

CONSTITUTION AND BY-LAWS  
OF THE UNITARIAN UNIVERSALIST CONGREGATION OF GLENS FALLS, NEW YORK  
Incorporated June 21, 1964

Article I. Name

The name of this Congregation shall be the Unitarian Universalist Congregation of Glens Falls, New York (UUCGF).

Article II. Purpose

The purpose of UUCGF shall be to provide public religious worship and education according to the Unitarian Universalist principles and purposes and participate in community affairs, help each individual develop his or her potential, and promote peaceable resolution of conflict.

Article III. Affiliation

The Congregation shall be affiliated with the Unitarian Universalist Association (UUA) and the Hudson Mohawk Cluster of the Central East Regional Group of UUA.

Article IV. Membership

Section 1. Membership is open to all persons of at least eighteen (18) years of age who concur with UUCGF's principles and purposes, regardless of race, creed, gender, sexual orientation, age, and national origin.

Section 2. Prospective members shall have a discussion about Unitarian Universalism and our Congregation with the Minister or such other person as the Board of Trustees may designate.

Section 3. To become a voting member of the Congregation, a person shall sign the Membership Book in the presence of the Minister, or such other person as the Board of Trustees may designate, to indicate that the person subscribes to UUCGF's principles and purposes. A voting member agrees to support the UUCGF programs and activities as well as contribute financially annually.

Section 4. Voting members shall be those members eighteen (18) years of age or older who have been members for 30 days. Voting members shall have made a recorded financial contribution and completed a pledge card for the current fiscal year and/or paid toward a pledge in the last twelve (12) months.

Section 5. Membership may be terminated by:

- A. a written request by the member to the Board of Trustees, or a verbal request, verified by a written confirmation from the Board of Trustees to the individual who has requested termination;
- B. a majority vote of the Board of Trustees when the member has moved away from the region and/or when the member has for a period of 21 months not attended a service and meeting of the Congregation and/or contributed to its support, provided that notice of the impending termination of membership is mailed to the member at least thirty (30) days prior to the action of the Board.

## Article V. The Board of Trustees

**The governing body of the Congregation shall be a Board of Trustees consisting of at least six (6) Voting members.** The authority and responsibility for the conduct of the affairs of the Congregation rest with its members, who delegate power to the Board of Trustees.

Section 1. The Board of Trustees shall be responsible for the property of the Congregation, the conduct of all business affairs, and the administration of the Congregation.

Section 2. The Board of Trustees shall annually appoint such committees as it may deem necessary and shall delegate to them the authority and means available to carry out their work.

Section 3. The Board of Trustees shall establish yearly goals and priorities for its accomplishment and shall hold an annual review and assessment of those goals and priorities. These goals and priorities shall be communicated to the Congregation within 30 days of this meeting.

Section 4. The Board of Trustees shall conduct an annual congregational review of the minister in writing, a copy of which shall be kept in the minister's personnel file.

Section 5. The Board of Trustees shall have the power in any one (1) year to incur debts up to the amount of ten percent (10%) of the annual operating budget for the care and preservation of the property of the Congregation as well as for any purpose of the Congregation that the Board deems necessary.

Section 6. During the months when services are held, the Board of Trustees shall meet at least monthly. Special meetings of the Board:

A. may be called by the President at any time, and

B. may also be called upon written request of three (3) members of the Board.

Section 7: **Three (3) Trustees shall be elected to serve a term of two (2) years** at each Annual Meeting.

Section 8: No member shall be eligible to **serve more than three (3) consecutive terms** as a Trustee until after an interval of one (1) year.

Section 9. Newly elected Trustees are encouraged to attend all Board meetings between their election at the Annual Meeting and the start of the new fiscal year. Their term of office shall start at the beginning of the fiscal year.

Section 10. Vacancies occurring on the Board of Trustees shall be filled for the uncompleted year by appointment by the remaining Trustees. Any remaining unexpired terms of office shall be deemed vacant and shall be filled by election at the next Annual Meeting.

Section 11. A Trustee of the Congregation may be determined to be unable to discharge the duties of the position by a vote of at least six (6) members of the Board of Trustees, at which time the position shall be deemed vacant.

Section 12. Two-thirds of Trustees present shall constitute a quorum. A simple majority of those present shall prevail unless otherwise specified in these By-laws.

## Article VI. Officers

Section 1. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer, and shall be elected by the Congregation from the Board of Trustees. At each Annual Meeting, the officers shall be elected to serve in that capacity for one (1) year or until their successors have been elected.

Section 2. The Executive Committee shall see that all committees are staffed and chaired.

Section 3. No officer, with the exception of the Treasurer, shall be eligible to serve more than three (3) consecutive one (1) year terms in that office until after an interval of one year. The Treasurer may serve as long as six (6) consecutive years.

Section 4. An officer or trustee of the Congregation may be removed by two-thirds (2/3) majority vote of the voting members present at a special meeting called for the purpose according to Article IX of these by-laws.

#### Article VII. Duties of Officers

The officers shall perform the duties prescribed by this Constitution and By-laws and by the parliamentary procedures as defined in the current edition of Robert's Rules of Order.

Section 1. The President shall:

- A. preside at business meetings of the Congregation and of the Board of Trustees.
- B. be an ex-officio member of the Personnel Committee.
- C. have the authority to sign all deeds, contracts, and other legal documents on behalf of the Congregation.
- D. act as chief administrative officer of the Congregation

Section 2. The Vice-President shall:

- A. in the absence of the President, serve in his/her stead
- B. in the case of the resignation or death of the President, assume that office for the unexpired term.
- C. preside at the Coordinating Council
- D. in the absence of an Office Administrator, maintain the building use events calendar

Section 3. The Secretary shall:

- A. record the minutes of the Board of Trustees meetings, the Annual Meeting of the Congregation and the Coordinating Council meetings
- B. post the minutes from Board of Trustees and Coordinating Council meetings monthly in an accessible location
- C. in the absence of an Office Administrator, be custodian of the Congregation's records located in the church office file cabinet except for the financial records
- D. be responsible for correspondence from the Board of Trustees.

Section 4. The Treasurer shall:

- A. be entrusted with the custody of the Congregation's funds and be responsible for:
  1. keeping an account of all receipts and expenditures
  2. collecting pledges, donations and all funds raised for the benefit of the Congregation
  3. paying the expenses incurred by the Congregation in the normal course of business with all checks being signed by two (2) of four approved signers authorized by the Board of Trustees
  4. preparing and presenting financial statements to the Board of Trustees at regularly scheduled meetings and the Annual Meeting and posting them for the Congregation regularly in an accessible location

- B. maintain the official list of pledges and the record of membership and have a current list of voting members available at any meeting that may involve a vote.
- C. notify the Board of Trustees of those members who no longer qualify as voting members.
- D. be a non-voting member of the Finance Committee.
- E. based on input from counsel or the payroll company, insure that all federal, state and local returns, reports or other items required by law are properly prepared and filed with the proper authorities in a timely manner.
- F. execute these duties in conjunction with the Finance Committee.

## Article VIII. The Minister

Section 1. According to the terms of the contract between the minister and the Congregation, the minister shall be responsible for the conduct of worship within the Congregation and for the Congregation's spiritual interests and affairs. The Minister shall be in fellowship with the UUA and conduct him/herself in accordance with the UU Ministers Association Guidelines and Code of Professional Practice. The minister shall have the freedom of the pulpit as well as freedom to express his or her own opinion, outside the pulpit.

Section 2. The minister shall be a non-voting member of the Board of Trustees and of such committees as the Board and the minister shall agree upon.

Section 3. To call a minister to serve the Congregation, the qualified voting members of the Congregation shall elect a Ministerial Search Committee of seven (7) members at a special meeting of the Congregation called for the purpose.

Section 4. Upon the recommendation of the Ministerial Search Committee, the minister shall be called by a **90%** majority vote of the voting members of the Congregation present at a special meeting called for the purpose according to Article IX of these by-laws.

Section 5. Committee on Ministry and Right Relations

A. The Committee on Ministry (COM) is responsible to the governing board and minister for monitoring and supporting the spiritual health of the congregation so that its mission may be upheld through its various shared ministries. The Committee's responsibilities regarding maintenance of right relations include consultation and recommendation when concerns arise regarding perceived violations of the Disruptive Behavior Policy. The intent of this committee is to strengthen all ministries of the congregation shall become the purview of the proposed new Committee on Right Relations (see Article XI. Committees).

B. The COM shall be composed of a minimum of three (3) and no more than five (5) voting members of the Congregation other than officers, Trustees, or employees. They shall be appointed within three (3) months of the start of the initial contract between the Minister and Congregation.

C. Initial members of the committee shall serve from the time of appointment until either the end of the fiscal year, two (2) years, or three (3) years, as determined by the Board of Trustees. Thereafter, a new member of the committee shall be appointed by the Board in consultation with the Minister and the Nominating

Committee at the conclusion of a term of three (3) years. Committee members shall not serve consecutive three (3) year terms.

D. The COM will hold confidential meetings.

E. Upon resignation of a committee member prior to the expiration of the member's term, the Board of Trustees will appoint another member to serve the unexpired portion of that term in consultation with the Minister and the Nominating Committee.

Section 6. The minister shall participate in an annual congregational review conducted by the Board of Trustees. (See Article V. Section 4)

Section 7. The minister may be dismissed by a two-thirds (2/3) vote of the voting members of the Congregation present at a special meeting called for the purpose according to Article IX of these by-Laws.

Section 8. In the event of the minister's dismissal, his or her salary and allowances shall be continued for three (3) months after the date of dismissal.

Section 9. Should the minister offer his or her resignation, three (3) months' notice, in accordance with UUA's guidelines, must be given at the time the resignation is made, unless the Board of Trustees allows a shorter interval. Compensation is to be negotiated by the Board of Trustees and the minister.

Section 10. In the event the Congregation votes to participate in a special program requiring that a professional leader (e.g. Interim minister, extension minister), be placed for a limited period of time rather than called by the Congregation the calling procedure specified in this article shall be waived.

#### Article IX. Meetings

Section 1. The Annual Meeting of the Congregation shall be held on the first Sunday in May in the Congregation's meeting place for the purpose of electing officers and trustees, adopting the budget, presenting brief summary reports of the minister, officers, committees and staff (with complete written copies available for review), and for any other business that may arise.

Section 2. Special meetings of the Congregation may be called by the Board of Trustees at any time, or shall be called by them upon the written request of at least fifteen percent (15%) of the voting members of the Congregation. Such written request must set forth the purpose of the special meeting to be called. No business other than that specified in the call shall be transacted at a special meeting.

Section 3. Notice of each meeting of the Congregation shall be prepared by the Secretary or such member of the Congregation as the Board of Trustees may name. Such notice, stating the purpose of each meeting, shall be issued in writing to all voting members at least two (2) weeks prior to the date of such meeting. When services are not being held, the notice shall be issued at least three (3) weeks prior to the meeting. If the purpose of the meeting includes an election, notice of the meeting shall include the names of the nominees.

Section 4. A quorum for each congregational meeting shall consist of at least thirty percent (30%) of the voting members of the Congregation.

Section 5. At each meeting of the Congregation, the President of the Board of Trustees shall appoint a parliamentarian to advise the Chair and the members of the fair and efficient use of parliamentary procedures as defined in the current edition of Robert's Rules of Order and this Constitution and By-laws to achieve the purposes of the meeting.

#### Article X. The Nominating Committee

Section 1. The Nominating Committee shall be composed of three (3) members other than officers, Trustees, or employees of the Congregation.

Section 2. Initially the Nominating Committee shall be composed of three (3) members elected by the Congregation from a list prepared by the appointed Nominating Committee. Two members of the Committee shall serve a term of one (1) year and one member shall serve a term of two (2) years. It is recommended that the immediate Past President serve as an Ad Hoc member of the committee.

Section 3. Thereafter, each member of the Committee elected from a slate of candidates at the conclusion of a term shall serve for two (2) years. Members shall be elected at the Annual Meeting in May. No member shall be eligible to serve consecutive terms until the lapse of one (1) year.

Section 4. It shall be the duty of this committee to nominate candidates from the voting members of the Congregation, in consultation with the Treasurer, for positions to be filled (see Article VII, Section 4B). The Nominating Committee shall report the slate of candidates and their biographies in the newsletter a minimum of two (2) weeks before the Annual Meeting. At the Annual Meeting in May, additional candidates, with their prior written approval and biographical information given by the nominator, may be nominated from the floor.

Section 5. When a search is to be made for a Minister in accordance with Article VIII, Section 3, the Nominating Committee shall prepare a slate of seven (7) candidates for membership on the Ministerial Search Committee. This list shall be published at least two weeks prior to a special meeting called to elect members for this search. This is in keeping with Article IX, Section 2.

Section 6. The Nominating Committee supplies a list of willing and qualified candidates for chairperson or committee member for:

- A. any standing committee
- B. any ad hoc committee.
- C. the Board of Trustees for a newly appointed special committee.

Section 7. Vacancies on the Nominating Committee shall be filled for the unexpired term by appointment by the Board of Trustees in consultation with the remaining Nominating Committee members.

#### Article XI. Committees

Section 1. The following committees shall be created with their members being elected by the Congregation. They are:

- A. The Nominating Committee (see Article X)
- B. The Ministerial Search Committee (see Article VIII. Sections 3 and 4)
- C. The Committee on Right Relations (see Article XIV)

Section 2. At a minimum the following Standing Committees are authorized:

- A. Building and Grounds
- B. Finance
- C. Membership
- D. Religious Education
- E. Social Justice
- F. Worship Services
- G. Personnel

Section 3. Special committees of the Congregation may be appointed at any time by the Board of Trustees. When special objectives or deadlines are to be achieved, the Board of Trustees shall present the charge to the committee in writing.

Section 4. An Auditing Committee of two (2) or more persons shall be appointed by the Board of Trustees to review the Treasurer's records and accounts, and to present a written report at the Annual Meeting.

Section 5. All committee chairpersons shall be voting members of the Congregation as defined in Article IV, section 3.

Section 6. Any committee member may be removed by the Board of Trustees.

#### Article XII. Coordinating Council

Section 1. The Coordinating Council shall be composed of Committee Chairpeople, the Board of Trustees, and paid staff members.

Section 2. The Council shall meet monthly to plan, communicate, and coordinate Congregational activities.

Section 3. The Vice-President shall preside at these meetings.

#### Article XIII. Adirondack Foothills Peace Center

Section 1. The Peace Center will support the purpose of the Congregation. (See Article II.)

Section 2. The Peace Center is authorized under the auspices of the Congregation, with its own checking account requiring two (2) signatures (a Committee member and the Treasurer of the Congregation), and is to make at least an annual financial report to the Board of Trustees.

#### Article XIV. Committee on Right Relations (CORR).

Section 1. The Committee on Right Relations shall be composed of three (3) members (other than Officers, Trustees, or employees of the congregation).

Section 2. The Committee on Right Relations shall be composed of three (3) members elected by the Congregation from a list prepared by the appointed Nominating Committee in consultation with the Board. These members shall each serve a two (2) year term.

Section 3. Members of the Committee on Right Relations shall be elected from a slate of candidates at

The conclusion of their two year terms. Members shall be elected at the annual meeting in May. No member shall be eligible to serve consecutive terms until the lapse of one (1) year.

Section 4. It shall be the duty and responsibility of the Committee on Right Relations to maintain right Relations among congregants (including the minister) in close consultation and recommendation with the Committee on Ministry, the Board, and the minister when concerns arise regarding perceived violations of the Disruptive Behavior Policy.

Section 5. Vacancies on the Committee on Right Relations shall be filled for the unexpired term by Appointment, by the Board of Trustees.

#### Article XV. Fiscal Year

The fiscal year of the Congregation shall begin on July 1 and end June 30.

#### Article XVI. Amendments

The Constitution and By-laws may be amended by a quorum (See Article IX. Section 4) of the Congregation by a two-thirds (2/3) vote. Written notice for the meeting must state that amendments to the By-laws are to be acted upon and copies of the proposed amendments must be available to all voting members of the Congregation.

#### Article XVII. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Congregation in all applicable cases unless agreed upon by a majority of the voting members of the congregation.

#### Article XVIII. Dissolution

In the case of dissolution of the Congregation, all of its property, real and personal, after paying all just claims upon it, shall be conveyed and vested in the Unitarian Universalist Association or its legal successors or to any Unitarian-Universalist-related organization. The Board of Trustees of the Congregation shall perform all actions necessary to effectuate such conveyance.

#### Article XIX. Former Constitution and By-laws.

This Constitution and By-laws as revised and approved by the congregation on May 6, 2012 shall supersede and make obsolete any by-laws or constitution previously adopted by this Congregation.

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Katy Butler

Facilitator, By-laws Revision Committee

John Davis

Mark Landon

Elayne Leonelli

Tim Shuler, Board Liaison

May 6, 2012



*AMENDED May 5, 2013*

*Article V – number of trustees changed from nine (9) to six (6)*

*Article V, Sections 7 - two (2) year terms changed from three (3) year terms*

*Article V, Section 8 – three (3) consecutive terms changed from two (2) consecutive terms*

*AMENDED May 4, 2014*

*Article VIII. Section 5. – Ministerial Relations Committee changed to Committee on Ministry and Right Relations*

*AMENDED May 7, 2017*

*Article V. Section 12 – Change in quorum of Board of Trustees*

*Article VIII, Section 5 (A), (B), (D). – Separating Committee on Right Relations from the Committee on Ministry*

*Renumber and Change the current Articles XIV, XV, XVI, XVII, and XVIII to Articles XV, XVI, XVII, XVIII, and XIX*

*AMENDED May 6, 2018*

*Article V. – number of trustees changed, consisting of six(6) voting members TO consisting of “at least” six (6) voting members*



