

# THE CONSTITUTION OF THE UNITARIAN UNIVERSALIST SOCIETY OF SACRAMENTO

(See last page for amendment history)

## ARTICLE I NAME

The name of this religious organization shall be the **UNITARIAN UNIVERSALIST SOCIETY OF SACRAMENTO**, Incorporated; hereinafter referred to as the "Society".

## ARTICLE II PURPOSE

The purpose of this Society is to promote the high ideals of liberal religion as expressed in the statement "Bond of Union" as adopted on January 6, 1913 and most recently revised on October 31, 1999:

### BOND OF UNION

We, members of this Society, associate ourselves together as a religious Society for mutual helpfulness in promoting the "Principles and Purposes" of the Unitarian-Universalist Association and liberal religion in the community; and we hereby pledge to bear our part in the common cause and to care for the welfare and influence of the Society of which by this act we become members.

## ARTICLE III AFFILIATION

The society shall be affiliated with the Unitarian-Universalist Association and the Pacific Central District thereof.

## ARTICLE IV MEMBERSHIP

Section 1 (Requirements): (1) Any person in sympathy with the purpose of this Society may become a member by committing to support the Society and signing the membership book. Only individuals may become members. All of the rights and responsibilities of membership are effective as soon as a person signs the Membership Book.

(2) No person shall be required to affirm or deny belief in any particular religious creed or doctrine as a condition of membership.

(3) No qualification with respect to race, color, gender, ability, sexual orientation, age, except for youth membership, or national origin shall be imposed.

Section 2 (Membership and Affiliation): Categories of membership (for individuals) and types of affiliation (for groups) shall be designated in the Bylaws.

Section 3 (Financial Contributions and Service Donations): (1) Members must support the Society with financial contributions. It is expected that members will make contributions of services.

(2) The Board of Trustees may waive the requirement for a financial contribution or a service contribution when a member certifies that hardship would result.

(3) Members of the Society enjoy all rights and privileges provided herein and in the Bylaws.

(4) The obligations and privileges associated with the various categories of membership are established in the Bylaws.

Section 3 (Resignation): Any member may resign by written notification to the Society.

Section 4 (Termination/Suspension): (1) Membership may be terminated or suspended by the Board of Trustees upon a showing of good cause.

(2) A membership may be terminated by a vote of not less than two-thirds (2/3) of the total number of trustees.

(3) Membership may be suspended by a vote of not less than two-thirds (2/3) of the trustees for a period not to exceed six (6) months. During the suspension, the privileges of the member shall be subject to such terms and conditions as the Board of Trustees may specify.

(4) The Bylaws shall define "good cause" and prescribe the particular procedures governing the termination or suspension of membership.

(5) A person whose membership has been terminated may apply for reinstatement as member. Such an applicant must convince the Board of Trustees of an intention to conform to the requirements of Article II and Section 1 of Article IV of this document.

(6) Any action of the Board of Trustees pursuant to this article is subject to all other provisions contained herein.

**ARTICLE V  
MEETINGS**

Section 1 (Semi-annual meetings): (1) Two semi-annual membership meetings shall be held at the church, one in October and one in May on dates to be specified by the Board of Trustees.

(2) The agenda for the May meeting shall include, but not be limited to, the following:

- (a) Adopting the budget for the following fiscal year.
- (b) Electing officers, trustees, the chair of the Communication Facilitation Committee, and members of the Program Council, Nominating Committee, and Endowment Trust.

Section 2 (Special meetings): (1) Special meetings may be called at anytime by the Board of Trustees.

(2) A special meeting shall be called upon written petition by five percent (5%) of the membership.

Section 3 (Notice): (1) Notice of all membership meetings shall be distributed to members by mail, electronic mail, or publication in the newsletter at least 21 days in advance. Such notice shall specify the time, place, and purpose of the meeting.

(2) Action at special meetings shall be limited to the matters specified in the notice.

Section 4 (Quorum): (1) Twenty percent (20%) of the membership shall constitute a quorum for any membership meeting except in the case of calling or dismissing a minister.

(2) Thirty-five percent (35%) of the membership shall constitute a quorum for any membership meeting considering the calling or dismissing of a minister. The quorum shall include the total number of members present and any authorized proxies.

(3) After a quorum is established, the meeting shall continue until adjourned or recessed, even if a quorum is no longer present during the meeting.

Section 5 (Absentee ballots): (1) Absentee ballots for the election of officers, trustees, the chair of the Communication Facilitation Committee, and members of the Program Council, Nominating Committee, and Endowment Trust shall be available upon the written request of members in advance of any membership meeting where an election is specified in the notice.

(2) Absentee ballots shall be accepted by the President or Secretary until the time the ballots of members present at the membership meeting are counted. Absentee ballots received after this time shall be disqualified.

(3) Absentee ballots may only be cast for the election of officers, trustees, chair of the Communication Facilitation Committee, and members of the Program Council, Nominating Committee, and Endowment Trust.

Section 6 (Proxy): (1) Members who will not be present for a membership meeting in which the calling or dismissing of a minister shall be decided may assign their votes to a proxy.

(2) A proxy may be any other member and shall be designated in writing on a form specified by the Board of Trustees. There is no limit to the number of proxies a member may hold.

(3) A member who has been designated a proxy shall sign for him/herself and for all proxies held on the quorum sheet. The proxy designation form(s) shall be turned in at this time. Proxies shall be certified by the Secretary prior to being voted.

(4) Proxies shall be voted by the member holding them by indicating on the ballot the total number of votes, including the member's vote and all proxy votes.

**ARTICLE VI  
ELECTIONS**

Section 1 (Nominating Committee Members/Terms): (1) There shall be a Nominating Committee consisting of six (6) members and the chair. All shall be members of the society in good standing.

(2) The Nominating Committee members and chair shall be elected at the May semi-annual membership meeting.

(3) Members of the Nominating Committee shall serve for a term of one year. No member of the Nominating Committee may serve more than two consecutive terms.

Section 2 (Nominating Committee Duties): (1) The Nominating Committee shall propose candidates for the offices of president, vice president, secretary and treasurer, chair of the Communication Facilitation Committee, and members of the Board of Trustees, Program Council, Nominating Committee and Endowment Trust.

(2) The Nominating Committee shall propose candidates to be considered by the Board of Trustees for appointment to vacancies when requested to do so.

(3) The Nominating Committee may not propose candidates from among its current membership, nor may a member who has resigned from the Nominating Committee within ninety (90) days prior to it beginning its deliberations be eligible to be nominated by it.

Section 3 (Nomination by Petition): (1) Nominations may be made by petition for any office or position for which the Nominating Committee proposes candidates.

(2) A nominating petition must be signed by five percent (5%) of the membership to place a person's name on the ballot. A person may be nominated by petition for only one office or position at any one election.

(3) Nominating petitions shall be presented to the President or Secretary no later than April 15 immediately prior to the election for which intended. The Secretary shall verify that each signature is that of a member.

(4) The Board of Trustees shall distribute to members by mail, electronic mail, or publication in the newsletter a list of candidates at least 21 days before the meeting date.

(5) A member of the Nominating Committee may be nominated for any position by petition.

Section 4 (Ballots): (1) Voting at elections shall be by secret written ballot.

(2) The Board of Trustees shall provide written ballots in a timely manner, which shall include all candidates whether nominated by the Nominating Committee or petition.

**ARTICLE VII  
GOVERNANCE**

Section 1 (Congregational Governance): The governing authority of the Society is ultimately vested in the members. The members acting as a body politic may amend, review, modify, repeal or otherwise change any decision of the Board of Trustees subject to the provisions contained herein.

Section 2 (Board of Trustees Established): (1) The corporate powers of the Society shall be vested in a Board of Trustees.

(2) The Board of Trustees shall consist of the President, Vice President, Secretary, Treasurer, five (5) members-at-large, and a high school youth member.

(3) All members of the Board of Trustees shall be members of the society.

(4) The terms of office for all regularly elected members of the Board of Trustees shall begin on July 1st immediately following the May semi-annual meeting at which they were elected.

(5) No officer or member of the Board of Trustees, Program Council, Nominating Committee, or Endowment Trust, or the chair of the Communication Facilitation Committee may serve concurrently in any other elected position within the Society, nor as chair of any other

standing committee, with the exception of the Finance Committee which may be chaired by the Treasurer.

Section 3 (President): (1) There shall be a President of the Society who shall be elected by the members at the May semi-annual meeting with a majority of the votes cast.

(2) The President shall serve for a term of one year, and may be re-elected.

(3) The President shall serve as chair of the Board of Trustees.

(4) The President is not a voting member of the Board of Trustees except in the case of a tie.

Section 4 (Vice President): (1) There shall be a Vice President of the Society who shall be elected by the members at the May semi-annual meeting with a majority of the votes cast.

(2) The Vice President shall serve for a term of one year, and may be re-elected.

(3) The Vice President shall serve as vice chair of the Board of Trustees and as acting chair in the absence of the President.

(4) The Vice President is a voting member of the Board of Trustees except when serving as acting chair.

Section 5 (Secretary/Assistant Secretary): (1) There shall be a Secretary of the Society who shall be elected by the members at the May semi-annual meeting with a majority of the votes cast.

(2) The Secretary shall serve for a term of two years, and may be re-elected.

(3) The Secretary shall serve as acting chair of the Board of Trustees in the absence of both the President and Vice President.

(4) The Secretary is a voting member of the Board of Trustees except when serving as acting chair.

(5) The President may appoint a member of the Society to serve as an Assistant Secretary. The Assistant Secretary shall perform duties as specified by the Secretary. The Assistant Secretary shall serve as Acting Secretary in the absence of the Secretary.

Section 6 (Treasurer/Assistant Treasurer): (1) There shall be a Treasurer of the Society who shall be elected by the members at the May semi-annual meeting with a majority of the votes cast.

(2) The Treasurer shall serve for a term of two years.

(3) The Treasurer shall serve as acting chair of the Board of Trustees in the absence of the President, Vice President, and Secretary.

(4) The Treasurer is a voting member of the Board of Trustees except when serving as acting chair.

(5) The Treasurer may appoint an Assistant Treasurer who shall be confirmed annually by the Board of Trustees. The Assistant Treasurer shall perform duties as specified by the Treasurer. The Assistant Treasurer shall serve as Acting Treasurer in the absence of the Treasurer, but shall not have a vote on the Board of Trustees when so serving.

Section 7 (Members-at-Large): (1) There shall be five (5) members-at-large on the Board of Trustees elected by the members at the May semi-annual meeting. The nominee (s) with the most votes shall be elected to fill the current vacancies.

(2) A Member-at-Large shall serve for a term of two years, and may be re-elected.

Section 8 (Youth Member) (1) One high school youth member will serve a one-year term as a voting member of the Board of Trustees. The high school youth group will nominate the youth member.

Section 9 (Vacancies): (1) When a vacancy occurs in any position on the Board of Trustees and there is at least four (4) months until the next election, then the Board of Trustees shall appoint a member of the society to fill the vacancy until the next election. At the next election, the position shall be filled by a vote of the members for a full term.

(2) If a member of the Board of Trustees misses three (3) consecutive regular Board meetings in a twelve (12) month period, then his/her position may be declared vacant by the Board of Trustees and filled as specified herein.

Section 10 (Powers and Duties): (1) The Board of Trustees shall establish the policies regarding and have oversight of all Society properties, business affairs and general administrative functions.

(2) The Board of Trustees shall establish or approve policies and guidelines for the use of Society property with the exception of religious services.

(3) The Board of Trustees shall direct and/or oversee all appointed committees and other organizations established from time to time.

(4) The Board of Trustees shall establish policies regarding Society employees.

(5) The Board of Trustees shall exercise those other powers normally exercised by a corporate board of

directors unless specifically provided otherwise herein or in the Bylaws.

Section 11 (Removal from Office): (1) A member of the Board of Trustees may be removed by a two-thirds vote of the members of the Society present at a special or semi-annual membership meeting.

(2) Notice to vote for the removal of a member of the Board of Trustees shall be as specified herein.

Section 12 (Meetings): (1) The Board of Trustees shall meet at least once each month at the Society premises. A majority of the Board of Trustees shall constitute a quorum for the purpose of conducting business.

(2) Special meetings of the Board of Trustees may be called by the President or acting chair or by any three (3) board members provided appropriate notice is given to the remaining board members.

(3) Meetings of the Board of Trustees shall be open to all Society members; however, the Board of Trustees may hold executive sessions, which shall be closed to Society members, to discuss legal or employee issues.

(4) Notice of Board of Trustee meetings shall be provided at least one week prior to the meeting.

(5) Minutes shall be taken in writing at all Board of Trustee meetings and maintained in perpetuity. The draft minutes of a meeting of the Board of Trustees shall be posted in a public place and be made available in the church office as soon as possible after every meeting.

**ARTICLE VIII  
OFFICERS' DUTIES**

Section 1 (Officers): (1) The President, Vice President, Secretary, and Treasurer shall be the officers of the Society.

(2) The duties of the officers shall be those defined by standard practice as modified by this Constitution or the Bylaws.

Section 2 (Secretary): (1) The Secretary shall prepare and maintain the minutes of all membership and Board of Trustees meetings.

(2) The Secretary shall recruit and supervise the elections committee. This committee shall conduct all elections and notify the membership of the results.

Section 3 (Treasurer): (1) The Treasurer shall prepare and maintain the financial records of the Society, and shall submit a financial statement to the Board of Trustees at each of its meetings.

(2) The Treasurer shall submit a financial statement to the Society at each semi-annual membership meeting and at such other times as directed by the Board of Trustees.

(3) The Treasurer shall manage the investments of the Society in accordance with the direction of the Board of Trustees.

(4) The Treasurer shall comment on the proposed annual budget submitted by the Finance Committee and may make additional recommendations to the Board of Trustees for its consideration.

**ARTICLE IX  
THE MINISTER(S)**

Section 1 (Responsibilities/Rights): (1) Each minister shall have the right to a free pulpit.

(2) Each minister shall provide spiritual leadership and guidance to the Society and all its members.

(3) When possible, the ministers shall attend meetings of the Board of Trustees and may make recommendations to it. The Board of Trustees, however, is vested with the final authority on matters of policy and procedure, subject to any reviews specified herein.

(4) The senior minister shall be an ex officio member of all standing committees except the Ministry, Nominating, Communication Facilitation, and Finance committees.

Section 2 (Call/Dismissal): (1) A minister shall be called by a 90 percent vote of the members present and voting at a congregational meeting called for that purpose.

(2) A minister may be dismissed by a 90 percent vote of the members present and voting at a congregational meeting called for that purpose.

Section 3 (Salary): A minister's salary shall be established by the members.

**ARTICLE X  
COMMITTEES**

Section 1 (Standing Committees): (1) The following standing committees are hereby established: Nominating, Communication Facilitation, Finance, Property Management, and Ministry. The Endowment Trust is a separate entity.

(2) Additional standing committees may be established by by-law or Board of Trustees action.

(3) Unless otherwise provided herein, the composition, manner of selecting members, and other related matters concerning standing committees may be set forth in the Bylaws.

Section 2 (Duration/Term): (1) Standing committees established herein or through by-law are permanent in nature; such committees may only be disestablished in the manner prescribed for amending this Constitution or the Bylaws.

(2) Standing committees established by the Board of Trustees shall serve at the pleasure of the Board; such committees may be disestablished by the Board of Trustees in the same manner in which they were established.

(3) The Board of Trustees may from time to time establish special or ad hoc committees; such committees may be limited in term or scope and serve at the pleasure of the Board.

Section 3 (Charters): (1) Each standing committee shall have a charter approved by the Board of Trustees or the Program Council. The Board of Trustees or the Program Council may review charters annually.

(2) The charter of a standing committee shall not be modified in such a manner as to render the committee impotent or unable to perform the commonly understood duties implied in its name.

Section 4 (Chairs/Members): (1) Chairs of all committees shall be selected by the members of their respective committees and shall be members of the Society. Chairs of the Nominating and Communication Facilitation Committees shall be members of the Society and shall be elected as previously described herein.

(2) Committees may be composed of members or non-members provided that the majority of any committee is in fact members, except the Ministry and Communication Facilitation committees which shall consist of society members only.

(3) The terms of all committee chairs shall be for a period of one (1) year from the date of appointment or election. Chairs may be re-appointed or re-elected for any number of consecutive terms.

Section 5 (Delegation to committees): The Board of Trustees shall not delegate any of its policy-making powers and duties to any committee except as provided herein.

**ARTICLE XI  
SUBORGANIZATIONS**

Section 1 (Definition): (1) A suborganization is an association of persons, the majority of which are members of the society, recognized formally as such by the Program Council and that is affiliated with the society.

(2) All officers of suborganizations shall be members of the society.

Section 2 (Formation/Recognition/Revocation): (1) The persons desiring recognition shall submit to the Program Council a mission and vision statement, an organizational plan and a programmatic outline.

(2) The Program Council shall provisionally recognize suborganizations and exercise general oversight of them. Final recognition shall be by vote of the members at a semi-annual or special membership meeting.

(3) The Program Council may suspend recognition at any time pending a vote of the members of the Society where recognition may be revoked permanently.

Section 3 (Privileges): Recognized suborganizations may represent themselves as affiliates of the society and with prior consent of the Program Council, engage in fund raising, including collecting dues and activity assessments.

**ARTICLE XII  
AFFILIATED GROUPS**

Section 1 (Definition): (1) An affiliated group is an association of persons who need not be members of the society and that is recognized as such by the Program Council.

(2) Officers of affiliated groups need not be members of the society unless otherwise specified in the by-laws.

Section 2 (Formation/Recognition/Revocation): (1) The objectives of an affiliated group shall be harmonious with those of the society.

(2) The Program Council shall recognize all affiliated groups and exercise general oversight of them. General oversight shall be through provisions established in the by-laws. Affiliated groups may also be recognized by a vote of the members of the society.

(3) Affiliation may be revoked at any time by the Program Council or vote of the members of the society.

**ARTICLE XIII  
FISCAL PROCEDURES**

Section 1 (Fiscal Year): The fiscal year shall begin on July 1 and end the following June 30.

Section 2 (Preparation/Adoption of the Annual Budget): (1) The Finance Committee shall annually prepare a proposed budget to be considered by the Board of Trustees in time for the May semi-annual membership meeting.

(2) The Board of Trustees shall provide each member with a summary of the proposed budget no later than 21 days prior to the May semi-annual membership meeting. The Board of Trustees shall make the proposed budget available in the Society's business office, by mail or e-

mail to any member on request and by posting on the information kiosk.

(3) The budget shall be adopted annually at the May semi-annual membership meeting.

Section 3 (Capital Outlay Fund): (1) The society budget shall include each year a capital outlay fund equal to at least two percent (2%) of the total budget appropriation.

(2) The Capital Outlay Fund shall be used to maintain the physical plant and real property of the society, to purchase additional or new real property or equipment, or to service debt incurred for these purposes.

Section 4 (Budget Amendments): After the budget is adopted, the Board of Trustees may amend it provided the cumulative effect of such amendments does not result in an increase in appropriation exceeding two percent (2%) of the total appropriation. When the cumulative effect of such amendments is to increase the budget by two percent (2%) or more of the total appropriation, a revised budget shall be approved by the members of the Society.

Section 5 (Authority to Incur Financial Obligations): Financial obligations such as contracts, purchase orders, notes or mortgages which exceed by five percent (5%) or more the current year budget shall be approved by the members of the Society.

Section 6 (Authority to Acquire or Dispose of Property): Acquiring or disposing of property such as land, buildings, furnishings and/or fixtures with a value in excess of two percent (2%) of the current year budget shall be approved by the members of the Society.

**ARTICLE XIV  
DISPOSITION OF PROPERTY**

If the society is dissolved, its real and personal property, less all lawful debts paid, shall devolve unto the Unitarian-Universalist Association or its successors for the express purpose of promoting liberal religion within the Pacific Central District.

**ARTICLE XV  
AMENDMENTS TO THE CONSTITUTION**

Section 1 (Proposal): Amendments to this Constitution may be proposed by the Board of Trustees, or by a petition consisting of at least five (5) percent of the members of the Society.

Section 2 (Notice): A copy of a proposed amendment shall be included with the semi-annual or special meeting notice prescribed herein.

Section 3 (Adoption): Amendments shall be adopted by a two-thirds vote of the members present at a semi-annual or special membership meeting.

Section 4 (Effective Date): An amendment shall be effective upon adoption unless specified otherwise in the amendment.

**ARTICLE XVI  
PROCEDURAL RULES**

Robert's Rules of Order shall govern the conduct of all membership meetings unless otherwise provided herein or in the Bylaws. The Board of Trustees may engage the services of a parliamentarian, who shall not be a member of the society if compensated for services rendered.

**ATTESTATION OF RATIFICATION**

This Constitution was ratified with amendments by a two-thirds majority of those present and voting at the congregational meeting held on May 18, 1997 at Sacramento, California.

Attest: Linda Dixon, Secretary, May 22, 1997

Amended at Congregational Meetings: 10/25/98, 10/31/99, 10/22/00, 5/20/01, 10/21/01, 1/27/02, 10/17/04, 10/16/05, 5/21/06, 5/20/07, 3/16/08, 5/18/08, 10/18/09.