

CONSTITUTION OF THE UNITARIAN SOCIETY OF SANTA BARBARA

ARTICLE 1. NAME

This Constitution governs the basic relationships of a group of persons joined in a voluntary religious organization known as the Unitarian Society of Santa Barbara (hereinafter referred to as the Society), which is a non-profit religious corporation.

ARTICLE 2. MISSION

Our mission is to create an intergenerational and diverse community in accord with the principles of Unitarian Universalism. We nourish the life of the spirit through worship that stimulates us to think and to feel deeply through words, music, and ritual. We affirm our individual needs for spiritual, intellectual and emotional sustenance and our common need for connection with one another. We seek to share deepest yearnings and highest aspirations throughout life's passages of pain and joy. We commit to express our faith and mission by our individual lives, deeds of service to our congregation, and outreach to the larger community and world.

PURPOSE

Individually and together we:

Encourage the free and disciplined search for truth as the foundation of this religious community;

Cherish and spread the finest insights and teachings of the great thinkers and prophets of every age and tradition;

Affirm and promote the fundamental worth, equality, and growth toward freedom and responsibility of every human being;

Work to establish a world-wide community of love and caring concern with social justice and peace for all humankind, recognizing the interdependence and unity of all life;

Seek to extend and strengthen liberal religion by their service to others and the example of their own lives;

Support one another through reason and science, intuition and experience, in practicing a liberal religious ethic that honors reverence for life and sustains confidence in its goodness;

Respect and protect the differences of opinion and conviction that may be advanced by a minority of the members, taking care to consult and conciliate them;

Promote the membership and participation of every person without regard to race, color, sex, sexual preference, or national origin;

Provide religious education based on the foregoing precepts.

ARTICLE 3. DENOMINATIONAL AFFILIATION

The Society is affiliated with the Unitarian Universalist Association and its Pacific Southwest District.

ARTICLE 4. SOCIETY GOVERNANCE

The Society is independent of any ecclesiastical authority. It is organized in affirmation of its members' belief in congregational polity. Accordingly the Society is owned and governed by its members. Their will is expressed through democratic process in meetings of the members, and by groups and individuals of the Society to whom the members' authority is delegated, all in accordance with this Constitution.

ARTICLE 5. MEMBERSHIP

5.10 MEMBER

A member of this Society is a person at least 13 years old who has signed the Membership Book, that signature attesting the member's general support of this Constitution. Members, except those exempted by the Board of Trustees on the recommendations of the Ministers, make a recorded financial contribution each fiscal year and participate in the Society's activities, the amount and extent of each to be determined by the member.

5.20 MEMBERSHIP TERMINATION

Membership is terminated by the member's written request to the Board of Trustees (hereinafter referred to as the Board), or by action of the Board as defined in Section 5.21.

5.21 Termination by Board

The Board, at its discretion terminates the membership of any member who the Board believes to be no longer interested in maintaining membership or fails to give financial support as defined in Section 5.10. Notice of such action is sent to the member's last known postal address. If no objection is received by the Board within 30 days of such notice, the action is taken.

5.30 MEMBERSHIP REINSTATEMENT

Any person whose membership has been terminated may request reinstatement. The Board, in its sole discretion, decides whether or not to grant the reinstatement.

ARTICLE 6. MEMBER MEETINGS

6.10 MEMBER AUTHORITY AND RESPONSIBILITY

Each member has the right and responsibility to participate in shaping the policy and making the decisions of the Society. The action of the members at their meetings is the ultimate,

authoritative expression of the members and is binding on the Board and all other entities and agents of the Society.

6.20 MEMBER MEETINGS

The members conduct their collective business in an Annual Meeting and Special Meetings. Robert's Rules of Order govern the conduct of business at all meetings of the Society, unless otherwise specified in this Constitution.

6.21 Annual Meeting

The primary purposes of the Annual Meeting are to receive and approve the annual reports of the Society's officers and agents, to consider and decide upon a Fiscal Plan for the Society's fiscal operations during the next fiscal year, and to elect new members of the Board and the Nominating Committee. This meeting also considers any other entered on its notified agenda or moved by a member during the meeting. This meeting is held during the first fifteen days of June each year.

6.22 Annual Meeting Quorum

At the Annual Meeting one-third of the members present or accounted for by proxy or absentee ballot constitutes a quorum. An Annual Meeting with less than one-third but more than one-fifth of the members present or accounted for may conduct business, but may not accept additional items of business from the floor.

6.23 Special Meetings

A Special Meeting must be called by the Board within 10 days of receipt of a petition of 5 percent of the members, or may also be called at the pleasure of the Board. A Special Meeting may consider and act upon only matters entered on its notified agenda.

6.24 Special Meeting Quorum

At a Special Meeting one-fifth of the members present or accounted for by proxy or absentee ballot constitutes a quorum.

6.30 MEETING NOTICE

Notice to the members of an impending Annual Meeting or Special Meeting is mailed to each member at least 10 days before the meeting date, which is set by the Board. This notice, which may be contained in the Society's newsletter, includes the date, time, place, and known agenda for the meeting and, if applicable, the names of candidates for election.

6.40 VOTING

All questions before the meeting are decided by majority vote of members present and voting except as otherwise provided by this Constitution.

6.41 Eligibility

Members who have signed the membership book at least thirty days prior to the date of the meeting are eligible to vote.

6.42 Methods

At the pleasure of the members present, voting is accomplished by written secret ballot, show of hands, or voice vote. Any member request for a count of a non-written vote must be honored. In any contested election, the vote is taken by written secret ballot, and the outcome is determined by a plurality of the votes cast.

6.43 Absentee Ballots

In any meeting for which the Nominating Committee has nominated candidates for election to office, absentee ballots are prepared by the Nominating Committee (see Article 10), to be sent to absentee members upon their request. Absentee ballots may also be counted for items of business that are not revised or amended at the meeting. Absentee ballots returned to the Secretary prior to the meeting are counted with the ballots cast by members present and voting.

6.44 Proxies

Each member can hold one proxy.

ARTICLE 7. BOARD OF TRUSTEES

7.10 GENERAL AUTHORITY

The Board, subject to the members in Annual and Special Meetings assembled, is the principal policy-framing and administrative body of the Society. In the intervals between member meetings, the Board has full authority, except as limited by this Constitution, to act on the business affairs and religious program of the Society.

7.20 COMPOSITION

The Board is composed of twelve members (hereinafter referred to as Trustees), selected at large.

7.30 TERMS OF OFFICE

Each Trustee is elected to one of twelve numbered trustee offices, each of which has a term of three years so that, in any given year, two-thirds of the Trustees are persons with prior experience on the Board.

7.40 ELIGIBILITY

Any member who has signed the membership book at least one year prior to the commencement of the term, and is not a member of the Nominating Committee or an employee of the Society, is eligible to be a Trustee. A Trustee may serve for any number of terms, but no more than two consecutive terms. A person may, however, be reelected or reappointed to the Board after the expiration of one year from the end of the previous term.

7.50 VACANCIES

When a trustee office falls vacant the Board appoints an eligible member (as defined in 7.40) to serve in that office as a Trustee until the next Annual or Special Meeting, which elects a member to the unexpired or new term of that office.

7.60 BOARD MEETINGS

The Board holds regular monthly meetings and such special meetings as are called by the President or by petition of at least four Trustees. Robert's Rules of Order govern these meetings unless otherwise specified in this Constitution.

7.61 Access

Board meetings are publicized in advance and, except for executive sessions, are open to any member. The content of an executive session is limited to consideration of personnel matters and potential litigation. The decisions reached in executive session are restated by the President in open session and become part of the minutes as soon as the Board determines that the need for confidentiality has passed.

7.62 Quorum

Eight Trustees present constitute a quorum.

7.63 Decisions

The Board makes decisions by majority vote of a quorum.

7.64 Absences

A member of the Board is subject to removal by the Board if that member misses four regular meetings without notice during the year.

7.70 BOARD RESPONSIBILITIES

In the exercise of the power given to it by Section 7.10, the Board has the following specific responsibilities:

7.71 Member Meetings

The Board, subject to the specifications of Article 6, sets the time and place of the Annual Meeting and of any Special Meeting.

7.72 Employees

The Board hires all the Society's employees except as provided for elsewhere, fixes their compensation within the limits of its fiscal power, and defines in writing their authority, responsibility, and relationship to other entities of the Society.

7.73 Committees

The Board establishes and dissolves such committees as it deems necessary.

ARTICLE 8. COMMITTEES

8.10 PURPOSE

The committees established by the Board customarily advise it on the Society's plans and policies in accordance with the charge given to each such committee by the Board.

8.20 MEMBERS

The Board is responsible for appointing members to Society Committees.

8.30 CHAIRS

The Chair of each Committee is a member of the Society, recommended by the Committee or the Board and approved by the Board. The term of office of a Chair ends on June 30 of each year and may be extended by the Board for no more than three consecutive terms.

8.40 PROCEDURE

Subject to approval by the Board, a Committee establishes its own procedure, including the formation of its own subcommittees.

8.50 REPORT

Each Committee of the Society reports its activities to the Board upon request and provides an annual report to the Board and to the Annual Meeting.

8.60 EXPENDITURES

The Treasurer is authorized by the Board to spend money as requested by a Committee Chair, provided the amounts and purposes are consistent with the Society's Fiscal Plan.

ARTICLE 9. EXECUTIVE COMMITTEE

9.10 PURPOSE

The Executive Committee shall meet several days before the regular Board meeting to determine the Agenda for the coming meeting and to make decisions on non-policy matters. Minutes will be taken and a report made to the full Board. The Executive Committee shall have the full power of the Board and is empowered to act in the case of emergency on all matters, except that the Executive Committee cannot change Board policy.

9.20 MEMBERS

The members of the Executive Committee shall be elected by the Board from among Board Members and Society officers. There shall be not less than five members on the Executive Committee. The Ministers and Executive Secretary of the Society shall be expected to attend meetings.

ARTICLE 10. NOMINATING COMMITTEE

10.10 PURPOSE

The Nominating Committee nominates at least one person for each Board office to be filled by the vote of the members in Annual Meeting, and, when necessary, at least 7 persons for office on the Search Committee to be filled by the vote of the members in Annual or Special Meeting.

10.20 TIMELY NOTICE

The names of nominees for Board and Search Committee office are given to the Board and posted on a convenient notice board of the Society at least twenty days before the Annual or Special Meeting. Information about the nominees and their participation in the Society is sent to each member with the notice of the meeting.

10.30 PRIOR CONSENT

Nominations made by the committee or from the floor in meeting require the prior consent of the nominee.

10.40 COMPOSITION

The Nominating Committee is composed of six members, elected at the Annual Meeting. Nominations for the Committee are made by petition of at least ten members submitted to the Board at least one week in advance of the Annual Meeting.

10.50 TERM OF OFFICE

Each member of the Nominating Committee is elected by the members of the Society for a term of three years, two being elected each year.

10.60 ELIGIBILITY

Any member of the Society who has signed the membership book at least three years prior to the commencement of the term, and is not a Trustee or an employee of the Society, is eligible to serve on the Committee. A Committee member may serve any number of terms, but no two consecutively. A person may, however, be reelected or reappointed to the Nominating Committee after the expiration of one year from the end of the previous term.

10.70 VACANCIES

When a Nominating Committee office falls vacant the Board appoints an eligible member (as defined in 10.60) to serve in that office until the next Annual Meeting, which elects a member to the unexpired or new term of that office.

10.80 CHAIR

The Chair of the Nominating Committee is selected by its members.

ARTICLE 11. OFFICERS

11.10 OFFICERS

The officers of the Society are the President and Vice-President of the Board of Trustees, the Secretary of the Society, and the Treasurer of the Society. The President and Vice-President must be Trustees.

11.11 Election Of President

The President-Elect of the Board is chosen by a vote of the Trustees at its January meeting. The President-Elect takes office as President on July 1 of each year.

11.12 Election Of Other Officers

The Vice-President, Treasurer and Secretary are elected by the Trustees who will be in office as of July 1 of each year. The election takes place at the June meeting of the Board following the Annual Meeting.

11.13 Term Of Office

Officers are elected for one-year terms and may be re-elected for any number of terms, but normally for not more than three consecutive terms in the same office.

11.14 Vacancy

A vacancy in an office is filled through election by the Board for the remaining term of the vacant office.

11.15 Delegation

With the approval of the Board, officers may delegate specific duties to Committee Chairs, to other members of the Society, or to the Staff. Responsibility for such duties remains with the delegating officer.

11.20 PRESIDENT

The President, subject to the advice and control of the Board and the members, functions as the Society's chief executive officer and exercises general superintendence of the Society's affairs.

11.21 Duties At Meetings

The President conducts all meetings of the Board and the Society.

11.22 Ex-Officio

The President may serve as ex-officio member of any Committee except the Nominating Committee.

11.23 Documents

The President and, as necessary, the Secretary executes any document in the name of the Society. Obligating documents require the signature of both officers.

11.30 VICE-PRESIDENT

The Vice-President has the authority and performs the duties of the President when the President is absent.

11.40 SECRETARY

The Secretary serves as the Corporate Secretary of the Society and keeps and affixes the Society's Corporate Seal.

11.41 Records

The Secretary organizes and maintains all non-financial documentary records of the Society and keeps them open for inspection by any member.

11.42 Constitution

The Secretary makes available a copy of this Constitution and its amendments to each member of the Society.

11.50 TREASURER

The Treasurer serves as the chief financial officer of the Society, receives and disburses the Society's money, and exercises custody of the Society's financial assets except as otherwise provided by this Constitution.

11.51 Disbursement

The Treasurer pays bills originating from the Society's current approved Fiscal Plan, and pays other bills upon authorization. Bills are paid by check, and any two persons designated by the Board must sign.

11.52 Books Of Account

The Treasurer prepares and maintains complete books of account of the Society's financial transactions, keeping all of them open for inspection by the members, except for the pledge records of members and supporting friends.

11.53 Reports

The Treasurer reports the financial condition of the Society to the Board each month and to the members at the Annual Meeting.

11.54 Chart of Accounts

The Treasurer prepares and maintains a complete chart of accounts of the assets, liabilities, proprietorships, income, and expenses of the Society. Included under each account is a title and number and an associated descriptive explanation of the purpose, general content, and operation of the account. A copy of this chart is provided to each Trustee.

11.55 Ex-Officio

The Treasurer serves as ex-officio member of the Ways and Means Committee.

ARTICLE 12. MINISTERS

12.10 RESPONSIBILITIES

The Ministers are the religious leaders of the Society and exercise general direction of its religious services and ceremonial functions, and are charged with the supervision of the Society's staff in those activities specifically delegated to the Senior Minister by the Board of Trustees.

12.11 Reports

The Ministers provide an annual report for presentation at the Annual Meeting and monthly reports for presentation at regular meetings of the Board.

12.20 CALLING AND TERMINATION

A Minister is called to serve the Society, or terminated from office, at a meeting in which the presence of fifty percent of the members, accounted for by presence, proxy or absentee ballot, constitutes a quorum. A Minister is elected to, or terminated from, office on the affirmative in secret ballot of two-thirds of the members present or accounted for by proxy or absentee ballot.

12.21 Term

A Minister's term continues until resignation or termination by the members as provided in Section 12.20.

12.22 Search Committee

When necessary, a Search Committee consisting of at least seven persons is elected by the members. This Committee works in cooperation with the Department of Ministry of the Unitarian Universalist Association to select a ministerial candidate. The candidate is then recommended to the Board and to the members in a Special or Annual Meeting.

12.23 Termination

Except in the case of a Minister's resignation, the termination of a Minister's services is initiated by petition of at least fifty members to the Board, or by the Board's independent decision. The Board immediately informs the Minister and the members and calls a Special Meeting, not earlier than thirty days from the presentation of the petition or decision by the Board, to consider the termination.

12.24 Concluding Service

The terminated Minister continues to serve the Society for ninety days following the vote of termination unless that vote stipulates earlier termination.

12.30 COMPENSATION

A Minister's total compensation is recommended by the Board and decided on by the members.

12.31 Terminal Compensation

The Minister's compensation continues for ninety days following a resignation or a vote of termination.

12.40 PRIVILEGES

A Minister is secure in the full freedom of expression from the pulpit and in the giving of advice to any Society body. A Minister has discretionary authority to serve as a member, ex-officio, of any Society body except the Nominating Committee.

12.50 SABBATICAL LEAVE

A Minister is entitled to one month of sabbatical leave, on a program approved by the Board, for each year that has been served, provided the Minister has served the Society for four years before the first such leave is taken. A sabbatical leave may not be for more than six consecutive months. Taking sabbatical leave obligates the Minister for two months of regular service, following the leave, for every one month of leave taken. During the leave, the Minister receives full compensation.

ARTICLE 13. SOCIETY-RELATED ORGANIZATIONS

No organization or group, whether independent or associated with entities within or outside the Society, affiliates itself with the Society, uses Society facilities, represents the Society or uses its name publicly, engages in fund-raising, or charges for services or programs except with the specific approval of the Board and in accordance with Board policy and procedure administered by designated agents of the Board.

ARTICLE 14. FISCAL AFFAIRS

14.10 FISCAL YEAR

The fiscal year of the Society commences on July 1 of each year and ends on the next June 30.

14.20 FISCAL PLAN

Before the beginning of each fiscal year the Board constructs a Fiscal Plan including all the Society's anticipated income and expenditure. The Board sends this plan to the Members with the notice of Annual Meeting, at which meeting the members consider and decide upon the plan.

14.30 FISCAL LIMITATIONS

In the exercise of the power given it by Section 7.10, the Board is governed by the following limitations:

14.31 Expenditure Limit

In a fiscal year the total expenditure made by the Board may not exceed one hundred two percent (102%) of the total amount specified in the Fiscal Plan approved by the members.

14.32 Revised Fiscal Plan

If at any time the total anticipated income for the fiscal year is, in the judgement of the Trustees, likely to fall short of the total planned expenditure, the Board constructs a revised Plan to rebalance income with expenditure. Notice of a Special Meeting and the revised Plan are sent to the members, at which meeting the members consider and decided upon the revised Plan.

14.33 Emergency Authority

The limit of Section 14.31 does not apply should an emergency threatening the safety of persons or the security of the Society's property occur, which in the judgement of the Board requires expenditure of the Society's funds.

14.34 Real Property

The Board may not sell nor encumber any of the Society's real property nor contract to buy other real property without the prior approval of the members.

14.40 SOCIETY FUNDS

The members hereby make provision for the following funds:

14.41 Trust Funds

The Trust Fund is a repository for gifts and bequests making permanent provision for the financial support of the Society. Income from the Trust Fund is expended only in accordance with the Society's Fiscal Plan or the restricting terms of the donors. Principal of the Trust Fund may not be expended. The Board elects three trustees with skill and experience in financial matters to administer the Trust Fund. Trustees of the Fund serve six-year terms, one being elected every other year. The Treasurer of the Society is an ex-officio trustee of the Trust Fund.

14.42 Special Purpose Funds

The members may establish funds for special purposes. Contributions to such funds are used for the designated purpose or are returned to the contributors.

14.43 Reporting

The Treasurer reports at least annually to the membership on the status of the Society's funds.

14.50 FISCAL MANAGEMENT

The details of policy and procedure for fiscal management of the Society's affairs not specified in this Constitution are approved by the Board and specified in a Manual of Policy and Procedures.

14.60 AUDIT

The Society's books of account for the fiscal year past will either be audited or reviewed by a qualified, independent CPA as determined by the Board, and a report prepared by the CPA for the Board not later than September 30 of each year. A full audit must be performed at least once every three years, with a review performed in other years. The report is available to members. The CPA is approved by the Board.

14.70 DEBT LIABILITY

The Society is not responsible for debts incurred or contracted by any group or individual, whether connected with the Society or not, unless a specific prior authorization has been given by the Board.

ARTICLE 15. DISSOLUTION OF THE SOCIETY

In the event of the dissolution of the Society, ownership of its real and personal property remaining after its just debts have been paid is transferred to the Unitarian Universalist Association, Boston, Massachusetts.

ARTICLE 16. MISCELLANEOUS PROVISIONS

16.10 PRIVACY OF RECORDS

The Society's records and papers of all description, except as prescribed by law, are private to the Society and are not used for any purpose by any person or group outside the Society and its own entities.

16.20 PERSONAL LIABILITY

Members are not held individually liable to the Society or to others, except as prescribed by law, for their acts in good faith performed in conformance with this Constitution.

ARTICLE 17. CONSTITUTION AND BY-LAWS

17.10 ADOPTION

This constitution was adopted by the members and took effect on February 17, 1980, and was revised on October 23, 1983; February 5, 1984; June 12, 1988; September 18, 1988, November 19, 1989, June 10, 1991; June 13, 1993, September 25, 1994, and January 5, 2003.

17.20 SUPERSESSON

This Constitution supersedes all previous by-laws of the Society.

17.30 AMENDMENT

A proposal to amend or repeal this Constitution in whole or in part is made by the Board or by petition to the Board by twenty members.

17.31 Notice To Members

The initial draft of a proposed amendment is mailed to each member at least 45 days in advance of the scheduled meeting. If the proposed amendment is subsequently revised, the revised amendment is mailed to members at least 20 days in advance of the scheduled meeting.

17.32 Discussion

During the 45 days preceding the Annual or Special Meeting, at least 2 discussion meetings regarding the proposal are held. The time and place of these meetings are announced to the membership in the NOTICE (17.31).

17.33 Amendment Information

The Board will summarize pro and con arguments obtained from concerned members of the Society and mail that information along with the rationale for the amendment to all members at least 20 days in advance of the scheduled meeting.

17.34 Meeting Agenda

The Board includes the proposed amendment in the agenda for a Special Meeting or the next Annual Meeting.

17.35 Revision

The proposal, in its most recent form, to amend or repeal the Constitution is entered as business (motion made and seconded) at the Annual Meeting or Special Meeting exactly as mailed (17.31). To assure that absentee ballots may be counted, the proposal may not be amended from the floor.

17.36 Voting

An affirmative vote of two-thirds of the members present or accounted for by proxy or absentee ballot is required to amend or repeal the Constitution, but in no case, shall the affirmative vote be less than twenty-five percent (25%) of the total Society membership.

17.40 MINOR CHANGES

The Board is authorized to make minor changes to this Constitution occasioned by amendments (Article 17.30), office and committee title changes, etc., for the purpose of correcting inaccuracies. No change made per this Article is to result in any substantive change to Society policies, procedures or this Constitution.

ARTICLE 18. SOCIETY STAND ON A CONTROVERSIAL PUBLIC ISSUE

Only the Society as a whole, by vote in a Declaration Vote Meeting, can declare the Society's position on a controversial public issue. The following are the steps necessary for such action to take place.

18.10 DECLARATION

A proposal to declare a Society position is made by the Board or by petition to the Board with the initial draft of a proposed declaration, by five percent of the members. A Discussion Meeting on the declaration must be scheduled by the Board within ten days to occur at a date with at least ten days notice as in (18.20).

18.20 NOTICE

Notice of each meeting is mailed to each member at least ten days in advance of the scheduled meeting. This notice, which may be contained in the Society's newsletter, includes the date, time, place and current draft of a proposed declaration.

18.30 DISCUSSION MEETINGS

There must be at least two open meetings for conversation and education at least ten days apart. The time and place of these meetings are announced to the membership in the Notice (18.20). At each of these meetings the various sides of the issue in question must be presented by those favoring that side. Should a good faith effort fail to find someone willing to speak in favor of one side, this provision will not apply.

18.40 DECLARATION VOTE MEETING

The declaration, in its most recent form as set by the Board, is entered as business (motion made and seconded) at the Declaration Vote Meeting exactly as mailed. The time and place of this meeting is announced to the membership in the Notice (18.20). An affirmative vote of seventy-five percent (75%) of those present or accounted for by proxy or absentee ballot is required for the Society to be deemed to have taken a stand, but in no case shall the affirmative vote be less than twenty-five percent (25%) of the total Society membership.

END

[Note: This document compiled from a review of records of the meetings referenced in Article 17.10. —Mack Stanton , 3/19/2003]