

**The Unitarian Society of Ridgewood, NJ**  
**Constitution and By-Laws**  
**as amended May 18, 2025**

**ARTICLE I – NAME**

The name of this Society and the name to be certified by the Trustees to the Authorities, as its corporate name, shall be The Unitarian Society of Ridgewood, NJ. The Society shall maintain a registered office at 113 Cottage Place, Ridgewood, NJ.

**ARTICLE II – PURPOSES**

The purposes of this Society shall be to promote religion that is rational, progressive and liberal; to help establish justice and love among all people; to furnish a religious home for all who seek truth and cherish human values; to do all other things necessary to carry out these purposes; and to perform such other acts and to carry out such other purposes as may be permitted by law.

**ARTICLE III – DENOMINATIONAL AFFILIATION**

The Society shall be a member of the Unitarian Universalist Association.

**ARTICLE IV – MEMBERSHIP**

Section 1.

A person shall be considered a Member of the Society if their name appears on the Membership Book maintained by the Society and they have made or committed to an annual financial contribution of record to its operating fund. The Minister or the President of the Board of Trustees may waive this financial requirement at their discretion. All members are encouraged to participate to the extent possible in the activities of the Society. No test of creed, faith, national origin, race, color, gender, sexual orientation, physical challenge or other similar test shall be imposed as a condition of membership.

Section 2.

The right to vote at meetings of the Society shall be reserved to those who have been members for a minimum of one month, who have attained the age of 16 years prior to the meeting in question.

Section 3. Withdrawal

Any member of the Society may withdraw from membership at any time by written notice to the Administrator of the Society.

Section 4. Friend

Any person who desires to be associated with the Society, but not as a member, may be

included on the Society's mailing list as a Friend, but such Friend is not entitled to vote at meetings of the Society or serve on the Board of Trustees, Nominating Committee, Committee on Shared Ministry, Intern Committee (when operating), Safe Congregation Response Team, as a Circle Facilitator or on the Ministerial Search Committee (when operating).

#### Section 5. Annual Review

In order to determine the current active membership of the Society to report to the Unitarian Universalist Association and other purposes, an annual review shall be conducted by the Minister, the Administrator and at least one designee of the Board concerning changes in membership by reason of death; resignation by reason of withdrawal notice; or loss of contact with the member because they have moved and left no forwarding address. Results of this annual review shall be reported to the Board of Trustees. In the absence of a waiver by the Minister or President of the Board of Trustees, the Board may, by majority vote at a Board meeting, remove individual(s) from the list of members if the member has not made a financial contribution of record to the Society's operating fund during the past two fiscal years.

### **ARTICLE V – BOARD OF TRUSTEES**

#### Section 1.

The governing body of the Society shall be a Board of Trustees consisting of seven (7) voting members of the Society who are elected by the membership at the Annual Meeting by a majority of the votes cast. The minister shall serve as an ex-officio, non-voting member of the Board. To serve on the Board, a person must be a member of the Society.

The Board shall consist of the (4) officers - President, Vice President, Secretary, and Treasurer, (3) Trustees and the minister. The Officers shall serve a (2) year term with the Secretary and Treasurer having the option of no more than two (2) additional years. The three (3) Trustees shall serve a term of three (3) years.

Resignations of Officers or Trustees must be tendered in writing. In the event of a vacancy on the Board of Trustees, the President, with the approval of the Board of Trustees, shall be empowered to appoint a successor to serve until the next Annual Meeting.

#### Section 2.

The Board of Trustees shall hold at least ten regular meetings each year at such times and dates as shall be determined and announced by the Board at its first meeting following election. Regular meetings shall be held at the Society unless changed with notice to the membership of the Society. Special meetings of the Board may be called by the Secretary at the request of the President or any other two Board members, provided notice shall have been received at least one day in advance by every board member. The Board may take action without a meeting if, in the President's discretion, such action is warranted, is presented to a quorum of the Board (for example telephonically or electronically) and is approved by a majority vote. A majority of the Board members in office shall constitute a quorum for transacting business. The Board

shall meet in executive session during each regular Board meeting as deemed necessary. Board minutes will be published after they are approved.

### Section 3.

The Nominating Committee is responsible for ensuring that Trustee, Officer and Circle Facilitator positions are kept filled in a coordinated and timely manner. The operations of the Nominating Committee are fully set forth in Article XII, Section 1.

## **ARTICLE VI – OFFICERS**

The Officers of the Society shall consist of a President, a Vice President, a Secretary and a Treasurer. These Officers shall be known collectively as the Executive Board and shall perform their duties in accordance with job descriptions that have been duly adopted and may be amended by the Board of Trustees as the governance needs of the Society dictate.

## **ARTICLE VII – ORGANIZATIONAL STRUCTURE**

The Board of Trustees shall establish Circles of administrative responsibility and authority to oversee areas of Society business. Each Circle will be led by a Facilitator who will coordinate its work consistent with the Mission and Covenant of the Society. The Board has the sole responsibility to establish or discontinue the operation and structure of a Circle, or to alter the areas of responsibility of any Circle as it sees fit to meet the changing needs of the Society.

Circle Facilitators shall serve for a maximum term of three years. They may not serve an immediate consecutive term as Facilitator for any Circle, except with Board approval.

## **ARTICLE VIII – GUIDELINES, POLICIES AND PROCEDURES**

Only the Board of Trustees may institute or change policies for the operations of the Society.

The Board of Trustees and the Circles are expected to operate in accordance with guidelines, which each body shall adopt as necessary. The Board of Trustees and the Circles may also develop procedures and job descriptions to facilitate their operations.

All policies, guidelines, procedures and job descriptions shall be published and maintained in a central repository. The Board of Trustees and the Circles shall periodically review their respective published documents and update them as necessary.

The Board of Trustees shall be responsible to ensure that all policies, guidelines, procedures and job descriptions are consistent with the goals of the Society and may change or repeal them as necessary.

## **ARTICLE IX – MINISTER**

### Section 1. Selection:

The Minister shall be chosen and the initial salary determined by the affirmative vote of not less than 85% of the members present and voting by written ballot at a legally called meeting of the

Society, upon nomination by a Search Committee. Any such meeting requires a quorum of thirty-three percent (33%) of the members of the Society.

#### Section 2. Letter of Agreement:

Prior to any meeting at which a Minister is called, the terms of the Minister's Letter of Agreement shall have been negotiated by the Board of Trustees. This Agreement shall be considered as continuing without definite tenure, but with provision for either resignation or dismissal upon three (3) months' notice in either event.

#### Section 3. Responsibilities:

The powers and duties of the Minister shall comprise the customary pursuits of the office, directed toward the furtherance of the purposes of the Society, with the ultimate decision on matters of policy resting with the Board of Trustees. The Trustees shall take no action in any way interfering with the Minister's freedom of the pulpit.

#### Section 4. Termination:

The termination of a Minister's contract by action of the Society shall require a majority vote in any legally called meeting of the Society. In the event that the Minister resigns, is dismissed or needs to be replaced for any other reason, the Board will implement appropriate procedures for the selection of a Search Committee in order to select a new "called" or "settled" minister.

### **ARTICLE X – MEETINGS AND VOTING**

The Annual Meeting shall be held no later than the second Sunday in June.

Special Meetings may be called at any time by the Board of Trustees or through petition to the Board, signed by no fewer than ten (10) voting members of the Society.

All calls for meetings by the Society shall be issued by the President through notice by the Secretary published at least fourteen (14) days prior to the date of the meeting and shall also be read at Sunday Services on the two (2) Sundays immediately preceding the date of the meeting. The notice of the meeting shall specify the agenda.

Twenty percent (20%) members of the Society shall constitute a quorum (except in the case of a meeting held for the purpose of voting for a new "settled" minister as provided in Article IX or for the purpose of amending these by-laws as provided in Article XIII). Any measures presented for consideration at the Society meetings, including nominations for office, may be passed by a majority vote, except that sales of property or amendments to these by-laws shall require a two-thirds vote and the election of a new minister shall require an eighty-five percent (85%) vote. All votes require that a quorum be present.

During Congregational Meetings, members may participate and vote remotely, using a technology approved by the Board that allows remote participants to follow the in-person proceedings and comment/vote in a way that can be understood by the in-person participants.

The Board may authorize a congregational vote to be conducted over a specified period of time, not to exceed 60 days. All members of the Society are eligible to participate in the vote over time. At least 14 days prior to the date of the congregational meeting at which the vote is formally introduced and during which it will be discussed, the Secretary shall notify all members of the upcoming vote over time. The notice shall include:

- The date and time of the congregational meeting
- The agenda for the meeting
- The full text of the proposal to be voted on, which may be amended at the congregational meeting
- The length of the voting period and detailed voting procedures

The quorum required for a vote over time shall be the same as specified in other By-Laws. Such a vote over time may also be used to obtain agreement on matters of the Endowment as described in Article XII.

Only those members who cast a vote during the voting period shall be counted toward the quorum or voting threshold for that vote. If the quorum/threshold is not reached by the end of the voting period, the measure shall be deemed to have failed. The results of the ballot shall be announced to the congregation at the conclusion of the voting period and recorded in the official minutes of the Board meeting immediately following the close of the voting period.

In meetings of the Society and votes over time, each member must cast their own vote. Voting by proxy is not permitted.

Congregational meetings will be governed by Robert's Rules of Order. In the event of any conflict between these By-Laws and Robert's Rules, the By-Laws shall take precedence.

## **ARTICLE XI – FISCAL AND BUSINESS AFFAIRS**

### **Section 1.**

The property and funds of The Unitarian Society of Ridgewood shall be held in the name of the Society. The Board of Trustees of the Society may: (1) receive any funds and/or property, including pledges, gifts or otherwise; (2) maintain such funds and property in kind or sell them; (3) invest and reinvest any assets or funds derived from such funds and property; (4) hold such funds and property in any form or by an agent as may be appropriate; (5) maintain one or more bank accounts; and (6) use such funds and property for the purposes of the Society in accordance with its By-Laws.

The Society at its Annual Meeting or at any duly called meeting has the power to authorize the use of Society funds and/or property. The Board of Trustees shall exercise all these powers of the Society but shall not without prior approval of the membership of the Society; (1) receive, buy, sell, or pledge real estate; (2) engage or terminate the engagement of a minister; or (3) make unbudgeted expenditures which collectively exceed by more than five percent of the total amount of a budget approved by the membership.

## Section 2.

This Society shall be an equal opportunity employer and shall carry on its fiscal and personnel matters, including the calling of the minister and other religious professionals, without regard to race, creed, color, national origin, age, gender, sexual orientation, or physical challenge.

## Section 3

The fiscal year of the Society shall run from July 1st through June 30th of each calendar year.

# **ARTICLE XII – STANDING COMMITTEES**

**The following Committees are Standing Committees of the Society:**

## **Section 1: The Nominating Committee**

A Nominating Committee of at least 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 Annual Meeting and in doing so 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. The report of the Nominating Committee shall be sent to the membership at least fourteen (14) days before the election. Additional nominations for Officers or other members of the Board of Trustees or Nominating Committee may be made by any member of the Society in writing or from the floor at the Annual Meeting. In the event of a vacancy on the Nominating Committee, the President, with the approval of the Board of Trustees, shall be empowered to appoint a successor to serve until the next Annual Meeting. The Nominating Committee shall also assist in coordinating the selection and succession of Circle Facilitators.

## **Section 2: The Committee on Shared Ministry (COSM)**

The Committee on Shared Ministry facilitates congregational communication to ensure the emotional well-being of the congregation; works with the minister to assess congregational areas of ministry and then makes recommendations to improve functioning; provides counsel to the minister; and facilitates covenantal behavior within the community.

The CoSM shall consist of the called Minister and between 3 and 5 lay members. New members of the CoSM are proposed by the existing CoSM and are ratified by the Board of Trustees. They shall serve terms according to the CoSM policy.

## **Section 3: The Safe Congregation Response Team (SCRT)**

The Safe Congregation Response Team, per its guidelines and charter, monitors, assesses and works to improve the physical safety of USR Congregants and visitors, particularly working to

prevent sexual abuse of children and youth; assesses and considers physical risks and takes appropriate action; and reviews and amends the Safe Congregation Policies.

The Team consists of: the President of the Board of Trustees, the called Minister, the Professional Religious Educator, and three lay leaders. Two of the lay members must be familiar with issues likely to arise, with experience in areas such as, but not limited to, sexual assault, sexual harassment, human resources, legal issues, or the medical field. A lay leader will serve as Chair of the SCRT.

New members of the SCRT are proposed by the existing SCRT and their appointments are ratified by the BoT. They shall serve terms according to the SCRT policy.

#### **Section 4: The Planned Giving Committee**

The Society has established an Endowment Fund whose assets shall be held in the name of The Unitarian Society of Ridgewood Endowment Fund and managed by the Planned Giving Committee. The Committee shall establish programs to promote the awareness of and encourage giving to the Endowment Fund and shall counsel congregation members as to the methods and means by which gifts may be given.

The Endowment Fund shall be used to advance the purposes of the Society. The fund shall serve as an instrument to encourage and receive capital.

The fund shall receive gifts of all forms specifically designated by the donors to be placed in it. All other gifts received by the Society which are unrestricted as to where they may be directed or how they may be invested or used shall also be placed in the Endowment Fund, as shall those restricted gifts whose restrictions are not in conflict with the terms of the Fund or manner in which its monies are managed or used. All contributions to the Society made in memory of any member of the congregation shall be placed in the Endowment Fund. All gifts placed in the Fund must be free of liabilities and in keeping with the purposes of the Society and laws governing such charitable contributions and the Fund.

Income from the Fund shall be directed toward those special, unusual or emergency needs of the Society, toward its social and community outreach programs, and toward current operating expenses as decided upon by the Board. All principal contained in the Fund shall be retained and may only be spent upon unanimous approval of the Board and by approval of two-thirds vote of the full membership of the Society.

The Planned Giving Committee shall be the custodian of the Fund. The Committee shall consist of at least three members, appointed by the Board, all of whom shall be voting members of the Society. A Chairperson shall be appointed by the Board. The Chairperson shall serve no more than two (2), consecutive three (3)-year terms. The Treasurer of the Society shall serve as one of the appointed members of the Committee but not as the Chairperson.

The Committee shall meet at least quarterly, or more frequently if necessary. A quorum shall consist of three members and a majority present and voting shall carry any motion or resolution.

The Committee shall report on a quarterly basis to the Board, shall file an annual report to the Board and at each Annual Meeting of the congregation shall render a full and complete account of administration of the Fund during the preceding year. The committee shall make recommendations to the Board regarding the acceptance of gifts, and the management, investment, and control of the assets of the Fund, and shall do all else to further the purposes of this Article. All decisions regarding which monies are to be directed to the Fund, and how such monies are to be invested and distributed, shall be made by the Board.

The Planned Giving Committee, consistent with its duties as outlined in Section 5, shall manage all other special gifts to the Society, including bequests, which are restricted from placement in, or otherwise deemed inappropriate to be directed toward, the Endowment Fund.

### **ARTICLE XIII- AMENDMENTS**

The Constitution and By-Laws may be amended by two-thirds vote of those members present at the Annual Meeting or any meeting called for the specific purpose of amending the Constitution and By-Laws, provided that a quorum of thirty-three percent (33%) of the membership is present at such meeting and provided notice of the proposed changes has been sent to each member of the Society fourteen (14) days prior to the date of the meeting.

### **ARTICLE XIV – DISSOLUTION CLAUSE**

In the case of dissolution of the society, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees of the society shall perform all actions necessary to effect such conveyance.

### **ARTICLE XV – INDEMNIFICATION CLAUSE**

The Society shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, or Steering Committee volunteer of the Society against any liability asserted against such person and incurred in the course and scope of their duties or functions within the Society to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that involves intentional misconduct or a knowing violation of the law, or an act or omission done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy or vote of members or otherwise.