

Original ByLaws approve 4-8-00
Changes approved 10-25-03
Changes approved 5-5-08

**CLARA BARTON DISTRICT OF
UNITARIAN UNIVERSALIST CONGREGATIONS, INC.**

~ BYLAWS ~

This organization accepts Article II, The Principles and Purposes, of the Bylaws of the Unitarian Universalist Association as its objectives and affirms its cooperative relationship with the Unitarian Universalist Association in support of those ends.

ARTICLE I. NAME

The name of this organization is The CLARA BARTON District of Unitarian Universalist Congregations, Inc. and is referred to herein as the "District." The District is incorporated in the Commonwealth of Massachusetts.

ARTICLE II. PURPOSE

In addition to the objectives set forth in the preamble to these Bylaws, the purposes of the District are:

- a. to cultivate cooperative relationships among the Member Congregations of the District and their constituencies;
- b. to promote the religious life and continued growth of the Member Congregations;
- c. to assist Member Congregations in carrying on active and effective programs in their respective communities;
- d. to cooperate with the Unitarian Universalist Association; and
- e. to cultivate and assist in the establishment of new churches, parishes, fellowships, societies and congregations within the geographic boundaries of the District.

ARTICLE III. MEMBER CONGREGATIONS AND DELEGATES

Section 1. Member Congregations. Any church, parish, fellowship, society or congregation that is (i) located in the CLARA BARTON District, as said District is defined by the Unitarian Universalist Association, and (ii) affiliated with the Unitarian Universalist Association is eligible to be a Member Congregation of this corporation. Any such church, parish fellowship, society or congregation that is current in its dues to the District for the preceding fiscal year or that has had such dues waived by the District's Board of Directors is a Member Congregation and is entitled to full participation as such.

Section 2. Member Congregation Delegates. Unless otherwise required by law, the Articles of Organization or these Bylaws, all business to be conducted by Member Congregations of the District shall be conducted by the Delegates of Member

Congregations in good standing. Delegates shall serve the interests of the Member Congregations they represent.

Section 3. Delegates. The number of Delegates to which a Member Congregation is entitled shall be determined as follows:

a. Each Member Congregation is entitled to representation by the ordained minister(s) serving the congregation and additional delegates proportional to the size of its certified membership, as recognized at the preceding General Assembly of the Unitarian Universalist Association, based on the following schedule:

Size of Certified Membership	Total Number of Delegates
< 50	2
50-100	3
101-200	4
201-300	5
301-400	6
401-500	7
501-600	8
601-700	9
701-800	10
801-900	11
901-1000	12
over 1000	13

Each Member Congregation is responsible for certifying all of its Delegates to the District prior to the opening of each meeting. Certified Delegates shall have the right to vote and make binding decisions on behalf of the Member Congregation.

ARTICLE IV. MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the District shall be held during either the month of March or April at a time and place determined by the District's Board of Directors. The following business will be conducted at the Annual Meeting:

- a. The District's Annual Report and the auditor's report on all of funds of the District will be distributed to the Delegates;
- b. The District Operating Budget shall be voted on;
- c. Any proposed change in the District dues shall be voted on;
- d. Officers and Directors and other elected officials will be elected in accordance with these Bylaws; and
- e. Any other business properly coming before the meeting will be conducted.

Section 2. Special Meetings. Special meetings of the Member Congregations may be called by a majority of the Board of Directors or by a majority the Executive Committee and must be called by the Clerk following receipt by the Clerk of a written request by not fewer than 40 members in good standing with Member Congregations in good standing, representing at least eight 8 Member Congregations. Any meeting called by the Clerk following written request shall take place within 60 days following the Clerk's receipt of the written request.

Section 3. Notice. The Clerk shall send written notice of any District meeting to the Clerk of each Member Congregation at least 21 days prior to an annual or special meeting of Member Congregations. Each Member Congregation shall be responsible for providing notice to its Delegates.

Section 4. Quorum. At any meeting of the Member Congregations, 30 Delegates representing at least 10 Member Congregations in good standing shall constitute a quorum.

Section 5. Voting and Voice. Each certified Delegate shall be entitled to one vote on matters to come before a meeting of the Member Congregations. Only those Delegates that are present may vote, except that Delegates may cast absentee ballots with respect to the election of the UUA Trustee. When permitted, absentee ballots for will be mailed to each Member Congregation with the notice of the meeting and full instructions as to their effective use.

Section 6. Action at Meeting. Unless a different vote is required by law, the Articles of Organization or these Bylaws, action of the Member Congregations on any matter properly brought before a meeting of the Member Congregations shall require, and may be effected by, the affirmative vote of a majority of the Delegates present or, where permitted, represented by absentee ballot, and voting on such matter. Election of any Officer, Director or other elected official shall be determined by a plurality of the votes cast by Delegates present and voting in the election.

ARTICLE V. ELECTED OFFICIALS OF THE DISTRICT

Section 1. Officers. The officers of the District shall be a President, Vice President, Treasurer, Clerk and such other officers as may from time to time be determined by the Board of Directors.

Section 2. Board of Directors. The Board of Directors shall consist of the President, Vice President, Treasurer, Clerk and 7 other Directors. The UUA Trustee, APF Committee Chair, and all professional staff of the District shall be ex-officio members of the Board without a vote.

Section 3. Election and Terms.

a. The President and Clerk shall be elected in odd numbered years for a two-year term or until their successors are duly elected and qualified. The Vice President and Treasurer shall be elected in even numbered years for a two-year term or until their successors are duly elected and qualified.

b. Officers may serve up to two terms in a particular office. An Officer completing a term following a vacancy in the office may stand for election for two full terms.

c. Directors shall be elected at the Annual Meeting to serve three-year terms. Open director seats shall be elected each year. A Director may serve up to two terms as a Director. A Director completing a term following a vacancy in a Director's seat may stand for election for two full terms.

d. All Officers and Directors shall assume office as of July 1st following the Annual Meeting at which they are elected.

e. No person may serve more than 8 consecutive years in any combination of elected offices of the District.

f. In the event of an uncontested election, the Clerk may be authorized, by voice vote of the Delegates, to cast one ballot for the slate as presented.

Section 4. Qualification for Office. Each Officer and Director must be (i) a member in good standing with a Member Congregation in good standing or (ii) a minister or religious educator called, affiliated with or employed by a Member Congregation. All Officers shall be twenty-one (21) years of age as of July 1st following the Annual Meeting at which they are elected. The Clerk must be a resident of Massachusetts. No person may hold more than one of the offices provided for in these bylaws simultaneously, provided, however, that Officers also serve on the Board.

Section 5. Vacancies in Elected Positions.

a. Any vacancy at any time existing in any elected position may be filled by the Board at any meeting and the successor to the elected position shall hold office for the unexpired term of his or her predecessor.

b. An Officer or Director may at any time resign by giving written notice to the District's principal office or to the President or Clerk. Such resignation shall take effect upon delivery, unless a later time is specified in the resignation.

c. An Officer or Director may be removed by a three-fourths vote of the entire Board if, in the opinion of the Board, such Officer or Director is incapacitated, unwilling or otherwise unable to carry out the duties required by these Bylaws.

d. Any officer or director may be removed, with or without cause, by a majority vote of the Delegates present and voting at a meeting.

ARTICLE VI. DUTIES OF THE OFFICERS

Section 1. President. The President, when present, shall preside at all meetings of the Member Congregations and of the Board. It shall be the President's duty and the President shall have the power to see that all orders and resolutions of the Board are carried into effect. The President shall serve as the Chief Executive Officer of the District except as the Board may otherwise provide. The President shall from time to time report to the Board all matters within his or her knowledge that the interests of the District may require to be brought to the Board's notice. The President shall perform such duties and have such powers additional to the foregoing as these Bylaws provide or as the Board shall designate

Section 2. Vice President. The Vice President shall be vested with all of the powers and responsibilities of the President in the event of the President's absence or inability to serve. The Vice President shall supervise and coordinate the programs of the District with the assistance of the District staff and any committees, working groups, or task forces. Additionally, the Vice President shall perform such other duties and have such other powers as the Board shall designate from time to time.

Section 3. Clerk. The Clerk, who must be a resident of Massachusetts, shall keep an accurate record of the proceedings of all meetings of the District and of the Board and give accurate notice of the date, time, place and agenda for all meetings of the District. The Clerk shall be responsible for the corporate seal and for its appropriate use. The Clerk shall perform such other duties and have such other powers as the Board shall designate from time to time.

Section 4. Treasurer. Subject to the authority and supervision of the Board, the Treasurer shall be the steward and custodian of all District funds, securities and other

property owned by the District. The Treasurer's duties shall include, but not be limited to:

a. receiving and holding all monies, securities, and other property as shall be paid or delivered to the District and earnings thereon, making all authorized disbursements, and keeping a faithful record of all financial transactions using generally accepted accounting practices;

b. assisting the Board in preparing the District's annual operating and capital budget, and presenting the same to the Annual Meeting in conjunction with an annual report of District revenues and expenditures;

c. causing the financial records and accounts of the District to be examined and audited by an independent third party, selected by the Board, no less often than every two years;

d. subject to the advice and consent of the Board, appointing and delegating specific financial responsibilities to a person or persons for a specified duration of time.

The Treasurer shall perform such duties and have such powers additional to the foregoing as the Board may designate.

ARTICLE VII. ACTION OF THE BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors, subject to any action at any time taken by the Member Congregations, shall have the authority and general powers necessary or appropriate to conduct the affairs of the District, which powers shall include, but not be limited to:

a. The right to purchase, lease, or otherwise acquire for the District real or personal property and to pay for the same wholly or partially in notes, bonds, mortgages, or other evidence of indebtedness of the District on such terms and conditions as it thinks is wise.

b. The right to sell, lease, mortgage, exchange or otherwise dispose of any property or rights of the District and the power to accept, as consideration, any mortgages, notes, bonds, property or other obligations or rights of any person, firm or corporation.

c. The right to borrow or raise money for the District by issue of notes or other obligations convenient therefor, and secure the same by mortgage, pledge, deed or trust, or in any other manner, on any property of the District and make, execute and issue contracts, promissory notes, and other negotiable or transferable instruments.

d. The authority to receive or decline funds given to district.

e. The authority to reallocate budgeted amounts within the Annual budget.

f. The authority to spend up to 10% of budget in excess of the approved total budget.

g. The power to control and invest the permanent funds and trust funds of the District.

h. The custody of the securities of the district.

i. The right to employ or to terminate employment through policies which conform to the applicable laws in Connecticut, Massachusetts and the United States.

Section 2. Priorities. The Board may organize its work in any manner it deems appropriate that is consistent with the accomplishment of the Board's duties as specified in this Article.

Section 3. Meetings of the Board. The Board shall conduct a transitional retreat each year within three months of the Annual Meeting. There shall be at least 3 additional regular meetings of the Board per year scheduled appropriately throughout the year. Regular meetings shall be held at such times and places as shall from time to time be fixed by resolution of the Board. No notice need be given of regular meetings. Special meetings of the Board may be called by the President and must be called by the Clerk at the request of 5 Directors. Electronic or written notice of each special meeting of the Board shall be sent by the Clerk to each member of the Board at least 10 days prior to the date of the meeting.

- a. All meetings of the Board are open to Member Congregations.
- b. Minutes of all Board meetings are available to Member Congregations upon request.

Section 4. Quorum. At any meeting of the Board, 50% of the total number of existing Board seats shall constitute a quorum for the transaction of business, provided that any number of Board members constituting a majority of Board members present at a meeting may approve any reasonable adjournment of the meeting.

Section 5. Action by the Board. At any meeting of the Board at which a quorum is present, the action of the Board on any matter properly brought before the meeting shall be decided by vote of a majority of those Board members present, unless a different vote is required by law, the Articles of Organization or these By-laws.

Section 6. Action by Written Consent. Any action by the Board may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes. This vote must be unanimous to be binding.

Section 7. Electronic Conference Meetings. Board members may participate in a meeting of the Board by means of a conference telephone or other communications equipment that enables all persons participating in the meeting to hear one another. Participation by such means shall constitute presence in person at a meeting.

Section 8. Committees. The sole standing committee of the Board of Directors is the Executive Committee composed of the Officers. The UUA Trustee and the District's professional staff shall be ex-officio members of the Executive Committee, without vote. The Executive Committee shall have the authority, between Board meetings, to decide immediate and compelling matters that arise and on which action must be taken. A written report of any action taken shall be given to the full Board at or prior to the next Board meeting. Meetings of the Executive Committee may be called by the President and must be called by the Clerk at the request of 3 members of the Executive Committee.

The Board may establish and/or disband such other committees and may delegate thereto some or all of the Board's powers, except those powers which by law, the Articles of Organization or these Bylaws may not be delegated.

ARTICLE VIII. NON-BOARD STANDING COMMITTEES

Section 1. The Leadership Development / Nominating Committee. The Leadership Development / Nominating Committee shall select nominees for election as Officers, Directors and members of the Leadership Development / Nominating Committee and shall accept nominations for Trustee of the UUA Board.

a. The Leadership Development / Nominating Committee shall consist of 6 members, at least two of which shall be from Connecticut and at least two of which shall be from Massachusetts. Two members of the Leadership / Nominating Committee shall be elected by the Delegates at each Annual Meeting for staggered three-year terms. Each member of the Leadership Development / Nominating Committee must be a member in good standing with a Member Congregation in good standing.

b. Members of the Leadership Development / Nominating Committee may not serve more than two consecutive full terms.

c. For each elected position to be filled at a meeting of Member Congregations, the Leadership Development / Nominating Committee shall present at least one nomination.

d. The Leadership Development / Nominating Committee will submit its report of nominees to the Board at the principal offices of the District at least 30 days prior to the Annual Meeting.

e. In proposing nominees, the Leadership Development / Nominating Committee shall seek to maintain, insofar as is feasible, a diversity of representation of Member Congregations and groups of interest (to include youth) and of residents of Connecticut and Massachusetts.

f. The Leadership Development / Nominating Committee shall identify and develop leadership within the District and work with District Staff to promote leadership development at both the District and Member Congregation level.

Section 2. The Grants Committee. The Grants Committee shall evaluate grant applications from Member congregations and make appropriate awards of the District's endowment funds under the policies set forth by the Board.

a. The Grants Committee will consist of at least 5 persons and a Director designated by the Board to serve as Chair of the Committee. Each member of the Grants Committee must be a member in good standing with a Member Congregation in good standing.

b. The members of the Grants Committee shall be appointed by the Board of Directors at its first meeting following the Annual Meeting.

ARTICLE IX. INDEMNIFICATION

Each person who at any time shall be or shall have been a Director, Trustee, Officer, volunteer in any acknowledged capacity, or employee of the District and the legal representative of such person, shall be indemnified and held harmless by the District from and against any and all liabilities and expenses actually imposed or necessarily incurred in connection with any action, suit or other proceeding in which such person is, or the person's representatives are, made a party or parties or with which any of them may be threatened, while in office or thereafter, by reason of the person's being or having been a Director, Officer, volunteer or employee, or by reason of any alleged act or omission to act made in such capacity. Said indemnification shall cover all amounts paid by any such person or such person's legal representatives in compromise or

settlement, if, but only if, the compromise or settlement is approved as being in the best interest of the District by a resolution adopted by the Board of Directors with the person(s) to be indemnified abstaining if such person is a member of the Board. Said indemnification shall not cover liabilities or expenses imposed or incurred in connection with any matters as to which such a person shall be adjudged finally in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation in the performance of duties as a Director, Officer, volunteer or employee, as the case may be. The various provisions of this Article are separable and independent and shall not be exclusive of any other rights to which the Director, Officer, volunteer or employee or such person's legal representatives may be entitled.

ARTICLE X. ELECTION OF A TRUSTEE TO THE UUA BOARD

Section 1. Election Process. A Trustee representing the CLARA BARTON District of the Unitarian Universalist Association shall be elected according to the Bylaws of the Unitarian Universalist Association covering Nomination and Election of Trustees Representing Districts, and Vacancies in said Trustee positions, including the particulars set forth below.

Section 2. Qualifications. Nominees for the Trustee position must be members in good standing with a Member Congregation or ministers or religious educators called, affiliated with or employed by a Member Congregation of the District.

Section 3. Method of Nomination.

a. The Leadership Development / Nominating Committee may nominate one or more qualified candidates for the position of Trustee.

b. Each Member Congregation may, by vote at an annual or special meeting of the Member Congregation, nominate one candidate, and only one candidate, and shall certify such nomination to the Leadership Development / Nominating Committee at least 60 days prior to the election.

c. Any group of 50 or more members in good standing of Member Congregations in good standing may nominate one candidate, and only one candidate, provided at least 10 members representing at least five Member Congregations certify the nomination, which nomination must be received by the Leadership Development / Nominating Committee at least 60 days prior to the election.

Section 3. Method of Election. The Leadership Development / Nominating Committee shall present a ballot of all qualified candidates for the Trustee position to the Annual Meeting or to a Special Meeting called for the purpose. Delegates may cast absentee ballots in the election for the Trustee position.

Section 4. Term. The Trustee representing CLARA BARTON District shall be elected for a term of four years and may serve no more than two consecutive terms.

Section 5. Uncontested Election. In the event of an uncontested election for a new or incumbent Trustee, the Clerk may be authorized, by voice vote of the Delegates, to cast one ballot for the nominee as presented.

ARTICLE XI. GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year begins on each July 1 and ends on each June 30.

Section 2. Bonding. Any person or persons handling District funds, securities, and other properties shall be bonded for an amount determined by the Board.

ARTICLE XII. DISSOLUTION OF THE DISTRICT

Dissolution of the CLARA BARTON District of the Unitarian Universalist Association shall require a vote of two-thirds of Member Congregations present and voting at an annual or special meeting called for this purpose and identified in the written notice of the meeting. In the event that the CLARA BARTON District shall be dissolved without concurrent merger or consolidation with another entity or with the Unitarian Universalist Association or shall fail to hold an Annual Meeting for 2 consecutive years, the Treasurer shall pay over and deliver such assets as may be the property of the District to the Unitarian Universalist Association, a corporation of the Commonwealth of Massachusetts, its successors or assigns.

ARTICLE XIII. VOTING ON STATUTORY MATTERS

On any matter that by statute requires a vote of the "members" of the District, each Member Congregation shall be entitled to only one vote and the vote will be taken by written ballot. This ballot may be presented in person by an authorized officer of the Member Congregation or, in the case of merger or dissolution, by absentee ballot, signed by at least two duly authorized officers of the Member Congregation. When permitted, absentee ballots will be mailed to each Member Congregation with the notice of the meeting and full instructions as to their effective use. Failure to vote will be construed as an abstention. Voting authority is not delegated to the Delegates on such matters.

ARTICLE XIV. AMENDMENTS

These Bylaws may be amended by a vote of two-thirds of Member Congregations present and voting at an annual or special meeting, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting. Amendments to these Bylaws may be proposed by petition signed by authorized officers of at least 8 Member Congregations in good standing or by the Board of Directors.