

**BY-LAWS  
FOR THE UNITARIAN UNIVERSALIST SOCIETY OF RIVER FALLS WISCONSIN**

**Preamble.** These By-Laws shall be supplemented by a set of Procedures established by the Board.

**Article 1. Name**

The name of this religious spiritual society shall be the Unitarian Universalist Society of River Falls (herein referred to as the Society or abbreviated as UUSRF). The building in which the Society's meeting and functions are regularly held, shall be called the Society House.

**Article 2. Purpose**

The purpose of this Society is to create an environment that encourages and supports its members to successfully affirm and promote:

- The inherent worth and dignity of all living creatures
- Justice, equity, and compassion in human relations.
- Acceptance of one another and encouragement to spiritual growth in our Society.
- A free and responsible search for truth and meaning.
- The right of conscience and the use of the democratic process within our congregation and society at large.
- The goal of world community with peace, liberty, and justice for all.
- Respect and reverence for the interdependent web of all existence of which we are a part.

**Article 3. Membership**

Any person 15 years of age or older who is in sympathy with this Society's purpose, program, and By-Laws, and who has signed the membership roll, becomes a voting member of this Society.

Membership is maintained each year by taking part in the activities of the Society, paying a monetary pledge or by making contributions of property, goods, or services in the Society.

Children under 15 years of age may also sign the membership roll or have an adult sign as proxy, but will not be considered voting members. Participation in committee membership is encouraged and welcomed.

Membership is open to all persons regardless of race, color, sex, affection, or sexual orientation, age or national origin.

Voting at all meetings of the Society shall be limited to members as defined above.

Any member who is eligible to vote and who is 18 years of age or older, shall be eligible to hold office. Any member who is eligible to vote shall be eligible to serve on any special or standing committee.

Members who, for two consecutive years, fail to meet the membership requirements or who have requested to become inactive shall be removed from the membership roll by recommendation of the Membership Committee upon vote of the Board of Directors.

On an annual basis the Society shall report to the national UUA the number of current and active members. At a January meeting the President, Finance Committee Chair, Membership Committee Chair, and Treasurer to review the membership roll to determine the number of members that will be reported to the national **Unitarian Universalist Association** (UUA).

Any person who contributes to the activities of the Society and/or pledges, but is not on the membership roll, is a Friend of the Society. Friends are entitled to all the privileges of membership except voting and elective office. They may serve on committees and hold appointed positions.

#### **Article 4. Denominational Affiliation**

The Society shall be a member of the Unitarian Universalist Association and of the **Prairie Star Mid-America** District. It is the intention of this Society to make financial contributions equal to its full and fair share as determined by the Association and the District.

#### **Article 5. Official Meetings of the Society**

The executive power of the Society is subject to the will of the Society members as expressed by official meetings. The dates for official meetings of the Society shall be determined by the voting members of the Society or by any person or persons designated by them.

The annual official meeting of the Society shall be held each year at such time and place as shall be fixed by the Board of Directors. Special official meetings may be called at the written request of 25% of its voting members or by a majority of the Board of Directors.

The notice of any official meeting of the UUSRF must be communicated to all voting member of the Society and posted on the Society website a minimum of 30 days prior to the meeting. An agenda for the meeting will be likewise communicated at least 14 days prior to the meeting and will include an absentee ballot and proxy authorization for those unable to attend the meeting. The secretary will send hard copies of the above to all members who do not have access to email and/or internet access.

At least 50% of the current, active membership shall constitute a quorum. After a quorum is established at a meeting, subsequent withdrawal of voting members from that meeting shall not affect the validity of any action taken at the meeting, so long as the meeting remains within this originally scheduled time frame. If we do not have a quorum based on the above definition, then the meeting can not be considered an official meeting. The Board will determine when to schedule another official meeting and solicit additional absentee ballots/proxy

authorizations to meet the minimum quorum number. The meeting may proceed as an informational meeting only.

All official meetings of the Society shall be held in accordance with Roberts Rules of Order. Absentee ballots for electing Society Board members may be requested from the Board Secretary at the time the voting is announced and must be returned to the Board Secretary prior to the call to order of the Annual Meeting. Counting of the ballots is to be conducted by the Past President and President-Elect or other designated Board member. Results of a voting are to be announced at that official meeting. Ballots for a particular vote are to be kept by the Board Secretary for 6 weeks following the vote.

Informational meetings shall be held under the same procedures as above with respect to member notification. No votes are taken at informational meetings.

### **Article 6. Board of Directors.**

Composition: A 7 member Board of Directors shall be the primary governing body of the Society. This Board shall consist of the Past President, President, President-Elect, Secretary, Treasurer, and 2 At-Large members and the Minister in a an advisory, but non-voting role.

Elections: Board terms are three years. At each Annual Meeting the congregation will elect the president-elect and one At-Large member. The newly President-Elect and At-Large Board member will take office on July 1 following the annual meeting at which they are elected. All Board members must be voting members of the Society and at least 18 years of age.

The Nominating Committee shall suggest candidates for the Board member positions and president-elect. The names of suggested nominees shall be distributed to members at least 10 days prior to the annual business meeting. Nominations will also be accepted from the floor at the Annual Meeting with oral or written permission of the nominee.

If a current member of the board is elected president-elect, that person will, effectively, resign his/her current board position and begin serving a new three-year term. A special election must then be held to replace this board member according to the process described below.

Board secretary shall be designated by the Board at its first official meeting in July, to serve in that capacity for the coming fiscal year.

The Treasurer will be appointed by the Board from among the Society members. The Treasurer will serve a 3 year term will full voting rights as a full Board member.

Duties. The duties and responsibilities of the officers of the Board of Directors are as follows:

Past President – the Past President shall advise the President and be the director of communications. As director of communications and liaison with the Communications Committee, the Past President will ensure that the newsletter is produced and distributed in a timely manner, that the website is updated regularly, and that the media are alerted to relevant UUSRF events and speakers.

President – the President will set the agenda and preside over UUSRF board meetings, name the chairs for standing committees, name Board liaisons to all standing committees, write an article for each newsletter, and work with the Minister to guide the operations of the Society. The

President shall also maintain a yearly calendar of critical dates to facilitate adherence to our By-Laws.

President-Elect – the President-Elect will preside over UUSRF board meetings when the President is absent, be responsible for updating the UUSRF By-Laws as needed, and will work with the President to learn how to carry out the responsibilities he/she will assume as President the following year. The President-Elect shall collect annual reports from each committee and present them to the Board at the meeting immediately following the Annual Meeting.

Treasurer – the Treasurer shall oversee the finances of the UUSRF, make recommendations to the board concerning the assets and liabilities of the Society, ensure that an audit of the books is done annually, and report on the financial condition of the Society to the Board and to the membership in the newsletter and at the annual meeting. The Treasurer, by nature of the position, will be an ex-officio member of the Finance Committee. **The financial books of the Society will be audited on a yearly basis by a selection of Administrative committee members and Board executives.**

Secretary – the Secretary shall be responsible for keeping minutes of board meetings and the Society’s annual meeting, preparing any motions or proposed by-law changes for the annual meeting, and publishing board briefs in the newsletter.

In addition to the foregoing specific responsibilities of the board officers and subject to the limitations of these By-Laws and the non-profit corporation statutes (Wisconsin Statute, Chapter 181), the Board shall have general charge of the property of the Society, the conduct of all its business affairs, and the control of its administration, including the appointment of such committees as it may deem necessary, other than those list under Article 11, Committees. A majority of the Board of Directors shall constitute a quorum for transacting business. Regular and special meetings of the Board may be called by the president or by a majority of board members, to be held at a reasonable time and place.

The Board, with the help of the Treasurer, shall prepare an annual report for voting members of the Society no later than 30 days after the close of the fiscal year. The report shall include a balance sheet, a revenues and expenses statement, and a disbursements report conforming to generally-accepted accounting principals.

All annual records and reports are to be permanently maintained at the Society House by the Records Committee and may be inspected by any member for any purpose at any reasonable time.

Resignation/Removal. Any member of the Board of directors may be removed from office at any time, on the affirmative vote of the majority of the Society membership at a Special Meeting, whenever they believe that doing so best serves the interests of the Society. At the special meeting, the Board member in question will have the opportunity to provide oral comment prior to the voting.

In the case of a Board Member being removed from, or resigning from office, a special election will be held to replace the position. The person elected at the special election will fill out the remaining term of the board member who was removed or resigned.

In the event that a Board officer is unable to fulfill his or her duties, the Board of Directors will, at their discretion, appoint one of its members as an interim replacement to carry out the duties of that person until such time as the original officer returns. If the original officer is unable to return

within 3 months, the Board will hold a special election to fulfill the balance of the open term. If the expected absence is 3 months or less, the Board will operate with one position open.

However, if the Board officer is one of the 3 Presidents specified above, special consideration is required. If the President-Elect is unable to fulfill his or her duties, the President and Past-President will share those duties until a special election is held to replace the President-Elect. If either the President or Past-President is unable to fulfill their duties, those duties will be shared by the remaining 2 presidential officers. This is due to the training required to perform the duties until the next general election; unless there is a current Past-President in the Society willing to take on the open position for the remainder of the term. In such a case, a Special Meeting will be held to either elect (multiple candidates available) or acclaim the single person available as the President or Past-President.

### **Article 7. Minister**

The Society may elect to have a Minister upon the recommendation of the Board of Directors and approval by at least two-thirds of the voting members present at any official meeting legally called for that purpose. The Society may choose to have a permanent, settled Minister or a fixed-term contract Minister. The board of directors will develop and approve a job description for the minister that details duties and performance expectations. The minister shall have the freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The minister shall be an ex officio, non-voting member of the Board of Directors and of such committees as the Board shall designate.

Selection of a permanent, settled Minister shall be the responsibility of a Ministerial Search Committee. This Committee will be formed by the Board and approved by a majority vote of the congregation at any official meeting legally called for that purpose. The Ministerial Search Committee's recommendation must be approved by at least two-thirds of the voting members present at any official meeting legally called for that purpose.

Hiring a fixed-term contract Minister shall be the responsibility of the Board of Directors, subject to approval by a two-thirds majority vote of the congregation at any official meeting legally called for that purpose.

A minister may be dismissed by a vote of at least two-thirds of the voting members present at any official meeting legally called for that purpose. In the event of the minister's dismissal during his or her contract period, his or her allowances, benefits and salary will be continued no more than three months after the date of dismissal. Should the Minister offer his or her resignation, no less than three months notice must be given at the time the resignation is made. The Board, at its discretion, may allow an interval of less time. Allowances, benefits, and salary terminate on the date the resignation is final.

The decision to have a Minister will be considered permanent unless the Society decides to revoke the position of Minister. To revoke the position of Minister, the Board of Directors must recommend revocation and the Society must affirm that recommendation by a two-thirds majority vote at any official meeting legally called for that purpose. Revocation of the ministerial position will have no bearing on the existing contract of the minister.

## Article 8. Fiscal Year

The fiscal year shall run from July 1 through the following June 30.

## Article 9. Committees

The reason for a voluntary committee system is to provide the membership of the Society with the necessary structure for ensuring that the purposes **and vision** of the Society are met.

Each standing and special committee with its Board liaison member shall be responsible for development and maintenance of its procedures other than those found in the By-Laws. These procedures shall be effective upon approval by the Board. Questions and concerns raised by a committee should be brought to that committee's liaison who will either respond directly to the committee or bring the matter up at the next Board meeting. Due to the limitations imposed based on numbers of members and friends, a Board member may also act as a committee chair or member; in which case that Board member is automatically the liaison.

Members of the standing committees listed below shall be selected each year. Members of the Nominating and Audit committees shall be selected each year following the procedures described with the description of those committees. The procedures for selections to standing committees shall be as follows:

The Board shall seek volunteers to serve on the standing committees. **From among the volunteers, the Board shall draw up a list of those to serve on each committee. Any member or friend is eligible to volunteer and serve as a committee member.** The Board shall revise and publish these lists periodically, but no less than yearly.

If a Committee Chairperson is unable to perform his or her duties, the Committee members will, at their discretion, appoint another committee member to fulfill the duties of Chairperson. If another member is required to round out the Committee, the remaining members will solicit a member from among the Society Friends and Members.

The committee descriptions of this Society are as follows:

### **STANDING COMMITTEES.**

Duties for the standing committees are described below.

All standing committees should have at least 3 members and a designated liaison to the Board. Each committee is responsible for providing a brief summary activity report **to** at the monthly Board meeting. **Each committee will decide which member will handle the various committee responsibilities.**

Each committee shall submit to the Finance Committee a proposed annual budget by the February Board meeting, with a follow up discussion at the joint April meeting. Additionally, each committee will submit to the President-Elect a

summary of the current year activities along with recommendations for the following and future years. This will be due at the April joint Board / committee chair meeting. Once the budget is approved at the Annual Meeting, any requests for additional funding must be brought to the Board for approval.

Below is a listing of the three standing committees that are responsible for the day to day operations of the Society, along with a bullet point list of those responsibilities.

The **Administration Committee** is responsible for the day to day operations of the Society. This entails the following activities:

- ◆ The maintenance of the Society building and grounds
- ◆ Hospitality as required for special events, such as the Goods and Services Auction.
- ◆ Special financial activities of the Society, including any capital projects, all of which require Board approval.
- ◆ Collaborate with the Treasure on the yearly pledge drive and budget.
- ◆ Maintain the Society records both operational and financial.

The **Connections Committee** is charged with interfacing with the members and friends of the Society and the community at large.

- ◆ This group will provide the spiritual aid and guidance to members and friends who might need special care and support for personal reasons.
- ◆ Coordinate the communications within the Society with the assistance of the Administrator and provide information and publicity to the community at large.
- ◆ Promote membership to visitors and maintain the membership role.
- ◆ Coordinate greeting visitors, sending out informational packets, and in conjunction with the Minister, sponsor the New Member Welcoming service.
- ◆ Publish a revised directory within 30 days following the New Member Welcoming service.
- ◆ The community support activities performed by Social Action / SOAR will now be handled by Connections. In this role, they will determine which community groups will receive both financial and volunteer support in accordance with the Society approved programs.

The **Programming Committee** is responsible for creating, putting together and managing all services.

- ◆ Responsibilities will include providing an accompanist for services as required
- ◆ Provide and promote a varied roster of speakers to deliver messages as appropriate to the UU principles
- ◆ Sponsor specific musical programs as fundraising functions
- ◆ Appoint a coordinator for each service and that audio and visual support is available.
- ◆ If an honorarium is to be granted to a speaker, the coordinator must request payment to the Treasurer two weeks prior to the service.

- ◆ **Oversee the Spiritual Education program for Society members and guests of all ages, and oversee the activities of the S.E. Director, should an S.E. director be hired. Any children or youth programs should align with those of UUA.**

The **Ministerial Committee** shall support the quality of the Ministry in the Society. The Committee shall serve as an advisory group for the Minister and function as a communication channel between the Minister and the Society. *The committee will be involved in the goal setting and subsequent review for the Minister, in conjunction with the Board of Directors. For the sake of continuity, the members of this committee will each serve a 3 year term, structured so that each year, 1 member will leave the committee to be replaced by a new member. On the odd years, the Minister will present to the Board a slate of candidates from which the Board will choose 1 to join the committee. On the even years, the Board will present the candidates for the Minister to choose from.*

#### The **Caring Circle Committee**

The **Communications Committee** shall coordinate communications within the Society and community at large. It shall oversee the Society emails, web site, and quarterly newsletter as well as coordinate any and all outside publicity including advertising.

The **Facilities Committee** shall have the responsibility for decorating, improving, repairing, and maintaining Society property. It shall include the Hospitality task group as required to support special events, including new member Sundays and the Goods and Services Auction. Each facet of the Facilities Committee (Building, Grounds, and Hospitality), shall have a Team Leader.

The **Finance Committee** shall have responsibility for fund raising, developing an annual Society budget to be approved by the Board, and any special financial projects as needed. The Treasurer will be an ex-officio member of this committee.

The **Membership Committee** shall promote membership to visitors and maintain the membership role. Additionally, the Committee will coordinate greeting visitors, sending out informational packets, and in conjunction with the Minister, sponsor the New Member Welcoming service. The Committee will publish a revised directory within 30 days following the New Member Welcoming service. Once the website has a Secure Members section, the directory may be placed on the website.

The **Ministerial Committee** shall support the quality of the Ministry in the Society. The Committee shall serve as an advisory group for the Minister and function as a communication channel between the Minister and the Society.

The **Music Committee** is responsible for providing accompaniment for each service as required by the Program Committee. Additionally, the choir director and choir practice also fall under the auspices of the Music Committee. This committee will negotiate the terms for the accompanist and present a contract to the Board for ratification. The Music

Committee may, from time to time, present special musical performances as approved by the Board, which may include fundraising.

**Program Committee** shall develop a schedule of programs for all regular Sunday services of the Society. Committee duties shall include arranging for guest ministers and other speakers and scheduling special programs such as Inter-generational programs. The Committee shall strive to achieve a variety of programming in both content and format. Committee will ensure that a coordinator is appointed for each service.

The **Records Committee** shall be headed by the President-Elect and is responsible for maintaining and preserving the Society's records (e.g. meeting and Board minutes, annual meeting minutes, annual membership rolls, and memorabilia), By-Laws and Procedures.

The **Social Action Justice Committee** is responsible for community support activities of the Society. As such they will determine which groups will be recipients of the Society's community financial donations and volunteer services in accordance with Society approved programs.

The **Spiritual Education (S.E.) Committee** shall oversee the religious education program for Society members and guests of all ages. It shall also oversee the activities of the S.E. Director, should an S.E. director be hired.

## **SPECIAL COMMITTEES**

The **Audit Committee** has at least 3 voting members of the Society other than the Treasurer. It shall review the financial records prepared by the Treasurer and shall submit a written report in accordance with standard audit review procedures to the Board of Directors at the close of the fiscal year. Volunteers for the Audit Committee are solicited at the annual meeting of the Society. (See TREASURER above)

The **Nominating Committee** is a group of at least 3 voting members of the Society, who shall not be members of the Board of Directors. The procedures for selections to Nominating Committee shall be as follows:

The Board shall seek volunteers giving particular attention to recent Board members to serve on the nominating committee for the year.

From among the volunteers, the Board shall draw up a list of those it recommends to serve on the committee. It shall announce and post this list approximately 30 days prior to the annual business meeting.

The Committee will serve until replaced the following year.

## **Article 10. Further Guidelines**

Robert's Rules of Order shall be referred to on subjects for which no instructions are provided in the By-Laws.

### **Article 11. Indemnification**

The Society shall indemnify (legally protect) each officer and director, including former officers and directors, to the full extent permitted by the State incorporation laws.

### **Article 12. Dissolution**

Should this Society cease to function and the membership vote to disband, any assets of the Society will be transferred upon dissolution to one or more of the following: The UUA, the **Prairie Star UUA Mid-America** District, a UUA member society, the Canadian Unitarian Council, an associate member organization, or an independent affiliate organization of the UUA. This transfer is to be made in full compliance with whatever laws are applicable.

### **Article 13. Amendments.**

Amendments to the By-Laws may be proposed by the Board of Directors or by petition signed by 25% of the voting members and given to the Board president.

The By-Laws, so far as allowed by law, may be amended or replaced at the annual or at a special business meeting of the Society by a 67% vote of a quorum. Statement of any proposed change shall be contained in the notice of the business meeting.

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