

**AMENDED AND RESTATED BYLAWS  
of The Unitarian Universalist Church of Buffalo  
(adopted by the Congregation on September 24, 2017)**

**ARTICLE III. MEMBERSHIP**

**Section B. Definitions of Members of the Congregation**

**1. Definition of “Member”**

A Member is one who has affirmed a commitment to the Church by signing the Membership Book or other official record of the Congregation’s membership and who makes an annual contribution of record or, alternatively, who has formally declared during each affected budget year *the member’s* ~~his or her~~ inability to make any financial contribution to the Church. The signing of the Membership Book or other official record of Membership must be witnessed by a Minister or a member of the Board. The requirement that the signing be witnessed may be waived only by compelling circumstances.

**2. Definition of “Member In Good Standing”**

The Members who are in “good standing” constitute the official roll for reporting membership to the Unitarian Universalist Association and to the Saint Lawrence District. A Member is not “in good standing” if *the member* ~~he or she~~ is in a suspension status as a result of action taken by the Board and has not been reinstated to good standing status in the manner Section D.3.c. below. Only a “Member in good standing” may hold effective office or serve on a Board Committee.

**Section D. Resignation, Suspension, or Termination of Membership**

**1. Policy regarding Involuntary Changes in Membership**

The Congregation intends that membership matters be handled with sensitivity and care for all who seek or have obtained membership in the Congregation.

**2. Voluntary Resignation**

Any Member may resign ~~his or her~~ membership by a signed notice directed to the Church office or to the Board.

**3. Suspension Status**

(a) ...

- (b) ...
- (c) A suspended Member shall be reinstated without Board action if *the member* ~~he or she~~ makes a contribution of record or a formal declaration of inability to contribute that year and directs a signed notice to the Church office that *the member* ~~he or she~~ wishes to be reinstated as a Member in good standing.
- (d) A person whose membership status has been suspended for more than two years and to whom notice has been sent to *the member's* ~~his or her~~ last known street, P.O. Box, or electronic address may be removed from Church's membership list by action of the Board taken at a regularly scheduled meeting held more than thirty days after such notice was sent.

## ARTICLE IV. MEETINGS OF MEMBERS

### Section G. Election of Trustees

At each Winter Congregational Meeting successors to those Trustees whose terms have expired shall be elected for a term of three years thereafter. If a successor is replacing a Trustee who has died, resigned, or otherwise ceased to be a Trustee prior to the end of *that Trustee's* ~~his or her~~ term, the successor will be elected for a term that expires at the scheduled expiration of the former Trustee's term.

## ARTICLE V. BOARD OF TRUSTEES.

### Section A. Number and Election of Trustees

The Congregation's Board shall consist of seven members. *The membership of the Board shall reflect the diversity of the Congregation and Community.* ~~At least two Trustees shall be women and at least two shall be men.~~ At successive Winter Congregational Meetings, three, two, and two of the seven Trustees shall be elected for three-year terms. The Congregation's vote for Trustees shall be by paper ballot. 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 *that Trustee's* ~~his or her~~ consecutive years of service. No person shall be eligible for election to the Board until *that person* ~~he or she~~ has been a voting member of the Church for two years and is at least 18 years of age.

## ARTICLE VI. MEETINGS OF THE BOARD

### Section B. Special Meetings

Special meetings of the Board may be called at any time by the President, or in *the President's* ~~his or her~~ absence or disability, a Vice-President, and must be called by such officer on written request by three or more Trustees. Such request will state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board will be held at a time and place determined by the person calling the meeting and specified in the notice of the meeting.

### Section C. Notice of Meetings

Notice of each regular or special meeting of the Board stating the time and place of the meeting will be given by the President, a Vice President or the Secretary to each Trustee at least three days before the meeting, by mailing the notice, postage prepaid, addressed to each Trustee at *the Trustee's* ~~his or~~ residence or usual place of business, or by delivering the notice to each Trustee personally, by facsimile, by electronic communication or by telephone. A Trustee's attendance at a meeting without protesting, before or at the commencement of such meeting, the lack of notice to *the Trustee* ~~him or her~~ constitutes a waiver of notice. A Trustee also may waive notice by submitting a waiver of notice before or after a meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Trustee signing such waiver or causing *the Trustee's* ~~his or her~~ signature to be affixed to such waiver by any reasonable means, including but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

### Section E. Action Without a Meeting

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written the consent must be executed by the Trustee by signing such consent or causing *the Trustee's* ~~his or her~~ signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. ...

## ARTICLE VII. OFFICERS

### Section B. President's Duties

The President shall:

1. ...
2. ...

3. present for the Board's consideration any policy matter, not otherwise delegated, that has been brought to *the President's* his or her attention with a request for a response from the Board;
4. ...

### **Section G. Removal**

Any officer may be removed or have *the officer's* his or her authority suspended by the Board at any time, with or without cause.

## **ARTICLE VIII. THE MINISTER**

### **Section A. Election and Tenure**

The Minister of this Church shall be elected by paper ballot at a Congregational Meeting by at least a ninety percent (90%) vote of the voting Members present. The Minister shall have indefinite tenure until *the Minister's* his or her relationship with the Church is terminated by resignation, death, or release by a majority vote of the Members of the Congregation at a Special Congregational Meeting called for that purpose. For termination, three months' notice shall be given by either party unless such notice is waived by mutual consent.

### **Section B. Fellowship with the Unitarian Universalist Association**

Prior to being elected as Minister of the Church, the candidate shall disclose whether or not *the candidate* he or she is in fellowship with the Unitarian Universalist Association. If the candidate is not in fellowship and is elected, *the candidate* he or she shall promptly apply for, and diligently pursue, such fellowship. If *the candidate* he or she fails to do so or if the Unitarian Universalist Association declines to grant such fellowship status, the Board shall bring the matter before a Congregational Meeting, for consideration of such action as the voting Members present deem appropriate.

## **ARTICLE IX. COMMITTEES**

### **Section B. Committees of the Congregation**

The Board may from time to time designate committees of the Congregation whose members need not be trustees

## 1. Congregational Nominating Committee

### (a) Number and Election of Members

The Congregational Nominating Committee shall consist of seven voting Members of the Congregation. At successive Fall Congregational Meetings, three, two and two of the seven members shall be elected for three-year-terms. A committee member will be eligible to serve one additional consecutive three-year-term. A committee member who has served for at least six consecutive years will not be eligible for consideration as a member of the committee until three years have elapsed since *that member's* ~~his~~ ~~or her~~ consecutive years of service. No person shall be eligible for election to the Congregational Nominating Committee if *that person is* ~~they are~~ currently serving on the Board of Trustees. Current members of the Congregational Nominating Committee will not be eligible to be considered for open seats or vacancies on the Board of Trustees.

### (b) Responsibilities

- i. ...
- ii. Nominating voting Members of the Congregation as ~~their~~ *the Member's* own replacements for election as Congregational Nominating Committee members for open seats at the Fall Congregational Meeting; and
- iii. ...

## ARTICLE X. EMPLOYEES

Because the Board has globally delegated the authority and responsibility for church operations to the Minister, *the Minister* ~~he or she~~ has the authority to hire and fire all other paid and volunteer Church staff members. The Minister shall also be responsible for all negotiations leading to salaried employment, contract, promotion or release from employment, as well as for establishing the duties of all paid and volunteer staff members.

## ARTICLE XII. INDEMNIFICATION OF TRUSTEES AND OFFICERS

### Section A. Right of Indemnification

The Congregation will indemnify any person who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact *that person* ~~he or she~~ (or *legal representative, if applicable* ~~his/her~~ ~~testator or intestate~~) was a Trustee or officer of the Congregation. Such indemnification will be in accordance with and to the fullest extent permitted by the New York

Not-For-Profit Corporation Law or other applicable law, as such law now exists or is subsequently adopted or amended. ...

### **Section B. Advancement of Expenses**

The Congregation may pay expenses incurred by a Trustee or officer in connection with an action or proceeding described in Section A of this Article in advance of the final disposition of that action or proceeding. Such advances may be paid only if (a) the Trustee or officer agrees in a signed writing to repay the advance if *that Trustee* ~~he or she~~ is ultimately found not to be entitled to indemnification, and, (b) the advance is approved by the Board acting by a quorum consisting of Trustees who are not parties to the action or proceeding or, if such quorum is not obtainable, then by vote of a majority of the entire Board. ...

### **Section C. Availability and Interpretation**

To the extent permitted under applicable law, the rights provided in Sections A and B of this Article:

1. ...
2. ...
3. will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Trustee or officer (or *legal representative, if applicable* ~~his/her~~ ~~testator or intestate~~), on the basis of applicable law in effect at the time the rights are claimed; and
4. ...

### **Section D. Other Rights**

The rights provided in Sections A and B of this Article are not exclusive of any other rights to which a Trustee or officer of the Congregation or other person may now or subsequently be otherwise entitled, whether contained in the Certificate of Incorporation, these Bylaws, a resolution of the Board or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of this section, the rights provided in Sections A and B of this Article are not exclusive of any rights, pursuant to statute or otherwise, of a Trustee or officer or other person to have ~~his or her~~ costs and expenses in an action or proceeding assessed or allowed in *that individual's* ~~his or her~~ favor, against the Congregation or otherwise.

**THE END**