

**BYLAWS OF ALL SOULS UNITARIAN UNIVERSALIST CONGREGATION**  
as amended and revised through October 15, 2017

**Article I: Name**

The name of this religious organization shall be All Souls Unitarian Universalist Congregation of New London, Connecticut.

**Article II: Purposes**

The purposes of this organization are to:

- (1) maintain a place of worship consistent with Unitarian Universalist principles,
- (2) provide opportunities for the study and practice of Unitarian Universalism,
- (3) serve the community's religious needs, and
- (4) advance the causes of Unitarian Universalism and of liberal religion.

All Souls Unitarian Universalist Congregation is a liberal religious congregation that nurtures lifelong spiritual development. We covenant to create a welcoming, caring, justice-seeking community within and beyond our walls.

We affirm and promote the full participation of all persons in our ministries without regard to race, color, gender, gender expression, physical or mental challenge, affectional or sexual orientation, age, or national origin.

We shall practice affirmative action to remedy the results of historical discrimination.

**Article III: Denominational Affiliation**

This Congregation shall affiliate itself with the Unitarian Universalist Association, or its successor organization, and with other national religious bodies as it sees fit.

**Article IV: Membership**

Section 1. Membership in this Congregation is open to any person who has completed the Coming of Age program or a membership orientation program, and who is in accord with our purposes. No test of creed shall be imposed as a condition of membership. To become a member, a person shall sign the membership book in the presence of the Senior Minister or President, or during a New Member Welcoming Service.

Section 2. To maintain membership, members shall make an annual financial commitment in support of All Souls' ministries for the current fiscal year, and a financial contribution of record in the last 12 months. The Senior Minister may temporarily waive this requirement for individual members of the Congregation.

Section 3. Membership may be terminated at a member's request. Members who

have not participated or pledged for a period of two years shall be removed from the membership roll at the discretion of the Senior Minister.

Section 4. In order to vote at a Congregational Meeting, a person shall have been a member for at least sixty (60) days. In the cases of (a) calling a Minister, (b) dismissing a called Minister, or (c) dissolution of the legal society, membership for at least twelve (12) months is required.

Section 5. The Congregation shall consist of the Members, Pledging Friends, and any person who is in accord with our purposes. A Pledging Friend is any person who is in accord with our purposes and who has made a financial contribution of record, or made an Annual Pledge and fulfilled at least part of that Pledge, but who chooses not to become a member. Pledging Friends may attend meetings and join committees; they may not vote at Congregational Meetings or serve as Officers, Trustees, or Committee Chairs.

### **Article V: Congregational Meetings**

Section 1. The members, acting at Congregational Meetings, have the exclusive authority to call Ministers or dismiss called Ministers, adopt annual budgets, amend these Bylaws, buy and sell real property, dissolve the Congregation, and have final authority in the Congregation. The Board of Trustees shall be delegated to act on the congregation's behalf between Congregational Meetings.

Section 2. The Annual Congregational Meeting shall ordinarily be held during May to adopt a budget, elect Officers, Trustees, and Congregational leaders, hear annual reports, and transact other business brought before the Congregation. The fiscal year shall be from July 1 to June 30. A proposed budget for the upcoming fiscal year shall be made available to the Congregation at least two weeks before the Annual Congregational Meeting.

Section 3. Special Congregational Meetings may be called by the Board of Trustees, or shall be called by the Board upon the request of 20% of the membership. A call for a Special Congregational Meeting shall state the purpose of the meeting; no other business may be transacted at that meeting.

Section 4. All Congregational Meetings shall be called by notifying every member household at least ten (10) days before the meeting, and publishing the notice of the meeting in the newsletter, and via the Congregation's electronic communications. The date and purpose shall also be announced at Sunday Services for two weeks preceding the meeting. The business to be transacted at any meeting shall be specified in the notice for that meeting.

Section 5. A quorum shall be based on the number of members eligible to vote. 20% of the membership shall constitute a quorum, and all questions shall be decided by majority vote of the members present, except that:

(a) calling a Minister shall require a quorum of 40% of the membership and a 90% affirmative vote of the members present;

- (b) dismissing a called Minister shall require a quorum of 40% of the membership and a 60% affirmative vote of the members present;
- (c) bylaws changes shall require a quorum of 20% of the membership and a 67% affirmative vote of the members present;
- (d) the sale, encumbrance, or acquisition of real property shall require a quorum of 40% of the membership and a 67% affirmative vote of the members present.

Section 6. Any member unable to attend a Congregational Meeting may execute a proxy for that Meeting, subject to the following conditions:

(a) To execute a proxy a member must deliver the written proxy to the Secretary, or a person designated by the Secretary for such purpose, at least 24 hours prior to the applicable meeting. A proxy may only be granted in writing, and the written proxy must include the name of the granting member, the name of the exercising member, unambiguous identification of the meeting for which the proxy is granted, a statement that it is authority to vote on the granter's behalf, and the signature of the granting member.

(b) If a proxy does not include the required information, or if two members appear to hold proxies from the same member, or if the Secretary determines at the time of the meeting that there is any other irregularity that makes it appear that the requirements for proxy voting have not been met, then the Secretary may require that the questionable proxy or proxies not be exercised.

(c) A proxy, once granted for a particular meeting, can only be revoked by the granting member in person at that meeting, or in writing to the Secretary prior to commencement of the meeting.

(d) Only members of the congregation may exercise proxies. No member may vote more than one proxy at any meeting. Proxies may not be limited or conditional in scope, with the exception that proxy votes may only be cast on matters named in the published agenda. A proxy shall only apply to a single meeting. Proxy votes shall not count towards a quorum.

## **Article VI: Officers**

Section 1. The Officers of the Congregation shall consist of the President, Vice President, Secretary, and Treasurer.

Section 2. The Officers shall be elected from the membership at each Annual Congregational Meeting. The President and Vice President shall hold office for two (2) consecutive concurrent years. A member shall be elected Vice President with the understanding that she or he will be nominated as President for two (2) years after serving two (2) years as Vice President. The Secretary and Treasurer shall also hold office for two (2) consecutive concurrent years, staggered from the terms of the President and Vice President. The terms of office shall coincide with the fiscal year, or until successors are elected.

Section 3. The President shall preside at all Congregational Meetings and Board of Trustees meetings and shall perform such other duties as usually pertain to that office. The President shall be a member, ex officio and without vote, of all Committees.

Section 4. The Vice President shall preside over the Council and, in the absence of the President or at the President's delegation, shall perform the duties of that office, and such other duties as the Board of Trustees may direct.

Section 5. The Secretary shall give notice of all Congregational Meetings and Board of Trustees meetings and keep in full the minutes of their proceedings. The Secretary shall ensure that all records and statistics are kept on file and perform such other duties as are incidental to the office.

Section 6. The Treasurer shall ensure that full and accurate records of receipts and disbursements are kept in records belonging to the Congregation. The Treasurer shall ensure that financial statements and reports are submitted for each Board of Trustees meeting, in addition to the budget and report submitted for the Annual Congregational Meeting.

Section 7. The Officers shall constitute an Executive Committee that shall set the agenda for the Board of Trustees and oversee personnel issues. The Senior Minister shall serve as an ex officio member of the Executive Committee.

Section 8. Members elected to serve as President and Vice President may serve only one (1) two-year term in each office. Members elected to serve as Secretary and Treasurer may serve no more than two (2) consecutive two-year terms. Serving one-half or more of a term shall be considered a full term. After an interval of at least one (1) year, a member may be elected to that office again. The terms of office shall coincide with the fiscal year or until successors are elected.

Section 9. The President, Vice President, and Treasurer shall be the authorized signatories on all monetary accounts of the Congregation as authorized by the Board of Trustees.

#### **Article VII: Nominating and Leadership Development Committee**

Section 1. There shall be a Nominating and Leadership Development Committee of six (6) members elected from the membership at each Annual Congregational Meeting. Members of the Committee shall hold office for three (3) years, and may serve no more than one (1) consecutive three-year term. Serving one-half or more of a term shall be considered a full term. After an interval of at least one (1) year, a member may be elected to the committee again. Two (2) committee members shall be elected each year. The terms of office shall coincide with the fiscal year or until successors are elected.

Section 2. The Committee shall prepare a slate of qualified candidates for elected positions named in these bylaws, and any others designated by the Board of Trustees, to be placed in nomination at the Annual Congregational Meeting. Additional nominations may be presented to the Nominating and Leadership Development Committee up to two weeks prior to the Annual Congregational Meeting.

Section 3. The Committee shall identify leadership development training opportunities and co-ordinate participation in these opportunities.

Section 4. The chairperson of the Committee shall make available the Board of Trustees a slate of nominees thirty (30) days prior to the Annual Congregational Meeting.

Section 5. In the event of vacancies on the Board of Trustees or Council, the Committee shall submit a nomination to the Board of Trustees, which shall make the appointment to complete the term.

Section 6. Vacancies on the Committee that occur between Annual Congregational Meetings shall be filled by appointment of the Board of Trustees.

Section 7. The Committee shall not nominate one of its own members to serve as an Officer or Trustee.

### **Article VIII: Board of Trustees**

Section 1. The Board of Trustees shall be responsible for the finances, property, policies, and business affairs of the Congregation. The role of the Board shall be one of oversight, discernment and strategy. The Board shall ensure that decisions made by the Congregation at Congregational Meetings are carried out. It shall receive and act upon the recommendations of the Senior Minister, the staff, and Committee Chairs. The Board may delegate specific tasks.

Section 2. The Board of Trustees shall consist of the Officers and five (5) Trustees. The Trustees shall also serve as liaisons to Committees, assigned at the discretion of the Board. Trustees and Officers shall not serve as Committee Chairs. The term of office for Trustees shall be for two (2) years with two (2) Trustees being elected in odd-numbered years and three (3) Trustees being elected in even-numbered years from the membership at the Annual Congregational Meeting. Members elected to serve as Trustees may serve no more than two (2) consecutive two-year terms. Serving one-half or more of a term shall be considered a full term. After an interval of at least one (1) year, a member may be re-elected to the Board of Trustees. The terms of office shall coincide with the fiscal year or until successors are elected.

Section 3. In addition, the Board may have a youth member who shall have full voting privileges and serve as liaison to youth peers. The term of office shall be one year. The Youth Trustee may be elected from the membership at the Annual Congregational Meeting. Youth trustees may serve no more than two consecutive one year terms. Serving one-half or more of a term shall be considered a full term. After an interval of at least one year, a youth member may be re-elected to the Board of Trustees.

Section 4. The Board of Trustees shall be charged with the investment of the funds of the Congregation for the benefit of the Congregation.

Section 5. The Board of Trustees shall meet at least ten (10) times per year.

Meeting dates and times shall be posted at least ten (10) days prior to the meeting date. A majority of the members of the Board shall constitute a quorum.

Section 6. All meetings of the Board of Trustees shall be open to the Congregation as observers, except in those cases when it goes into Executive Session. No final or formal actions may be taken while the Board is in Executive Session.

### **Article IX: Council**

Section 1. There shall be a Council consisting of the Board of Trustees and all Committee and Ministry Team Chairs.

Section 2. The Council shall meet at the call of the Board of Trustees and shall meet three times each fiscal year. All meetings of the Council shall be open to the Congregation as observers. Meeting dates and times shall be posted at least ten (10) days prior to the meeting date.

### **Article X: Board Committees, Ministry Teams, and Task Forces**

Section 1. The Board of Trustees may appoint and dissolve Board Committees, Ministry Teams, and Task Forces as necessary. The Board Committees shall include Membership, Finance, Facilities, Nominating and Leadership Development (see Article VII) and Stewardship.

Ministry Teams shall include Sunday Services, Music, Religious Education Circle Leadership, Adult Religious Education, and Caring Community.

Task Forces are appointed by the Board of Trustees in order to tend to specific, time-limited tasks.

All Ministry Teams and Board Committees shall report to the Board at the time and in the form determined by the Board, and shall report to the Annual Congregational Meeting through the Annual Report. Ministry Teams, Board Committees, and Task Forces shall meet as needed, or as directed by the Board. Meeting dates and times shall be posted at least ten (10) days prior to the meeting date.

Section 2. Leadership of Board Committees and Ministry Teams shall be elected from the membership at each Annual Congregational Meeting. The term of office shall be for two (2) years, and shall coincide with the fiscal year or until successors are elected. A person elected to serve as a Committee or Ministry Team Chair may serve no more than four (4) consecutive years as Chair of that Committee or Team. Serving one-half or more of a year shall be considered a full year. After an interval of at least one (1) year, a member may be elected to Chair that Committee again.

Section 3. Members and Pledging Friends may volunteer or be invited to serve on Board Committees, Ministry Teams and Task Forces. Only members may serve on the Nominating and Leadership Development Committee, Finance Committee, and the Ministerial Search Committee (Article XI, Section 1). The Board of Trustees may create membership requirements for other committees.

## **Article XI: The Senior Minister**

### **Section 1. Duties and Responsibilities**

1. The Senior Minister shall be responsible for the conduct of worship within the Congregation, and the Congregation's spiritual interests and affairs. The Senior Minister shall have the freedom of the pulpit as well as freedom to express her or his opinion outside the pulpit.

2. The Senior Minister may establish a Committee on Ministry.

3. The Senior Minister shall make a full report to the Annual Congregational Meeting. The Senior Minister shall bring to the attention of the Board of Trustees or the Council any matters that seem pertinent to the welfare of the Congregation, and shall make such recommendations as seem proper; but the final decision in matters of policy and procedure shall remain with the Board of Trustees or a Congregational Meeting.

4. The Senior Minister shall be an ex officio member of the Board of Trustees, the Executive Committee, the Council, and of all Committees, without vote, and shall be available to assist and advise all officers and working groups, promoting an efficient, harmonious functioning of the total Congregational program and organization.

Section 2. The Senior Minister and a Board appointed team shall collaborate on an annual evaluation process.

Section 3. In the event of a vacancy in the position of Senior Minister, a Ministerial Search Committee shall be established. The Ministerial Search Committee shall search out and recommend to the membership a candidate for its approval, at a Congregational Meeting called solely for that purpose, according to the provisions of Article IV, Section 4a, and Article V, Section 5a. The Ministerial Search Committee shall consist of seven (7) persons elected from the membership at a Special Congregational Meeting called for that purpose. The Nominating and Leadership Development Committee shall nominate a slate of candidates for the Ministerial Search Committee, and additional nominations may be made from the floor

Section 4. A candidate for Senior Minister of this Congregation must hold fellowship in the Unitarian Universalist Association, or its successor organization, and must thereafter maintain fellowship in that organization.

Section 5. To call and settle a Senior Minister, the Congregation shall follow the guidelines in the Unitarian Universalist Settlement Handbook for Ministers and Congregations.

Section 6. The Senior Minister shall be engaged for an indefinite period of time; and the relationship shall continue until at least ninety (90) days after either contracting party has given notice in writing of the desire to discontinue the relationship.

## **Article XII: The Endowment Fund**

An Endowment Fund is established whose purpose, governance, and operational procedures are defined by a Special Resolution adopted by the congregation at the Annual Congregational Meeting on May 13, 2000. Amendment of the special resolution

shall require a quorum of 20% of the Membership and a 67% affirmative vote of the Members present at an Annual Congregational Meeting or a Special Congregational Meeting called for the purpose of amending the Special Resolution.

### **Article XIII: Parliamentary Authority**

All questions of a parliamentary nature not provided for in these bylaws shall be decided upon parliamentary procedure based upon the Democratic Rules of Order.

### **Article XIV: Dissolution**

In the event of the dissolution of the Congregation, all outstanding debts shall be paid. The remaining assets, both real and personal, and including all property heretofore and hereinafter donated to said congregation, shall become the property of the Unitarian Universalist Association, 24 Farnsworth Street, Boston, Massachusetts, or its successor, subject to all applicable laws.

### **Article XV: Bylaws and Amendments**

Section 1. These bylaws shall be reviewed every three (3) years by a Bylaws Committee called for the purpose by the Board of Trustees.

Section 2. The Bylaws Committee shall be authorized to correct article and section designations, punctuation, typographical errors, and cross-references, and to make such other technical and conforming changes as may be necessary.

Section 3. Copies of these bylaws shall be made available upon request.

Section 4. These bylaws, so far as allowed by State law, may be amended, revised, or repealed at an Annual Congregational Meeting or a Special Congregational Meeting called for this purpose. The voting will conform with Article V, Section 5c. The full text of any proposed changes shall be contained in the notice of the meeting.

Approved: April 16, 1971  
Amended: March 12, 1978  
March 26, 1982  
February 5, 1984  
April 13, 1984  
April 12, 1986  
May 12, 1990  
Revised: May 11, 1991  
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May 14, 1994  
May 11, 1996  
January 24, 1998  
May 13, 2000  
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Revised: May 10, 2002

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