

**Bylaws**  
of the  
**Unitarian Universalist Congregation of the  
Susquehanna Valley (UUCSV)**  
Northumberland, PA



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**Bylaws of the  
Unitarian Universalist Congregation of the  
Susquehanna Valley**

We the members of the Unitarian Universalist Congregation of the Susquehanna Valley adopt these Bylaws by which we agree to govern ourselves, effective as of May 15, 2022.

**Article I. Name**

The name of this religious society shall be Unitarian Universalist Congregation of the Susquehanna Valley.

**Article II. Purpose**

The purpose of this Congregation is to foster liberal religious life and growth through worship, study, service, and community in affiliation with the Unitarian Universalist Association.

**Article III. Membership**

**Section 1: *Eligibility for Membership.*** Any person age 14 or older may become a voting member of this Congregation who is in sympathy with its purpose and program, as evidenced by signing the Membership Book, and who actively contributes to the Congregation

within his/her means. The Congregation recognizes two categories of Membership, determined by age:

1. Membership in the Faith: Any person aged 14 or older may become a member of our faith community.
2. Voting Membership: Any person 18 years of age or older, who is a member in Faith, may be a voting member and, if in good standing, able to vote on matters affecting the Congregation's institutional life.

All members should have an understanding of the history, principles, and values of Unitarian Universalism. Membership is open to all qualified persons regardless of race, color, sex, affectional or sexual orientation, or national origin.

**Section 2: *Termination of Membership.*** A person shall cease to be a member of the Congregation under any one of the following conditions:

- A. The member dies;
- B. The member moves away and no longer actively contributes to the Congregation;
- C. The member notifies an Officer or Trustee of the Congregation in writing that the member no longer desires to be a member of the Congregation; or
- D. The member fails to actively contribute to the Congregation during an entire fiscal year and has failed to respond after two attempts to communicate in writing with the member.

## **Article IV. Denominational Affiliation**

The Congregation recognizes and affirms the statement of Principles and Purposes of the Unitarian Universalist Association and shall comply with such requirements as may be necessary to receive and retain full membership and participation in the Association.

## **Article V. Fiscal Year**

The fiscal year of the Congregation shall begin on July 1 and end on June 30.

## **Article VI. Congregational Meetings**

**Section 1: *Annual Meeting.*** The Annual Meeting of the Congregation shall be held during the month of May, the time, date, and location to be determined by the Board of Trustees. The membership shall vote on the following actions at the Annual Meeting:

- A. Adoption of a budget for the upcoming fiscal year;
- B. Elections to replace any Officers and Trustees whose terms expire at the end of the current fiscal year; and
- C. Any other matters which are set forth in the Notice of Annual Meeting.

**Section 2: *Special Meetings.*** Special Meetings of the Congregation shall be held on the call of the President or two or more members of the Board of Trustees or upon written petition of ten or more voting members of the Congregation. Business at a Special Meeting shall be limited to those matters which are set forth in the Notice of Special Meeting.

**Section 3: *Notice of Meetings.*** The Secretary shall send notice via U.S. Postal Service or the Congregation's email of all Annual and Special Meetings to all members at least 14 days before the date of the meeting. The notice shall state the date, time, and place of the meeting and shall list the items on which votes shall be taken at the meeting. If the agenda includes a vote on a proposed change in, or addition to, these Bylaws, the full text of the proposed change or addition shall be set forth in the notice.

**Section 4: *Quorum, Procedure, and Voting.*** All meetings shall be conducted in accordance with Robert's Rules of Order. Except as otherwise provided in these Bylaws, a quorum to conduct business at any Annual or Special Meeting shall be 20 percent of the voting membership. Members may not vote by proxy. A member shall be

considered to be “present” at a meeting for all purposes under this Article VI if the member is physically present at the site of the meeting or if the member uses electronic means to connect to the meeting such that the member’s participation is verified by the Secretary, and that the member can hear the discussions at the meeting and be heard by all others present at the meeting. A simple majority of the voting members present shall be required to pass a motion, except for the following types of motion:

- A. Any motion concerning the calling or dismissal of a Minister, as specifically set forth in Article XII of these Bylaws.
- B. Any motion concerning an amendment to these Bylaws, as specifically set forth in Article XV of these Bylaws.
- C. Any motion concerning the removal from office of a Trustee or Officer, as specifically set forth in Articles VIII and IX, respectively, of these Bylaws.
- D. Any motion concerning the acquisition, disposition, or financing of real property as set forth in Article VII of these Bylaws.
- E. Any motion concerning an extraordinary distribution from, or dissolution of, the Founders' Fund as set forth in Article XIII of these Bylaws.

## **Article VII. Real-Estate Transactions**

**Section 1:** *Conditional Offers to Acquire Real Property.* To facilitate the acquisition of real property, the Board of Trustees is authorized to extend a conditional offer to acquire an interest in real property, subject to the receipt of Final Approval from the members of the Congregation as set forth herein. In making such a conditional offer, the Board of Trustees may provide the sellers with a conditional down payment in an amount up to 1 percent of the purchase price.

**Section 2:** *Final Approval of Acquisition of Real Property.* Within five days after making a Conditional Offer to acquire real property, the Secretary shall send notice via U.S. Postal Service or the Congregation’s email of a Special Meeting to all members of the

Congregation, as provided in Article VI, Section 3, to consider whether the Congregation should acquire the interest in real property.

**Section 3:** *Disposition or Financing of Real Property.* The Congregation may dispose of or finance an interest in real property only as authorized by a prior vote of the members of the Congregation at a Special or Annual Meeting.

**Section 4:** *Quorum, Procedure, and Voting.* A quorum at any Special or Annual Meeting concerning the acquisition, financing, or disposition of an interest in real property shall be 40 percent of the voting membership. A two-thirds vote of the voting members present shall be needed to approve the acquisition, disposition, or financing of real property.

## **Article VIII. Board of Trustees**

**Section 1:** *Composition.* The Board of Trustees shall consist of the President, Vice-President, Secretary, and Treasurer of the Congregation, and up to five At-Large Trustees who shall be voting members of the Congregation elected at an Annual or Special Meeting of the Congregation.

**Section 2:** *Duties and Responsibilities.* The Board of Trustees shall constitute the governing and policy-implementing body of the Congregation. The Board of Trustees, on behalf of the Congregation, shall have general charge of the property of the Congregation, the conduct of its business affairs, and the control of the administration of the Congregation, which duties shall be conducted in accordance with these Bylaws and the laws of the Commonwealth of Pennsylvania. The Board of Trustees, however, shall not have the power to acquire, dispose of, or finance real property without having first obtained a favorable vote on the matter at an Annual or Special Meeting of the Congregation. At the Annual Meeting, the Board of Trustees shall present to the membership a full report of its activities and

proceedings during the fiscal year, as well as a proposed budget for the upcoming fiscal year.

**Section 3: *Meetings.*** The Board of Trustees shall meet monthly or on call of the President or two or more members of the Board. The President or Secretary shall make reasonable efforts to notify the Congregation of the time and place of each meeting of the Board of Trustees. A simple majority of the Trustees shall constitute a quorum. A simple majority of those Trustees who are present shall be necessary for the Trustees to approve any matter before them. An Officer or Trustee shall be considered to be “present” at a meeting for all purposes under this Article VIII if the Officer or Trustee is physically present at the site of the meeting or if the Officer or Trustee uses electronic means to connect to the meeting such that the Officer’s or Trustee’s participation is verified by the Secretary, and that the Officer or Trustee can hear the discussions at the meeting and be heard by all others present at the meeting. All meetings of the Board shall be open to all members of the Congregation.

**Section 4: *Term of Office.*** Except as provided in Sections 5 and 6 of this Article, each At-Large Trustee shall serve for a two-year term, beginning on the first day of the fiscal year following his/her election. No At-Large Trustee shall serve more than two consecutive terms as an At- Large Trustee. The term of, and restrictions on, Officers are set forth in Article IX below. In no event, however, shall any person serve on the Board of Trustees (either as an Officer, Trustee, or both) for more than five consecutive years.

**Section 5: *Incumbent At-Large Trustees.*** At-large Trustees holding office at the adoption of these Bylaws shall continue in office as though there had been no change in the Bylaws. They shall serve out the terms for which they were originally elected under the previous Bylaws, and any previous time served shall count toward the term limitation set forth in section 4 above.

**Section 6: Vacancy and Removal.**

A. Any vacancy on the Board of Trustees may be filled by the appointment of the President with the support of two-thirds of the remaining Trustees. This appointment will expire at the time of the next Congregational meeting.

B. A Trustee may be removed from the Board only upon a two-thirds vote of the voting members present at a Special or Annual Meeting of the Congregation, except as provided in Sec. C below. For the purposes of this provision, a quorum at a meeting to vote on removal of a Trustee shall consist of 40 percent of the voting membership.

C. A Trustee who has failed to attend 3 consecutive meetings may be removed by the vote of two-thirds of the remaining Trustees.

## **Article IX. Officers**

**Section 1: *Term of Office.*** Each Officer shall be a voting member of the Congregation. So that they may legally act on behalf of the Congregation, each Officer must have attained the age of 18 years prior to taking office. Except as provided in Section 2 of this Article, each Officer shall serve for two fiscal years following his/her election, except for the following transitional provision: At the Annual Meeting when this amendment is adopted, the Secretary and Treasurer shall be elected to one-year terms. No Officer shall serve more than four consecutive years in the same office, except that Officers who are completing their first one-year term at the time this amendment is adopted may serve a total of no more than five consecutive years in the same office. The purpose of the transitional provision is to ensure that the terms of the officers are staggered so that the President's and Vice-President's terms do not end in the same year as the terms of the Secretary and Treasurer.

**Section 2: Vacancy and Removal.**

A. Any vacancy in an office shall be filled at a Special Meeting of the Congregation, called in accordance with Article VI, unless the vacancy occurs within six weeks of the Annual Meeting, in which case the vacancy shall be filled at the Annual Meeting. An Officer elected to



fill a vacancy shall serve from the date of his/her election for the remainder of the term vacated.

B. An Officer may be removed from office only upon a two-thirds vote of the voting members present at a Special or Annual Meeting of the Congregation. For the purposes of this provision, a quorum at a meeting to vote on removal of an Officer shall consist of 40 percent of the voting membership.

**Section 3: *President.*** The President shall Chair the Board of Trustees and shall preside at all meetings of the Board and of the Congregation. The President shall be a non-voting, ex officio member of all committees (except a nominating committee).

**Section 4: *Vice-President.*** The Vice-President shall act in the place of the President whenever the President is absent or otherwise unable to serve, and perform such other duties as are consistent with the office.

**Section 5: *Secretary.*** The Secretary shall keep an accurate record of the proceedings and transactions of the Board of Trustees and of all Annual and Special Meetings of the Congregation. The Secretary shall maintain the membership records of the Congregation. Such records shall include the name, address, and telephone number of each member, as well as whether or not the member has attained the UUCSV voting age of 18 years. The Secretary shall notify all members of all Annual and Special Meetings of the Congregation as provided in these Bylaws, and shall perform such other duties as are consistent with the office. All records kept by the Secretary shall remain the property of the Congregation and shall be made available for inspection by any member of the Congregation.

**Section 6: *Treasurer.***

A. The Treasurer shall receive and provide for the safekeeping of all money and other financial assets of the Congregation entrusted to the Treasurer's care and shall disburse the same under the direction and to the satisfaction of the Board of Trustees.

B. The Treasurer shall keep a complete account of the finances of the Congregation, and shall present a current statement at each regular

meeting of the Board of Trustees, and at each Special Meeting of the Congregation. At each Annual Meeting of the Congregation, the Treasurer shall present a projected balance sheet and a projected statement of income and expenditures for the fiscal year.

C. An outgoing Treasurer shall supply to an incoming Treasurer a full set of labeled keys for all Congregation property and assets. He or she shall also turn over all financial and ledger records, and provide a list of all financial holdings and indebtedness of the Congregation, including names and addresses of all institutions, account numbers, keys, and passwords. This shall include but not be limited to bank accounts, safe deposit boxes, investments, mortgages, stocks, bonds, credit cards, and any other financial instrument. If the books are being kept electronically, then the relevant software and a backup of the data should also be included. The outgoing Treasurer shall also provide and sign signature cards or documents for all those holdings that require an authorized signature in order for changes to be made.

D. All records kept by the Treasurer shall remain the property of the Congregation and shall be made available for inspection by any member of the Congregation.

**Section 7:** *Assistant Secretary.* The Congregation may, at its option, elect one Assistant Secretary to assist the Secretary with his/her duties.

**Section 8:** *Assistant Treasurer.* The Congregation may, at its option, elect one Assistant Treasurer to assist the Treasurer with his/her duties.

Officers and Trustees shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, if the Officer or Trustee acts or performs in good faith under the standard of care and justifiable reliance as set forth in the appropriate laws of the Commonwealth of Pennsylvania pertaining to liability of officers, trustees, or trustees of nonprofit corporations.

## **Article XI. Committees**

Standing and Ad Hoc Committees and their responsibilities are to be defined in the UUCSV Policies and Procedures Manual. Committees shall be activated and inactivated as necessary with the joint approval of the Minister and the Board of Trustees. All committee chairs shall be members of the Congregation, and shall be approved jointly by the Board and the Minister.

## **Article XII. Minister**

### **Section 1. *Calling a Settled Minister***

#### **A. The Ministerial Search Committee is a Congregational Committee.**

1. Formation: The Nominating Committee shall present a slate of names for a Ministerial Search Committee per Board Policy or recommended UUA practice.
2. Composition: The Search Committee shall have five members plus two alternates. The Search Committee shall consist of voting members in good standing. The Congregation will vote to approve the Committee's membership at a meeting called for that purpose.
3. Term of Service: The Search Committee will remain in place until such time as a Minister has been chosen by the membership. If the Committee's recommendation of a Ministerial candidate is rejected by the membership or fails to attain the required plurality of votes, the Committee shall dissolve. In the event of a failed candidacy, the procedure for choosing a new team shall be as above.
4. Duties: The Ministerial Search Committee, following the guidelines and procedures of the UUA, shall search out and recommend to the membership a Unitarian Universalist Fellowshiped Minister for the church

- #### **B. Election of the Settled Minister.** As requested by the Chair of the Search Committee, the President shall call a special meeting of the membership. The sole purpose of this meeting shall be for the membership to vote upon the candidate recommended by the

Ministerial Search Committee. At least 14 days beforehand, the Board Secretary will send, via U.S. Postal Service or the Congregation's email, notice of such meeting. A quorum for such meeting will be forty percent (40%) of voting members. An affirmative vote by ninety percent (90%) of those present and voting by secret ballot shall be required to call a Minister. Absentee voting will be allowed. Proxy voting will not be allowed. The term of a Minister's election is indefinite, unless otherwise provided by the Letter of Agreement. The Minister's services may be terminated by the Minister's resignation or by a one-half plus one (50+%) vote by secret ballot of those present and voting at a Special Meeting of the Congregation called for that purpose. Such a meeting may be called by the Board of Trustees or upon written petition of twenty percent (20%) of members. Quorum and notice for such meeting shall be the same as those for calling a Minister.

- C. Qualifications for the Ministry. The Minister shall have met the requirements of the UUA Ministerial Fellowship Committee and be in Fellowship with the Unitarian Universalist Association. The Minister shall also be a member in good standing of the Unitarian Universalist Ministers Association and abide by its Code of Conduct.
- D. Responsibilities of the Minister. The Minister shall perform the customary roles of preacher and pastor for the Congregation. The Minister is responsible for the conduct of worship services and shall serve as spiritual leader and advisor to church members. The Minister shall have freedom of the pulpit. The Minister shall also have the freedom to express her or his opinions outside the pulpit, but not to represent the church without authorization of the Board of Trustees or the membership. The Minister shall be the primary provider of rites of passage and pastoral care, delegating member care to a trained Care Team as appropriate. The Minister shall be an ex officio, non-voting member of the Board of Trustees and of all ministry teams. The Minister shall supervise the staff, with hiring and dismissal being done in partnership with the Board of Trustees. The Minister will be supervised by the Board of

- Trustees. The Minister shall be engaged with and participate in the larger work of the UUA and the Region. The Minister is expected to attend the UUA General Assembly at least once every three years. Other specific duties shall be negotiated annually between the Minister and the Board of Trustees or as defined in the Letter of Agreement.
- E. Performance Review. Annually, the Board of Trustees and the Minister shall define the Minister's priorities and goals for the coming year. Progress toward goals shall be reviewed quarterly by the Board. At the year's end, a final goal report shall provide direction for the next year's goals. Every three years, the Board, via its Personnel Team, shall conduct a review of the whole Congregation's ministry, including the work of the Minister. The purpose of such review is to assess performance quality and alignment with the Congregation's Mission. The results of such review will be shared with the membership within one month (30 days) of its completion and shall provide input into the Board and Minister's annual planning.
- F. Committee on the Ministry. There shall be a team of at least three, no more than five, members in good standing, chosen by the Board of Trustees and acceptable to the Minister. The purpose of this Committee is to provide ongoing dialogue regarding the wellbeing of the Congregation. Team members shall serve for two years, renewable once. The Committee's deliberations shall be confidential to ensure candor. However, the Committee shall make its existence known and when it meets (at least quarterly) so that members may bring their concerns to that body. The Committee shall have no direct role in evaluating Ministerial performance. The Committee on Ministry shall issue annually a written report to the Congregation regarding its work in general terms.

**Section 2. *Contract, Developmental, and Interim Ministry*** Since the processes governing the hiring, evaluation, and retention of a Contract, Developmental, or Interim Minister as defined by the Unitarian Universalist Association (UUA) differ from those for

calling and electing a Settled Minister, specific UUA procedures shall be followed when such Ministers are needed.

## **Article XIII. Endowment**

**Section 1. *Permanent Endowment Fund.*** The Congregation hereby establishes a permanent endowment fund to be known as the Founders' Fund. The purpose of the Founders' Fund is to help ensure the long-term financial stability and security of the Congregation, and to provide a regular source of income to the Congregation.

**Section 2. *Fund Management.*** All management decisions for the Founders' Fund shall to be made by the Board of Trustees with administrative implementation by the Treasurer.

**Section 3. Distributions and Dissolution.**

A. Initial distribution prohibited. To allow the Founders' Fund to grow, and to allow the Treasurer to assess the expected financial performance of the Founders' Fund, no regular distribution shall be made from the Founders' Fund prior to July 1, 2017.

B. Regular distributions. Beginning July 1, 2017, regular distributions from the Founders' Fund shall not exceed one percent (1%) of the Founders' Fund's balance per calendar quarter. All decisions concerning the amount of and use of regular distributions from the Founders' Fund for the upcoming fiscal year shall be made by majority vote of the Congregation members in attendance at the Congregation's annual meeting.

C. Extraordinary distributions. An extraordinary distribution from the Founders' Fund is a distribution in excess of a regular distribution that does not constitute a dissolution of the Founders' Fund. All decisions concerning the amount of and use of extraordinary distributions from the Founders' Fund shall be made at an annual or special meeting of the Congregation. The notice of any meeting at which an extraordinary distribution will be considered shall state the specific amount and proposed use of any extraordinary distribution from the Founders' Fund. A quorum at any Special or Annual Meeting concerning

any extraordinary distribution from the Founders' Fund shall be 40 percent of the voting membership. A two-thirds vote of the voting members present shall be needed to approve the amount and use of any extraordinary distribution from the Founders' Fund.

D. Dissolution. Any distribution from the Founders' Fund that would result in the remaining assets in the Founders' Fund totaling less than \$50,000 shall be considered a dissolution of the Fund. All decisions concerning any proposed dissolution of the Founders' Fund shall be made at an annual or special meeting of the Congregation. The notice of any meeting at which a proposed dissolution will be considered shall state the specific reasons for and proposed use of the proceeds of the dissolution. A quorum at any Special or Annual Meeting concerning any dissolution of the Founders' Fund shall be 75 percent of the voting membership. A three-quarters vote of the voting members present shall be needed to approve the dissolution of the Founders' Fund.

**Section 4. *Fund Investment.*** All Founders' Fund assets shall be held in the name of the Congregation and shall be invested with the Unitarian Universalist Common Endowment Fund (UUCEF), or any such successor fund organized by the Unitarian Universalist Association, to ensure that the funds are invested in a socially and fiscally responsible manner consistent with Unitarian Universalist principles. With the exception of funds held in short-term bank accounts pending investment with UUCEF, assets of the Founders' Fund shall not be comingled with other church accounts. The Founders' Fund may receive gifts of cash or marketable securities. Any other gifts (such as gifts of interests in real or personal property) may be received and managed only upon an affirmative vote of the Board of Trustees.

**Section 5. *Reports.*** The Treasurer's monthly and annual financial reports shall include information concerning the Founders' Fund's earnings, losses, deposits, and distributions.

**Section 6. *Audit.*** Any audit of the Congregation's financial accounts shall include the Founders' Fund.

**Section 7. *Compensation and Self-Dealing.*** No Congregation member shall be compensated for investment, accounting or legal counseling regarding Founders' Fund matters. No person shall engage in any self-dealing or other transaction with the Founders' Fund in which the person has direct or indirect financial interest.

## **Article XIV. Dissolution**

In case of dissolution of this Congregation, all of its assets, after just claims, shall be conveyed to the Unitarian Universalist Association or its successor.

## **Article XV. Amendments**

**Section 1: *Method of Amendment.*** These Bylaws may be amended at any Special or Annual Meeting by a two-thirds vote of those voting members who are present. For purposes of this provision, a quorum at such meeting shall be 40 percent of the voting membership. The full text of any proposed change in, or addition to, these Bylaws must appear in the notice of such meeting.

**Section 2: *Form of Amendments.*** Amendments shall be integrated into the current Bylaws, with the preamble of the Bylaws indicating the date of adoption. An Amendment shall be effective on the date of adoption, unless otherwise specified in the Amendment, and the complete text of such Amendment as adopted shall be included in the minutes of the adoption meeting.