

BY-LAWS OF UNITARIAN UNIVERSALISTS FOR SOCIAL JUSTICE (Eff. 2020-21)

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 community of Unitarian Universalists, working to make a peaceful, just, and sustainable world.

Its purpose is threefold: (a) to provide leadership for effective social action; (b) to advance the social justice work of Unitarian Universalist (“UU”) congregations and organizations; (c) to increase the frequency, impact, and visibility of UU advocacy and collaborative efforts that reflect UU principles.

Article III – Religious Affiliation

UUSJ is a Unitarian Universalist organization associated with and committed to the principles of the Unitarian Universalist Association (“UUA”).

Article IV – Membership

Section 4.1 – Categories

Membership in UUSJ is open to all Unitarian Universalist congregations, Unitarian Universalist individuals, and affiliate organizations.

Section 4.2 – Member Congregations

Member Congregations shall be those UU congregations, recognized by the UUA, who choose to be members and meet such criteria as the Board may set from time to time for such membership.

Section 4.3 – Affiliate Organizations

Affiliate Organizations shall be those nonprofit organizations that choose to affiliate with UUSJ and that meet such criteria as the Board may set from time to time for such affiliation.

Section 4.4 – Individual Members

Individual membership in UUSJ shall be made available to Unitarian-Universalist individuals who elect to be associated with Unitarian Universalists for Social Justice. Individual members shall meet such criteria as the Board may set from time to time for such membership.

Article V – Board of Trustees

5.1 – Powers and Duties

The Members of the Board of Trustees (“Board”) shall be nominated by the Nominating Committee and be elected by a majority of Trustees. The Board shall have all of the powers ordinarily and legally required of or permitted to non-profit governing boards, including the following powers to:

- (a) Determine and review periodically the purposes and the mission of UUSJ;
- (b) Appoint, evaluate and terminate the Executive Director in accordance with a process, other requirements, and conditions set by the Board;
- (c) 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 as they deem necessary or appropriate to periodically review and evaluate the programs of UUSJ;
- (f) Approve the policies and procedures for the operation of UUSJ and the employment of its staff.

Section 5.2 – Composition

(a) The Board of Trustees shall consist of no less than nine (9) and no more than eleven (11) individuals. The Executive Director shall serve on the Board of Trustees as a non-voting member.

Section 5.3 – Terms of Office

(a) The term of each Trustee shall be three (3) years (except as a result of vacancy as indicated in Section 5.4 below), renewable for one additional term. Trustees shall be divided into three (3) classes, each class to consist of those Trustees whose terms expire in a given year.

(b) No Trustee may serve more than two (2) consecutive terms without ceasing to be a Trustee for at least two (2) years.

(c) Except in accordance with Section 5.4, the term of a Trustee shall commence on July 1 and expire three years later, or until their successor is elected, whichever is later.

Section 5.4 – Board of Trustees Vacancies

(a) If a vacancy occurs on the Board, through resignation, abandonment, or other means, the Board may elect a replacement nominated by the Nominating Committee for the remainder of the term. The term of a Trustee elected in accordance with this section shall commence upon a favorable vote of the Board.

(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. At the request of the Chair, the Executive Director, or five (5) trustees, the Secretary shall call additional, special meetings of the Board. Notice of all meetings shall be mailed or e-mailed to the last known postal or e-mail address, or otherwise given 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.

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 may represent UUSJ on appropriate occasions and shall perform all duties incident to the office and such other duties as may be reasonably requested by the Board from time to time.

Section 6.2 – Board Chair

The 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 designated by the Board and not delegated to others. The Board Chair may delegate certain duties to the Vice-Chair.

Section 6.3 - Vice-Chair

The Vice-Chair shall perform as Board Chair in the absence of the Board Chair. The Vice-Chair shall succeed the Board Chair and complete their term of office, if for any reason the Board Chair resigns or is incapacitated.

Section 6.4 – Treasurer

The Treasurer shall be responsible to the Board of Trustees for overseeing and accounting for the financial resources of the Organization. They shall be a non-voting member of the Finance Committee.

Section 6.5 – The Secretary

The Secretary shall keep an accurate record of all proceedings of the Board and Executive Committee.

Section 6.6 – Election

The officers shall be elected by the Trustees at a special meeting held immediately after the Annual Meeting. The term for all officers shall be one (1) year and until a successor is elected. However, no one shall serve as an officer more than three (3) consecutive

one (1) year terms without ceasing to be an officer for at least two years. 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.

Section 6.7 - Executive Director

The Executive Director shall report to the Board of Directors and shall implement the programs of UUSJ. The Executive Director shall be solely responsible for hiring, evaluating, supervising, and terminating the staff of UUSJ.

Article VII – Committees

Section 7.1 – Establishment of Committees

All committees of the organization shall be either Standing Committees or Special Committees. Standing Committees shall be established under these By-laws. Special Committees may be created from time to time by the Board, as deemed necessary.

Section 7.2 – Standing Committees

The following Standing Committees are established: The Executive Committee, the Finance Committee, the Nominating Committee and the Development Committee. Members of Standing Committees other than the Executive Committee shall be elected by the Board at its annual meeting to terms of one year and may be re-elected to two subsequent consecutive terms before ceasing to be a member of that committee for at least one year. If a Standing Committee other than the Executive Committee lacks sufficient membership or otherwise fails to perform its functions, the Board may act in its place.

Section 7.3 Executive Committee

The Executive Committee shall consist of the Board Chair, Vice-Chair, the Treasurer, and the Secretary. The Executive Director shall be a non-voting member of the Executive Committee. The Chair of the Board of Trustees shall be the Chair of the Executive Committee. If the Board Chair is absent at a meeting of the Executive Committee, then the Vice-Chair shall act as chair of the meeting.

Section 7.3.1 – Meetings

Meetings of the Executive Committee 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. A majority of a quorum of the Executive Committee must vote to approve any actions of the Committee. Three members of the Executive Committee shall

constitute a quorum, unless there are one or more vacancies on the Executive Committee, in which case a minimum of two members of the Executive Committee shall constitute a quorum.

Section 7.3.2 – Vacancies

Vacancies on the Executive Committee other than the Chair may be filled temporarily from among members of the Board of Trustees by action of a quorum of the Executive Committee. Such temporary appointments shall be effective until such time as the Nominating Committee acts in its role.

Section 7.4 – Finance Committee

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

Section 7.4.1 – 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 aspects of UUSJ's budget, except for those duties assigned to the Development Committee.

Section 7.5 – Nominating Committee

The Nominating Committee shall consist of no fewer than three (3) persons, at least one of whom, the Chair, shall be a Trustee, 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 7.5.1 – Duties

The Nominating Committee shall nominate candidates for and the Board of Trustees shall elect all Trustees, officers of the Board of Trustees and members of all Standing Committees.

Section 7.6 – Development Committee

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

(2) of the members shall be Trustees. The Executive Director shall be a non-voting member of the Development Committee.

Section 7.6.1 – Duties The Development Committee shall be responsible to the Board for recommending fundraising policies and programs in support of objectives established by the Board of Trustees to carry out the work of UUSJ.

Article VIII – 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 IX – 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 X – Amendments

These By-laws may be amended at any annual meeting of the Board of Trustees by a two-thirds vote, provided 10 days written notice has been given of any proposed amendment.

Article XI – Parliamentary Procedures

The rules contained in Robert’s Rules of Order shall govern meetings where they are not in conflict with the by-laws.

Adopted: October __, 2020:

Effective October __, 2020: Articles I, II, III, IV, Sections 7.1 & 7.2 of VII, VIII, IX, & XI.

Effective Jan. 1., 2021: Sections 7.3-7.6 of Article VII

Effective June __, 2021: Articles V, VI, & X.