will be in addition to these elected terms.

## **Article VII – Committees**

### **Section 7.1 – Establishment of Committees**

All committees of the Organization shall be created as either Standing Committees or Special Committees. Standing Committees shall be established under these Bylaws. Special Committees shall be created from time to time by the Board, which committees, once established, shall cease to exist once the purpose for which they were formed has been accomplished, unless specifically extended by the Board. Any three (3) or more people wishing to compose a new committee may petition to the Board.

### **Section 7.2 – Standing Committees**

The following Standing Committees are established: The Executive Committee, the Finance Committee, the Nominating Committee and the Development Committee. If a standing committee other than the Executive Committee lacks sufficient membership or otherwise fails to perform its functions, the Executive Committee may act in its place.

## **Article VIII – Executive Committee**

### **Section 8.1 – Membership**

The voting members of the Executive Committee shall consist of the Board Chair, Vice-Chair, the Treasurer, the Secretary, and one at-large member, who shall be a trustee. The Executive Director shall be a non-voting member of the Executive Committee. The Board Chair of the Board of Trustees shall Chair the Executive Committee. If the Board Chair is absent at a meeting of the Board or Executive Committee, then the Vice-Chair shall chair the meeting. Periods served on a temporary appointment to the Executive Committee in accordance with Section 8.4 below will be in addition to these elected terms.

### **Section 8.2 – Duties**

Except as otherwise provided by applicable law, the Executive Committee shall have the power to act for the Board and to carry on the business of UUSJ in the interval between the meetings of the Board, such acts to be subject to the approval of the Board. The proceedings of the committee shall be promptly presented to the Board for approval.

### **Section 8.3 – Meetings**

Regular meetings of the Executive Committee shall be held at such times as may be fixed by the committee, and special meetings may be called by the Board Chair at any time. Meetings may be held telephonically or by other virtual means at the discretion of the Board Chair. When the Executive Committee consists of an even number of persons, the quorum shall be 50 percent plus 1; when odd, the quorum shall be 50 percent rounded up to the next whole person.

### **Section 8.4 – Vacancies**

Vacancies on the Executive Committee, including vacancies among the Officers of the Board of Trustees, may be filled temporarily from among members of the Board of Trustees by action of the Executive Committee. Such temporary appointments shall be effective until such time as the Nominating Committee can act as provided for in Section 10.2 of these by-laws.

## **Article IX – The Finance Committee**

### **Section 9.1 – Membership**

The Finance Committee shall consist of not fewer than three (3) trustees and the Treasurer. The Treasurer shall serve as a non-voting member of the Finance Committee.

### **Section 9.2 – Duties**

The Finance Committee shall recommend to the Board policy for effective and efficient management of UUSJ. It shall review, evaluate and make recommendations to the Board with respect to all business functions of UUSJ including, but not limited to, budget, business records and systems, business planning, and auxiliary enterprises, except for those duties assigned to the Development Committee by these Bylaws. (See Article XI).

## **Article X – The Nominating Committee**

### **Section 10. 1 – Membership**

The Nominating Committee shall consist of no fewer than three (3) trustees nominated annually by the Nominating Committee, in consultation with the Officers of the Board and Executive Director of the Organization, and elected by the Board.

### **Section 10.2 – Duties**

The Nominating Committee shall nominate candidates for officers of the Board of Trustees, for at-large membership on the Executive Committee and members of all standing committees.

## **Article XI – The Development Committee**

### **Section 11.1 – Membership**

The Development Committee shall consist of no fewer than three (3) trustees nominated annually by the Nominating Committee, in consultation with the Officers of the Board and Executive Director of UUSJ, and elected by the Board.

### **Section 11.2 – Duties**

The Development Committee shall be responsible to the Board for recommending fund raising policies and programs in support of objectives established by the Board of Trustees to carry out the work of UUSJ.

### **Article XII – Fiscal Year**

The fiscal year of UUSJ shall commence on the first day of July and terminate on the thirtieth day of June of the succeeding year.

### **Article XIII – Dissolution**

In the event of dissolution of the Organization, all of its assets, net of any claims or encumbrances upon them, shall be conveyed to the Unitarian Universalist Association and the Board of Trustees of the Organization shall perform all actions necessary or appropriate to effectuate such conveyance.

### **Article XIV – Adoption of Bylaws**

The initial adoption of these Bylaws shall be by majority vote of those persons attending a meeting called and held for such purpose without regard to any voting qualifications or requirements provided for in these Bylaws.

### **Article XV – Amendments**

These Bylaws may be amended at any regular or special meeting of the Board of Trustees at which a quorum is present by the favorable vote of a majority of the Trustees in attendance, provided that notice of such amendment shall have been given in the notice of the meeting.

### **Article XVI – Miscellaneous**

#### **Section 16.1 – Indemnification**

(a) The Trustees and officers of Unitarian Universalists for Social Justice shall not be personally liable for any debt, liability or obligation of UUSJ. No trustee shall be personally liable to Unitarian Universalists for Social Justice or its members for monetary damages for breach of fiduciary duty as a trustee notwithstanding any provision of law imposing such liability, except for such trustee's gross negligence or willful or knowing criminal misconduct.

(b) Unitarian Universalists for Social Justice shall, to the extent legally permissible, indemnify any of its Trustees or officers (including persons who serve at its requests as members, trustees, directors or officers, employees or agents of any corporation, partnership, joint venture, trust, enterprise committee or another organization in or with which UUSJ has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and legal fees, actually and reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) in which s/he may be or may have been involved or with which s/he may be threatened, while in office or thereafter, by reason of his/her being or having been such a Trustee or officer, except with respect to any matter as to which s/he shall have been adjudicated, in any proceeding, not to have acted in good faith and in a manner s/he reasonably believed was in, or not opposed to, the best interest of UUSJ, and, in a criminal matter, had no reasonable cause to believe his/her conduct was unlawful.

### **Section 16.2 – Budget**

A budget for each fiscal year shall be prepared by the Finance Committee in consultation with the Executive Director and submitted to the Board of Trustees for action at a meeting preceding the year for which appropriations are to be made. Appropriations for any purposes shall be limited to the amounts designated for such purposes by the budget except that, in case of emergency, special appropriations may be made by the Board.

### **Section 16.3 – Finances**

UUSJ shall pursue a financial strategy that looks to its members for funding all its basic operating expenses (base salaries, office expenses, etc.)

(a) Each year the Executive Committee shall propose and the Board shall approve for the following fiscal year a schedule of annual “fair share” donations from each member congregation, based upon size of the congregation’s membership, as reported annually to the UUA.

Member congregations have total flexibility to determine how to finance their donation (budget line item, plate collection, fund raiser, individual donations, pledges, etc.).

The congregational representative serving on the Board of Trustees has primary responsibility for ensuring that their congregation’s recommended donation level is met, assisted as needed by the UUSJ staff.

(b) Affiliate organization members shall pay an annual membership fee set by the Board.

(c) An annual fee for individual membership shall be approved by the Board. It shall be set sufficiently low as to encourage broad participation.

(d) UUSJ programs (excluding basic operating expenses) shall be financed by means as determined from time to time by the Executive Committee and approved by the Board of Trustees.

Amended January 2003

Amended October 2005

Amended June 2007

As amended May 22, 2010

| Amended November 2015; Article V, Sec. 5.1 b.

Amended February 4, 2017