

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 purpose of the District shall be to sustain and further communication and
9 cooperation among Unitarian Universalist Congregations and coordinate bodies in the District,
10 and between those bodies and the Unitarian Universalist Association to the end that Unitarian
11 Universalism in the District may be strengthened and extended.
12

13 **Section 2.** The Metro NY District shall promote visibility and awareness of the Unitarian
14 Universalist faith, make the varied resources of our religious movement more directly available
15 to our congregations; and cultivate cooperation among the member congregations.
16

17 **ARTICLE III MEMBERSHIP**

18
19 **Section 1** The members of this organization shall be the congregations that lie within the
20 boundaries of this District as established by the Unitarian Universalist Association.
21 Congregations within this jurisdiction may apply for membership through the procedures
22 established by the Unitarian Universalist Association Department of Congregational Services.
23

24 **Section 2.** The Congregations shall contribute to the financial support of the District by an
25 annual payment of District Full Share as shall, from time to time, be determined by the annual
26 meeting of the District.
27

28 **Section 3.** All official communications to the membership shall be sent by email or by regular
29 post to the minister, the chief lay officer and the Chairperson of the Denominational Affairs
30 Committee of each Congregation, to each District Trustee and Committee Chairperson, to the
31 District Congregational Services Consultant and the District Religious Education Consultant,
32 hereafter referred to as the Executive Team, to the UUA Trustee elected or appointed by this
33 District, and to all officers and Trustees of the UUA who are residents of the District. Unless
34 otherwise specifically notified in writing, the Secretary shall assume that the occupants of the
35 above offices shown in the current issue of the UUA Directory will be the individuals who will
36 receive all official communications.
37

38 **ARTICLE IV MEETINGS**

39

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

44
45 **Section 2.** Special meetings may be called by the Board of Trustees and shall be called by the
46 Board at the written request of 24 individual members of at least eight Congregations, or of the
47 governing boards of at least eight Congregations. At any special meeting only that business for
48 which the meeting is specifically called and which has been stated in the notice calling the
49 meeting shall be acted upon.

50
51 **Section 3.** Each Congregation shall be entitled to be represented at meetings of the District by
52 Delegates chosen in accordance with its own bylaws or procedures, in number equal to its
53 delegate entitlement prescribed for the UUA General Assembly by the Association's Constitution
54 and Bylaws.

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56 Each Congregation is also entitled to be represented at meetings of the District by its settled
57 minister (if any) who is in full or associate ministerial fellowship with the Association, and by its
58 Minister of Religious Education or by its active Director of Religious Education or Coordinator
59 of Religious Education (if any) who is accredited by the Association.

60
61 The number of member Delegates to which each Congregation is entitled and the identification
62 of settled minister and Minister of Religious Education, accredited Religious Education Director
63 or Coordinator of Religious Education Delegates shall be determined as of February 1 annually
64 by virtue of certifications made to the UUA regarding the ensuing General Assembly. The
65 Secretary of the District shall obtain this information from the UUA during the month of
66 February so that it shall apply to all meetings of the District during the period from March 1
67 through the last day of February.

68
69 **Section 4.** The official call for the Annual Meeting shall be sent by the Secretary, in accordance
70 with the requirements of Article III, Section 3, by February 15 and for Special Meetings no fewer
71 than 21 days prior to the meeting. The copy of such call sent to the principal officer of each
72 Congregation shall be accompanied by official credentials for each Delegate to which such
73 Congregation is entitled. Delegates attending meetings shall have had their credentials
74 authenticated by the principal officer, the Secretary or Clerk, or by the Minister of the
75 Congregation.

76
77 **Section 5.** Delegates numbering 24, representing no fewer than eight Congregations, shall
78 constitute a quorum.

79 80 **ARTICLE V BOARD OF TRUSTEES**

81
82 **Section 1.** Effective with the close of the 2008 annual meeting, the Board of Trustees shall
83 consist of nine members: the President of the District, and eight Trustees elected at large
84 (hereinafter referred to as "At-large Trustees"). This will reflect completion of the transition
85 from the present Board of 14 members as set out in Section 3, below.

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Section 2. The Board of Trustees shall be responsible for the program and business affairs of the District in accordance with basic policies as established by meetings of the Delegates. The Board may establish such committees and appoint such officers as it may deem necessary to do (serve) its own work.

Section 3. Four At-large Trustees shall be elected at each annual meeting for a term of two years, to serve until the close of the second annual meeting following their election or until their successors shall have been elected and qualified. During the transition period six Trustees shall be elected in 2006, five in 2007, and four annually, commencing in 2008. No person shall be a candidate for, nor elected to, the Board of Trustees who is not a member of a District Congregation. Vacancies among At-large Trustees shall be filled by the Board, and persons so appointed shall serve until the close of the next annual meeting or until their successors shall have been elected and qualified.

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

Section 5. The Board of Trustees shall establish regular meeting dates not less frequently than three times per year. Special meetings shall be called by the President or Secretary at the request of three or more members of the Board. No fewer than seven days prior notice of the time and place of any meeting and of the purpose of any such meeting shall be given to all members of the Board.

Section 6. 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 communicate with one another. Participation by such means shall constitute presence in person at a meeting. A called Electronic Conference Meeting may be in addition to but shall not replace one of the three required meetings of the Board.

Section 7. In the event a Trustee shall not be present at two successive duly-called meetings of the Board of Trustees, that position is automatically vacant upon the adjournment of the second meeting unless the board determines otherwise.

ARTICLE VI OFFICERS

Section 1. The officers of the District shall consist of a President, Vice President, Secretary, and Treasurer each of whom shall be a qualified voting member of the Board.

Section 2. The President shall be the chief governance officer of the District and shall have such duties as are usually associated with such office. He/she shall preside at all membership meetings and shall submit a report of his/her work at the annual meeting. The President shall serve as Chairperson of the Board of Trustees, and may represent the District to outside parties. The President shall be a member of the Unitarian Universalist Association District Presidents Association.

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, or until a successor shall have
134 been qualified. No person shall serve for more than two full consecutive two-year terms as
135 President.

136
137 **Section 4.** Should the office of the President become vacant less than 90 days prior to the
138 Annual Meeting of the year completing a two-year term, the Vice President shall succeed to the
139 Presidency until the conclusion of that annual meeting (as a Presidential election will already
140 have been regularly scheduled).

141
142 If the office of the President shall become vacant more than 90 days prior to the ensuing Annual
143 Meeting, the Vice President shall succeed to that office until the close of the ensuing Annual
144 Meeting and the procedure for the election of a President set forth in Article VII shall hold for
145 the election of a President for a full two-year term.

146
147 **Section 5.** The Vice President, in the absence of the President or in the event of his/her
148 disability, shall perform his/her duties. In the case of the death or resignation of the President, the
149 Vice President shall succeed to that office as provided in Section 4 hereof, but nothing herein
150 shall extend that person's term as a voting Board member beyond what it would have been had
151 there been no such succession of office.

152
153 **Section 6.** The Secretary shall keep a record of all meetings of the District and of its Board of
154 Trustees. He/she shall perform such other duties as are usually incident to this office and as may
155 be prescribed by the Board of Trustees

156
157 **Section 7.** The Treasurer shall receive and hold all monies, securities and other property as
158 shall from time to time be paid or delivered to the District, and the earnings thereon, and shall
159 make all expenditures as authorized by the Board of Trustees. He/she shall keep a record of all
160 receipts and expenditures and shall submit a report at the annual meeting. The Board may secure
161 the services of a Financial Advisor who need not be a voting trustee. The duties of the Assistant
162 Treasurer/Financial Advisor shall be determined by the Board. In the event of the resignation or
163 the inability of the Treasurer to serve, the Assistant Treasurer shall become the Treasurer until
164 the next available election.

165
166 **Section 8.** The term of office of the Vice President, Secretary and Treasurer shall be of one
167 year's duration and shall end following the close of the Annual Meeting and the election and
168 qualification of successors in office. They shall be elected by the Board of Trustees by a majority
169 of those voting as soon as practical following each Annual Meeting.

170
171 **Section 9.** The Executive Committee shall consist of the officers of the District. It shall meet
172 upon the call of the President and in the interim between Board meetings is empowered to
173 conduct necessary business in the District. Three members of the Committee shall constitute a
174 quorum, and all actions taken shall have the concurrence of not less than three members. All
175 actions taken by the Committee shall be reported to the next succeeding meeting of the Board
176 and shall be subject to approval by the Board.

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178 **ARTICLE VII ELECTION OF DISTRICT OFFICERS**
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180 **Section 1.** At each annual meeting a Chairperson and four members of a Nominating
181 Committee shall be elected. They shall hold office until their responsibilities, as set forth here,
182 shall have been discharged. No person may be elected to serve on the Nominating Committee
183 who is a member of the Board of Trustees or is currently a candidate nominated for the Board of
184 Trustees. Not more than one member of a Congregation may serve on the Nominating
185 Committee in any year. Only two members of the Nominating Committee may be re-elected for
186 an immediately succeeding term. Vacancies on the Nominating Committee shall be filled by the
187 Board of Trustees, subject to the exclusions set forth in this section.
188

189 **Section 2.** The Nominating Committee is required, prior to the filing of its list, to hold at least
190 one meeting that is attended in person by a majority of its members. It shall solicit suggestions
191 for nominees from all persons who receive official communications pursuant to Article III,
192 Section 3, and is expected to consult with such other persons in or familiar with the District as, in
193 its discretion, may be considered to be sources of potential nominee names.
194

195 **Section 3.** The Nominating Committee shall prepare for the annual meeting a list containing
196 one nominee for each vacancy which will occur among the Trustees elected at large and one
197 nominee for Chairperson and four for members of the succeeding year's Nominating Committee.
198 The Nominating Committee shall seek to maintain, insofar as feasible, a diversity of
199 representation of member congregations and shall give consideration to candidates recommended
200 by active Area Councils in the District. If pursuant to Article VI hereof an election for President
201 is to take place at the annual meeting, the Committee shall also include in its list one nominee for
202 the office of President. The Committee shall obtain the assent of each nominee to stand for office
203 and to serve, if elected, and shall lodge its list with the Secretary who shall distribute its list
204 pursuant to Article III, Section 3, not later than February 15.
205

206 **Section 4.** Additional nominations for the office of President, At-large Trustee and the
207 Nominating Committee may be made by written petition (addressed to the Secretary of the
208 District) from at least 12 congregations. Each petition must be signed by at least ten voting
209 members of the Congregation. No limitation shall apply as to the number of candidates who may
210 be proposed by petition from the same Congregation, provided, however, that no individual shall
211 sign more than one petition and, in the event of duplication, all such duplicate signatures shall be
212 deemed invalid. The Secretary of the District must receive all documentation regarding a
213 nominee not later than 30 days prior to the date of the Annual Meeting and shall distribute such
214 documentation at the Annual Meeting.
215

216 **Section 5.** The Secretary shall send a list of nominees with the call for the annual meeting,
217 together with information as to the procedure for making additional nominations by petition.
218

219 **Section 6.** If after the call to the Annual Meeting is mailed any nominee of the Nominating
220 Committee for President dies or withdraws his/her name, the Nominating Committee shall
221 propose a new candidate for President at the annual meeting.
222

223 **Section 7.** The Nominating Committee shall serve as a credentials committee for the annual and
224 special meetings.

225
226 **Section 8.** The provisions of these bylaws with respect to the election and term of office of the
227 President shall first take effect with respect to the next annual meeting that occurs after a lapse of
228 90 days after the meeting of Delegates at which said provisions were adopted. Notwithstanding
229 the foregoing, the person serving as President at the time said provisions were adopted shall be
230 eligible thereafter to serve as President as if he/she had never served as President, but shall be
231 bound by the limitation that no person may serve as President for more than two full consecutive
232 two-year terms.

234 **ARTICLE VIII ELECTION OF UUA TRUSTEE**

235
236 **Section 1.** A Trustee representing the Metropolitan New York District of the Unitarian
237 Universalist Association shall be elected according to the Bylaws of the Unitarian Universalist
238 Association covering Nomination and Election of Trustees Representing Districts, and Vacancies
239 in said Trustee positions, including the particulars set forth below.

240
241 **Section 2.** The Bylaws of the Unitarian Universalist Association provide that in 1971 and in
242 each succeeding fourth year thereafter the District shall elect to the Board of the UUA one
243 Trustee (hereinafter referred to as the "UUA Trustee") who shall represent the District and who
244 shall be elected pursuant to procedures adopted by the District, which procedures shall be in
245 conformity with those certain requirements of the UUA Bylaws governing said elections. A
246 regular election shall take place not less than 45 nor more than 300 days prior to the General
247 Assembly at which the Trustee is to take office.

248
249 **Section 3.** No later than September 30 of each year preceding a year in which an election of a
250 UUA Trustee is to take place, the Board of Trustees of the District shall distribute, in accordance
251 with the requirements of Article III Section 3, notice of the upcoming election, which shall
252 include an explanation of the rules pursuant to which the election shall be held, a calendar of key
253 dates and deadlines, an official nomination form, and an invitation to the Congregations and their
254 members to propose nominees for the office of UUA Trustee.

256 **Qualifications**

257
258 **Section 4.** To be eligible to serve as UUA Trustee or to be a candidate for said office, a person
259 must be a member of a District Congregation and must comply with such other eligibility
260 requirements as may, from time to time, be adopted by the UUA.

262 **Nomination**

263
264 **Section 5.** To qualify as a nominee a person shall be proposed by no less than twelve
265 Congregations. Proposal of a nominee by a Congregation may be made in any one of three ways:
266 (a) by action of the congregation at a legal meeting; (b) by action of the governing board; or (c)
267 by petition signed by at least ten voting members of the Congregation. No Congregation shall
268 propose more than one candidate by congregational and/or governing board action, but no

269 limitation shall apply as to the number of candidates who may be proposed by petition from the
270 same Congregation, provided, however, that no individual shall sign more than one petition and,
271 in the event of duplication, all such duplicate signatures shall be deemed invalid. The names of
272 proposed nominees shall be forwarded to the Secretary of the District, postmarked not later than
273 December 31 of that year, accompanied by a certification by the Secretary or other officer of the
274 proposing Congregation as to the action taken at a congregational or governing board meeting or
275 as to the fact that the signatures on a petition are those of voting members of the Congregation.
276 Such certification shall also attest to the fact that the proposed nominee meets the eligibility
277 requirements set forth at Section 3 of this Article.

278

279 **Special Nominating Meeting**

280

281 **Section 6.** If there are no more than two duly nominated candidates, the one receiving the
282 greater number of votes is elected. If there are more than two duly nominated candidates, the
283 ballots shall be designed to permit the designation of first, second, third, etc. choice. If no
284 candidate receives a majority of the first choice votes cast, the candidate receiving the fewest
285 first choice votes shall be eliminated, and the ballots cast for such candidate shall be redistributed
286 in accordance with the second choice indicated thereon. This process shall be repeated until one
287 candidate receives a majority of all votes cast, or until only two candidates remain, at which
288 time, the one receiving the greater number of votes is elected.

289

290 **Election**

291

292 **Section 7. (a)** No later than March 1 in the election year, the Secretary of the District shall mail
293 an announcement of the names of the official candidate(s) for UUA Trustee, with biographical
294 information on each candidate, a statement from each candidate, and an explanation of the
295 procedure for the election of the UUA Trustee. The copy of such announcement sent to the
296 principal officer of each Congregation shall be accompanied by an official ballot for that
297 Congregation. The number of electoral votes to which each Congregation is entitled is equal to
298 the number of lay Delegates to which that Congregation is currently entitled based upon the
299 official membership reported to the UUA and that number of electoral votes shall be shown on
300 the official ballot for the Congregation. A congregational meeting must be held to cast the
301 electoral votes of each Congregation; the official call to such meeting shall include the election
302 as an item of business at the meeting. The Congregation shall decide how to prorate its electoral
303 votes. The result shall be entered on the official ballot that shall then be certified by the President
304 or another officer of the Congregation and forwarded to the Secretary of the District, postmarked
305 not later than. One week before the District Annual Meeting.

306

307 **(b)** In the event of an uncontested election in which there is only one nominated and qualified
308 candidate the Secretary of the District shall cast a unanimous ballot at the Annual Meeting for
309 that candidate.

310

311 **Certification of Election**

312

313 **Section 8.** No later than May 15 in each election year, the Secretary of the District shall mail
314 certification of the results of the election to the Secretary of the UUA, as well as to those in the
315 District required to receive such notice pursuant to Article III, Section 3.

316
317 **Resignation or Removal of Trustee**

318
319 **Section 9.** Should the UUA Trustee or Trustee-elect die, resign, cease to be a voting member or
320 settled minister of a Congregation in the District, the District Board shall declare a vacancy. In
321 the event that more than two years of the current four-year term of the District's UUA Trustee
322 have been completed, the District Board shall fill the vacancy by appointment and the appointee
323 shall serve for the remainder of the unexpired term. If less than two years of the current term
324 have been completed, the District Board shall: (a) fill the vacancy by appointment and the
325 appointee shall serve until the election and qualification of his/her successor; and (b) commence
326 the election procedure set forth at Sections 2 through 7 of this Article on an appropriately revised
327 timetable which maintains, as nearly as practicable, the same time intervals. The UUA Trustee
328 thereupon elected shall succeed the appointee and shall serve for the remaining unexpired
329 portion of the four-year term.

330
331 **Conformity With UUA Bylaws**

332
333 **Section 10.** Should the provisions of the Article be deemed in conflict with those of the Bylaws
334 of the UUA governing election of the District UUA Trustee, the District Board is empowered to
335 amend this Article to bring it into conformity with the UUA Bylaws and such amendments shall
336 be subject to ratification at the next annual meeting of the District.

337
338 **Relationship to District Board**

339
340 **Section 11.** The UUA Trustee shall be a member ex-officio of the District Board without voting
341 power.

342
343 **ARTICLE IX COMMITTEES**

344
345 **Section 1.** The Executive Team shall establish the following Standing Committees: Annual
346 Program Fund, Growth and Extension, and Anti-Racism and Diversity to work on behalf of the
347 congregations in the District.

348
349 **Section 2.** The Board may appoint Task Forces and Ad Hoc Committees as may be needed for
350 the Board to carry out its work.

351
352 **Section 3.** Standing Committees will be appointed by the Executive Team. There will be a four-
353 year limit on serving as chairperson of any District committee. This four-year limitation will not
354 apply to the UUA Continental Annual Program Fund appointee of the District should that person
355 serve as chairperson of the District Annual Program Fund Committee (since that appointment is
356 made by the UUA). No Trustee or Officer may serve as a committee chairperson unless waived
357 by an explicit Board resolution.

358

359 **Section 4.** Committees shall meet at such times and places, and in such fashion as to be
360 mutually arranged. An annual report of activities shall be offered to the District at its Annual
361 Meeting.

362
363 **ARTICLE X DISTRICT SERVICES**

364
365 **Section 1. Program** UUA District Staff serve as a resource for local congregations and to help
366 extend Unitarian Universalist influence in the larger community. District Staff are co-employed
367 by the Metropolitan New York District and the UUA.

368
369 **Section 2. Duties** The District's Executive Team serves as the UUA's local presence and is the
370 contact about UUA services. The Executive Team perform direct service to UUA congregations,
371 including consultations on a wide variety of congregational and lifespan religious education
372 issues. These services include but are not limited to long-range planning and organizational
373 development, ministerial and religious education professional transitions, leadership training, and
374 conflict management.

375
376 **Section 3. Accountability** The Executive Team, together with the District Board or its
377 appointed representative or committee, and the UUA Director of District Services will consult
378 annually to determine objectives and to conduct an annual evaluation.

379
380 **Section 4. Term of Service** Ministers and professional religious educators who serve in these
381 positions shall agree not to be candidates for ministerial settlement or employment as Directors
382 or Ministers of Religious Education in this District for two years after completion of service.

383
384 **ARTICLE XI FISCAL YEAR**

385
386 The fiscal year of the District shall end on the last day of June in each year. The fiscal year may
387 be changed by the Board of Trustees by a two-thirds vote of those voting.

388
389 **ARTICLE XII AMENDMENTS**

390
391 These Bylaws may be amended by a two-thirds vote of the Delegates present and voting at a
392 special or annual meeting, provided in either case the proposed amendments have been
393 recommended by the Board of Trustees or a petition signed by 30 members of member
394 Congregations from not less than six member Congregations, and further provided that the
395 substance of such proposed amendments has been included in the call for the meeting at which
396 they are to be voted upon.

397
398 **ARTICLE XIII RULES OF PROCEDURE**

399
400 The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of the
401 District and of the Board of Trustees in all cases in which the Rules are consistent with these
402 Bylaws.

403
404 **ARTICLE XIV DISSOLUTION**

405
406 The District, herein also referred to as the corporation, is organized exclusively for the following
407 purposes: religious and charitable, as specified in Section 501(c)(3) of the Internal Revenue Code
408 of 1986, and shall not carry on any activities not permitted to be carried on by a corporation
409 exempt from Federal Income Tax, under section 501(c)(3) of the Internal Revenue Code of 1986.

410
411 All of the funds and assets of the corporation together with the net earnings thereof and the
412 income realized thereon, shall be devoted exclusively to the purpose for which the corporation is
413 formed, as set forth herein. No member, trustee, officer or employee of the corporation, or any
414 private individual, shall receive or be entitled to receive, under any circumstances, any pecuniary
415 profit or benefit from the operation or liquidation of the corporation, except as reasonable
416 compensation for services rendered in effecting said purposes or as proper beneficiaries of its
417 charitable purposes. Upon any dissolution of the corporation, or any partial or entire liquidation
418 of its property and assets, no member, trustee, officer or employee of the corporation, or any
419 other individual, shall be entitled to any distribution or division of the remaining property or any
420 proceeds thereof, and said property and proceeds, after payment of all debts and obligations of
421 the corporation, shall be used or distributed, subject to any order of the Supreme Court of the
422 State of New York, as provided by law, exclusively for the purposes for which the corporation is
423 formed, as set forth herein.

424
425 In the event of dissolution, all of the remaining assets and property of the organization, after
426 necessary expenses thereof, shall be distributed to such organiza-tions as shall qualify under
427 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a
428 Justice of the Supreme Court of the State of New York.

429
430 No substantial part of the activities of the corporation shall consist of carrying on propaganda, or
431 otherwise attempting to influence legislation, or participating in any political campaign on behalf
432 of any candidate for public office. The corporation shall not engage in any transaction described
433 or defined as a "prohibited transaction" under the provisions of the Internal Revenue Code
434 relating to the exemption of the organization from income tax, the regulations adopted
435 thereunder or the decisions interpreting them, nor shall it accumulate amounts out of its income
436 in a manner or to an extent contrary to such provisions, regulations or interpretations.

437
438 The following shall apply so long as it does not in any way conflict with any of the preceding
439 provisions of this Article.

440
441 In the event that the District shall be dissolved or hold no annual meetings of Delegates for a
442 period of three years, the Treasurer shall pay over and deliver such assets as may be the property
443 of the District to the Unitarian Universalist Association, a corporation of the Commonwealth of
444 Massachusetts, or its successors or 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