

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

**Adopted October 24, 2020 and effective that date except as noted**

## **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; and (c) to increase the frequency, impact, and visibility of UU advocacy and collaborative efforts that reflect UU principles.

1

## **Article III – Religious Affiliation**

UUSJ is a Unitarian Universalist organization committed to the principles of and associated with 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, individuals who support UU principles, 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 and those who support UU principles and 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** *(amended June 26, 2021)*

### **5.0 - Election**

The Nominating Committee shall nominate a slate of candidates for the Board of Trustees for consideration by the Board of Trustees at its annual meeting pursuant to section 7.5.1. Additionally, individual members may petition for consideration for election as a Trustee by securing the signatures of at least 10% of the active individual members as of January 1 of the year of the annual meeting. Any such nominations shall be considered by the Board in addition to the slate of the Nominating Committee.

### **5.1 – Powers and Duties**

2

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 affiliate organizations proposed by the Membership Committee and terminate membership for cause;
- (e) Appoint members of Standing and other committees;
- (f) Approve the policies and procedures for the operation of UUSJ and the employment of its staff.

### **Section 5.2 – Composition**

The Board of Trustees shall consist of no fewer 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 three-year 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 one or two years later for Trustees elected in June 2021 to fill classes of Trustees whose terms end June 30, 2022 or June 30, 2023 respectively) 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 majority vote of the Board. 3

(b) A position on the Board may be deemed “abandoned” by a majority vote of the Board if a 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 or officer in UUSJ activities over and above attendance at meetings will be taken into consideration by the Board.

#### **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** *(amended June 26, 2021)*

### **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.

4

### **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 as soon as possible but no later than 21 days 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 7.3.2 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 in accordance with organizational Policies. The Executive Director shall be solely responsible for hiring, evaluating, supervising, and terminating the staff of UUSJ.

## **Article VII – Committees**

Members of all committees shall serve at pleasure of the Board of Trustees. At its special meeting to elect officers or within five days thereafter, the Board in consultation with the Executive Director shall elect the Chair of each Standing Committee. Members of Standing Committees other than the Executive Committee shall be proposed in consultation with the Executive Director by the Chair of such committee and elected by the Board.

### **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.

5

### **Section 7.2 – Standing Committees** *(amended 06/16/2022)*

The following Standing Committees are established: The Executive Committee, the Finance Committee, the Nominating Committee, and the Development Committee. The Committee Chair and members of Standing Committees other than the Executive Committee shall have 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. The terms of chairs and members of Standing Committees shall commence on July 1 and expire one year later or when their successor is elected or approved, whichever occurs later. The Board may elect a new Committee Chair or member of a Standing Committee at any time, who shall complete the remainder of a one-year term. 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. The Executive Director shall serve as a non-voting member of all Standing Committees.

### **Section 7.3 Executive Committee** *(amended January 1, 2021)*

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 and the Board approves.

### **Section 7.4 – Finance Committee** *(amended January 1, 2021)*

6

The Finance Committee shall consist of not fewer than three (3) voting members, a majority of whom and the Chair are Trustees. In addition to the voting members, 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 financial 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** *(amended January 1, 2021)*

The Nominating Committee shall consist of no fewer than three (3) persons, at least one of whom, the Chair, shall be a Trustee, and the majority of whom shall be non-Trustees.

#### **Section 7.5.1 – Duties**

The Nominating Committee in consultation with the Executive Director shall nominate candidates for, and the Board of Trustees shall elect, all Trustees and officers of the Board of Trustees.

### **Section 7.6 – Development Committee** *(amended January 1, 2021)*

The Development Committee shall consist of a Chair and no fewer than two (2) other persons. The Chair and a majority of the members shall be Trustees.

**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** *(amended June 26, 2021)*

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. 7

**Article XI – Parliamentary Procedures**

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

Adopted: October 24, 2020:

Effective October 24, 2020: Articles I, II, III, IV, Article VII, Sections 7.1 & 7.2, Articles VIII, IX, & XI

Effective January. 1, 2021: Article VII, Sections 7.3- 7.7

Effective June 2021 Annual Meeting, Articles V, VI, & X

Effective June 16, 2022: Article VII, Sections 7.2, 7.7, 7.71