

**BYLAWS OF
THE UNITARIAN UNIVERSALIST MID-ATLANTIC COMMUNITY**

Article V

Article I

Purpose and Government

Section 1. **Purpose.** The Unitarian Universalist Mid-Atlantic Community (hereinafter "UUMAC") is organized for religious, educational, recreational and charitable purposes. UUMAC's principal activity shall be the conduct of an annual intergenerational summer Institute with programs intended to strengthen the community and programs of churches, fellowships and societies within the Central Eastern Region of the Unitarian Universalist Association or their successors.

Section 2. **Government.** The general policies of UUMAC shall be developed by the Board of Trustees and submitted to the membership for ratification. The affairs, activities, concerns and property of UUMAC shall be managed by a Board of Trustees. They shall make a report of their decisions to the membership at the annual meeting of UUMAC and on such other occasions as they may deem appropriate.

Article II

Membership

The members of UUMAC shall consist of Unitarian Universalists who have registered for and attended a UUMAC summer Institute as a youth or adult.

Article III

Fiscal Year

The fiscal year of UUMAC shall begin on the first day of January and end on the last day of December in that year.

Article IV

Meetings

Section 1. **Annual Meetings.** An annual meeting of the membership of UUMAC shall be held each year at an announced time and place during the summer Institute. The business of this meeting shall include the election of officers, of members of the Board of Trustees, of members of the Nominating Committee, the presentation of the annual report of the Board of Trustees and the transaction of such other business as may be appropriate to come before the meeting.

Section 2. **Special Meetings.** Special meetings of UUMAC may be called by the Board of Trustees or upon petition of at least ten percent (10%) of the membership or fifty (50) members, whichever shall be less.

Section 3. **Quorum.** The presence of twenty percent (20%) of the members of UUMAC present and attending a summer Institute shall constitute a quorum for the transaction of business before any meeting of UUMAC then or during the year intervening until a subsequent summer institute.

Officers

Section 1. **Number.** The officers of UUMAC shall be a President, Vice President, Secretary and Treasurer. Each officer shall be a member of UUMAC.

Section 2. **Election and Terms.** The officers shall be elected by the members of UUMAC at its annual meeting. They shall serve for a term of two (2) years, except at the initial election when the Vice President and Treasurer shall be elected for a term of one (1) year. No individual shall serve as President for more than one (1) consecutive term. No individual shall serve as an officer for more than two (2) consecutive terms.

Newly elected officers shall enter upon the performance of their duties immediately following the conclusion of the summer Institute at which they were elected. They shall continue in office until their successors shall be duly elected and qualified. An Officer may be removed for non-performance of duties by a super-majority (5 voting members) of the Board of Trustees.

Section 3. **Duties of Officers.** The duties and powers of the officers shall be as follows:

President

The President shall preside at the meetings of UUMAC and of the Board of Trustees. He/she shall be a member ex officio, with right to vote, of all committees, except the Nominating Committee. The President shall also, at the annual meeting of UUMAC and at such other times as he/she deems proper, communicate such matters and make such suggestions to the members of UUMAC and/or to the Board of Trustees as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of UUMAC. He/she shall perform such other duties as are incident to the office of President.

Vice President

In case of the death or absence of the President, or of his/her inability from any cause to act, the Vice President shall assume the duties of the President. The Vice President shall act for the President in such other ways as he/she may delegate.

Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of UUMAC and its Board of Trustees and keep a record of their doings; to conduct all correspondence; to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of members of UUMAC; to notify the officers and members of the Board of Trustees of UUMAC of their election; to notify members of their appointment on committees; to give due notice of the annual and of any special meetings of UUMAC and of the Board of Trustees. The Secretary shall provide copies of all official notices and meeting minutes to the Board of Trustees no later than 30 days after the meeting. The Secretary shall make notices and minutes available to the membership at large.

Treasurer

The Treasurer shall keep an account of all monies received and expended for the use of UUMAC. The Treasurer shall deposit all sums received in a bank or banks, or trust company approved by the Board of Trustees. He/she shall make a report at the annual meeting of UUMAC or when called upon by the President at any of the meetings of the Board of Trustees. The Treasurer shall also provide standard financial reports no later than 60 days after the end of the fiscal year, to the Board of Trustees and to members.

Section 4. **Bond of Treasurer.** The Treasurer shall, if required by the Board of Trustees, provide UUMAC such security for the faithful discharge of his or her duties as the Board may direct.

Section 5. **Vacancies.** Any vacancies which may occur in any office shall be filled by the Board of Trustees at its next regular meeting. Individuals so appointed shall serve only until the next annual meeting of UUMAC at which an election shall be conducted to fill any remaining unexpired terms.

Article VI

Trustees

Section 1. **Number.** The Board of Trustees shall consist of nine (9) Individuals. Four (4) of this number shall be officers of UUMAC, to be elected in accordance with the provisions of Article V above, three (3) shall be elected in accordance with the provisions of this article, and two (2) shall be the Director and Assistant Director, ex-officio and non-voting. Each trustee shall be a member of UUMAC.

Section 2. **Election of Trustees and Terms.** At the initial meeting to be held simultaneously with the adoption of these Bylaws, there shall be an election of the seven (7) Trustees of UUMAC to addition to the officers. No individual shall serve as a Trustee for more than two (2) consecutive terms or as a Trustee and Officer for more than three (3) consecutive terms. Initially, three (3) shall serve for a term of two (2) years and four (4) for a term of one (1) year, as determined from among the seven (7) by a sequential drawing of lots performed in such a manner that not more than two (2) Trustees from any one District have two year terms. Thereafter, all trustees shall be elected for a term of two (2) years.

Newly elected members of the Board of Trustees shall enter upon the performance of their duties immediately following the conclusion of the summer institute at which they were elected. A Trustee may be removed for non-performance of duties by a super-majority (5 voting members) of the Board of Trustees.

Section 3. **Duties of Trustees.** The Board of Trustees may: hold Board meetings at such times and places as it determines to be proper, provided, however, that the Board shall meet at least three (3) times in the period of time between summer institutes and at least one (1) time during each summer institute, establish such committees as it determines proper and appoint members of the Board or members of UUMAC to such committees; audit bills and disburse the funds of UUMAC; hire such individuals as it determines are needed to fulfill the purposes of UUMAC; and take such measures as it deems proper and expedient to promote the purposes of UUMAC. The Board of Trustees and its committees are authorized to meet by electronic communication media so long as all members may participate.

Section 4. **Notice of Meetings.** Appropriate notice shall be provided by the Secretary of UUMAC to each Trustee of each meeting of the Board of

Trustees.

Section 5. **Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 6. **Vacancies.** Any vacancy which may occur among the Board of Trustees by reason of death, resignation or otherwise, shall be filled by the Board at its next regular meeting. Individuals so appointed shall serve only until the next annual meeting of UUMAC.

Article VII

Nominating Committee

Section 1. **Number and Terms.** There shall be a Nominating Committee consisting of five (5) Individuals who are members of UUMAC. The President of UUMAC shall designate the Chair from among those elected to the Committee.

At the Initial election of the Nominating Committee, one of each of the two (2) members of the Nominating Committee from specific Districts shall serve for one (1) year, to be established by lot. All members shall thereafter serve for a single two (2) year term. No individual shall be eligible to succeed himself/herself on the Nominating Committee.

Section 2. **Convening and Report.** The Chair of the Nominating Committee shall provide a copy of its report to the Secretary of UUMAC not later than noon of the day of the Annual Meeting of UUMAC, for distribution to the attendees of said meeting.

Section 3. **Nominations.** The Chair of the Nominating Committee shall present its report at the annual meeting of UUMAC. Upon presentation of a petition signed by at least six (6) members of UUMAC, additional nominations for any open offices and for any openings on the Nominating Committee may be proposed from the floor at the annual meeting of UUMAC. Any such proposal must include the written assent of the individual(s) concerned that he/she/they will serve if elected.

Article VIII

Parliamentary Authority

All meetings of UUMAC shall be conducted in accordance with the provisions of Robert's Rules of Order Revised, unless they are inconsistent with these Bylaws or special rules of order of a particular meeting of UUMAC.

Article IX

Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) vote of the members of UUMAC present and voting. Appropriate notice of the meeting at which such action is to be taken, together with the proposed Bylaw amendment or amendments, shall have been provided to the members of UUMAC not later than the time of pre-registration of an annual meeting or of thirty (30) days prior to a special meeting.

Article X

In the event that UUMAC shall be dissolved or hold no meetings for a period of three (3) years, the Treasurer shall pay over and deliver such assets as may be the property of UUMAC to the Unitarian Universalist Association, a corporation of the Commonwealth of Massachusetts, or its successors or assigns.