

BYLAWS
of
PRAIRIE UNITARIAN UNIVERSALIST SOCIETY
of
MADISON, WISCONSIN
Adopted February 19, 2012
Effective July 1, 2012

Name

- 1.1 The name of this society (the “Society”) shall be the Prairie Unitarian Universalist Society of Madison, Wisconsin.

Bond of Union

- 2.1 Subject to the provisions of 15.2 hereof, the Bond of Union of the Society is:

We, the Members of Prairie, wish to associate ourselves together in a religious community which affirms that we share a common humanity, that we need one another, and that our futures are inescapably bound together. Together we would expand our intellectual horizons, enrich our sensory experiences, and deepen our emotional sensitivities. We would sharpen our ethical awareness and broaden our sense of social responsibility. We would stand tall in our quest for integrity of life, yet not at others' expense.

As the prairie stretches out until it becomes one with the sky, let us reach out to touch and be one with the natural world, and with one another.

Affiliation

- 3.1 The Society shall be a member of the Unitarian Universalist Association (“the UUA”) and of appropriate subdivisions thereof.
- 3.2 The Society affirms and promotes the principles of the UUA:
- o The inherent worth and dignity of every person;
 - o Justice, equity and compassion in human relations;
 - o Acceptance of one another and encouragement to spiritual growth in our congregations;
 - o A free and responsible search for truth and meaning;
 - o The right of conscience and the use of the democratic process within our congregations and in society at large;
 - o The goal of world community with peace, liberty, and justice for all;
 - o Respect for the interdependent web of all existence of which we are a part.

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Welcoming Congregation

- 4.1 As a Welcoming Congregation, the Society welcomes Members, friends, and guests, and hires employees, including lay ministers and professional ministers, without regard to age, race, gender, national origin, sexual orientation, gender identity, family structure, or disability.

Membership

- 5.1 A Member of the Society (plural “Members”; all, collectively, the “Membership” or “Congregation”) shall be a person at least sixteen years of age who is in sympathy with the Bond of Union of the Society and principles of the UUA and has signed the official membership book.
- 5.2 Friends of the Society are those who have not signed the membership book, but who participate in the activities of the Society or give other evidence of their support.
- 5.3 An official roll of current Members (the “Membership Roll”) shall be maintained by the Membership Committee and updated at least annually.
- 5.4 Names shall be removed from the Membership Roll if a Member dies, resigns in writing, or the Membership Committee has determined that the person has discontinued contact with the society. A person may be denied membership or expelled from Membership for cause by action of the Board.

Officers

- 6.1 The officers shall be the President, Vice President, Secretary, and Treasurer.
- 6.2 The President shall preside at meetings of the Board and of the Congregation. She/he shall be a non-voting ex officio member of all committees, except that the President may not serve on either the Nominating Committee or the Committee on Ministry.
- 6.3 The Vice President shall assist the President and shall preside at Board meetings and Congregational Meetings in the absence of the President.
- 6.4 The Secretary shall be responsible for producing the official correspondence of the Board and for maintaining official Society records including records of proceedings of meetings of the Board and of the Congregation. The Secretary also shall be the custodian of the Bylaws, Board policies and other Society procedural documents.
- 6.5 The Treasurer shall assure safe receipt and management of all money and property of the Society entrusted to his/her care, and shall disburse the same under the direction and to the satisfaction of the Board. The treasurer shall be bonded or insured at the expense of the Society.

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Board of Trustees

- 7.1 There shall be a Board of Trustees (the “Board”) consisting of the four officers, two elected at-large trustees, and a youth member appointed by the Board. All Board members must be Members of the Society.
- 7.2 The Board shall be responsible for the overall direction and administration of the business affairs of the Society and the Board shall establish and distribute to the Membership policies and implement programs to meet the needs and accomplish the objectives of the Society.
- 7.3 The Board shall have regularly-scheduled and open meetings and shall distribute to the Membership in advance the time and place of its meetings. The Board may meet in closed session upon a three-quarters majority vote of members of the Board to consider personnel actions or other matters of a sensitive or confidential nature. Special meetings of the Board may be called by the President or by any three Board members.
- 7.4 Members of the Board shall be elected to two-year terms, except that the youth member shall serve a one year term.
- 7.5 If a Board position becomes vacant, and more than one hundred eighty (180) days remain in the term of office, a Congregational Meeting shall be held within sixty (60) days to elect a successor for the balance of the term. A majority of the Board may designate a Member to temporarily fill a position that becomes vacant until a successor is elected.

Congregational Meetings

- 8.1 An Annual Congregational Meeting (the “Annual Meeting”) shall be held on or before June 1, at a date and time to be determined by the Board. The agenda of the Annual Meeting shall include the election of the Board and of the Nominating Committee.
- 8.2 Special Congregational Meetings of the Members may be called by a majority of the Board or by written petition of at least ten (10) Members of the Society.
- 8.3 At Special Congregational Meetings, the business acted upon shall be restricted to items on the previously published agenda.
- 8.4 For Annual Congregational or Special Congregational Meetings (collectively, “Congregational Meetings”), at least fourteen (14) calendar days' advance written notice, stating the time, place, and business to be transacted, shall be provided to all Members. A written agenda shall be prepared and shall be circulated at the meeting.
- 8.5 At Congregational Meetings, thirty percent (30%) of the Membership shall constitute a quorum except for calling or dismissing a minister, buying or selling property, or dissolution. In these excepted cases a quorum shall consist of forty percent (40%) of the Membership.
- 8.6 Friends of the Society shall be welcome at all Congregational Meetings, and shall be given the courtesy of the floor, but they may not vote or make or second motions.

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Nominations and Elections

- 9.1 The Membership shall elect a President, Vice President and one at-large Board member in even-numbered years and a Secretary, Treasurer, and one at-large Board member in odd-numbered years at the Annual Meeting. Their two-year terms of office shall commence on July 1 of the year of election.
- 9.2 The Membership shall elect two members of the Nominating Committee each year at the Annual Meeting. Their two-year terms of office shall commence on July 1 of the year of election.
- 9.3 The Nominating Committee shall offer a slate of Board and Nominating Committee candidates and shall publish the candidates' names in the notice of the Congregational Meeting. Additional nominations may be made from the floor at the Congregational Meeting provided that each person so nominated consents or has consented to his or her nomination.
- 9.4 The Nominating Committee shall consult the Board, Congregation, and Minister as to appropriate candidates for the Board and the Nominating Committee. The Nominating Committee shall assure that all candidates are given to understand, to the Committee's satisfaction, the duties of the relevant office.
- 9.5 If a Board position becomes vacant between Annual Meetings, the Nominating Committee shall meet to suggest replacements to the Board.
- 9.6 The Membership shall elect persons to fill any unexpired Board or Nominating Committee positions at the Annual Meeting pursuant to section 07.5 herein.
- 9.7 The Nominating Committee shall meet as requested by the Board to identify individuals willing to serve in key roles in the Society.
- 9.8 An election of the Nominating Committee shall be held immediately after the Board election at the Annual Meeting. Nominations from the floor shall be in order. No member of the Nominating Committee shall serve concurrently on the Board. No member of the Nominating Committee shall serve more than two (2) full consecutive terms.

Standing and Other Committees

- 10.1 There shall be standing committees of the Society, including, but not limited to, the Committee on Ministry, the Nominating Committee, and the Membership Committee.
- 10.2 The Committee on Ministry shall consist of three Members selected by the Board President in consultation with the Minister and the Board. Members of the Committee on Ministry may not concurrently be members of the Board.
- 10.3 A four-person Nominating Committee shall be constituted per section 09.
- 10.4 Any other standing committees shall be established and their chairs appointed by the Board.
- 10.5 The Board may establish and appoint other committees for such particular purposes and specific lengths of time as it may deem necessary.

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Financial Management

- 11.1 The fiscal year of this Society shall be January 1 to December 31.
- 11.2 There shall be at least one canvass of the Membership annually to raise funds for the Society.
- 11.3 A budget allocating funds for each fiscal year (the "Budget") shall be adopted at a Congregational Meeting on or before December 1. The funds governed by the Budget shall comprise the General Fund. The Board is authorized to spend money from the General Fund to meet the purposes of the Budget as adopted and in a manner that is consistent with federal, state and local law and that maintains the Society's status as a not-for-profit organization. The Board may adjust the allocation of funds within the Budget to meet changed conditions.
- 11.4 The Reserve Fund consists of surplus funds allocated for the purpose of providing a margin of safety in meeting ordinary and emergency needs.
- 11.5 The Capital Fund shall be made up of gifts, pledges, and other moneys, and used to acquire or construct buildings or for major building repairs not covered by the General Fund. Liquidation of The Capital Fund or other property of the Society shall require an arrangement that, in the determination of the Board, keeps good faith with the individuals or groups who donated the gifts that the property represents.
- 11.6 The Board may enter into confidential and/or non-confidential planned giving contracts.
- 11.7 A majority of Members present and voting at a Congregational Meeting is required for the purchase or sale of real estate by the Society or for borrowing of money by the Society other than under a planned giving contract.
- 11.8 The Board may accept funds offered to the Society with restrictions as to their use.

Minister

- 12.1 *Style of Leadership:* The Membership, voting at a Congregational Meeting, shall select one of the following options. The option selected shall remain in effect until modified or revised by the Membership.
- 12.2 *Professional Ministry* - An ad hoc Ministerial Search Committee, elected by the Membership, solicits and interviews candidates and makes recommendations to the Board, which reviews the recommendations for the Membership. The Minister shall be selected by three-fourths of the Members present and voting at a Congregational Meeting. Once selected for the position, the Minister need not be re-elected yearly, but a review of the Minister's tenure shall be undertaken at least every three years by the Committee on Ministry. The Minister may be dismissed by three-fifths of the Members present and voting at a Congregational Meeting. In the event of dismissal, the minister's salary and fringe benefits shall be continued for three months after the date of the vote to dismiss. The Minister must give three months' advance written notice when resigning. The Minister is an ex officio non-voting member of the Board and of all committees, except that the Minister may not be a member of either the Nominating Committee or the Ministerial Search Committee.

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- 12.3 *Lay Ministry* - The Society may be served by one or more lay ministers to lead services and undertake such other duties as the Board may prescribe. A lay minister shall be selected and shall lead services or undertake other duties in accordance with such policies as the Board may adopt.
- 12.4 Other options, such as a combination of professional and lay ministry, may be adopted by the Membership if specifically set forth in a resolution adopted by a majority of the Members present and voting at a Congregational Meeting.

Parliamentary Authority

- 13.1 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.
- 13.2 Any matter of policy not provided for in these Bylaws may be determined by the Board in its exclusive discretion.

Dissolution

- 14.1 The Society may be dissolved by three-quarters of Members present and voting at a Congregational Meeting. Notice of proposed dissolution, including the time and place of the meeting, shall be distributed to all Members at least four weeks before the meeting.
- 14.2 In the case of dissolution, all property of the Society, both real and personal, after all just and legal claims upon it have been satisfied, shall be conveyed to and vest in the UUA, to be held in trust for the furthering of the Unitarian Universalist denomination in a manner determined by the UUA.

Amendments

- 15.1 These Bylaws, except for the Bond of Union, per 15.2, may be amended by a two-thirds majority vote of Members present and voting at a Congregational Meeting, provided that notice of the meeting includes the text of the amendment as originally proposed.
- 15.2 The Bond of Union may be revised by a two-thirds majority vote of Members present and voting at a Congregational Meeting. Such vote may only be held if the proposed revision has been used and identified as a revision in a Sunday morning service at least six weeks prior to the relevant Congregational Meeting. When the proposed revision is published in the official notice of the Congregational Meeting, it shall be accompanied by any alternative proposals submitted to the President prior to the date of the notice. No further amendments to the Bond of Union shall be in order at the Congregational Meeting.

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Revisions:

02/19/2012 - Bylaws adopted, as replacement of previous Bylaws, effective July 1, 2012.