

# Proposed Revisions to the UU Society of Schenectady Bylaws

NOTE: Article 8 would be completely deleted in the Proposed Bylaws, meaning that the numbers of Articles 9 through 17 would all change. However, to make the old and new text versions below easier to compare side by side, this numbering change has not yet been made.

**DRAFT 3 - as of Feb. 21, 2017**  
**Initial proposed changes in RED.**  
**Only 3 additional changes were made since the Feb. 5 meeting & are shown in GREEN in Articles 1, 6, and 11.**

CURRENT BYLAWS Approved 2006	PROPOSED BYLAWS Draft 3 as of Feb. 21	Explanation of Changes
<p><b>ARTICLE 1 – NAME</b></p> <p>The legal name of this Society shall be the First Unitarian Society of Schenectady, New York. Its meeting place shall be known as All Souls Church.</p>	<p><b>ARTICLE 1 – NAME</b></p> <p>The legal name of this Society shall be the <b>Unitarian Universalist Society of Schenectady</b>, New York. <del>Its meeting place shall be known as All Souls Church.</del></p>	<p><i>Update to the Society's current legal name, and delete reference to our original building's name, which is not relevant here.</i></p>
<p><b>ARTICLE 2: PURPOSE</b></p> <p>The members of this Society covenant to maintain and foster in Schenectady a non-creedal religious society whose purpose shall be to:</p> <ul style="list-style-type: none"> <li>• Encourage a free and responsible search for truth, knowledge and understanding;</li> <li>• Nurture the religious growth of all who participate in the life of this Society;</li> <li>• Serve the community;</li> <li>• Seek the realization of world community with peace, liberty, and justice for all.</li> </ul> <p>Affirming the individual right of conscience, freedom of belief and the democratic process, with reverence for life and respect for the profound mystery of existence, we enter into this covenant, promising to one another our mutual trust and support.</p>	<p><b>ARTICLE 2: PURPOSE</b></p> <p>The members of this Society covenant to maintain and foster in Schenectady a non-creedal religious society whose purpose shall be to:</p> <ul style="list-style-type: none"> <li>• Encourage a free and responsible search for truth, knowledge and understanding;</li> <li>• Nurture the religious growth of all who participate in the life of this Society;</li> <li>• Serve the community;</li> <li>• Seek the realization of world community with peace, liberty, and justice for all.</li> </ul> <p>Affirming the individual right of conscience, freedom of belief and the democratic process, with reverence for life and respect for the profound mystery of existence, we enter into this covenant, promising to one another our mutual trust and support.</p>	<p><i>No change.</i></p>
<p><b>ARTICLE 3: AFFILIATION AND INCORPORATION</b></p> <p>The Society shall be a member of the Unitarian Universalist Association of Congregations and the Saint Lawrence District. The Society is incorporated under Article 19 of the Religious Corporations Law of the State of New York. The original incorporation was March 14, 1901; the re-incorporation date was January 25, 1974. The original Constitution and Bylaws were adopted February 26, 1901.</p>	<p><b>ARTICLE 3: AFFILIATION AND INCORPORATION</b></p> <p>The Society shall be a member of the Unitarian Universalist Association of Congregations <del>and the Saint Lawrence District.</del> The Society is incorporated under Article 19 of the Religious Corporations Law of the State of New York. The original incorporation was March 14, 1901; the re-incorporation date was January 25, 1974. <b>The Certificate of Reincorporation was amended on September 20, 2013.</b> The original Constitution and Bylaws were adopted February 26, 1901.</p>	<p><i>No substantive change except to delete the reference to the St. Lawrence District, which no longer exists</i></p>
<p><b>ARTICLE 4: MEMBERSHIP</b></p> <p>4.1 Membership in this Society conveys a number of</p>	<p><b>ARTICLE 4: MEMBERSHIP</b></p> <p>4.1 Membership in this Society conveys a number of</p>	

<p>privileges and responsibilities. These include, but are not limited to,</p> <ul style="list-style-type: none"> <li>(a) the privilege to vote,</li> <li>(b) eligibility to hold elective office,</li> <li>(c) eligibility to serve as a committee chairperson, and</li> <li>(d) the shared responsibilities of being a property owner and an employer.</li> </ul> <p>4.2 In order to become a Member of the Society a person who wants to participate in the functions and support of the Society shall</p> <ul style="list-style-type: none"> <li>(a) be sixteen years of age or older and</li> <li>(b) have made a verifiable monetary contribution of at least the minimum amount specified by the Board of Trustees and</li> <li>(c) have signed directly into the permanent registry of Members in the presence of a member of the Membership Committee, the Minister, or a member of the Board of Trustees as official representatives of the Society.</li> </ul> <p>4.3 To maintain membership in good standing a person must, at least once in each fiscal year of the Society, make a verifiable contribution of at least the minimum amount specified by the Board of Trustees.</p> <p>4.4 The Board of Trustees establishes the required financial contribution for membership, and may waive or modify it in the case of persons for whom they judge such consideration to be appropriate.</p> <p>4.5 Membership may be terminated in one of three (3) ways:</p> <ol style="list-style-type: none"> <li>1. By submission of a written resignation to the Board of Trustees, for acknowledgment and recording at a Board meeting.</li> <li>2. By failure to make the minimum verifiable contribution in a fiscal year. <ul style="list-style-type: none"> <li>(a) The Membership Secretary shall make a reasonable attempt to notify the individual(s) involved when this action is imminent and specify a date by which a waiver must be obtained or the minimum contribution must be made.</li> <li>(b) Failure to obtain a waiver or pay the minimum amount by the date specified will result in termination of membership.</li> </ul> </li> <li>3. By separation from the Society for gross misconduct or disruptive behavior, in accordance with the Safe Congregations policy.</li> </ol>	<p>privileges and responsibilities. These include, but are not limited to,</p> <ul style="list-style-type: none"> <li>(a) the privilege to vote,</li> <li>(b) eligibility to hold elective office, <b>and</b></li> <li><del>(c) eligibility to serve as a committee chairperson, and</del></li> <li><del>(d) the shared responsibilities of being a property owner and an employer.</del></li> </ul> <p>4.2 In order to become a Member of the Society a person who wants to participate in the functions and support of the Society shall</p> <ul style="list-style-type: none"> <li>(a) be sixteen years of age or older and</li> <li>(b) have made a verifiable monetary contribution of at least the minimum amount specified by the Board of Trustees and</li> <li>(c) have signed directly into the permanent registry of Members. <del>in the presence of a member of the Membership Committee, the Minister, or a member of the Board of Trustees as official representatives of the Society.</del></li> </ul> <p>4.3 To maintain membership in good standing a person must, at least once in each fiscal year of the Society, make a verifiable contribution of at least the minimum amount specified by the Board of Trustees.</p> <p>4.4 The Board of Trustees establishes the required financial contribution for membership, and may waive or modify it in the case of persons for whom they judge such consideration to be appropriate.</p> <p>4.5 Membership may be terminated in one of three (3) ways:</p> <ol style="list-style-type: none"> <li>1. By submission of a written resignation <del>to the Board of Trustees, for acknowledgment and recording at a Board meeting.</del></li> <li>2. By failure to make the minimum verifiable contribution in a fiscal year. <ul style="list-style-type: none"> <li><del>(a) The Membership Secretary shall make a reasonable attempt to notify the individual(s) involved when this action is imminent and specify a date by which a waiver must be obtained or the minimum contribution must be made.</del></li> <li><del>(b) Failure to obtain a waiver or pay the minimum amount by the date specified will result in termination of membership.</del></li> </ul> </li> <li>3. By separation from the Society for gross misconduct or disruptive behavior, in accordance with the Safe Congregations policy.</li> </ol>	<p><i>The only substantive change proposed in Article 4 is allowing people who have not officially signed the registry and become an official member of the Society to take team leadership roles. The prohibition in the current Bylaws would be difficult to police especially when we are proposing to have more projects, more ministry teams, and sub-teams, etc. Also some have wondered if this prohibition is needed or in keeping with our UU values of welcoming and including all. If further definition of the roles of members vs. non-members is needed, it can be set forth in the Board Policy Book.</i></p> <p><i>The other changes proposed in Article 4 are all examples of minutiae that would be and should be articulated in Board Policy, not in the Bylaws.</i></p> <p><i>(Several of the details to be deleted are also things we have not actually done for some years, such as announcing the names of members who resign at Board meetings or involving the Membership Secretary in reaching out to members who have not made financial contributions.)</i></p>
--	--	---

**ARTICLE 5: MEETINGS OF THE SOCIETY**

- 5.1 Notices of Meetings Notice of each meeting of the Society as a whole shall be announced at the two regular Sunday services immediately preceding, but not including, the date of the meeting, and by mail to all Members at least two weeks before the meeting. In the event regular church services are not being held, notice of a meeting shall be given by first-class mail to all Members at least two weeks prior to the date of the meeting.
- 5.2 Quorum Sixty (60) members who are eligible to vote or ten percent (10%) of the membership eligible to vote, whichever is greater, shall constitute a quorum. The presiding officer shall determine if a quorum is present.
- 5.3 Eligibility to Vote and to Hold Office The right to vote and to hold office shall become effective thirty (30) days after the person completes the requirements for membership. To maintain membership, the person must, at least once in the current fiscal year of the Society, make a verifiable contribution of at least the minimum amount specified by the Board of Trustees.
- 5.4 Neither proxy votes nor absentee ballots shall be permitted.
- 5.5 Conduct The latest edition of Robert’s Rules of Order shall be the procedural authority. The presiding officer shall appoint a parliamentarian for each meeting.
- 5.6 The Annual Meeting of the Society shall be held in May, the date to be determined by the Board of Trustees by June 30 of the previous year.
  - 5.6.1 The written notice for the Annual Meeting shall include a copy of the budget proposed for the following fiscal year and an agenda for the meeting.
- 5.7 There shall be a Fall Special Meeting of the Society no later than December 1 of each year at which the Trustees and Councils shall report their plans and progress to the membership. Any business to be transacted at this meeting shall be specified in the meeting call.
- 5.8 Special Meetings of the Society may be called by the Board of Trustees at any time.
- 5.9 Special Meetings shall be called by the Board of Trustees upon the written request of at least five percent (5%) of the Members of the Society. Such written request shall state the purpose of the meeting and shall be presented to

**ARTICLE 5: MEETINGS OF THE SOCIETY**

- 5.1 Notices of Meetings Notice of each meeting of the Society as a whole shall be announced at the two regular Sunday services immediately preceding, but not including, the date of the meeting, and by ~~mail~~ **personal notification** to all Members at least two weeks before the meeting. ~~In the event regular church services are not being held, notice of a meeting shall be given by first-class mail to all Members at least two weeks prior to the date of the meeting.~~
- 5.2 Quorum Sixty (60) members who are eligible to vote or ten percent (10%) of the membership eligible to vote, whichever is greater, shall constitute a quorum. The presiding officer shall determine if a quorum is present.
- 5.3 Eligibility to Vote and to Hold Office The right to vote and to hold office shall become effective thirty (30) days after the person completes the requirements for membership. To maintain membership, the person must, at least once in the current fiscal year of the Society, make a verifiable contribution of at least the minimum amount specified by the Board of Trustees, **unless granted a waiver as described in Article 4 above.**
- 5.4 Neither proxy votes nor absentee ballots shall be permitted.
- 5.5 Conduct The latest edition of Robert’s Rules of Order shall be the procedural authority. The presiding officer shall appoint a parliamentarian for each meeting.
- 5.6 The Annual Meeting of the Society shall be held in May, ~~the date to be determined by the Board of Trustees by June 30 of the previous year.~~ The **written personal** notice for the Annual Meeting shall include a copy of the budget proposed for the following fiscal year and an agenda for the meeting.
- 5.7 There shall be a Fall Special Meeting of the Society, **typically held prior to** ~~no later than~~ December 1 of each year at which the Trustees ~~and Councils~~ shall report their plans and progress to the membership. Any business **expected** to be transacted at this meeting shall be specified in the meeting call.
- 5.8 Special Meetings of the Society may be called by the Board of Trustees at any time.
- 5.9 Special Meetings shall **also** be called by the Board of

*First class mail is no longer the only means we have to contact members. The details of how this is to be accomplished would be spelled out in Board policy, and could be updated as our needs or technology changes.*

*For instance, first class mail would still be used for members who had so requested — along with email, and the Circuits email blast for other members.*

<p>the Board by several of the petitioners. Such Special Meeting shall be held no earlier than one month, but no later than two months, from the date of the presentation of the written request to the Board.</p>	<p>Trustees upon the written request of at least five percent (5%) of the Members of the Society. Such written request shall state the purpose of the meeting and shall be presented to the Board by several of the petitioners. Such Special Meeting shall be held no earlier than one month, but no later than two months, from the date of the presentation of the written request to the Board.</p>	
<p><b>ARTICLE 6: OFFICERS AND BOARD OF TRUSTEES</b></p> <p>6.1 The authority and responsibility for the conduct of affairs of the Society rests with the congregation, which hereby delegates authority to an elected Board of Trustees to conduct and administer the operational activities of the Society except as may be otherwise stated in these Bylaws.</p> <p>6.2 The Board of Trustees shall consist of eleven (11) members as follows:</p> <p><u>Category 1:</u> Four (4) officers — President, Vice President, Secretary and Treasurer — to be elected by the congregation at the Annual Meeting, each for a term of one year. Candidates for these offices will be presented by the Nominating Committee. Officers shall be eligible for re-election for no more than two (2) additional terms (totaling three (3) years maximum uninterrupted service.) Previous membership on the Board of Trustees in a different office or in one of the other categories shall not limit eligibility, except as provided in [6.2.1].</p> <p>(a) The four officers shall constitute the Executive Committee of the Board.</p> <p>(b) The Treasurer shall delegate such duties as he or she may choose to one or more Assistant Treasurers, who upon formal election to the position by the Board of Trustees, act as agents of the Treasurer.</p> <p><u>Category 2:</u> Four (4) elected members. These members shall be elected by the congregation for terms of two (2) years each, and shall be eligible for not more than two (2) additional terms. Terms shall be staggered so that two (2) elected members are elected each year. These four members shall each be elected to fulfill specific responsibilities:</p> <p>(a) as liaison to the Development Committee;</p> <p>(b) as liaison to the Buildings and Grounds and the Building Usage Committees;</p> <p>(c) as Membership Secretary and liaison to the Membership Committee; and</p> <p>(d) as Corresponding Secretary, to conduct the correspondence of the Society, to acknowledge</p>	<p><b>ARTICLE 6: OFFICERS AND BOARD OF TRUSTEES</b></p> <p>6.1 The authority and responsibility for the conduct of affairs of the Society rests with the congregation, which hereby delegates authority to an elected Board of Trustees. <b>The Board serves as the governing body of the Society. It provides leadership to ensure that the mission of the Society is being served, develops policies and plans that define direction and ensure financial sustainability, and provides monitoring and oversight of all ongoing operations.</b></p> <p><b>The Board operates as a unit. Individual trustees have no authority to act or make decisions unilaterally.</b></p> <p>6.2 <b>The Board of Trustees will work with the Minister and any other professional and volunteer staff who are implementing the Church’s mission. In this collaborative relationship, the Board will assure that committees, teams, and other working groups are formed within the Society to address the core functions of the Society, accomplish its Purpose, manage its business, and support its various ministries. The Board of Trustees is ultimately responsible for the activities of all committees, teams and other groups in the congregation and is itself accountable to the congregation as a whole.</b></p> <p>6.3 <b>The Board of Trustees shall consist of seven members. At successive Annual Meetings of the Society, three, two, and two of the seven Board members shall be elected for three-year terms, to be effective on July 1. A trustee who has served for fewer than three consecutive years may be elected for two additional three-year terms. A trustee who has served for at least six consecutive years will not be eligible for election until two years have elapsed since their consecutive years of service. No person shall be eligible for election to the Board until they have been a voting member of the Society for at least one year.</b></p> <p>6.4 <b>The board will assure that a process is in place whereby a slate of qualified nominees for election to the Board is presented to the members of the Society at the Annual Meeting in May. This process shall include a means by</b></p>	<p><i>Article 6 has been almost completely rewritten. The new language emphasizes that the Board is a policy-making body and will govern primarily by policy.</i></p> <p><i>Rather than listing all the things the Board can do and is responsible for as in the current Bylaws, the proposed revisions establish a Board with overall authority that is accountable to the congregation.</i></p> <p><i>The revised Board would be smaller, with 7 members rather than the existing 11. Board members would be elected for three-year terms of office, which means that either 2 or 3 Board members would be elected each year. Rather than representing specific groups in the congregation, all Board candidates would be elected “at large.”</i></p> <p><i>With far fewer positions to be filled by election each year, details for the nominations process would be spelled out</i></p>

<p>special gifts and bequests on behalf of the Society, and, in the absence of the Secretary to keep minutes of Board of Trustees meetings.</p> <p><u>Category 3:</u> One representative from each of the three (3) Councils. Each Council shall elect one of its own members to serve for a one-year term on the Board. Each newly constituted Council shall determine by June 30 following the Annual Meeting which of its members will serve on the Board of Trustees for the coming year.</p> <p>6.2.1 A member who has served on the Board of Trustees as a Council representative may be re-elected at the discretion of that Council, and will be eligible for subsequent election to the Board or an office thereof. But, in no case, by whatever method or whichever category individuals are selected to serve, shall any person remain on the Board for more than seven consecutive years.</p> <p>6.3 The Board of Trustees is responsible to the congregation. The Society delegates authority to the Board of Trustees to perform the following functions:</p> <p>6.3.1 Raise, budget and expend funds. The Board of Trustees shall receive all pledge payments, bequests, memorial gifts and other contributions to the Society. Memorial gifts shall be transferred to the Memorials Committee. All bequests shall be considered to be restricted funds and shall be received, acknowledged and transferred to the Trusts Committee for administration as provided in Article IX. Other gifts as may come to the Society may be transferred to the Trusts Committee by the Board of Trustees.</p> <p>6.3.2 Acquire, maintain and dispose of properties of the Society. In the case of real estate, congregational approval is necessary in accordance with the Religious Corporations Law of the State of New York.</p> <p>6.3.3 Oversee the use of the properties of the Society.</p> <p>6.3.4 Employ all full-time or part-time employees of the Society, in consultation with the Minister.</p> <p>6.3.5 Work cooperatively with the Councils in the best interest of the Society.</p> <p>6.3.6 Negotiate and present to the congregation for its approval the original contract with the Minister and act as agent for the Society in the negotiation of any subsequent changes to the contract. Any changes in the contract shall be publicized to the congregation and a full copy of the current contract shall be available to any member.</p>	<p>which additional nominees may be brought forth by members of the Society prior to the Annual Meeting.</p> <p>6.5 The Board shall have four officers, President, Vice President, Secretary and Treasurer, who shall each serve for one year. The Secretary of the Board of Trustees shall also act as recording secretary at all Congregational Meetings.</p> <p>Following the Annual Meeting in May, and in all cases prior to July 1, the individuals who will serve on the Board effective July 1 will gather to formally elect the coming year's four officers from among themselves.</p> <p><del>6.5</del> 6.6 The Board of Trustees shall hold regular meetings <del>in at least ten (10) months of each year. These meetings,</del> which shall be scheduled and publicized to the congregation in advance. Notice of any special meetings of the Board <del>shall be posted at the church</del> will also be shared with the congregation. With the exception of executive sessions which involve discussion of personnel, legal and/or real estate matters, all meetings and the records thereof shall be open to Members of the Society.</p> <p><del>6.4</del> 6.7 A majority of the trustees shall constitute a quorum, and a simple majority vote of those present shall prevail. <del>except that six (6) affirmative votes shall be required to incur debt.</del></p> <p>6.8 The Board of Trustees shall not have the power to buy, sell, transfer, nor mortgage real estate, nor to incur debt in excess of 20% of the current year's operating budget, unless such actions are approved by a vote of the Members present at duly constituted Meeting of the Society for which information regarding the proposed action has been included in the notice of the meeting.</p> <p>6.9 If the position of a Board member becomes vacant in mid-term, the remaining members of the Board will have the authority to fill the position with a replacement to serve until the next Annual Meeting. At the Annual Meeting, a candidate will be elected to fill the unexpired portion of the former Board member's term.</p>	<p>in the Board Policy Book, rather than in the Bylaws. This means the process could be changed more easily if improvements were needed.(See also explanation at article 7.)</p> <p>6.5 lists the four Board officer positions, which are each one-year terms. Once elected to the Board, the seven Board members would select their own president, vice-president, secretary and treasurer from among themselves, which is the method used by many church boards, plus city councils, county Boards of Supervisors, Boards of Education, etc.</p> <p>6.8 sets forth some limits on the Board's power, things that the Board cannot do without a vote of the members at a duly constituted congregational meeting.</p> <p>Other situations where a vote of the congregation as a whole is needed (or could be needed) are described in Articles 9.2, 9.3.4, 11.4, 11.5, 13, and 17.</p>
---	---	---

<p>6.3.7 Be aware of guidelines set forth by Unitarian Universalist Association regarding the employment of the Minister. The full Board of Trustees shall conduct an annual review of the performance of the Minister and promptly discuss the review and any recommendations with the Minister. Both the review and the subsequent discussion shall be executive sessions.</p> <p>6.3.8 Authorize the formal affiliation or disaffiliation of the Society with projects of the denomination or in the community as may be consistent with the purpose of the Society and policies approved by the congregation.</p> <p>6.3.9 Authorize the organization of groups within the congregation to meet special needs and to determine the extent of authority and privileges to be permitted them.</p> <p>6.3.10 Act on any other matters pertaining to the administration of the business operations of the Society.</p> <p>6.3.11 Incur indebtedness of up to the amount of twenty percent (20%) of the annual operating budget for the care and preservation of the property of the Society, and for any other purpose of the Society which the Board of Trustees deems necessary.</p> <p>6.3.12 Between the dates of duly constituted meetings of the Society, conduct other Society business not specifically delegated by these Bylaws to other administrative bodies.</p> <p>6.4 A majority of the trustees shall constitute a quorum and simple majority vote of those present shall prevail, except that six (6) affirmative votes shall be required to incur debt.</p> <p>6.5 The Board of Trustees shall hold regular meetings in at least ten (10) months of each year. These meetings shall be scheduled and publicized to the congregation in advance. Notice of any special meetings of the Board shall be posted at the church. With the exception of executive sessions which involve discussion of personnel, legal and/or real estate matters, all meetings and the records thereof shall be open to Members of the Society.</p> <p>6.6 At times when it is not possible or practical for the Board to meet in person, a meeting of the Board can be conducted by Conference Call. Such a meeting will be governed by all of the rules that pertain to regular meetings of the Board, including the recording and approval of minutes. In extreme emergency due to time urgency, the President may call for a vote of the Board by email only after receiving verbal approval from all</p>		
--	--	--

<p>members of the Executive Committee. Any action so taken must be ratified at the next Board meeting. If any Board member does not have email, the President will use an alternative means of contact to secure that member's vote.</p>		
<p><b>ARTICLE 7: NOMINATIONS, VACANCIES, APPOINTMENTS, ELECTIONS AND ADMINISTRATION</b></p> <p>7.1 The Nominating Committee shall consist of seven (7) members of the Society, three (3) to be elected each year at the Annual Meeting for a term of two (2) years, and the immediate past President of the Society.</p> <p>7.1.1 The immediate past President of the Society shall convene the Nominating Committee by December 1st, following the Fall Congregational Meeting, for the purpose of organizing the work of the Nominating Committee.</p> <p>7.1.2 An elected member may not serve two (2) consecutive terms on the Nominating Committee. The immediate past President shall be replaced when he or she no longer holds that title.</p> <p>7.1.3 The Nominating Committee has responsibility for preparing and publishing, not later than six (6) weeks before the date of the Annual Meeting, a slate of candidates which will include one candidate or more for each position to be filled by election at the Annual Meeting. The Committee shall verify the willingness of each proposed candidate to serve in the designated position. The Nominating Committee shall receive and consider all names submitted by Society Members during the year. Suggestions from the current Board of Trustees and Councils should be sought in the selection process.</p> <p>7.1.4 After the Nominating Committee has published its list of candidates and until two (2) weeks before the Annual Meeting, other candidates for any elective position may be nominated by a petition signed by ten (10) Members. Such petition shall be accompanied by background information about the proposed candidate and assurance of willingness to serve. The nominations shall be closed two (2) weeks before the Annual Meeting. The complete list of nominees with background information shall then be sent to the membership.</p> <p>7.2 Vacancies occurring in elected positions between Annual meetings shall be filled until the end of the fiscal year in the following manner:</p> <p>7.2.1 Vacancies on the Nominating Committee and the Assets Verification Committee shall be filled by</p>	<p><b>ARTICLE 7: FISCAL YEAR</b></p> <p><del>7.6</del> 7.1 The fiscal year of the Society shall be from July 1 through June 30. The expiring terms of all Officers and Board of Trustees members terminate on June 30 of each year. New terms begin on July 1.</p>	<p><b>Delete entire article except for last paragraph.</b></p> <p><i>This Article will no longer be needed except for the definition of the fiscal year.</i></p> <p><i>The current Bylaws call for 46 elected positions (24 Council members, 4 Board officers, 4 other Board members, 6 on Nominating, 2 on Assets Verification, and 6 on Trusts).</i></p> <p><i>The proposed new Bylaws would require only 7 elected positions, all of whom would be Board members — with either 2 or 3 people being elected each year. This means that our nominations process will be much less burdensome and can be handled by Board policy rather than in the Bylaws.</i></p> <p><i>See Article 6 for language about the nominations process, election of Board members, selection of Board officers, and filling of mid-year vacancies on the Board.</i></p>

<p>appointment by the Board of Trustees.</p> <p>7.2.2 Vacancies on Councils shall be filled by appointment by the Council involved.</p> <p>7.2.3 A position on the Board of Trustees vacated by a Trustee who is appointed by a Council shall be filled by the appropriate Council. A position vacated by other Trustees, including officers, shall be filled by appointment by the Board of Trustees. In the event that the office of President shall become vacant, the Vice President shall assume the duties of the President for the remainder of the term.</p> <p>7.2.4 Vacant positions on the Trusts Committee shall be filled by the Trusts Committee.</p> <p>7.3 Any person holding an elective position who fails to attend three (3) consecutive regularly scheduled, or any four (4) regularly scheduled meetings, per Society fiscal year, of the body to which elected, may be deemed to have resigned and the vacancy shall be filled as provided in 7.2.</p> <p>7.4 Vacancies in elected positions that are filled in accord with 7.2 shall be filled by election in the regular manner at the next Annual Meeting for any remaining year(s) of the term.</p> <p>7.5 Election shall be determined by a majority vote by written ballot of those Members who are eligible to vote and are present at the Annual Meeting.</p> <p>7.5.1 All elected positions, including committee chairpersons, shall be Members of the Society. Tenure in any elected position ceases when the individual is no longer a member of the Society. At least two-thirds (2/3) of the membership of any committee other than the Board of Trustees shall be Members of the Society. There shall be no restrictions of eligibility for membership on committees or other bodies other than those specifically stated in these Bylaws.</p> <p>7.6 The fiscal year of the Society shall be from July 1 through June 30. The expiring terms of all Officers, Trustees, Council and elected committee members, including the chairpersons, terminate on June 30 of each year. New terms begin on July 1.</p>		
<p><b>ARTICLE 8: COUNCILS AND STANDING COMMITTEES</b></p> <p>8.1 Standing Committees of the Board of Trustees shall implement the policies of the Board and recommend changes to such policies if any are felt necessary.</p>		<p><b>Delete entire article.</b></p> <p><i>The existing Article 8 will no longer be needed, although pieces of it have been adapted and moved to other articles.</i></p>

<p>8.2 There will be an Assets Verification Committee to inspect the records of Society assets, verify their values and location, and report annually in the Society's Annual Report. This shall include the assets of the Trust Funds of the Society. The Committee shall consist of two (2) individuals, one of whom is elected at each annual meeting of the Society for a term of two (2) years. Each may serve for no more than three (3) consecutive terms. Neither may have signatory authority for Society funds.</p> <p>8.3 There will be a Personnel Committee to oversee the terms and conditions of employment of the staff of the Society. The Society Vice President shall chair the Personnel Committee.</p> <p>8.4 There will be a Committee on Ministry consisting of three (3) members, to provide a communications channel between the Minister and the congregation, seeking always to hear concerns without making judgment, and passing them on, never anonymously, to the Minister. The Committee on Ministry shall not be asked to provide any formal evaluation of the Minister to the congregation. Members shall serve three (3) years, with terms staggered to maintain overlap. The Board of Trustees shall appoint one each year from a list of three submitted by the Minister.</p> <p>8.5 Three (3) Councils, each composed of eight (8) members elected by the Congregation at Annual Meetings, shall function as standing committees of the Congregation. They shall report to the Board of Trustees through their respective members who serve as Trustees; shall have the authority to spend funds authorized in the Annual Budget; and may appoint committees to implement their programs, which committees may include non-members of the Councils.</p> <p>8.5.1 <u>The Adult Programs Council</u> is responsible for all adult programs of the Society and shall assist the Minister in his/her responsibility for the religious meetings of the Society.</p> <p>8.5.2 <u>The Religious Education Council</u> is responsible for all programs of the Society initiated primarily for children and youth, plus such additional programs as are appropriate to religious education.</p> <p>8.5.3 <u>The Social Action Council</u> shall initiate, guide and coordinate the social responsibility and community service activities of the Society. It shall keep Members of the Society informed of issues under its consideration; shall develop and publicize opportunities for participation of Members in matters of social concern; and shall</p>		<p><i>There will be no "Standing Committees." Instead the Board will establish as many "Board Advisory Committees" as it sees fit to assist it to fulfilling its responsibilities. (See, for example, the Investments Advisory Committee mentioned below in Article 9.4.)</i></p> <p><i>Other Advisory Committees that would typically exist include Human Resources, Finance, Infrastructure, Governance, Oversight, and Strategy.</i></p> <p><i>Seven Advisory Committees are already described in the Board Policy Book rather than the Bylaws, which allows future Boards to combine, modify or change the names of these committees as Society needs change.</i></p> <p><i>A Committee of Ministry is not included in the revised Bylaws because, under policy-based governance, the relationship between the Board and the Minister is a direct and collaborative partnership un-mediated by any other group.</i></p> <p><i>There will also be no elected "Councils" as such. The 3 existing Councils will become Ministry Teams, and the needs that they fill are described in Article 11: Minister and Ministry. (See Article 11.6 below.)</i></p>
--	--	--

<p>represent the Congregation in social action undertakings of the community and the denomination and shall propose public stands and related activities.</p> <p>8.6 Each Council shall consist of eight (8) Members of the Society elected in accordance with Article 7. Four (4) members shall be elected each year for a term of two (2) years. Members shall be eligible for re-election for no more than two (2) additional terms.</p> <p>8.7 Each Council shall elect from its members a chairperson, a vice chairperson, a secretary, and a Trustee by June 30 following the Annual Meeting of the Society. The Trustee may be the chairperson or any other member of the Council.</p> <p>8.8 Each Council shall meet in at least ten (10) months of the year, such meetings to be announced in advance and open to all Members of the Society.</p> <p>8.9 A quorum shall consist of four (4) Council members.</p> <p>8.10 A Council may raise funds in addition to those allocated to it in the Annual Budget, subject to the prior approval of its plans and schedule by the Board of Trustees in each instance.</p>		<p><b>NOTE: Deleting Article 8 means that the numbers of Articles 9 through 17 will need to change in the Revised Bylaws. However, to make the old and new text versions easier to compare side by side below, this numbering change has not yet been made.</b></p>
<p><b>ARTICLE 9: TRUSTS COMMITTEE</b></p> <p>9.1 The authority and responsibility for the management of the trust funds of the Society rest with the congregation, which hereby delegates authority to an elected Trusts Committee to conduct and administer the fiduciary activities of the Society except as may be otherwise stated in these Bylaws.</p> <p>9.2 The Trusts Committee has responsibility to supervise, invest, reinvest and administer all bequests and such other funds as may be designated by the Board of Trustees as the trust funds of the Society in a separate account called the Trust Funds. Included in the Trust Funds may be separately designated funds which are restricted as to their use according to the conditions under which they were given to the Society, either by donation or bequest, or by other means.</p> <p>9.3 The Trusts Committee shall encourage gifts and bequests to the Society and shall act to carry out the wishes of donors within the areas approved by the Congregation. It is the responsibility of the Trusts</p>	<p><b>ARTICLE 9: TRUST FUNDS</b></p> <p>9.1 The Board shall maintain various Trust Funds and other accounts established for different purposes or with different donor restrictions, and these shall be tracked separately. Trust Funds are generally treated differently from cash accounts that are wholly expendable on a current year basis.</p> <p>In all cases, the Board shall adhere to any restrictions that the donors have placed on gifts to the Society as well as any applicable statutory requirements.</p> <p>9.2 When major financial gifts and bequests are offered to the Society, it shall be the responsibility of the Board of Trustees to manage them. The Board shall review the terms and conditions associated with these gifts. If the Board determines that it is in the interest of the Society to accept the gifts, it shall receive and acknowledge them.</p> <p>When accepting a new major gift or bequest that includes donor restrictions, the Board will have the authority to place it either in an existing or a newly created Trust Fund</p>	<p>Article 9 has been completely rewritten.</p> <p>The title is changed to shift focus from the <b>Committee</b> to the <b>Funds</b> themselves. The biggest change is placing responsibility for the Trust Funds on the Board of Trustees, rather than on an independent elected committee.</p> <p>9.2 describes what happens when new gifts or bequests are received. It puts limits on the Board's ability to make decisions regarding new gifts. If a new gift is restricted, the Board follows the donor's wishes when deciding on the best fund in which to place the money.</p> <p>If the new gift is not restricted and is \$100,000 or less, the Board decides on the best fund in which to place the money. If</p>

<p>Committee to make every possible effort to insure that expenditures are consistent with the wishes of the donors.</p> <p>9.4 When a bequest is offered, the Trusts Committee shall work with donors, executors or other representatives of the bequest to understand and, if necessary, clarify terms and conditions. When they have been clarified, the Trusts Committee shall submit the gift or bequest to the Board of Trustees for approval, formal acceptance and acknowledgment on behalf of the Society.</p> <p>9.5 The Trusts Committee shall consist of six (6) members of the Society elected in accordance with Article VII. Two members shall be elected each year for a term of three years. The Society Treasurer is an ex-officio, non-voting member of the Trusts Committee. Members of the Trusts Committee may not serve concurrently on the Board of Trustees or as an officer of the Society. Membership on the Trusts Committee shall be limited to two consecutive terms.</p> <p>9.6 The Trusts Committee shall elect from its members a chairperson and a secretary at its first meeting after the Annual Meeting. The Treasurer of the Society shall act as Treasurer of the Trusts Committee.</p> <p>9.7 The Trusts Committee shall periodically solicit from the Minister, the Board of Trustees and the congregation recommendations as to uses for income. The Trusts Committee shall indicate to the Board of Trustees by January 31 of each year, the funds available for expenditure during the following fiscal year, and the purposes for which they may be spent, consistent with maintaining the value of the Trust Funds and in accord with the wishes of donors.</p> <p>9.8 The Trusts Committee shall submit a complete report on the Trust Funds to the membership at the Annual Meeting. This report shall include a description of income, disbursements and the investment portfolio. In addition, the Committee shall report periodically, as requested, to the Board of Trustees.</p> <p>9.9 The Trusts Committee shall periodically review the terms and conditions specified by donors to be certain of their applicability to current conditions. The Committee may, following formal approval of the Congregation, petition a court of appropriate jurisdiction for changes as may become necessary in the terms and conditions of bequests.</p>	<p>or in a cash account as long as such action is consistent with any restrictions placed on the gift by the donor.</p> <p>In the event of a gift or bequest of \$100,000 or less without restrictions, the Board will have the authority to decide on the placement, uses, and rate of expenditure for the new gift. In the event of a gift or bequest of more than \$100,000 without restrictions, the Board's recommendations regarding the placement, uses, and rate of expenditure for the new gift must be approved by a vote of the Society at a duly constituted congregational meeting for which the proposed recommendation has been included in the notice of the meeting.</p> <p>9.3 The Board shall be responsible to:</p> <p>9.3.1 Promote additional gifts and bequests to the Society.</p> <p>9.3.2 Make prudent and appropriate investments of funds held for the benefit of the Society.</p> <p>9.3.3 For Endowment Funds, as defined by New York State law, make disbursements available for the work of the Society in accordance with a Spending Policy designed to ensure long term sustainability or otherwise in accordance with donor restrictions.</p> <p>9.3.4 Make any decisions to spend the principal of any Trust Fund not classified as an Endowment only after careful consideration of both the short-term and long-term consequences of such a decision. The Board shall have the authority in any fiscal year to make disbursements from all such non-endowed Trust Funds up to a total of the amount allowable if the Spending Policy for Endowed Funds were applied plus five percent (5%) of the total value of all such non-endowed Trust Funds on the last day of the fiscal year preceding the proposed disbursement. Disbursement from such non-endowed Trust Funds in excess of the Board authority stated herein requires that the Society affirm the disbursement by majority approval of the members present at a duly constituted meeting of the Society for which a description of the proposed disbursement has been included in the notice for the meeting.</p> <p>9.4 The Board may appoint an Investments Advisory Committee in accordance with its policies to assist it in fulfilling these responsibilities, may engage financial management professionals, and may authorize</p>	<p>the new gift is not restricted but is more than \$100,000, the congregation votes on the best fund in which to place the money.</p> <p>9.3 lists the key duties in managing the Trust Funds. It commits the Board to making disbursements from the various Endowed Trust Funds to support the work of the Society.</p> <p>9.3 also commits the Board to having a formal Spending Policy to calculate prudent disbursements from the Trust Funds. It ensures that "long term sustainability" will be a focus of the Spending Policy, but it does not set any one Spending Policy in concrete. (For instance, currently the Trusts Committee uses the Yale Rule to help calculate the size of prudent annual disbursements. But this could change in the future if, say, the economy, the legal environment, or available investment vehicles change.) In other words, our Spending Policy should be a formal policy, not a Bylaw.</p> <p>9.3.4 is an important change too. Under recent Board policy, not one dollar of the principal of any bequest could be spent without congregational approval following discussion at 2 congregational meetings — even bequests that came to us with no restrictions at all.</p> <p>9.3.4 would allow the Board itself to decide to spend up to 5% of the total principal of all non-endowed Trust Funds per year. The congregation could vote as a whole to spend larger amounts (like we did to pay for the new fountains and reflecting pools), but the Board would have the ability to fund small projects without holding a congregational meeting. (Note: the total current value of the non-endowed Trust Funds is about \$1 million.)</p> <p>9.4 clarifies that an "Investments Advisory Committee" can help the Board accomplish these tasks. In other words, the current</p>
--	---	--

<p>9.10 The Trusts Committee shall have the authority to incur expenses and to authorize expenditure, paid by the Trust Funds, for investment services, legal services, publicity brochures describing the Trust Funds and for miscellaneous expenses required to administer the Funds.</p>	<p>expenditures from the Trust Funds to cover any expenses or fees directly related to managing the funds.</p>	<p><i>Trusts Committee would become the Investments Advisory Committee, reporting to the Board. The Investments Advisory Committee would work with the Board to create and carry out policies regarding handling of the Trust Funds, much as the Finance Advisory Committee monitors policies for handling cash, signing checks, etc., and the Human Resources Advisory Committee works on policies related to staff benefits, working conditions, etc.</i></p>
<p><b>ARTICLE 10: AFFILIATED GROUPS</b></p> <p>10.1 In keeping with democratic methods and the goals of the Society, Members individually and in small groups are encouraged to initiate and explore potential projects and proposals appropriate for religious, educational, recreational, social, and community service undertakings. Such initiatives will be encouraged by publicizing the endeavors and by providing, without charge and after proper scheduling, space for small meetings. All such groups shall work under the direction of the Board of Trustees and the appropriate Council.</p> <p>10.2 Voluntary organizations which are largely made up of Society Members, but may include friends from the community-at-large, and which are consistent with the stated principles of the Society, may be recognized as affiliated groups.</p> <p>10.3 Affiliated groups shall meet the following requirements:</p> <ul style="list-style-type: none"> <li>• Each group shall be recognized by the Board of Trustees with the exception that it will benefit both the Society and the community.</li> <li>• Each group shall direct its own programs and functions. This shall be done with proper coordination with the ongoing and planned programs of the Society.</li> <li>• Each affiliated group shall be responsible for its own finances. Each affiliated group shall pay for direct expenses by it or incurred in its behalf.</li> <li>• Each affiliated group shall appoint a representative to provide information and communication at least annually to the Board of Trustees, concerning the activities and programs of the group.</li> </ul>	<p><b>ARTICLE 10: AFFILIATED GROUPS</b></p> <p>10.1 In keeping with democratic methods and the goals of the Society, Members individually and in small groups are encouraged to initiate and explore potential projects and proposals appropriate for religious, educational, recreational, social, and community service undertakings. Such initiatives will be encouraged by publicizing the endeavors and by providing, without charge and after proper scheduling, space for small meetings. All such groups shall work under the direction of the Board of Trustees <del>and the appropriate Council.</del></p> <p>10.2 Voluntary organizations which are largely made up of Society Members, but may include friends from the community-at-large, and which are consistent with the stated <del>principles</del> Purpose of the Society, may be recognized as affiliated groups.</p> <p>10.3 Affiliated groups shall meet the following requirements:</p> <ul style="list-style-type: none"> <li>• Each group shall be recognized by the Board of Trustees with the <del>exception</del>-expectation that it will benefit both the Society and the community.</li> <li>• Each group shall direct its own programs and functions. This shall be done with proper coordination with the ongoing and planned programs of the Society.</li> <li>• Each affiliated group shall be responsible for its own finances. Each affiliated group shall pay for direct expenses by it or incurred in its behalf.</li> <li>• Each affiliated group shall appoint a representative to provide information, <del>and</del> communication <del>and a financial report</del> at least annually to the Board of Trustees, concerning the activities and programs of the group.</li> </ul>	<p><i>The Councils would no longer exist as such. They are being converted to Ministry Teams. (See Article 11.6.)</i></p> <p><i>See Article 2: Purpose</i></p> <p><i>This change fixes a typo in the current Bylaws.</i></p> <p><i>Even though affiliated groups are responsible for their own finances, they operate under the Society's 501(c)3 number. The Board of Trustees needs at least an annual financial report from such groups to ensure compliance with best practice.</i></p>

<p><b>ARTICLE 11: MINISTER</b></p> <p>11.1 The Minister shall have charge of the religious meetings of the Society and of its spiritual interests and affairs, and shall direct the work of the staff.</p> <p>11.2 The Minister shall be a non-voting member of the Board of Trustees and Councils of the Society and other such committees and organizations as the Board of Trustees may designate, except the Nominating and Ministerial Search Committee.</p> <p>11.3 The Minister shall have a contract with the Society.</p> <p>11.4 The calling of a new Minister shall be by written secret ballot and shall require a two-thirds (2/3) vote of the Members eligible to vote and present at a duly constituted meeting.</p> <p>11.5 The Minister may be dismissed only by a written secret ballot by two-thirds (2/3) vote of the Members present and eligible to vote at a duly constituted meeting called for that purpose.</p>	<p><b>ARTICLE 11: MINISTER and MINISTRY</b></p> <p>11.1 The Minister shall <del>have charge of the religious meetings of the Society and of its spiritual interests and affairs, and shall direct the work of the staff</del> serve as the spiritual leader of the Society, and as Head of Staff shall administer the affairs of the <del>church</del> Society in accordance with Board policies. The Minister shall have freedom of the pulpit to express their opinion.</p> <p>11.2 The Minister shall be an <i>ex officio</i> non-voting member of the Board of Trustees and <del>Councils other committees, teams and task forces</del> of the Society <del>and other such committees and organizations as the Board of Trustees may designate</del>, except the <del>Nominating and</del> Ministerial Search Committee.</p> <p>11.3 The Minister shall have a contract with the Society.</p> <p>11.4 The calling of a new Minister shall be by written secret ballot and shall require <del>a two-thirds (2/3)</del> an eighty percent (80%) vote of the Members eligible to vote and present at a duly constituted meeting.</p> <p>11.5 The Minister may be dismissed only by a written secret ballot by two-thirds (2/3) vote of the Members present and eligible to vote at a duly constituted meeting called for that purpose.</p> <p>11.6 The Minister will be responsible for creating and supporting Ministry Teams to help carry out the year-round work of building community, promoting membership in the Society, furthering social justice, and nurturing the religious growth and education of all who participate in the Society.</p>	<p><i>These changes would make Article 11 consistent with policy-based governance and the new structures being created at UUSS. A key concept is that the Minister serves as Head of Staff in managing the day to day operations of the church.</i></p> <p><i>See also Article 6.2, which describes the collaborative relationship between the Board and the Minister.</i></p> <p><i>The revisions to Article 11 are also designed to remind us that the UUSS “Ministry” encompasses much more than what the Minister does in the pulpit on Sunday mornings. Many people and many teams participate in the various ways that we “minister” to one another and to our larger community.</i></p>
<p><b>ARTICLE 12: MINISTERIAL SEARCH COMMITTEE</b></p> <p>12.1 When it is known that the position of Minister will become vacant, it is the responsibility of the Board of Trustees to call a Special Meeting of the Congregation at an appropriate time for the purpose of electing a Ministerial Search Committee.</p> <p>12.2 The Ministerial Search Committee shall consist of seven (7) members who have been members of the Society for not less than one year prior to their election to the Committee.</p> <p>12.3 The Ministerial Search Committee shall be elected by the Congregation from a slate of twelve (12) nominees</p>	<p><b>ARTICLE 12: MINISTERIAL SEARCH COMMITTEE</b></p> <p>12.1 When it is known that the position of Minister will become vacant, it is the responsibility of the Board of Trustees to call a Special Meeting of the Congregation at an appropriate time for the purpose of electing a Ministerial Search Committee.</p> <p>12.2 The Ministerial Search Committee shall consist of seven (7) members who have been members of the Society for not less than one year prior to their election to the Committee.</p> <p>12.3 <del>The Ministerial Search Committee shall be elected by the Congregation from a slate of twelve (12) nominees</del></p>	

<p>submitted by a Special Nominating Committee. After this slate has been published and sent to the membership, additional nominations may be made by mail to the Board with the nominator furnishing background data about the nominee and assurance of the nominee's willingness to run and serve. No nominations may be made later than two weeks before the Special Meeting at which the balloting for the Ministerial Search Committee is scheduled.</p> <p>12.4 The Special Nominating Committee of seven (7) Members, to select the slate of nominees for members of the Ministerial Search Committee for presentation to the Congregation, shall be appointed by the Board of Trustees and Councils: three (3) from the Board, one from each Council and one at-large member designated by the Board. The President of the Society shall implement the Ministerial Search Committee procedure described above.</p> <p>12.5 The Ministerial Search Committee shall serve until it shall have been discharged of its responsibilities by vote of the Society.</p> <p>12.6 The recommendation of a new Minister to the Society shall be made by the Ministerial Search Committee after informing the Board of Trustees. The Congregation shall have opportunities to meet the candidate and to hear the candidate speak at a church service. Written data on the candidate's experience and qualifications shall be furnished to each member of the Society.</p>	<p><del>submitted by a Special Nominating Committee. After this slate has been published and sent to the membership, additional nominations may be made by mail to the Board with the nominator furnishing background data about the nominee and assurance of the nominee's willingness to run and serve. No nominations may be made later than two weeks before the Special Meeting at which the balloting for the Ministerial Search Committee is scheduled. The Ministerial Search Committee shall be nominated, elected, and shall carry out its duties according to the procedures recommended by the Unitarian Universalist Association.</del></p> <p><del>12.4 The Special Nominating Committee of seven (7) Members, to select the slate of nominees for members of the Ministerial Search Committee for presentation to the Congregation, shall be appointed by the Board of Trustees and Councils: three (3) from the Board, one from each Council and one at-large member designated by the Board. The President of the Society shall implement the Ministerial Search Committee procedure described above.</del></p> <p><del>12.4 The Ministerial Search Committee shall serve until it shall have been discharged of its responsibilities by vote of the Society. At the time of the Ministerial Settlement, the Search Committee shall be dissolved.</del></p> <p>12.5 The recommendation of a new Minister to the Society shall be made by the Ministerial Search Committee after informing the Board of Trustees. The Congregation shall have opportunities to meet the candidate and to hear the candidate speak at a church service. Written data on the candidate's experience and qualifications shall be furnished to each member of the Society.</p>	<p><i>These changes would allow UUSS to use current best practices as regards the creation of a Ministerial Search Committee.</i></p>
<p><b>ARTICLE 13: AMENDMENTS</b></p> <p>These Bylaws may be amended at any meeting of the Society by a two-thirds (2/3) vote of the Members present, provided that the amendments have been announced at a previously-held duly constituted meeting of the Society. Written notice for each of these meetings must include the fact that amendments to the Bylaws are to be acted upon and copies of the proposed Bylaws including the proposed amendments must be provided to any member of the Society upon request. Unless a later date is specified, such amendments must go into effect after the membership is notified in writing of their passage.</p>	<p><b>ARTICLE 13: AMENDMENTS</b></p> <p>These Bylaws may be amended at any meeting of the Society by a two-thirds (2/3) vote of the Members present, provided that the amendments have been announced at a previously-held duly constituted meeting of the Society. Written notice for each of these meetings must include the fact that amendments to the Bylaws are to be acted upon and copies of the proposed Bylaws including the proposed amendments must be provided to any member of the Society upon request. Unless a later date is specified, such amendments must go into effect after the membership is notified in writing of their passage.</p>	<p><i>No changes.</i></p>

<p><b>ARTICLE 14: SEPARABILITY CLAUSE</b></p> <p>If any provision of these Bylaws shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair or invalidate the remainder thereof, but rather such judgment shall be confined in its operation to the particular provision directly involved in the controversy.</p>	<p><b>ARTICLE 14: SEPARABILITY CLAUSE</b></p> <p>If any provision of these Bylaws shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair or invalidate the remainder thereof, but rather such judgment shall be confined in its operation to the particular provision directly involved in the controversy.</p>	<p><i>No changes.</i></p>
<p><b>ARTICLE 15: DISSOLUTION</b></p> <p>If it should become necessary or desirable to dissolve the First Unitarian Society of Schenectady, New York, such dissolution shall be accomplished pursuant to and in full compliance with applicable provisions of Article 19 of the Religious Corporations Law of the State of New York.</p>	<p><b>ARTICLE 15: DISSOLUTION</b></p> <p>If it should become necessary or desirable to dissolve the <del>Unitarian Universalist Society of Schenectady</del>, New York, such dissolution shall be accomplished pursuant to and in full compliance with applicable provisions of Article 19 of the Religious Corporations Law of the State of New York.</p>	<p><i>No change except an update to the Society's current name.</i></p>
<p><b>ARTICLE 16: SCHEDULE FOR EFFECTIVENESS</b></p> <p>These Bylaws as amended shall become effective July 1, 2006. They shall supersede and make obsolete any prior Bylaws and Constitution adopted by the Society, but these Bylaws shall in no way impair continuing commitments and obligations undertaken under such previous Constitution and Bylaws.</p>	<p><b>ARTICLE 16: SCHEDULE FOR EFFECTIVENESS</b></p> <p>These Bylaws as amended shall become effective July 1, <del>2006</del> <b>2017</b>. They shall supersede and make obsolete any prior Bylaws and Constitution adopted by the Society, but these Bylaws shall in no way impair continuing commitments and obligations undertaken under such previous Constitution and Bylaws.</p>	<p><i>This clarifies that the new Bylaws would take effect on July 1 of this year.</i></p> <p><i>It means that all current elected officials would serve until June 30, 2017, but the existing Nominating Committee would need to find candidates only for seats on the Board in this May's election.</i></p>
<p><b>ARTICLE 17: POLICIES AND PROCEDURES OF THE SOCIETY</b></p> <p>The Board of Trustees shall maintain a Policies and Procedures Manual for the day-to-day administration of the Society. The Policy and Procedures Manual shall address those issues not directly addressed by the Bylaws but shall not supersede nor replace the intent or effectiveness of any part of the Bylaws. Should the membership of the Society wish to override or change a policy or procedure enacted by the Board, such changes may be made at any meeting of the Society by a two-thirds (2/3) vote of the Members present in compliance with parliamentary procedure.</p>	<p><b>ARTICLE 17: POLICIES AND PROCEDURES OF THE SOCIETY</b></p> <p>The Board of Trustees shall maintain a <del>Policies and Procedures Manual</del> <b>Board Policy Book</b> for the day-to-day administration of the Society. The Policy <del>and Procedures Manual</del> <b>Book</b> shall address those issues not directly addressed by the Bylaws but shall not supersede nor replace the intent or effectiveness of any part of the Bylaws.</p> <p>Should the membership of the Society wish to override or change a policy or procedure enacted by the Board, <b>they are invited to present their concerns directly to the Board for research and consideration. If members continue to wish for a policy change</b>, such changes may be made at any meeting of the Society by a two-thirds (2/3) vote of the Members present in compliance with parliamentary procedure.</p>	<p><i>The Board Policy Book will become a much more important and more often referenced document than it has been. The various Board Advisory Committees and Ministry Teams are all expected to bring recommendations to the Board regarding policies in their respective areas of interest.</i></p> <p><i>Should a dialogue with the Board not satisfy Society members, they will still have the ability to bring policy concerns to a vote of the members at large.</i></p>