

Unitarian Universalist District of Metropolitan New York

BYLAWS

1 ARTICLE I NAME

2
3 The name of this organization shall be The Unitarian Universalist District of Metropolitan New
4 York, Inc. and it shall hereinafter be referred to as the "District".
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6 ARTICLE II PURPOSE

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8 **Section 1.** The District, herein also referred to as the corporation, is organized under the laws of
9 the State of New York exclusively for the following purposes: religious and charitable, as
10 specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not
11 carry on any activities not permitted to be carried on by a corporation exempt from Federal
12 Income Tax, under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
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14 **Section 2.** The purpose of the District shall be to sustain and further communication and
15 cooperation among Unitarian Universalist Congregations in the District, and between the
16 congregations and the Unitarian Universalist Association (hereinafter referred to the as "UUA")
17 to the end that Unitarian Universalism in the District may be strengthened and extended. The
18 District shall promote visibility and awareness of the Unitarian Universalist faith, make the
19 varied resources of our religious movement more directly available to our congregations, and
20 cultivate cooperation among the member congregations.
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22 **Section 3.** The District may assist other Unitarian Universalist organizations in the District that
23 support the work of the congregations.
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25 **Section 4.** The District will also work actively to support and sustain anti-racism, diversity, and
26 growth in the congregations.
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28 ARTICLE III MEMBERSHIP

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30 **Section 1.** The members of this organization shall be the congregations affiliated with, and lying
31 within the boundaries of this District as established by the UUA.
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33 **Section 2.** The Congregations shall contribute to the financial support of the District by an
34 annual payment of District Full Share as approved by the District Board.
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36 **Section 3.** All official communications to the membership shall be sent to each minister, the
37 chief lay officer and the Chairperson of the Denominational Affairs Committee of each
38 Congregation, each District Trustee, the District executive staff, the UUA Trustee elected or
39 appointed by this District, and all officers and Trustees of the UUA who are residents of the
40 District.

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ARTICLE IV MEETINGS

Section 1. The annual meeting of the District shall be held each year in either the month of April or the month of May at such time and place in the District as shall be determined by the Board of Trustees. This date shall be set and notice thereof distributed to the membership by February 15.

Section 2. Special meetings may be called by the Board of Trustees and shall be called by the Board at the written request of 24 individual members of at least eight Congregations, or of the governing boards of at least eight Congregations. At any special meeting only that business for which the meeting is specifically called and which has been stated in the notice calling the meeting shall be acted upon.

Section 3. Each Congregation shall be entitled to be represented at meetings of the District by Delegates chosen in accordance with its own bylaws or procedures, in number and type equal to its delegate entitlement prescribed for the UUA General Assembly by the Association's Constitution and Bylaws.

The number of Delegates to which each Congregation is entitled shall be determined as of February 1 annually by virtue of certifications made to the UUA regarding the ensuing General Assembly. The District shall obtain this information from the UUA during the month of February so that it shall apply to all meetings of the District during the period from March 1 through the last day of February.

Section 4. The official call for the annual meeting shall be sent in accordance with the requirements of Article III Section 3 by February 15 and for Special Meetings no fewer than 21 days prior to the meeting. The copy of such call sent to the principal officer of each Congregation shall be accompanied by official credentials for each Delegate to which such Congregation is entitled. Delegates attending meetings shall have had their credentials authenticated by the principal officer, the Secretary or Clerk, or by the Minister of the Congregation.

Section 5. Delegates numbering 24, representing no fewer than eight Congregations, shall constitute a quorum for any District meeting.

Section 6. The following business actions can only be taken at meetings of the District, either the annual meeting or any special meetings: 1) the election of the President, the Trustees, and the Nominating Committee, 2) any amendments to these Bylaws, and 3) any proposals to change the status of the District, including proposals to merge or abolish it.

ARTICLE V BOARD OF TRUSTEES

Section 1. Effective with the close of the 2008 annual meeting, the Board of Trustees shall consist of nine members: the President of the District, and eight Trustees elected at large (hereinafter referred to as "At-large Trustees").

88 **Section 2.** The Board of Trustees shall be responsible for the policies and operational integrity
89 of the District, including financial oversight. The Board may establish such committees as it
90 may deem necessary for its own work.

91
92 **Section 3.** Four At-large Trustees shall be elected at each annual meeting for a term of two
93 years, to serve until the close of the second annual meeting following their election or until their
94 successors shall have been elected. No person shall be a candidate for, nor elected to, the Board
95 of Trustees who is not a member of a District Congregation. Vacancies among At-large Trustees
96 shall be filled by the Board, and persons so appointed shall serve until the close of the next
97 annual meeting or until their successors shall have been elected.

98
99 **Section 4.** No At-large Trustee shall serve for more than three consecutive two-year terms as a
100 Trustee, but such person shall be eligible for election following a two year interval.

101
102 **Section 5.** The Board of Trustees shall establish regular meeting dates not less frequently than
103 three times per year. Special meetings may be called by the President and must be called at the
104 request of three or more members of the Board. Except in an emergency, no fewer than seven
105 days prior notice of the time and place of any meeting and of the purpose of any such meeting
106 shall be given to all members of the Board.

107
108 **Section 6.** Board members may participate in a meeting of the Board by means of a conference
109 telephone or other communications equipment that enables all persons participating in the
110 meeting to communicate with one another. Participation by such means shall constitute presence
111 in person at a meeting. A called Electronic Conference Meeting may be in addition to but shall
112 not replace one of the three required meetings of the Board.

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114 **Section 7.** A majority of the whole Board shall constitute a quorum at any meeting. In order for
115 the Board to take action, a majority of the whole Board must agree.

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117 **Section 8.** In the event a Trustee shall not be present at two successive duly-called meetings of
118 the Board of Trustees, that position is automatically vacant upon the adjournment of the second
119 meeting unless the Board determines otherwise.

120 121 **ARTICLE VI OFFICERS**

122
123 **Section 1.** The officers of the District shall consist of a President and Secretary, each of whom
124 shall be a qualified voting member of the Board.

125
126 **Section 2.** The President shall be the chief governance officer of the District. The President
127 shall preside at all District meetings and shall submit a report of the Board's work at the annual
128 meeting, including the work of any Board committees. The President shall serve as Chairperson
129 of the Board of Trustees, and may represent the District to outside parties. The President shall be
130 a member of the UUA District Presidents Association.

131
132 **Section 3.** The President shall be elected at an annual meeting for a term of two years, to serve
133 until the close of the second annual meeting following election. No person shall serve for more
134 than two full consecutive two-year terms as President.

136 **Section 4.** Should the office of the President become vacant, the Board shall select an interim
137 President until the conclusion of the next annual meeting. If the election of a President is not
138 already scheduled for that time, the Delegates shall elect a President to serve the remainder of the
139 original term.

140
141 **Section 5.** The Secretary shall keep a record of all meetings of the District and of its Board of
142 Trustees. The Secretary shall perform such other duties as may be prescribed by the Board of
143 Trustees. The term of office of the Secretary shall be of one year's duration and shall end
144 following the close of the annual meeting and the election of a successor. The Secretary shall be
145 elected by the Board of Trustees as soon as practical following each annual meeting.

146 147 **ARTICLE VII ELECTION OF DISTRICT OFFICERS**

148
149 **Section 1.** There shall be a chair and four members of a Nominating Committee. They shall
150 serve two year terms and shall not be eligible for re-election without an intervening period of at
151 least two years. Their terms shall be staggered, so that at one annual meeting the chair and two
152 members shall be elected and at the next the other two members shall be elected. At each annual
153 meeting, at least two members of the Nominating Committee shall be elected to two year terms,
154 and additional members shall be elected as needed to complete the committee. No person may
155 be elected to serve on the Nominating Committee who is a member of the Board of Trustees or is
156 currently a candidate nominated for the Board of Trustees. Not more than one member of a
157 Congregation may serve on the Nominating Committee. Vacancies on the Nominating
158 Committee shall be filled by the Board of Trustees, subject to the exclusions set forth in this
159 Section.

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161 **Section 2.** The Nominating Committee is required, prior to the filing of its list, to hold at least
162 one meeting that is attended in person by a majority of its members. It shall solicit suggestions
163 for nominees from all persons who receive official communications pursuant to Article III
164 Section 3, and is expected to consult with such other persons in or familiar with the District as, in
165 its discretion, may be considered to be sources of potential nominee names.

166
167 **Section 3.** The Nominating Committee shall prepare for the annual meeting a list containing
168 one nominee for each vacancy that will occur among the Board and the Nominating Committee.
169 The Nominating Committee shall seek to maintain, insofar as feasible, a diversity of
170 representation of member congregations. The Committee shall obtain the assent of each nominee
171 to stand for office and to serve, if elected, and shall submit its list for distribution as part of the
172 official call to the annual meeting, not later than February 15, together with information as to the
173 procedure for making additional nominations by petition.

174
175 **Section 4.** Additional nominations for the office of President, At-large Trustee and the
176 Nominating Committee may be made by written petition (addressed to the Secretary of the
177 District) from at least 12 congregations. Each petition must be signed by at least ten voting
178 members of the Congregation. No limitation shall apply as to the number of candidates who may
179 be proposed by petition from the same Congregation, provided, however, that no individual shall
180 sign more than one petition and, in the event of duplication, all such duplicate signatures shall be
181 deemed invalid. The Secretary of the District must receive all documentation regarding a
182 nominee not later than 30 days prior to the date of the annual meeting and shall distribute such
183 documentation at the annual meeting.

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Section 5. If after the call to the annual meeting is mailed any nominee of the Nominating Committee dies or withdraws, the Nominating Committee shall propose a new candidate at the annual meeting.

Section 6. The Nominating Committee shall serve as a credentials committee for the annual and special meetings.

ARTICLE VIII ELECTION OF UUA TRUSTEE

Section 1. A Trustee representing the Metropolitan New York District of the UUA shall be elected according to the Bylaws of the UUA covering Nomination and Election of Trustees Representing Districts, and Vacancies in said Trustee positions, including the particulars set forth below.

Section 2. The Bylaws of the UUA provide that in 1971 and in each succeeding fourth year thereafter the District shall elect to the Board of the UUA one Trustee (hereinafter referred to as the "UUA Trustee") who shall represent the District and who shall be elected pursuant to procedures adopted by the District, which procedures shall be in conformity with those certain requirements of the UUA Bylaws governing said elections. A regular election shall take place not less than 45 nor more than 300 days prior to the General Assembly at which the Trustee is to take office.

Section 3. No later than September 30 of each year preceding a year in which an election of a UUA Trustee is to take place, the Board of Trustees of the District shall distribute, in accordance with the requirements of Article III Section 3, notice of the upcoming election, which shall include an explanation of the rules pursuant to which the election shall be held, a calendar of key dates and deadlines, an official nomination form, and an invitation to the Congregations and their members to propose nominees for the office of UUA Trustee.

Section 4. To be eligible to serve as UUA Trustee or to be a candidate for said office, a person must be a member of a District Congregation and must comply with such other eligibility requirements as may, from time to time, be adopted by the UUA.

Section 5. To qualify as a nominee a person shall be proposed by no less than twelve Congregations. Proposal of a nominee by a Congregation may be made in any one of three ways: (a) by action of the congregation at a legal meeting; (b) by action of the governing board; or (c) by petition signed by at least ten voting members of the Congregation. No Congregation shall propose more than one candidate by congregational and/or governing board action, but no limitation shall apply as to the number of candidates who may be proposed by petition from the same Congregation, provided, however, that no individual shall sign more than one petition and, in the event of duplication, all such duplicate signatures shall be deemed invalid. The names of proposed nominees shall be forwarded to the Secretary of the District, postmarked not later than December 31 of that year, accompanied by a certification by the Secretary or other officer of the proposing Congregation as to the action taken at a congregational or governing board meeting or as to the fact that the signatures on a petition are those of voting members of the Congregation. Such certification shall also attest to the fact that the proposed nominee meets the eligibility requirements set forth at Section 3 of this Article.

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Section 6. No later than March 1 in the election year, the District shall send an announcement of the names of the official candidate(s) for UUA Trustee, with biographical information on each candidate, a statement from each candidate, and an explanation of the procedure for the election of the UUA Trustee. Assuming that there is more than one candidate, the copy of such announcement sent to the principal officer of each Congregation shall be accompanied by an official ballot for that Congregation.

Section 7. The number of electoral votes to which each Congregation is entitled is equal to the number of lay Delegates to which that Congregation is currently entitled based upon the official membership reported to the UUA and that number of electoral votes shall be shown on the official ballot for the Congregation.

A congregational meeting must be held to cast the electoral votes of each Congregation; the official call to such meeting shall include the election as an item of business at the meeting. The Congregation shall decide how to prorate its electoral votes. The result shall be entered on the official ballot that shall then be certified by the President or another officer of the Congregation and forwarded to the Secretary of the District, received or postmarked not later than one week before the District annual meeting.

In the event of an uncontested election in which there is only one nominated and qualified candidate the Secretary of the District shall cast a unanimous ballot at the annual meeting for that candidate.

Section 8. If there are no more than two duly nominated candidates, the one receiving the greater number of votes is elected. If there are more than two duly nominated candidates, the ballots shall permit the designation in order of preference of as many choices as there are duly nominated candidates. If no candidate receives a majority of the first choice votes cast, the candidate receiving the fewest first choice votes shall be eliminated, and the ballots cast for such candidate shall be redistributed in accordance with the second choice indicated thereon. This process of eliminating candidates and reallocating votes shall be repeated until one candidate receives a majority of all votes cast, or until only two candidates remain, at which time, the one receiving the greater number of votes is elected.

Section 9. No later than May 15 in each election year, the Secretary of the District shall certify the results of the election to the Secretary of the UUA and insure notification of those in the District required to receive such notice pursuant to Article III Section 3.

Section 10. Should the UUA Trustee or Trustee-elect die, resign, cease to be a voting member or settled minister of a Congregation in the District, the District Board shall declare a vacancy. In the event that more than two years of the current four-year term of the District's UUA Trustee have been completed, the District Board shall fill the vacancy by appointment and the appointee shall serve for the remainder of the unexpired term. If less than two years of the current term have been completed, the District Board shall: (a) fill the vacancy by appointment and the appointee shall serve until the election and qualification of his/her successor; and (b) commence the election procedure set forth at Sections 2 through 9 of this Article on an appropriately revised timetable which maintains, as nearly as practicable, the same time intervals. The UUA Trustee

279 thereupon elected shall succeed the appointee and shall serve for the remaining unexpired
280 portion of the four-year term.

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282 **Section 11.** Should the provisions of this Article be deemed in conflict with those of the Bylaws
283 of the UUA governing election of the District UUA Trustee, the Board is empowered to amend
284 this Article to bring it into conformity with the UUA Bylaws and such amendments shall be
285 subject to ratification at the next annual meeting of the District.

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287 **Section 12.** The UUA Trustee shall be a member ex-officio of the District Board without voting
288 power.

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290 **ARTICLE IX FISCAL YEAR**

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292 The fiscal year of the District shall end on the last day of June in each year.

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294 **ARTICLE X AMENDMENTS**

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296 These Bylaws may be amended by a two-thirds vote of the Delegates present and voting at a
297 special or annual meeting, provided the proposed amendments have been recommended by the
298 Board of Trustees or a petition signed by 30 members of member Congregations from not less
299 than six member Congregations, and further provided that the substance of such proposed
300 amendments has been included in the call for the meeting at which they are to be voted upon.

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302 **ARTICLE XI RULES OF PROCEDURE**

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304 The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of the
305 District and of the Board of Trustees in all cases in which the Rules are consistent with these
306 Bylaws.

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308 **ARTICLE XII DISSOLUTION**

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310 All of the funds and assets of the corporation together with the net earnings thereof and the
311 income realized thereon, shall be devoted exclusively to the purpose for which the corporation is
312 formed, as set forth herein. No member, trustee, officer or employee of the corporation, or any
313 private individual, shall receive or be entitled to receive, under any circumstances, any pecuniary
314 profit or benefit from the operation or liquidation of the corporation, except as reasonable
315 compensation for services rendered in effecting said purposes or as proper beneficiaries of its
316 charitable purposes. Upon any dissolution of the corporation, or any partial or entire liquidation
317 of its property and assets, no member, trustee, officer or employee of the corporation, or any
318 other individual, shall be entitled to any distribution or division of the remaining property or any
319 proceeds thereof, and said property and proceeds, after payment of all debts and obligations of
320 the corporation, shall be used or distributed, subject to any order of the Supreme Court of the
321 State of New York, as provided by law, exclusively for the purposes for which the corporation is
322 formed, as set forth herein.

323
324 In the event of dissolution, all of the remaining assets and property of the organization, after
325 necessary expenses thereof, shall be distributed to such organizations as shall qualify under

326 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a
327 Justice of the Supreme Court of the State of New York.

328
329 The following shall apply so long as it does not in any way conflict with any of the preceding
330 provisions of this Article.

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332 In the event that the District shall be dissolved or hold no annual meetings of Delegates for a
333 period of three years, such assets as may be the property of the District shall be paid over and
334 delivered to the UUA, a corporation of the Commonwealth of Massachusetts, or its successors or
335 assigns.

Adopted unanimously at the District annual meeting April 27, 1974

and amended on May 1, 1976
and amended on April 29, 1978
and amended on April 14, 1984
and amended on October 14, 1989
and amended on November 12, 1994
and amended on January 15, 2000
and amended on April 27, 2002
and amended on April 30, 2005
and amended on April 29, 2006
and amended on April 28, 2007