

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

ARTICLE I: THE CHURCH

Section A. Organization and Name

The Unitarian Universalist Church of Buffalo (“the Church”) is a corporation organized under Article 19 of the Religious Corporations Law of the State of New York.

Section B. Purpose and Affiliations

The Church is a “religious corporation” under New York State law and is a member of the Unitarian Universalist Association of Congregations and its Saint Lawrence District in its Central East Regional Group. The Church may also be a member of such other Unitarian Universalist related organizations as the Board of Trustees or the Congregation may authorize.

Section C. Mission Statement

Gather-Inspire-Transform

We gather in loving community,
inspiring one another to transform ourselves,
to create a more just and compassionate world.

ARTICLE II. GOVERNANCE

Section A. Congregational Authority

The ultimate authority for all matters pertaining to the operation of the Church rests with the Congregation, which consists of its Members who are eligible to vote. The Congregation functions as a legally constituted body at its Fall, Winter, and Special Meetings (“Congregational Meetings”).

Section B. Board of Trustees Authority

The Board of Trustees (The “Board”) acts on behalf of the Congregation. In doing so it establishes policies and monitors and evaluates the Church’s ongoing operations. The Board serves as the governing body of the Church and represents the Congregation’s will when it provides policy direction for all Church activities. It operates as a unit. Individual trustees have no authority to act or make decisions unilaterally.

The Board shall work collaboratively with the Minister, the Director of Lifespan Faith Development, the Director of Music, the Church Administrator, and any other professional and volunteer staff who are implementing the Church’s mission. In all matters, however, the Board’s

authority is subject to any specific decision made by the Congregation at any Congregational Meetings.

ARTICLE III. MEMBERSHIP

Section A. Qualifications for Membership

Application for membership in the Congregation is open to all person who are 16 years of age or older and who are in sympathy with the principles and purposes of the Unitarian Universalist Association and the Church's Mission Statement in Article I, Section C of these Bylaws.

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 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 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 C. Voting Rights

The right to vote at any Congregational Meeting is limited to those who, at the time of such meeting, are "Members in good standing" and who have been such for the preceding four months. A current list of voting Members shall be available at each Congregational Meeting. Pursuant to Section 407(b) of the Religious Corporations Law, Members may not vote by proxy.

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) Any Member who has not, during the preceding calendar year, made a contribution of record or a formal declaration of inability to contribute may be placed in Suspension Status by vote of the Board at any regularly scheduled meeting.
- (b) A list of the Members eligible for suspension shall be prepared one month before the Board meeting at which a decision on suspension status is scheduled to be considered.
- (c) A suspended Member shall be reinstated without Board action if 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 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 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 A. Regular Congregational Meetings

Two regular Congregational Meetings shall be held each year. The "Fall Meeting" shall be held not later than October 10th and the "Winter Meeting" shall be held not later than February 10th. At the Fall meeting the Congregation will adopt the budget for the following calendar year. At the Winter Meeting the Congregation will elect members of the Board to fill vacant positions on the Board. The presiding officer shall conduct all Congregational Meetings in accordance with the Robert's Rules of Order, Revised.

Section B. Special Congregational Meetings

The Board may call a Special Congregational Meeting at any time on its own motion. The Board may also call a Special Meeting upon the request of at least ten (10) voting Members of the Church. The purpose of a Special Congregational Meeting shall be clearly stated in the announcement of the meeting. No other matters may be placed on the agenda of a Special Congregational Meeting.

Section C. Notice of Congregational Meetings

1. Timing and Substance of Required Notice

The Trustees shall give notice of all Congregational Meetings to each member entitled to vote. Such notice must be sent not less than ten or more than fifty days before the meeting. Notice of a Congregational Meeting shall state that date, time and place where it is to be held. Any notice of a Winter Congregational Meeting shall include the names of any Trustees whose successors are to be elected at the meeting.

2. Options for Sending Required Notices

Notices of meetings shall be mailed to each individual Member entitled to vote at the meeting. Notices of meeting referred to in this section may be sent electronically if a voting Member of the Congregation signs a written consent authorizing such a procedure and provides it to the Church's office.

Section D. Required Quorum

At all Congregational Meetings at least fifteen (15) percent of the qualified voting Members shall be necessary to constitute a quorum.

Section E. Conducting Congregational Meetings

The President of the Board shall call the meeting to order, declare whether a quorum exists and present the agenda. As the next order of business, a presiding officer and at least two Members who will count the votes on any issue shall be elected.

Section F. Secretary's Role

Except as provided in Article V, Section F, the Secretary of the Board shall act as the recording secretary of all Congregational Meetings.

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 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. 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 his or her consecutive years of service. No person shall be eligible for election to the Board until he or she has been a voting member of the Church for two years and is at least 18 years of age.

Section B. Minister's Role

The Minister shall be a non-voting member, *ex officio*, of the Board.

Section C. Required Quorum

Four voting members of the Board shall constitute a quorum for any Board meeting.

Section D. Replacement Trustees

If a Trustee resigns, dies, is removed, or ceases to be a voting Member of the Church, the office shall be vacated. A majority of the remaining Trustees may agree upon a replacement, who will serve until the next Winter Meeting. At that meeting the vacancy shall be filled for the unexpired term.

Section E. Selecting a President *Pro Tempore*

If the President and Vice-President are both absent at a Board meeting, a majority of the Trustees who are present may elect a President *pro tempore*.

Section F. Selecting an Alternative Secretary

If the Secretary is absent at a Board meeting, the presiding officer shall appoint an alternative Secretary from among the Trustees present.

Section G. Limitations On the Trustees' Authority

The Trustees shall not have the power, without Congregation's consent, to buy, transfer, or mortgage real estate. If emergency expenditures are necessary for the preservation or protection of church property, the Trustees may expend or commit funds in an aggregate amount not to exceed \$25,000 above the amounts in relevant line items in the approved budget for the year. Real estate transactions shall be undertaken in compliance with Section 411 of the Religious Corporations Law.

Section H. Limitations on Use of Executive Session

All Board meetings shall be open to any Member of the Congregation. The Board may use Executive Session procedures to discuss personnel matters and any other subject that eighty percent (80%) of its present Trustees decide needs private consideration to avoid injury to the Church or any of its Members.

Section I. Removal of Trustees

Any Trustee may be removed for cause by the affirmative vote of a majority of the Board at any meeting of the Board, notice of which is referred to in the proposed action. Any Trustee may be removed for cause or without cause by the affirmative vote of a majority of the voting Members at any meeting of the Congregation, notice of which is referred to in the proposed action

Section J. Independent Trustees

1. Definition

An Independent Trustee is defined as a Trustee who: (i) is not, and has not been within the last three years, an employee of the Church or an affiliate, and does not have a relative who is, or has been within the last three years, a key employee of the Church or an affiliate; (ii) has not received and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Church or an affiliate, (other than reimbursement for expenses reasonably incurred as a Trustee or reasonable compensation for service as a Trustee); and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Church or an affiliate for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. For purposes of this paragraph, "payments" does not include charitable contributions.

2. Role of Independent Trustees

The Audit Committee, if any, or the Independent Trustees on the Board or a committee of the Board comprised solely of Independent Trustees, shall oversee the Church's conflict of interest, whistleblower and audit matters.

ARTICLE VI. MEETINGS OF THE BOARD

Section A. Regular Meetings

Regular meetings of the Board will be held at a time and place, within or without the State of New York, as determined by the Board and specified in the notice of the meeting.

Section B. Special Meetings

Special meetings of the Board may be called at any time by the President, or in 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 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 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 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 D. Action by the Board

Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the vote of a majority of the Trustees present will decide any question that may come before the meeting, provided that a quorum (as defined in Article V, Section C) is present. A majority of the Trustees present, whether or not a quorum is present, may adjourn a Board meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

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 his or her signature to be affixed to such consent 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. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.

Section F. Presence at a Meeting by Telephone

Any one or more members of the Board or any committee thereof who is not physically present at a meeting may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Trustee can participate in all matters before the Board or committee, including without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

ARTICLE VII. OFFICERS

Section A. Officers' Roles

The officers of the Congregation and the Board shall be a President, Vice- President, Treasurer, and Secretary, each of whom shall have all powers and responsibilities specified by these Bylaws and/or applicable New York State law. No employee of the Church may serve as President or hold any other title with similar responsibilities.

Section B. President's Duties

The President shall:

1. preside at all Board meetings unless the President is not available, and shall conduct all meetings in accordance with the Robert's Rules of Order, Revised;
2. present the Board's report to the Congregation at the Fall and Winter Congregational Meetings;
3. present for the Board's consideration any policy matter, not otherwise delegated, that has been brought to his or her attention with a request for a response from the Board;
4. ensure that the Church is adequately represented in legal proceedings involving the Church as a religious corporation.

Section C. Vice-President's Duties

The Vice-President shall assume the duties and responsibilities of the President if the President is unavailable.

Section D. Secretary's Duties

The Secretary shall:

1. record and maintain minutes of each meeting of the Board;
2. give due notice of meetings to all Board members and others whose presence is desired;
3. serve as the Board's Corresponding Secretary;
4. be responsible for the Seal of the Church; and
5. cause an accurate list of the voting Members of the Church to be maintained.

Section E. Treasurer's Duties

The Treasurer shall:

1. coordinate the financial responsibilities of the Board;
2. ensure transparency in conveying financial information to the Board and to the Congregation;
 - (a) ensure that appropriate financial reports are made available to the Board's members on a timely basis;
 - (b) be responsible for the preparation and presentation of the annual Statement of Financial Affairs at the Congregational Meeting following the end of the Church's fiscal year;
3. be a non-voting member, ex-officio, of the Finance Advisory Committee and participate in the preparation and the presentation of the Board's recommended annual budget at the Fall Congregational Meeting;
4. work with the Board's Advisory Committees and Task Forces to the extent necessary to assist the Board in understanding the Church's finances; and
5. advise the Board of Trustees and the Congregation regarding financial aspects and implications of proposed actions or financial decisions.

Section F. Term Limits

No officer shall serve for more than six consecutive years.

Section G. Removal

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

Section H. Resignation

Any officer may resign at any time by giving a resignation in writing to the Board, the President or the Secretary. A resignation will be effective upon delivery unless it specifies an effective date, in which case the resignation will be effective at the time specified. Unless the resignation specifies otherwise, Board acceptance of the resignation is not necessary to make it effective.

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 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 he or she is in fellowship with the Unitarian Universalist Association. If the candidate is not in fellowship and is elected, he or she shall promptly apply for, and diligently pursue, such fellowship. If 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.

Section C. Minister's Responsibilities to the Congregation

The Minister shall be responsible to the Congregation in matters of tenure or when performing religious duties or implementing religious policies.

ARTICLE IX. COMMITTEES

Section A. Board Committees

1. The Board may establish Board Committees that it feels are necessary to enable it to fulfill its responsibilities. Each such committee of the Board shall consist of three (3) or more Trustees, and all members of committees of the Board must be Trustees. Each committee of the Board will serve at the pleasure of the Board and will have, to the extent provided in the resolution establishing the committee, all the authority of the Board except as otherwise provided by law.
2. The Board shall appoint the Chairperson of each Board Committee and shall affirm its members.
3. A quorum shall consist of a majority of the voting members of a Board Committee.

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 his or her consecutive years of service. No person shall be eligible for election to the Congregational Nominating Committee if 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) Selecting a Chair

The congregational Nominating Committee will select its own chair.

(c) Required Quorum

A quorum shall consist of a majority of the voting members of the Congregational Nominating Committee

(d) Replacement Members

If a member of the Congregational Nominating Committee resigns, dies, is removed or ceases to be a voting Member of the Church, the position shall be vacated. A majority of the remaining members of the Congregational Nominating Committee may agree upon a replacement who will serve until the next Fall Congregational Meeting. At that meeting, the vacancy shall be filled for the unexpired term.

(e) Responsibilities

- i.** Nominating voting Members of the Congregation for election as Trustees for open seats at the Winter Congregational Meeting;
- ii.** Nominating voting Members of the Congregation as their own replacements for election as Congregational Nominating Committee members for open seats at the Fall Congregational Meeting; and
- iii.** At the request of the Board, recruiting volunteers for the Board to consider to fill any vacancies that develop on the Board of Trustees before the next annual election for those positions occurs.

ARTICLE X. EMPLOYEES

Because the Board has globally delegated the authority and responsibility for church operations to 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 XI. THE ENDOWMENT

Section A. Board Responsibilities

1. The Board shall review the structure and the management of the Endowment Fund from time to time in accordance with its legal obligation under federal and state laws.
2. All restricted gifts designated for the endowment shall be added to the Endowment Fund of the Church.

Section B. Board Discretionary Authority

1. If an unrestricted bequest is received when an unpaid obligation exists on a pledge made during the decedent's lifetime, the Board may direct that so much of the bequest as will pay all or part of the unpaid pledge shall first be applied to that unpaid obligation, with the remainder of the bequest, if any, being added to the Endowment.
2. Nothing herein shall preclude the Church, acting through the Board or the Congregation, from rejecting a gift of funds during the donor's lifetime or institutional existence, or a gift of funds by Will or other means, if the Board or the Congregation decides that accepting the gift would be inappropriate under the Congregation's heritage and principles.

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 he or she (or 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. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative and will apply regardless of whether the Trustee or officer is in office at the time of the action or proceeding. However, the Congregation will indemnify a Trustee or officer in connection with an action or proceeding initiated by that Trustee or officer only if the action or proceeding was authorized by the Board.

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 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. To the extent permitted by law, the Board may advance expenses under this provision without having to find that the Trustee or officer met the applicable standard of conduct required for indemnification.

Section C. Availability and Interpretation

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

1. will be available with respect to events occurring prior to the adoption of this Article;
2. will continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment;
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 his/her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and
4. will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Congregation and the Trustee or officer seeking such right were parties to a separate written agreement.

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 his or her favor, against the Congregation or otherwise.

Section E. Severability

If this Article or any part of it is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable,

and the remainder of this Article will remain fully enforceable. Any payments made pursuant to this Article will be made only out of funds legally available for such payments.

ARTICLE XIII. AMENDMENTS, PROCEDURE, & EFFECTIVE DATE

Section A. Amendments, Procedures, and Effective Dates

This Congregation's Bylaws may be amended by a two-thirds (2/3) vote of voting Members present at a Congregational meeting, provided that any proposed amendments shall have been sent in written or electronic, when appropriate, format with the notice of the meeting. Amended Bylaws that are approved supersede all prior Bylaws and take effect immediately.

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