

**CONSTITUTION OF THE CENTRAL UNITARIAN
CHURCH**

156 Forest Avenue
Paramus, New Jersey
07652

CONSTITUTION OF THE CENTRAL UNITARIAN CHURCH

Modified effective January 30, 2011

ARTICLE I: NAME AND ADDRESS

The name of the society shall be Central Unitarian Church.

The address of this society shall be 156 Forest Avenue, Paramus (Bergen County), New Jersey.

ARTICLE II: MISSION

Central Unitarian Church welcomes all into a home of spiritual diversity that challenges us to become our best selves, minister to one another in love, and serve the greater community.

The principles of the Unitarian Universalist Association are hereby adopted by the Congregation of Central Unitarian Church.

Those principles we affirm and promote:

The inherent worth and dignity of every person

Justice, equity and compassion in human relations

Acceptance of one another and encouragement to spiritual growth in our congregations

A free and responsible search for truth and meaning

The right of conscience and the use of the democratic process within our congregations and in society at large

The goal of world community with peace, liberty, and justice for all

Respect for the interdependent web of all existence of which we are a part

ARTICLE III: MEMBERSHIP

Section A: Voting Member

A Voting Member of the society shall be any person meeting all three of the following criteria:

(1) Has reached the age of eighteen or has completed the society's Affirmation

course.

- (2) Signifies support of this Constitution by signing the Membership Book.
- (3) Contributes at least the Minimum Pledge to the maintenance of the society for a given fiscal year. The amount of a Minimum Pledge per Member will be determined annually by the Board of Trustees to cover the following:
 - (a) The society's "fair share" responsibilities to the Unitarian Universalist Association and its subdivisions
 - (b) The costs of internal mailings and newsletters and other out-of-pocket costs of the society to maintain a member.

One pledge may cover two members of a single household and both are then Voting Members if their pledge is at least equal to twice the amount of the then current Minimum Pledge.

The Board of Trustees may, in hardship cases, sanction partial waivers of the Minimum Pledge for the balance of the then current fiscal year, under procedures and criteria previously adopted as Board policy. Members qualifying for such waivers shall retain their status as Voting Members for that fiscal year.

All Voting Members on roll before the date of adoption of this amendment shall remain Voting Members for as long as they maintain their status as Voting Members as defined in this Constitution in 1994.

Section B: Youth Member

Persons who are sixteen or seventeen years old and who have completed the CUC Affirmation Course, or its equivalent at another UU society, may become **Voting Members** by:

- (1) Signifying support of this Constitution by signing the Membership Book.
- (2) Making and contributing on an annual pledge of any amount.

ARTICLE IV: DENOMINATIONAL AFFILIATION

This society shall be a member of the Unitarian Universalist Association.

ARTICLE V: OFFICERS AND TRUSTEES

Section A: Officers

The officers of the society shall consist of a President, a Vice-President, a Secretary, a Treasurer and a Controller. All offices other than the Presidency may be shared by more than one person, with duties split and defined before the election, as specified in the Policy and Procedures Manual then in effect.

Section B: Board of Trustees

- (1) The Board of Trustees (hereinafter called the Board) shall consist of the President, the Vice-President, the most recent Past President of the society (who shall sit for a period of one year after he or she leaves office) and nine other members as Trustees of the society. Each member of the Board shall have one vote, except the presiding officer, who shall vote only to break a tie. If the voting office of Vice-President is split and more than one co-officer is present, the vote for that office shall be split between the co-officers, one half to each.
- (2) During the period between the election of Officers and Trustees and the end of the fiscal year, the newly elected Officers and Trustees will participate in Board meetings, but will not vote.
- (3) Five trustees and one Board member officer shall constitute a quorum of the Board.
- (4) The Board shall act on behalf of the society between meetings of the society. The Board shall be responsible for:
 - (a) all matters relative to the operation and total welfare of the society, including the property of the society,
 - (b) the development, perpetuation, modification and endorsement of policies to be set forth in the Policy and Procedures Manual,
 - (c) control of the society's operations, including ratification of such decisions as are made by the President between meetings of the Board, and
 - (c) form committees and/or task forces (small groups of people to work on a specific task outlined by the Board and reported back to the Board) as are deemed necessary.

Section C: Responsibilities of the President

The President shall be the chief executive officer of the society and shall be responsible for all operating decisions within the policies set by the Board and the society. The President shall preside over Board and Congregational meetings, shall report all executive decisions to the Board at its next meeting.

Section D: Responsibilities of the Vice-President

The Vice-President shall assume all the responsibilities of the President when called upon to do so by the President, or in the event of the President's inability to perform his or her duties, as determined by the Board, with the Vice-President presiding.

Section E: Responsibilities of the Secretary

The Secretary shall record and issue the minutes of the Board and Congregational Meetings and shall issue calls for Congregational meetings, as provided in Article VI. He or she shall record policy actions of the Board in the Policy section of the Policy and Procedures Manual.

Section F: Responsibilities of the Treasurer

The Treasurer shall collect and deposit all income of the society and shall provide an account of such income to the Controller. For any Sunday Service or other meeting of the society for which the Treasurer is absent and in which a monetary collection is to take place, the Treasurer or the presiding officer of the meeting may designate another member of the society to receive and secure the collection.

Section G: Responsibilities of the Controller

The Controller shall manage all authorized disbursements of society funds, accounts and the publishing of Financial Reports, as directed by the Board.

Section H: Elections

- (1) At each annual Meeting of the society there shall be elected three members of the Board, and the President, the Vice-President, the Secretary, the Treasurer, the Controller and any other person to be elected at the Congregational meeting as designated by other documents. In the event there is more than one candidate for any office or more candidates for Trustees than open positions on the Board, the election shall be by secret ballot.
- (2) Nominees for President, Vice-President, Trustees and members of the Nominating Committee shall have been voting members of the society for a period of at least one year prior to the election. The names of all known nominees shall be published to the congregation along with the notice of the Annual Meeting.

Section I: Term of office

Officers shall be elected for a term of one year. The President and the Vice-President shall serve not more than two consecutive terms, and the other officers not more than five

consecutive years. Trustees shall be elected for a term of three years and shall not be eligible for re-election during the said term; but trustees filling portions of unexpired terms not exceeding two years in extent shall remain eligible for reelection. Officers and trustees elected at the Annual Meeting shall take office at the beginning of the next fiscal year.

Section J: Nominations

- (1) A Nominating Committee of five members shall be elected for one year by the society at the Annual Meeting. It shall offer a slate of officers and trustees for election at the next Annual Meeting and in so doing shall seek candidates who will provide a balanced representation for the total society membership. It shall also recommend a Nominating Committee, including its chairperson, to function for the succeeding year. No more than three members of the retiring Nominating Committee may succeed themselves. No member may serve more than two consecutive years.
- (2) The report of the Nominating Committee shall be sent in writing to the society membership at least ten (10) days before the election. Additional nominations for officers or other members of the Board, or of the Nominating Committee, may be made in writing by any member to the President of the society at least one week before the Annual Meeting, or from the floor at the meeting.

Section K: Default

Whenever any member of the Board shall be absent from three consecutive regular meetings, the Board shall have the power to declare his or her trusteeship vacant.

Section L: Vacancies

- (1) Should any office, trusteeship or position on the Nominating Committee become vacant, such vacancy may be filled by the Board, the person so appointed to hold the office or trusteeship until the end of the fiscal year which includes the next annual meeting, at which time the unexpired term if any, will be filled.
- (2) If, at the commencement of any fiscal year, the office of President shall not have been filled by election at a Congregational meeting, or by succession of an elected Vice-President, then a person chosen by the Board as its presiding officer from among its members by the Board in office at the time of the vacancy, shall become acting President until the office of President is filled by election at a Congregational meeting.

ARTICLE VI: MEETINGS OF THE SOCIETY

Section A:

- (1) All meetings of the society shall be guided by Robert's Rules of Order. Where the language of the Constitution differs from that of Robert's Rules of Order, the society constitution or existing policies will prevail.
- (3) The Annual Meeting of the society shall be held on or after the first Sunday in April and no later than the first Sunday in May of each year, the date to be determined by the Board.

Section B:

Special meetings of the society for such purposes as are specified in the notices thereof may be called by order of the President, the Board or upon written request of at least 20% of the voting members of the congregation.

Section C:

Notices of all meetings of the society shall be issued by the Secretary, or by such members of the society as the Board may name. Such notice to be sent in writing no less than ten days in advance to every voting member of the society.

Section D:

The business to be transacted at any meeting of the society shall be specified in the notice for that meeting.

Section E:

Twenty percent of the voting membership of the society shall constitute a quorum.

ARTICLE VII: FISCAL YEAR

The society's fiscal year shall end on June 30th.

ARTICLE VIII: MINISTERS

Section A: Fellowship

A person to be called as minister, and continue as minister of this society, must have fellowship in the Unitarian Universalist Association.

Section B: Call and Dismissal

A minister shall be called or dismissed by a vote in a properly called meeting of the society specifically for such purpose, in which the larger of two thirds or 50 of those members present and voting support the call or dismissal. Notwithstanding the quorum requirements for meetings stated in Article VI, the quorum for such meeting shall be 35% of the members entitled to vote. Any vote under this section shall be by secret ballot.

Section C: Contract

Prior to employment, a mutually agreeable contract shall be negotiated on behalf of the society and approved by the Board and the minister. The contract shall state terms of employment including, but not limited to, reporting to the Board and the congregation, duties, salary, allowances, duration of contract and termination procedures.

Section D: Freedom of the Pulpit and Utterance

- (1) The Minister shall have freedom of the pulpit
- (2) The Minister shall have freedom of utterance as an individual in making public statements.

ARTICLE IX: BUDGET

Section A:

A budget showing the estimated operating and capital income and expenditures for the next society fiscal year shall be submitted by the Board at each annual meeting and shall be effective for the said fiscal year when approval is voted by the society.

- (1) If the total anticipated operating or capital income drops more than 5% below the budgeted amount, the Board shall publish a revised budget, no more than five weeks after the determination of the shortfall, showing how it expects to handle the anticipated shortage.
- (2) The Board shall have the responsibility during the fiscal year to monitor all expenditures detailed in the budget.
- (3) The Board shall have the power during the fiscal year to authorize all expenditures detailed in the budget, and such other expenditures as the Board may deem necessary. Such additional expenditures from operating funds may be authorized only if covered by actual or anticipated operating or capital income or by available reserve funds. It shall not exceed 2% for any one line item or project of the approved total operating budget or 5% of the approved total operating budget in total for the fiscal year, unless approved by a Congregational meeting. A report of all extraordinary expenditures

made outside the budget shall be given to the congregation.

Section B:

The Board may authorize the expenditure of capital or reserve funds subject to the same limitations as specified above for unbudgeted expenses from operating budget funds. It shall transfer operating income in excess of expenditures at the end of the fiscal year, if any, to such capital or reserve funds.

ARTICLE X: AMENDMENTS

This Constitution may be amended at any meeting of the society called as provided in Article VI, provided such change or amendment shall have been fully set forth in the notices of such meeting. A two-thirds vote of the voting members present at the meeting shall be necessary for adoption.

ARTICLE XI: PUBLIC STATEMENTS

- A. The President or his or her designee shall be authorized to issue statements in the name of the society on questions of public import whenever such statements (or all elements thereof) have been approved by a two-thirds vote of a meeting of the society, regular or special, called by a notice as otherwise provided in the Constitution, which notice shall set forth the public issues and all elements thereof to be voted upon.
- B. The President or the Board may call one or more informational meetings prior to the meeting contemplated above, for education upon and discussion of such questions. No public statements shall be released by reason of voting at any such informational meeting. The conduct of at least one such informational meeting on any question shall be by a member of the Board, but calling and conduct of other such meetings may be delegated by the Board to any Committee.
- C. Meetings for the discussion of any question shall be called by the Secretary on direction of the President or of the Board, or upon written request of not fewer than fifty voting members of the Society. Additional elements of procedure, not limiting anything set forth in this Article, may be required by the Board.

ARTICLE XII: SPECIAL FUNDS

The society may set up, at a Congregational meeting called in accordance with Article VI, special funds for special purposes. Such funds will be separate from and not subject to the conditions prescribed for the general operating funds provided in the budget outlined in Article IX. The instrument setting up a special fund must specify its purpose, the criteria for

acquisition, preservation and disbursement and the selection and responsibilities of those charged with controlling the funds for the society.

ARTICLE XIII: DISSOLUTION

Section A:

The society may be dissolved by a written identified ballot vote of two-thirds of its voting members (see Article III, Section A). Any member who has resigned from the society in writing since the conclusion of the last previous canvass and prior to the date of the vote shall not be counted as a voting member.

Section B:

If a dissolution vote per Section A gains approval of more than two-thirds of those voting, but fails to pass for lack of participation of the required number of voting members, a time extension shall be granted and a strenuous effort made to obtain the additional votes to meet the required number of voters.

Section C:

If, after conclusion of votes per Sections A and B, the Board of Trustees determines that a definitive vote is not attainable, but that conditions exist which make it impossible for the society to operate successfully, the Board must proceed per Section D

Among conditions which may make successful operation impossible are:

- (1) No candidates can be found who are willing and able to carry out the duties of the officers and trustees, as provided herein (see Article V). In such a case, outgoing officers and trustees shall be asked to continue serving until their successors can be qualified.
- (2) The congregation is unable to agree on and support, by the start of the fiscal year, a budget which will meet the other provisions of this document (see Article IX).
- (3) Other conditions not anticipated herein.

Section D:

The Board shall have up to ninety days into the new fiscal year to solicit from suitable sources advice, mediation or arbitration to overcome the condition. If no solution has been found in that time period, it shall empower three of its members to act in dissolution. These members

shall have the authority to sign deeds, convey property and perform such other duties as may be necessary for the dissolution of the society.

Section E:

Upon dissolution of the society, all its assets shall be transferred to the Unitarian Universalist Association to be used for its general purposes, this transfer to be made in compliance with all applicable laws.

ARTICLE XIV: LIABILITY AND INDEMNIFICATION

Section A:

The President or any other officer shall have the power or authority to enter into an agreement binding on the society only when such action has been authorized or ratified by a vote of a Congregational meeting in accordance with this Constitution or by a resolution of the Board, duly passed. Subject to applicable law, the society shall not be responsible or liable to any third party whatsoever for agreements not so authorized or ratified.

Section B:

The society shall to the fullest extent permitted by applicable law indemnify any and all of its officers, Trustees, employees and agents for any expenses or liabilities incurred in connection with any matter (including any expenses in connection with any proceeding brought by or in the name of the society) involving such person by reason of his or her acting or having been acting in such capacity, if such person acted in good faith and in a manner he or she reasonably believed to be in the best interest of the society and, with respect to any criminal matter, such person had no reasonable cause to believe his or her conduct was unlawful. Furthermore, the personal liability of any and all Trustees, officers, employees or agents of the society is limited to the fullest extent permitted by the New Jersey Non-Profit Corporation Act.

ARTICLE XV: ACTIVATION

This amended Constitution shall be effective as of the date of its adoption. [April 29, 2007]

Adopted 1954

Amended 1960, 1963, 1965, 1966, 1968, 1972, 1975, 1976, 1978, 1986, 1993, 1994, 2000, 2001, 2002, 2007, and 2011.