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**BYLAWS**  
**UNITARIAN UNIVERSALIST CONGREGATION AT**  
**SHELTER ROCK**  
**Manhasset, New York**  
**As amended July 1, 2025**

**ARTICLE I**

**General**

**Section 1.1 Name**

The name of this religious Congregation shall be **Unitarian Universalist Congregation at Shelter Rock**, referred to below as "Congregation" located at 48 Shelter Rock Rd., Manhasset, NY; henceforth referred to as the "Shelter Rock Property. It is a religious corporation organized under Article 8 of the New York State Religious Corporation Law and reincorporated under Article 19 of the New York State Religious Corporations Law, "Unitarian and Universalist Societies."

**Section 1.2 Purpose**

The purpose of the Congregation shall be the practice and advancement of Unitarian Universalism. We promote the full engagement of all people in our worship, fellowship activities, and programs.

**Section 1.3 Activities**

In pursuance of the purposes of the Congregation, it shall foster, promote, and support Unitarian Universalism within the framework of the Unitarian Universalist Association, henceforth referred to as the "Association", thorough the ministries of religious life, fellowship and social justice. Additionally, it will also provide active administrative and financial assistance (through grants and/or loans) to other organizations with respect to their religious, charitable, benevolent, and educational activities working to achieve the Congregation's purposes.

**Section 1.4 Denominational Affiliation**

This Congregation shall be a member of the Association.

Nothing in these Bylaws shall be deemed to infringe upon any individual's freedom of belief and expression of belief or upon the congregational polity and internal self-government of the Congregation, including the exclusive right of the Congregation to call and ordain its own minister(s) and to control its own property and funds.

**Section 1.5 Termination**

The duration of the Congregation is intended to be perpetual. However, if the religious assemblies and educational activities of the Congregation shall be discontinued for a period of two consecutive years for reasons other than causes beyond its control, or if the Congregation shall be dissolved, all temporalities and property of the Congregation shall forthwith vest in the Association or successor organization.

**ARTICLE II**

**Membership**

**Section 2.1 Starting Membership**

Becoming a member: Any person at least sixteen (16) years of age may become a member of the Congregation by indicating affirmation of the purposes of the Congregation, signing the membership book in the presence of a minister and a witness, who must be a member in good standing, and making a financial contribution for the congregation year in which they sign the roster. In cases of financial hardship or other extenuating circumstances the ministers at their discretion may waive the financial requirements for new as well as renewing members. Membership will begin thirty (30) days after all criteria have been satisfied and remain in effect through June 30 of that congregation year. No doctrinal test shall be made a condition of membership.

**Section 2.2 Continuing Membership**

Continuing as a member: Members must make a financial contribution no later than July 31 for the new congregation year that starts on July 1 and ends on June 30; such contribution may be in the form of a single payment or part of an installment payment plan that continues through the following congregation year. A lapsed membership shall be reinstated after a

contribution is made, or a waiver obtained.

Upon their membership start date, members will be eligible to vote at any meeting of the Congregation. A contribution in the name of a member may also entitle other persons residing in the same household to vote, provided that those persons meet the non-financial conditions of membership stated above and have been named by the contributor on the contribution.

### **Section 2.3 Ending Membership**

A member may end membership in the Congregation by notice in writing to the Lead Minister or to the Board of Trustees, or by not continuing to make a contribution (except for cases where the ministers waived the financial requirements).

### **Section 2.4 Roster of Members**

The Secretary of the Congregation shall ensure the maintenance of an up-to-date list of members. The Secretary shall furnish the list of members at each duly called meeting of the Congregation. A person whose membership has ended shall be contacted in a manner to be determined by the Board of Trustees.

## **ARTICLE III**

### **Meetings and Voting**

#### **Section 3.1 Annual Meeting**

The Annual Meeting of the Congregation shall be held in the spring, no later than the third Sunday in June, and shall be called by the Board of Trustees. The annual meeting shall be for the election of officers, term trustees, members of other governing boards, and of the Nominating Committee, as well as for adopting the annual budgets for the following fiscal year, except for the allocation budget of any program whose Congregational resolution may provide otherwise, and for voting on ministerial compensation and for the transaction of such other business as may come before it. The Board of Trustees shall schedule budget hearings before the annual meeting.

#### **Section 3.2 Annual Budget**

The Board of Trustees, after consideration, including recommendations by the Endowment Committee, shall propose an overall spending limit, consistent with these Bylaws and any resolutions which may affect it. At a meeting of the Congregation to take place at least 6 months prior to the Annual Meeting, the Congregation shall adopt such overall spending limit for the following fiscal year.

All proposed budgets shall be recommended to the Board of Trustees by the Finance Committee.

At the Annual Meeting, the Congregation shall vote on the proposed Annual Budgets.

#### **Section 3.3 Other Regular Meetings**

Fall and winter meetings of the Congregation shall be held each year prior to November 30 and March 31, respectively and shall be called by the Board of Trustees.

#### **Section 3.4 Special Meetings**

Special meetings of the Congregation may be called by the Board of Trustees. They must be called by the Board of Trustees upon the written petition of thirty (30) members.

#### **Section 3.5 Congregational Hearings**

Congregational Hearings may be called by the Board of Trustees for the purpose of informal discussion and debate on matters of special interest. No formal action may be taken.

#### **Section 3.6 Notice of Meetings**

Notice of all meetings shall be given by the Secretary or such person as the Board of Trustees may designate by mailing or emailing a copy thereof to every member of the Congregation at the home address or email address shown in the membership records. Such notice shall be sent by first-class mail or electronic mail at least ten (10) days, but not more than thirty (30) days, prior to the date of the meeting. The notice shall state the date and hour of the meeting and, unless it is an Annual Meeting, the persons who are calling the meeting. The notice shall also state the purpose or purposes for each meeting of the Congregation, and no other business shall be transacted except as specified in Section 3.1 above. See Section 3.8 regarding adjourned meetings.

### **Section 3.7 Place of Meeting**

Every meeting of the Congregation shall be held at its principal place of worship designated as 48 Shelter Rock Road, Manhasset, NY. In the case of a meeting held solely by electronic communication, the electronic service and/or platform through which the meeting is held shall be the place of the meeting for purposes of the Congregation. Attempts should be made to offer hybrid meetings that allow for both onsite and remote participation.

### **Section 3.8 Quorum**

Ten percent (10%) of all members shall constitute a quorum for the transaction of any business at all meetings of the Congregation, except as specifically prescribed elsewhere in these Bylaws. If the meeting is to be held at a physical location, the Board of Trustees may, in its sole discretion, authorize members not physically present at such meetings to participate in the proceedings of such meeting and/or vote with respect to matters at such meetings by means of electronic communication. A member participating in a meeting by such means is deemed to be present in person at the meeting. Lacking a quorum, the members present shall have the power to adjourn the meeting to a later time.

### **Section 3.9 Method of Voting**

Except as otherwise provided in these Bylaws, all business at any meeting of the Congregation shall be decided by a majority of members who are present and voting. Absentee and proxy ballots are not permitted by New York State law. Contested elections shall be conducted by written ballot. Two inspectors to conduct such elections shall be appointed by the Presiding Officer. If any member of the Congregation requests it, the inspectors shall be elected by members who are present. For purposes other than contested elections, calling of a minister, and matters which, in effect, are trials and for which written ballots shall always be used, written ballots must also be used if requested by one member whose request is supported by ten (10) other members. The request for a written ballot shall be made at the meeting at which the vote will take place either in confidence to the President or from the floor.

Contested elections for officers, term trustees, membership on the governing board of any subdivision, on the Nominating Committee, or on a Search Committee, shall be resolved by voting for nominees in groups of all those running for the same positions. The number of names for which votes may be cast on a ballot may be any number up to the number of positions to be filled. Nominees for term trustee and membership on the governing board of any subdivision will be elected in groups according to the length(s) of term(s) of the vacancy (ies) concerned. If no nominee in a contested election receives a majority of the votes cast, the nominee receiving the smallest number of votes cast shall be eliminated. This process shall be continued at the same meeting until the number of nominees who attain majorities equals the number of open positions.

## **ARTICLE IV**

### **Board of Trustees**

#### **Section 4.1 General**

The Board of Trustees shall act at the direction and in the interest of the Congregation whom they represent, shall provide leadership to the Congregation consistent with the purposes and activities specified in Article I, and shall be responsible for compliance with these Bylaws and all affairs of the Congregation.

#### **Section 4.2 Duties and Functions**

**A.** Subject to limitations which are provided elsewhere in these Bylaws, the duties and functions of the Board of Trustees shall include but shall not be limited to the following:

1. Legal & Governance Oversight.
  - a. Fulfillment of its fiduciary duties of Care, Loyalty, and Obedience in accordance with law and best practices.
  - b. Maintain custody and management of all property and temporal affairs of the Congregation and maintain accountability for the expenditure of all funds.
  - c. Appoint chairs of committees and, as specified in Article VIII, members of committees.
  - d. Provide oversight and guidance all committees.
  - e. Have exclusive power to hire attorneys.
  - f. Appoint delegates and alternates to represent the Congregation.

g. Maintain a compendium of its policies and procedures and make it available to the Congregation.

2. Upholding the Congregation's purpose as stated in Article I through focus on:

- a. *Religious Life & Fellowship*: The Board shall be responsible, in collaboration with the Lead Minister and designated committees, to affect member growth and engagement in the congregation's religious and fellowship activities and support respectful relations within the congregation.
- b. *Social Justice*: The Board shall oversee the congregation's social justice interests through collaboration with the Lead Minister and appropriate committees and programs to include but not limited to the Veatch Program.
- c. *Financial & Operational Management*. Maintain proper controls for the management of its financial and physical assets and the effective administration of the congregation through the:
  - I. Oversight of the Congregation Operations Administrator (COA) who shall lead the administration of the Congregation's operations and finances in collaboration with designated Committees and compliance with Board policies, Bylaws and resolutions.
  - II. Recommendation of the compensation of its Ministers to the Congregation.
  - III. Recommendation to the Congregation of an annual spending limit and consolidated budget in compliance with Article III.
  - IV. Presentation of an annual audited financial report to the Congregation.

**B.** The Board of Trustees shall have no authority to call, settle, remove, or fix the direct or indirect compensation of any settled minister.

**C.** The Board of Trustees shall be authorized to make an additional expenditure up to 1% of the overall spending limit in response to unanticipated ordinary expenses. To protect the interests of the Congregation in an emergency, the Board of Trustees shall be authorized to make an additional expenditure and or incur debts up to 5% of the approved overall spending limit, and up to 10% with the advice and consent of the Endowment Committee. An emergency is defined as a present or potential circumstance which has harmed or would harm the Congregation's property, assets, staff and members and which requires prompt action.

**D.** The Board shall inform the Congregation as soon as practicable but no greater than 90 days of all expenditures and debts approved by the Board of Trustees that exceed the approved Congregation's overall spending limit.

#### **Section 4.3 Number, Election, Qualification, and Removal of Trustees**

The Board of Trustees shall consist of the four officers of the Congregation and five term trustees. The four officers shall be the President, Vice President, Secretary, and Treasurer.

The President, Vice President and Secretary shall be elected for two-year terms in accordance with Article V. The Treasurer shall be elected for three-year terms.

Term trustees shall be elected for a two-year term and be eligible to be elected for two additional two-year terms. A term trustee may not serve concurrently as an officer.

Only members of the Congregation who are at least eighteen (18) years of age shall be eligible for election to the Board of Trustees and only those that have been a member for at least 1,095 days shall be eligible for election to the Board as an officer.

Any officer or term trustee who ceases to be a member of the Congregation shall automatically cease to be a member of the Board of Trustees.

No person who has served for a full term will be eligible for reelection as a term trustee until after the expiration of one year from the completion of such term.

Any officer or term trustee may be removed for cause, including continued and/or excessive unexcused absences from the meetings of the Board of Trustees, by the affirmative vote of two-thirds of all members of the Board of Trustees. The vote shall be taken at a meeting for which the notice will have specified the proposed removal.

#### **Section 4.4 Filling of Vacancies**

Vacancies on the Board of Trustees shall be filled by vote of a majority of those voting at a duly-constituted meeting for which election has been listed on the agenda of the Board of Trustees, a candidate(s) for each vacancy proposed by the

Nominating Committee. Any person so chosen shall serve until the next annual meeting, at which time, they can be elected for a term of their own.

#### **Section 4.5 Quorum**

At any meeting, a majority of the Board of Trustees who are serving shall constitute a quorum.

#### **Section 4.6 Meeting, Notice, Waiver**

The Board of Trustees shall establish regular meeting dates and may hold special meetings at the request of the President or two or more members of the Board of Trustees. Notice of the time, place, and purpose of any special meeting shall be given to the Board of Trustees not less than forty-eight (48) hours prior to the meeting. Special meetings may be held without such notice if notice has been waived by all members of the Board of Trustees either before or after such a special meeting, or if all members of the Board of Trustees are present at such a special meeting. As a general rule, notice and agenda of all regular meetings and, when possible, of all special meetings of the Board of Trustees shall be given to the Congregation.

All meetings of the Board of Trustees shall comply with Section 3.7 (place of meeting). All meetings are ones in which decisions are to be made on any duty or function in Section 4.2.

All meetings of the Board of Trustees shall be open to all members of the Congregation. The Board of Trustees may go into executive session at their discretion. No action shall be authorized, or resolution adopted except at a meeting during a session open to all members. Agendas and minutes shall be made available to the Congregation.

### **ARTICLE V**

#### **Officers**

##### **Section 5.1 Number and Qualifications of Officers**

There shall be four officers of the Congregation, namely President, Vice President, Secretary, and Treasurer, who shall be elected by the Congregation.

##### **Section 5.2 Term and Election of Officers**

All Officers shall be elected at the annual meeting and serve for terms commencing with the July 1 following their election.

All Officers, except the Treasurer, shall be eligible for two consecutive two-year terms in the same office. The Treasurer shall be eligible for two consecutive three-year terms. The President and Vice President may not succeed themselves in their respective offices after completion of their final term.

##### **Section 5.3 The President**

The President shall be the chief executive officer of the Congregation; may preside at all meetings of the Congregation and of the Board of Trustees and shall ensure that all decisions of the Board of Trustees and the Congregation are carried out. The President shall be an ex officio member with full voting rights of all governance entities except the Nominating Committee.

##### **Section 5.4 The Vice President**

The Vice President shall perform the functions of the President in the latter's absence; the Vice President or their designee who shall be a member of the Board of Trustees shall preside over meetings of the Program Council with full voting rights; and shall perform such other duties as may be assigned by the Board of Trustees or the President.

##### **Section 5.5 The Secretary**

The Secretary shall take minutes of all meetings of the Congregation and of the Board of Trustees and in coordination with the COA, ensure such minutes and other records of the meetings are maintained; shall ensure, in coordination with the COA, a current roster of members is maintained; shall ensure a list of members is made available at all Congregational meetings, and shall perform such other duties as may be assigned by the Board of Trustees. All records of the Secretary shall remain the property of the Congregation. The Secretary shall make available to the Congregation the proceedings of all meetings of the Board of Trustees and of the Congregation. (See also Section 2.2)

## **Section 5.6 The Treasurer**

The Treasurer, in collaboration with the COA and other appropriate staff, shall ensure that the Congregation's finances have appropriate financial controls as supported through annual independent audit; shall provide financial reports to the Board, no less than quarterly; shall provide an annual financial report and budget recommendation to the Congregation and shall ensure, with the Endowment Committee, that the Congregation's endowment portfolio is managed in accordance with the Congregation's Investment Policy Statement.

## **ARTICLE VI**

### **Nominations**

#### **Section 6.1 Nominating Committee. Number and Qualifications**

A Nominating Committee of seven (7) members shall be elected each year at the Annual Meeting, to serve until the next annual meeting. No member may serve consecutive terms on the Nominating Committee, except that for continuity the Committee shall each year place one of its members in nomination. No member may serve more than two successive terms. Each Nominating Committee shall elect its own chair.

#### **Section 6.2 Duties of the Nominating Committee**

The Nominating Committee shall establish its own criteria, in writing, for qualifications for the positions to be filled and shall present them to the Congregation at least 150 days prior to the meeting at which the nominations shall be voted upon. The committee shall encourage the widest possible participation by the Congregation in submitting names for consideration.

The Nominating Committee shall send to the Secretary sixty (60) days prior to the meeting at which elections will take place, a report nominating one person for each vacancy for term trustee, officer, each subdivision governing board member and for the Nominating Committee.

Nominees shall be grouped according to position to be filled and length of term. All names shall be submitted to the Congregation at least 50 days prior to the meeting at which elections will take place with a description of each nominee's qualifications. When notice is sent to the Congregation, Section 6.4 shall be quoted in its entirety as part of the notice.

Should a vacancy occur in the proposed slate after the slate has been presented to the Congregation, the Nominating Committee shall select another nominee for that vacancy to be voted upon at the Annual Meeting. The Nominating Committee shall notify the Congregation of the new nominee as soon as possible.

#### **Section 6.3 Meetings**

Meetings of the Nominating Committee shall be restricted to duly elected members and invited guests.

#### **Section 6.4 Additional Nominations**

Additional nominations for all elective positions, including those for the Nominating Committee itself, may be made by written petition of at least thirty (30) members and with the consent of the nominee(s). Such petition(s), along with the nominees' qualifications, must be filed with the Secretary not less than thirty (30) days prior to the meeting at which elections will take place. Such additional nominations and qualifications shall be included in the notice of the meeting at which elections will take place.

Should a vacancy occur in the proposed slate within 30 days of the Annual Meeting, the submission of nominee(s) for this position by petition will be allowed when submitted.

No nominations shall be valid except those carried out by the above procedures.

#### **Section 6.5 Filling of Vacancies on the Nominating Committee**

If vacancies occur on the Nominating Committee, the remaining members shall continue to conduct their business with the resulting reduced membership.

## **ARTICLE VII**

### **The Minister(s)**

### **Section 7.1 Responsibilities**

The minister(s) shall be responsible for the conduct of worship, for the Congregation's spiritual interests, for ministering to the needs of individuals, and for religious education. The minister(s) shall have freedom of the pulpit, as well as freedom to express individual opinion outside the pulpit.

When there is more than one minister, one minister shall be designated as Senior Minister with ultimate responsibility for ministerial functions.

### **Section 7.2 Relationship to the UUA**

Each minister shall be in fellowship with the Unitarian Universalist Association and the Senior Minister shall be in final fellowship with the Unitarian Universalist Association.

### **Section 7.3**

#### **A. Calling of a Minister**

When a minister is to be chosen, a Search Committee of eight (8) members submitted by the Board of Trustees shall be elected by the Congregation in accordance with Section 3.9. Neither ministers nor members of the Board of Trustees shall be members of the committee. The widest possible participation of the Congregation shall be encouraged to suggest names to the Board of Trustees which will prepare a charge to the Search Committee. Section 6.4 above shall apply in regard to additional nominations except that the time of filing of any petition shall be no later than twenty-one (21) days from the mailing of the proposed slate from the Board of Trustees. Such additional nominations shall be included in the meeting call notice mailed to the Congregation. Meetings of the Search Committee are restricted to elected members thereof and invited guests of the committee.

The Search Committee shall recommend a candidate to the Congregation by an affirmative vote of at least five (5) members.

The minister shall be called by the Congregation by at least a four-fifths (4/5) majority of the members of the Congregation and present at a meeting legally called for the purpose. The greater of fifty (50) members or forty percent (40%) of all members living within a 100-mile radius of the Shelter Rock property shall constitute a quorum at such a meeting. All voting to call a minister shall be by written ballot.

#### **B. Appointing an Interim Minister**

When an appointment of an Interim Minister is required, the Board of Trustees shall appoint a Search Committee of seven (7) members. Recommendations for service on the Search Committee shall be solicited from the Congregation with no more than two members of the Board of Trustees permitted to serve. Meetings of the Search Committee are restricted to appointed members thereof and invited guests of the committee. The Search Committee shall consult with the congregation as to skills and qualifications required in the position. The committee shall recommend a candidate to the Board of Trustees. The Trustees shall have the authority to appoint an Interim Minister and set compensation and terms of employment.

### **Section 7.4 Relation to Boards and Committees**

Each minister shall be a non-voting ex-officio member of the Board of Trustees and of the Program Council, of the governing boards of all sub-divisions, and of Standing Committees.

### **Section 7.5 Removal of a Minister**

A minister may be dismissed by a majority vote of the members of the Congregation who are present at any meeting legally called for this purpose. The greater of fifty (50) members or forty percent (40%) of all members living within a 100-mile radius of the Shelter Rock property shall constitute a quorum at such meeting.

In the event of a minister's dismissal, other than for cause, salary and benefits shall be continued for a minimum of three (3) months after the effective date of the dismissal. Should a minister resign, three (3) months' notice must be given, except as otherwise mutually agreed.

## **ARTICLE VIII**

### **Committees**

### **Section 8.1 General Provisions**

**Except as specifically set forth within these Bylaws:**

- A. All members of committees must be members of the Congregation.
- B. All committees shall be responsible to, and the chairs appointed by the Board of Trustees.
- C. Chairs of all committees must be members and shall serve one-year terms, from July 1 through June 30. No person may serve for more than two consecutive years.
- D. No person may serve as chair of more than one Standing Committee at the same time. No member of the Board of Trustees or of the Board of any subdivision (e.g. Veatch Board of Governors) shall serve as chair of a Standing Committee.
- E. Each chair will prepare a written report for the Annual Meeting.
- F. All actions of every committee, except Nominating and Search Committees and the Committee on Ministry, shall be recorded in minutes to be distributed promptly to its members and placed in the office files.
- G. Each committee that makes expenditures shall prepare a budget for the following fiscal year to be submitted through the appropriate channels.
- H. Committees may create subcommittees as deemed appropriate. A charge for every subcommittee shall be prepared by the parent committee, subject to approval by the Board of Trustees. A parent committee may set specific membership requirements that may include other members of the congregation. Membership shall be limited to voting members of the congregation as set forth in Article II, section 2.1. Appointments to, and terms of membership on the subcommittee shall be consistent with those of the parent committee. Chairs of all subcommittees, task forces, or other sub-entities of committees described in these Bylaws, must be members of the parent committee and shall serve for no longer than two consecutive years. At least two members of the parent committee shall serve on the subcommittee. The subcommittee shall provide the parent committee with copies of all minutes generated by the subcommittee.
- I. All business meetings of committees and other groups shall be held in facilities owned by the Congregation. Business meetings are those in which actions are proposed and/or taken.
- J. All meetings shall be open to all members of the Congregation in accordance with Section 4.6 of the Bylaws for meetings of the Board of Trustees with the exception of Nominating and Search Committees, and the Committee on Ministry.
- K. A written charge, approved by the Board of Trustees, shall be drawn up and placed in the Board minutes. A charge may be amended by the Board of Trustees.

**Section 8.2 Types of Committees:**

**A. Standing**

1. **Administrative Committees (See Section 8.4)** Members, as well as chairs, shall be appointed by the Board of Trustees and these committees shall report directly to the Board of Trustees. They may be called upon for consultation as needed. The Board of Trustees shall determine the number of members of these committees and the lengths of their terms.
2. **Committee on Ministry** The Committee on Ministry shall work with the Ministers and Congregation in bringing about effective methods of communication, developing dialogue concerning issues relating to the Ministers and the Congregation, and shall conduct periodic reviews of the Congregation's ministry and its Ministers. The Committee on Ministry shall report to the Board of Trustees at least once a year on its findings. The committee shall also recommend to the Board of Trustees and Congregation when a formal individual review process of a minister should be conducted.

The Committee on Ministry shall be composed of seven members of the Congregation, appointed by the Board of Trustees from a list of names that is mutually agreeable to the Board of Trustees and the Ministers. Members serve non-renewable three-year terms, staggered to provide continuity of membership. Vacancies, if and when they exist, will be filled by the Board of Trustees in the same manner as above. All Ministers are non-voting ex-officio members of the Committee on Ministry. The Committee on Ministry shall elect its own chair. The President of the Congregation is not an ex-officio member of the Committee and no member of the Board of Trustees is eligible to serve on this committee.

3. **Congregational Services and Support Committees** (See Section 8.6) Members as well as chairs of these committees shall report directly to the Board of Trustees. They may be called upon for consultation as needed. The Board of Trustees shall determine the number of members of these committees and the lengths of their terms.
4. **Program Committees (See Section 8.5)** Chairs of these committees shall serve on the Program Council. Membership is open to all members upon application to the chair. These committees shall report to the Board of Trustees. These committees shall plan and carry out the various programs of the Congregation and serve as channels of communication to and from the Congregation and interested persons may participate without vote.
5. **Religious Observance Committees (See Section 8.3)** Membership is open to all members, subject to approval by the Board of Trustees in consultation with the minister(s), and in consultation with the committee members and the Member Resource Committee. These committees shall be responsible to the Board of Trustees. They shall work and plan cooperatively with the minister(s) the religious observances of the Congregation. Members shall serve for two-year terms and may not serve for more than two consecutive terms. Chairs of these committees shall serve on the Program Council.
6. **Women's Group** Women's Group shall create a community of caring, committed women and men who are steadfast in their quest for equality, justice and peace. It shall advance women's rights and educate on women's issues so as to achieve equality of the sexes. It shall enhance spirituality and affirm, advocate and support the development of feminist theology. It shall be responsive to the needs and aspirations of its members by providing enrichment and support. It shall extend its bonds of sisterhood to liberal religious women within and beyond the Congregation and Denomination. Women's Group functions under its own guidelines in planning and presenting programs, but it is responsible to the Board of Trustees. It shall elect its own officers.

**B. Ad Hoc Committees**

Ad Hoc committees may be appointed by the Board of Trustees as needed. A written charge shall be incorporated in the minutes of the appropriate meeting of the Board of Trustees and given to each committee. A list of the members shall be included in the appropriate minutes. Their existence and charges should be publicized.

**Section 8.3 Religious Observance Committees**

- A. **Music and Performing Arts Committee**, working with the minister(s), the music director, and the Worship Committee, will provide music and other forms of artistic expression for worship services and other appropriate events. The Music and Performing Arts Committee shall be consulted in any selection of a Music Director. The Chair of Music and Performing Arts shall serve as an ex officio member of the Religious Education and Worship Committees. The Music and Performing Arts Committee will encourage, sponsor, and promote the Performing Arts at UUCSR.
- B. **Religious Education Committee** shall work with the minister(s) in designing and implementing the religious education program of the Congregation. The Chair of Religious Education shall serve as an ex officio member of the Music and Worship Committees.
- C. **Worship Committee** shall work with the minister(s) in planning the content and in conducting regular and special services in accord with Section 7.1. The Chair of Worship shall serve as an ex officio member of the Religious Education and Music Committees.

**Section 8.4 Administrative Committees**

- A. **Audit Committee** shall oversee the quality and integrity of UUCSR financial statements, the quality and integrity of internal controls relating to finance, accounting, and use of assets; compliance with legal and regulatory requirements relating to financial reporting and the independence and performance of the outside auditor.
- B. **Buildings and Grounds Committee** shall be responsible for maintenance and operation of such property as the Board of Trustees may designate.
- C. **Bylaws Committee** shall review and recommend changes to the Congregation's Bylaws.
- D. **Endowment Committee** shall oversee the Congregation's endowment in accordance with the goals and parameters set forth in the Stewardship Resolution, the Investment Policy Statement and any other funding resolution(s) and/or policies adopted by the Board of Trustees and/or Congregation. The committee shall also take up other matters related to the endowment as directed by the Board. The Endowment Committee shall consist of the Treasurer, the Chair of the Finance Committee (or designee) and five members at large. Additionally, the Board of Trustees may supplement the membership of the committee as permitted by these Bylaws.

- E. **Finance Committee** shall assist the Board of Trustees in its oversight role of the Congregation's financial affairs as directed by the Board, including, developing an allocation of the overall spending limit among the spending entities of the Congregation, submitting proposed capital and operating and expense budgets to the Board for its consideration, and overseeing program budgets.
- F. **Financial Development Committee** shall conduct an annual pledge drive, identify and solicit special gifts and coordinate other fundraising activities.
- G. **Member Resource Committee** shall recommend to the Board of Trustees persons to serve as chairs and members of all administrative committees, of the Religious Observance Committees, of all Board-appointed ad hoc committees, and chairs of all Program Committees. It shall solicit the Congregation for names of persons to be considered. When requested by the Board, it will review special needs of committees. It shall consist of the President of the Congregation, one other member of the Board of Trustees, two members of the Program Council (one of which shall be chair of Membership), and four members at large.
- H. **Personnel Committee** shall review and recommend to the Board of Trustees job descriptions, salaries, salary schedules, and personnel policies for non-ministerial staff.
- I. **Socially Responsible Investment Committee** shall manage the Congregation's loan program which is designed to assist borrowers by providing below market rate loans, CDs, and other financial vehicles. It shall review, manage, and monitor a proxy voting program with the support of the UUCSR's Social Justice Coordinator and engage in Shareholder Advocacy as an active partner in organizations such as the Interfaith Center on Corporate Responsibility (ICCR).

#### **Section 8.5 Program Committees**

- A. **Adult Programs Committee** shall provide educational, developmental, and other programs to meet the needs of the Congregation.
- B. **Art Committee** shall plan and present exhibitions and other related activities and shall advise the Board of Trustees as called upon.
- C. **Caring Committee** is to work with the ministers in designing and implementing the caring programs of the Congregation as part of the fulfillment of our religious mission.
- D. **Denominational Affairs Committee** shall inform the Congregation about and develop interest in the Unitarian Universalist denomination and recommend to the Board of Trustees persons to serve as delegates and representatives to denominational meetings and conferences.
- E. **Green Sanctuary Committee** shall develop and carry out an Action Plan to foster inclusion of environmental values in Congregational activities.
- F. **Interweave Committee** shall provide a forum for the Congregation to explore gay, lesbian and bisexual issues and a support group for gays, lesbians and bisexuals and their families and friends.
- G. **Bookstore Committee** shall be responsible for the operation and management of the bookstore.
- H. **Member Events Committee** shall plan and carry out activities to bring together members in fellowship.
- I. **Membership Committee** shall assist the minister(s) in welcoming new members and visitors, provide for the formal reception of new members, and encourage new as well as present members to participate in congregational activities.
- J. **Men's Group** shall create environments for men to come together and share their needs and aspirations with each other, so as to grow personally, emotionally, intellectually, socially, and spiritually.
- K. **Shelter Rock Forum Committee** shall plan and carry out events for the congregation and community, including speakers on denominational and social concerns.
- L. **Social Justice Committee** shall provide opportunity for members to become informed about and involved in social, moral, ethical and economic problems and issues. It may take an announced position on social issues in the committee's own name. It may affiliate with national or community social action groups and be listed as "The Social Justice Committee of the Unitarian Universalist Congregation at Shelter Rock." Only upon specific authorization by the Board of Trustees may the name of the Congregation itself be used.

#### **Section 8.6 Congregational Services and Support Committees**

- A. **Publicity and Promotion Committee** shall bring the Congregation to the favorable attention of the community and denomination by appropriate means and provide consultation to and coordination with all program committees. On matters of Congregation policy, the committee shall request approval by the appropriate person (the President, the Minister, the Executive Director of the Veatch Program when pertinent, or his/her designee) prior to public announcement.
- B. **Small Group Ministry Coordinators** shall work with the minister(s) in organizing and implementing the Small Group Ministry program of the congregation. The committee shall have five members recommended by the minister(s) to the Member Resource Committee and approved by the Board of Trustees. The committee will have a representative with full voting rights on the Program Council.

## **ARTICLE IX**

### **The Program Council**

#### **Section 9.1 Function**

The Program Council shall plan and recommend to the Board of Trustees the general program of the congregation. It shall promote communication and coordination among committees and organizations within the congregation.

#### **Section 9.2 Composition**

The Program Council shall consist of the Vice President, who shall preside, and the chairs of all Program Committees and of other committees or organizations designated by the Board of Trustees. In addition, there shall be two (2) members-at-large from the congregation to be appointed by the Board of Trustees. Their terms shall be in conformity with Section 8.1.

Each committee or group represented on the Program Council and each member-at-large shall have one (1) vote. The minister(s) shall be non-voting ex-officio members.

#### **Section 9.3 Meetings**

The Program Council shall meet at least bimonthly at the call of the Vice President. All business meetings of the Program Council shall be held in facilities owned by the Congregation, in accordance with Section 8.1.

All meetings shall be open to all members of the Congregation in accordance with Section 4.6 of the Bylaws for meetings of the Board of Trustees.

## **ARTICLE X**

### **Operation of Internal Administrative Units, Special Programs, and Financial Assistance to Other Organizations**

#### **Section 10.1 General Principles**

Financial assistance to other organizations (see Section 1.3) may be carried out by the Congregation through its programming or governance entities that provide financial assistance to both UU related and non-UU related entities where they align with the Congregation's purpose. The Congregation may utilize its current programming or governance structure or form a special program for this purpose.

#### **Section 10.2 Contributions to Non-Profit Organizations Outside of the Unitarian Universalist Association**

Before approving grant(s) or loan(s) to organizations which are not within the framework of the Association but are devoted to purposes germane to those of the Association and Congregation, the Congregation shall be satisfied that:

- a) the supported organization is actively engaged in projects designed to achieve goals which the Congregation considers worthy of support;
- b) it would be impossible or less efficient for the Congregation itself to carry out the envisaged projects directly; and
- c) application of the funds will be subject to the limitations of Article XI of these Bylaws.

#### **Section 10.3 Limitation**

The use of funds for the support of organizations which are not within the framework of the Association shall be restricted to assure that the predominant part of the Congregation's expenses is applied directly within the framework of the Association and the Congregation.

## **ARTICLE XI**

### **Limitations on Activities**

#### **Section 11.1 General Limitations**

The Congregation shall neither have nor exercise any power, nor shall engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in section 501(c) (3) of the Internal Revenue Code of 1954; as a corporation contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954; or similar succeeding relevant governmental regulations.

#### **Section 11.2 Limitation on Distributions**

The Congregation is organized and operated to serve a public interest. Its activities are conducted in furtherance of this public interest and the tax-exempt purposes set forth in Section 1.2 of these Bylaws. Accordingly, no part of the net earnings or assets of the Congregation shall inure to the benefit of or be distributable to any individual who has a personal and/or private interest in the Congregation's activities, including the Congregation's members, trustees, and officers. However, this does not prohibit the Congregation from engaging in charitable giving to an individual who is a member of a charitable class as defined by a charitable program as adopted by the Congregation and/or the Board of Trustees. Further, the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purpose(s) set forth in Section 1.2 of these Bylaws, except where prohibited by the Congregation's Conflict of Interest Resolution or by policies that may, from time to time or as needed, be approved by the Board of Trustees.

#### **Section 11.3 Limitation on Lobbying and Campaign Activity**

No substantial part of the activities of the Congregation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent (including the publishing or distributing of statements) participate or intervene in any political campaign on behalf of any candidate for public office nor support any political party; nor shall the Congregation engage in any activities that violate applicable federal, state, or local laws, or the laws of any foreign country in which it conducts its operations or owns property.

#### **Section 11.4 Limitation on Commercial and Business Operations**

The Congregation shall be operated on a not-for-profit basis for charitable, religious, and educational purposes and shall not engage in any commercial and business operations unless incidental to the furtherance of such exempt purposes; provided, however, that nothing in this Section shall be construed to prevent the Congregation from receiving passive income from investment property.

## **ARTICLE XII**

#### **Section 12.1 Indemnification**

Any person made, or threatened to be made, a party to any action or proceeding, including actions or proceedings brought by or in the name of the Congregation, whether civil or criminal, by reason of the fact that such person was involved in activities of the Congregation, may be indemnified by the Congregation, subject to approval by the Congregation.

No officer, term trustee, or committee chair shall be liable to the Congregation for any loss or damage suffered by it on account of any action taken or omitted to be taken by them in good faith, or under a reasonable belief that any such action was in or not opposed to the best interests of the Congregation.

## **ARTICLE XIII**

### **Congregation Year**

#### **Section 13.1 Congregation Year**

The Congregation year shall be the fiscal year from July 1 through June 30.

## **ARTICLE XIV**

### **Parliamentary Procedure**

#### **Section 14.1 Parliamentary Procedure**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* (or its successor) shall govern the Congregation, its Board of Trustees, and other bodies to which they would apply, where they are not inconsistent with these Bylaws and/or any special rules of order which the Congregation may adopt and/or any applicable statutes.

When taking votes, the chair of a meeting may ask for abstentions. Abstentions may be recorded but will not be counted as votes in the total of those present and voting. Only "yea" or "nay" votes shall be counted to determine whether a motion is passed or lost. This provision shall apply to all motions, resolutions and/or elections, whether by show of hands, voice, written ballot or roll call.

The minutes of a meeting of any body may be considered for approval at any subsequent meeting, duly called, of the same body.

Unless otherwise provided in these Bylaws, all legal meetings of the Congregation's governance entities shall be conducted in accordance with *Robert's Rules of Order, Newly Revised* (or its successor).

## **ARTICLE XV**

### **AMENDMENTS**

#### **Section 15.1 Amendments - General**

These Bylaws may be amended or repealed by two-thirds (2/3) of the members present at a duly called meeting of the Congregation.

#### **Section 15.2 Amendments Proposed by the Board of Trustees**

The Board of Trustees may present Bylaws proposals by calling a Congregational Hearing not less than ten (10) nor more than forty-five (45) days prior to a duly called Congregational Meeting at which the proposed amendment(s) is/are announced as an item of business. This shall not be interpreted to prevent the Congregation from modifying proposed amendments as it sees fit.

#### **Section 15.3 Amendments Proposed by Petition**

Amendments may also be proposed by petition signed by at least thirty (30) members and submitted to the Board of Trustees. No later than their next meeting following receipt of the proposed amendment(s), the Board of Trustees must present it/them, as received, to a Congregational Hearing not less than ten (10) nor more than forty-five (45) days prior to the meeting at which a vote on the amendment shall take place. This shall not be interpreted to prevent the Congregation from modifying proposed amendments as it sees fit.

**UNITARIAN UNIVERSALIST CONGREGATION AT SHELTER ROCK  
MANHASSET, NEW YORK**

Following Bylaws amendments approved by the Congregation at Congregational Meetings:

May 22, 1966	Article IV Article IX	Sec. 4.1 (iii) Sec. 9.2 Churchmanship B
February 9, 1971	Article I Article V Article X	Sec. 1.1 (ii) Sec. 5.1 Sec. 10.4
April 30, 1972	Article III	Sec. 3.7
January 21, 1973	Article III Article IX	Sec. 3.2 Sec. 9.1 Sec. 9.2 Sec. 9.3
June 3, 1973	Article IV Article V	Sec. 4.2 Sec. 5.2
November 3, 1974	Article II Article IV  Article VI	Sec. 2.1 Sec. 4.2 Sec. 4.3 Sec. 6.1
April 4, 1976	Article II     Article III	Sec. 2.1 Sec. 2.2 Sec. 2.3 Sec. 2.4 Sec. 2.5 Sec. 3.7 Sec. 3.9
May 9, 1976	Article I	Sec. 1.1
January 30, 1977	Article IV	Sec. 4.2
November 6, 1977	Article V	Sec. 5.1
January 6, 1980	Article III Article IV	Sec. 3.4 Sec. 4.2
January 27, 1980	Article III	Sec. 3.1 Sec. 3.2
December 6, 1981	Article I    Article XI	Sec. 1.1 Sec. 1.2 Sec. 1.3 Sec. 1.4 Sec. 1.5 Sec. 11.1

	Sec. 11.2
	Sec. 11.3
	Sec. 11.4
Article XII	Sec. 12.1
	Sec. 12.2
	Sec. 12.3
	Sec. 12.4

**(Note:** Article XI and XII are new Bylaws Article XII and XIV were originally numbered XI and XII)

January 25, 1987	Article III	Sec. 3.1
January 24, 1988	Article II, Article VIII	Sec. 2.1 Sec. 8.1 Sec. 8.2 Sec. 8.3 Sec. 8.4
February 28, 1988	Article III	Sec. 3.1 Sec. 3.4
February 28, 1988	Article III  Article IV  Article V  Article VI  Article VII  Article VIII  Article IX Article X  Article XII Article XIV Article XV	Sec. 3.7 Sec. 3.8 Sec. 4.2 Sec. 4.4 Sec. 5.2 Sec. 5.3 Sec. 5.6 Sec. 6.1 Sec. 6.2 Sec. 6.3 Sec. 7.1 Sec. 7.3 Sec. 8.4 Sec. 8.5 Sec. 9.2 Sec. 10.1 Sec. 10.3 Sec. 12.1 Sec. 14.1 Sec. 15.1
April 24, 1988	Article VI Article IX	Sec. 6.3 Sec. 9.2
October 28, 1990	Article IV  Article V	Sec. 4.2 Sec. 4.6 Sec. 5.6
October 28, 1990	Article VI Article VIII	Sec. 6.2 Sec. 8.1 Sec. 8.2 Sec. 8.3 Sec. 8.4

	Article IX	Sec. 9.2 Sec. 9.3
June 2, 1991	Article XI	Sec. 11.2 Sec. 11.4
June 13, 1993	Article I Article III	Sec. 1.1 Sec. 3.1
January 9, 1994	Article III Article VI	Sec. 3.3 Sec. 6.1 Sec. 6.2 Sec. 6.3 Sec. 6.4 Sec. 6.5
	Article VII Article VIII	Sec. 7.3 Sec. 8.5-K
October 23, 1994	Article VIII	Sec. 8.4-J Sec. 8.5-F
January 8, 1995	Article VII Article VIII Veatch Program - Annual Allocation and Operating Budget	Sec. 7.3 Sec. 8.5-G Sec. 2.C
April 6, 1997	Article I Article III  Article VI  Article VIII  Article XIV	Sec. 1.2 Sec. 3.1 Sec. 3.2 Sec. 3.3 Sec. 3.4 Sec. 3.5 Sec. 3.6 Sec. 3.7 Sec. 3.8 Sec. 3.9 Sec. 6.2 Sec. 6.3 Sec. 6.4 Sec. 8.1G Sec. 8.3 Sec. 8.4 E, F Sec. 8.5 C, L Sec. 14.1
December 9, 1998	Article VIII	Sec. 8.4 N
January 26, 2003	Article VIII	Sec. 8.2F
May 18, 2003	Article II Article VIII	Membership Sec. 8.2G, Sec. 8.5J, Sec. 8.6A, B, C
May 22, 2005	Article I	Sec. 1.2,

	Article II	Sec. 1.5 Sec. 2.1, Sec. 2.2, Sec. 2.3
	Article III	Sec. 3.1, Sec. 3.8, Sec. 3.9.
	Article IV	Sec. 4.2, Sec. 4.6
	Article V	Sec. 5.1, Sec. 5.4
	Article VI	Sec. 6.2
	Article VII	Sec. 7.1, Sec. 7.3 A, B, Sec. 7.5
	Article VIII	Sec. 8.1 A, B, F, G, I, J; Sec 8.2 A, B; Sec 8.4 A, C, E, F, H; Sec. 8.5 G, old H, K; Sec. 8.6 A, new D
	Article IX	Sec. 9.2
	Article XI	Sec. 11.3
	Article XV	Sec. 15.1
November 4, 2007	Article VIII	Sec. 8.5 A, B, and C
March 16, 2008	Article XV	Sec. 15.2
June 8, 2008	Article II	Sec. 2.1 Sec. 2.2
	Article III	Sec 3.9
January 25, 2009	Conflict of Interest Resolution	
June 6, 2010	Conflict of Interest Resolution	
November 13, 2011	Article III	Sec. 3.2
	Article VIII	Sec. 8.4 B - I
May 1, 2016	Article I	Sec. 1.1 Sec. 1.2
	Article II	Sec. 2.4
	Article III	Sec. 3.6 Sec. 3.9
	Article IV	Sec. 4.2, A4
	Article V	Sec. 5.3 Sec. 5.5
	Article VII	Sec. 7.2 Sec. 7.4
	Article VIII	Sec. 8.1 D, H Sec. 8.2, A4, A5, A6 Sec. 8.3 A Sec. 8.5 H, L Sec. 8.6 A, B, C, D

		Sec. 10.2
	Article IX	Sec. 9.2 Sec. 9.3
November 18, 2018	Article VIII	Sec. 8.3A Sec. 8.5G
February 3, 2019	Article III	Sec. 3.2
	CAPEX Resolution	
	Overall Spending Limit/Operations & Funding Budget Resolution	
	Stewardship Resolution	
May 5, 2019	Adult Housing Program Resolution-Discontinued	
November 8, 2020	Article IV	Sec. 4.2E
	Article V	Sec. A, B
May 2, 2021	8 <sup>th</sup> Principle Resolution	
June 6, 2021	Article VIII	Sec. 8.4D, E, F, I
January 9, 2022	Article VIII	Sec 8.4I
June 2, 2024	Veatch Program Resolution	
November 3, 2024	Article I	Sec 1.2 Sec 1.3 Sec 1.4 Sec 1.5
	Article II	Sec 2.1 Sec 2.2 Sec 2.3
	Article III	Sec 3.1 Sec 3.2 Sec 3.3 Sec 3.4 Sec 3.6 Sec 3.7 Sec 3.8
	Article X	Sec 10.1 Sec 10.2 Sec 10.3
	Article XI	Sec 11.2
	Article XII	Sec 12.1
	Article XIII	Sec 13.1
	Article XIV	Sec 14.1
January 5, 2025	Veatch Program Resolution	
March 16, 2025	Article II	Sec 2.1 Sec 2.2 Sec 2.3 Sec 2.4
May 4, 2025	Article IV	Sec 4.1

Sec 4.2  
Sec 4.3  
Sec 4.4  
Sec 4.6  
Sec 5.2  
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Sec 5.5  
Sec 5.6

Article V

January 11, 2026

Veatch Program Resolution

**UNITARIAN UNIVERSALIST VEATCH PROGRAM**  
**AT SHELTER ROCK**

**WHEREAS**, the Unitarian Universalist Congregation at Shelter Rock (the "Congregation"), at a meeting on June 5, 1959, established the Caroline Veatch Assistance and Extension Program (the "Program"), which Program was renamed by the Congregation on November 21, 1993 to: "**Unitarian Universalist Veatch Program at Shelter Rock.**" The "Program" was amended by the Congregation at meetings held on April 27, 1962, January 21, 1968, January 19, 1969, January 21, 1973, November 3, 1974, January 28, 1979, June 3, 1979, June 6, 1982, March 18, 1984, January 25, 1987, June 2, 1991, November 4, 2007, June 2, 2024, January 5, 2025, and January 11, 2026.

**WHEREAS**, the Program is established by the Congregation in accordance with Article I, Section 1.3 and Article XI of the Bylaws of the Congregation, and

**WHEREAS**, the Board of Trustees and the Veatch Board of Governors have recommended that the Program should be further amended;

**NOW, THEREFORE, it is**

**RESOLVED THAT** the following provisions be hereby approved:

**1. PURPOSES OF THE PROGRAM**

The purposes of the Program are to foster and promote religious, charitable, benevolent or educational activities including, but not limited to those of organizations and institutions which share our beliefs in the democratic process, the ideal of human kinship or the individual's potential for growth and dignity.

Programs supported by Veatch Funds must fall into the following categories:

1. **Unitarian Universalism:** Strengthening and growing our denomination.
2. **Civil Rights and Sustainable Communities:** Supporting the most marginalized people in our society to change unjust systems.
3. **Economic Equity and Fairness:** Expanding economic equity, democracy and worker rights.
4. **Making Democracy Work:** Ensuring equal representation through electoral participation and education, community organizing and year-round voter engagement.
5. **New York:** Addressing the needs of our home state, specifically on Long Island.
6. **Social Justice Infrastructure:** Sustaining organizational and movement capacity, informed public discourse and progressive philanthropy.

Other Program Areas may be approved by the Board of Trustees at the recommendation from or in consultation with the Veatch Board of Governors

**2. ANNUAL ALLOCATION AND OPERATING BUDGET**

- (A) The funds available for grants and loans shall be provided by an annual allocation from net income, including royalty income, of at least six million dollars (\$6,000,000). This annual allocation is separate from the Veatch operating budget (See Sec. 2C below). The annual allocation shall be submitted to the Congregation for approval at the annual meeting for the succeeding fiscal year.
- (B) The Board of Trustees shall have the authority to further determine the apportionment of the approved annual allocation for grants and loans between and among the Program Areas supported by Veatch Funds, including through the establishment of a Veatch Program Grants Allocation Policy.
- (C) In the event there are unallocated funds in the annual allocation made to the Program at the end of the immediately

preceding fiscal year, the Veatch Board of Governors may elect to recommend to the Congregation that said surplus be added to the current year's funds of the Program.

(D) An annual, fully detailed operating budget shall be submitted.

### 3. **MANAGEMENT OF THE PROGRAM**

(A) The Program shall be managed by a Board of Governors, hereinafter referred to as the "Veatch Governors," subject to the oversight of the Board of Trustees. The Veatch Governors shall determine policies for the selection of grantees; they shall have the authority to make loans or grants under the Program and shall determine terms and conditions of such loans or grants, subject to the compliance with the annual allocation for Veatch grants included in the approved budget of the Congregation, and any further parameters established by the Board of Trustees with respect to the apportionment of the approved annual allocation between and among the Program Areas. Grants to a single grantee in one fiscal year in excess of \$250,000 shall require the prior approval of the Congregation.

(B) The Veatch Governors shall recommend, and the Board of Trustees approve an Executive Director following a selection procedure for candidates for the position to be established by the Board of Trustees in consultation with the Veatch Governors. The Executive Director shall be the chief administrative officer of the Program. They shall be responsible for employment, training and supervision of congregational personnel working for the Veatch Program in accordance with the personnel guidelines approved by the Board of Trustees. The Executive Director shall be responsible directly to the Veatch Governors and shall carry out such duties as may be specified by the governors. The governors shall maintain an up-to-date manual relating to the policies on the making of grants and loans, and on the administration of the Program, including but not limited to the duties and organization of staff.

(C) The Veatch Governors shall be responsible to the Board of Trustees of the Congregation for all matters relating to the Program. The Veatch Governors shall submit to the Board of Trustees every three months' reports which summarize total loans and grants approved by Program Area, and the total amounts of money expended in relation to the budgeted funds available. Minutes of all meetings of the Board of Governors shall be provided to the Board of Trustees and made available to the Congregation in the same manner as those of the Board of Trustees. Meetings shall be open to members of the Congregation in accordance with Sec. 4.6 of the Bylaws for meetings of the Board of Trustees.

(D) The Veatch Governors shall furnish to the Congregation at an annual meeting devoted to the Program, a report covering its activities for the preceding year and shall make available reports of its interim activities as appropriate. The annual report shall be circulated to all members of the Congregation at least ten (10) days and no more than thirty (30) days prior to the annual meeting.

(E) All business meetings of the Veatch Board of Governors shall be held in compliance with Section 8.1 of the Bylaws.

### 4. **THE BOARD OF GOVERNORS**

(A) The Board of Governors shall consist of ten (10) members of the Congregation qualified to vote as provided in the Bylaws, and the President of the Board of Trustees or one designated term trustee appointed to serve as a Governor by the Board of Trustees. Except for the President or Term Trustee so appointed, no person who is a member of the Board of Trustees shall serve concurrently on the Board of Governors. Governors shall serve one three-year term and shall be limited to two (2) consecutive three-year terms consistent with the Congregation's nominating procedure (Article VI of the Bylaws).

Transition rules:

(a) Those governors currently serving a four-year term will be eligible for nomination and re-election to a single three-year term consistent with Article VI of the Bylaws.

(b) During the first two years following the adoption by the Congregation of this resolution, the Congregation will elect one additional governor each year until the Board consists of ten (10) elected governors.

(B) Governors shall be nominated and elected for terms of three (3) years at each annual meeting of the Congregation and under the same rules provided in the Bylaws for the nomination and election of Trustees. No person who has served more than one and one-half years shall be eligible to serve more than one additional three-year term.

- (C) No person who has served for more than four and one-half (4 1/2) consecutive years on the Board of Governors shall be eligible for re-election until after the expiration of one (1) year from the conclusion of that period of time.
- (D) The Board of Governors shall adopt rules of procedure in conformity with the Congregation's Bylaws and approved by the Board of Trustees. It shall elect its own officers, for a term of one year with eligibility for re-election to a second year.
- (E) Any member of the Board of Governors may be removed for cause including continued and/or excessive unexcused absences from the meetings of the governors by the affirmative vote of two-thirds of all members of the Board of Governors. The vote shall be taken at a meeting for which the notice will have specified the proposed removal.
- (F) Vacancies for any unexpired terms shall be filled in the same manner and by the same procedure as provided in Section 4.4 of the Bylaws for filling vacancies on the Board of Trustees.
- (G) The Executive Director shall attend the meetings of the governors but may not be a Veatch Governor and shall have no vote.

**5. OTHER**

- (A) The Program is established in accordance with Article X, Section 10.1 of the Bylaws of the Congregation. To any extent not consistent with or in violation of the Bylaws, the Program Resolution shall be deemed null and void.
- (B) This Program Resolution may be amended in the same manner as amendments are made to the Bylaws of the Congregation, except that only a majority vote shall be required.

## CONFLICT OF INTEREST RESOLUTION

Recognizing the potential loss from not paying for valuable talent from within our congregation, this policy nevertheless will eliminate many of the concerns of the members and allow for greater freedom in selecting, supervising and/or dismissing personnel, consultants and contractors and in monitoring and evaluating personnel. This resolution will clearly establish the policy that what each member chooses to do to benefit the Congregation is being done as a volunteer without compensation or financial reward. In a non-profit organization such as ours, this policy will encourage greater participation of volunteers since the potential for double standards will not exist.

1. DEFINITIONS. For the purpose of this Resolution, the following definitions shall apply:
  - a. Member or Member of the Congregation means a person who is a member of the Congregation or any other person residing in the household of a Member.
  - b. Close Relative means a spouse, domestic partner, parent, child or sibling.
  - c. Significant Financial Interest means any ownership interest whether directly, indirectly or beneficially in excess of 15% of the total interest of any entity.
  - d. Compensation shall not include reimbursement for expenses actually incurred.
2. No member of the congregation, other than ministers, present salaried staff and professionals with present contractual or retainer arrangements, shall receive financial or other compensation for services rendered to the Unitarian Universalist Congregation at Shelter Rock (hereafter referred to as "Congregation").
3. Individuals who are not members shall fill all future staff positions, and shall be engaged to perform compensated legal, consulting, and all other contractual work and services.
4. Contracts or transactions shall be prohibited between the Congregation and any of its members, or between the Congregation and any corporation, firm, association or other entity in which one or more of its members or a close relative are directors, officers or have a significant financial interest.
5. The Congregation shall not engage in any business transactions with any business entity from which any member of the Congregation or close relative will receive financial or other remuneration for acting as a broker.
6. Salaried staff who become members of the Congregation subsequent to employment shall refrain from chairing any committee, either standing or ad hoc, or from serving on any Board or any Finance, Administrative or Nominating Committees.
7. This Conflict of Interest resolution shall not apply to contracts or transactions between the Congregation and a not-for-profit, tax-exempt organization (such as the UUA, the UUSC or a School of Theology) in which a member of the Congregation serves as a director, officer of, or senior staff to that organization if the member informs the Secretary of the Congregation upon accepting such a position. A list of such members will be kept on file in the office and made available to the funding arms of the congregation. Failure to disclose as set forth above disqualifies an organization from entering into a transaction with the Congregation including receiving funding. In addition, the member of the Congregation associated with the organization shall not participate in any discussion, recommendation or vote involving such organization and the Congregation.
8. This policy shall not apply to transactions between the Congregation and its members regarding the use of the Congregation's space, resources or related items for activities such as social functions when such transactions are available on similar terms and conditions to other members (or non-members as appropriate).
9. No later than six (6) months after the adoption of this resolution, the Board of Trustees shall adopt and publish a Code of Conduct governing transactions which may give rise to the appearance of impropriety and favoritism.
10. The changes required by this revised Conflict of Interest Resolution shall go into effect 60 days after its approval by the congregation and any member that currently serves as a director, officer of, or senior staff to a not-for-profit organization shall have the same 60 days to inform the Secretary of the Congregation to comply with the requirements set forth above.

**The above Resolution was approved by the Congregation May 18, 1983 and was revised by the Congregation on January 25, 2009. On June 6, 2010, the Congregation voted, in effect, to delay implementation of the first and third sentences of Paragraph 7 until October 1, 2010.**

### **AFFIRMATIVE ACTION STATEMENT**

As Unitarian Universalists we value the dignity and worth of all persons. As members of the Unitarian Universalist Congregation at Shelter Rock, we subscribe to the principles of the Equal Employment Opportunity Guidelines.

In the interest of guaranteeing fuller opportunity, we believe it is time to build upon our pre-existing equal opportunity policy and adopt affirmative action procedures. By affirmative action, we mean the practice of setting goals and, where applicable, timetables to guarantee (the) representation and participation without regard to race, color, gender, physical challenge, affectional or sexual orientation, age, national origin or belonging to (of racial minorities and) other affected groups as a result of our hiring and procurement decisions.

This affirmative action policy requires that the hiring and contracting policies will include positive verifiable steps to actively encourage the participation of target groups, including where appropriate:

- I. The participation of advertisements in relevant media including minority media:
- II. The use of services of agencies committed to these goals of equal opportunity without regard to race, color, gender, physical challenge, affectional/sexual orientation, age, national origin or belonging to (for racial minorities, women and) other affected groups.

To this end we will examine our recruiting program and our job qualifications to see that they are consistent with our personnel needs and our affirmative action goals. We will actively seek to employ minority businesses (vendors, suppliers, professional consultants and those with whom we enter into contractual relationships). Where the direct rendering of services is involved, we will seek affirmative action hiring policies of those who render the service.

To assure both responsibility and accountability in the carrying out of these policies we ask:

1. That the Business Administrator and the Veatch Executive Director report annually to the Ministers prior to presenting a report to the Board of Trustees, at which time the Ministers will make specific comments on affirmative action measures taken during the year;
2. That the President of the Board of Trustees make a yearly report to the Congregation on the state of the equal employment/affirmative action policy;
3. That the equal opportunity/affirmative action policy be prominently displayed on the main bulletin board and that this policy be communicated in writing to all groups using the facilities.

**The above statement was approved by the Congregation on April 23, 1989.**

**The above statement was amended by the Congregation on April 27, 1997**

## **STEWARDSHIP RESOLUTION**

**WHEREAS**, the Congregation adopted the original Stewardship Resolution on October 27, 1985 which established an endowment goal of \$120,000,000 by the year 2000; and

**WHEREAS**, such resolution was amended by the Congregation on May 18, 1997; and

**WHEREAS**, many of the assumptions upon which the amended Stewardship Resolution was based have changed and are no longer valid in light of the significant changes in the Congregation's assets, revenues, and programs since 1985 and 1997; and

**WHEREAS**, the demands and responsibilities of Stewardship mandate that rational and clearly articulated long-term financial objectives be established and progress towards these objectives be monitored.

### **NOW THEREFORE, BE IT RESOLVED THAT:**

1. Responsible stewardship requires the prudent management of UUCSR assets with due regard for future congregations and the need to preserve the current purchasing power of the endowment adjusted for inflation.
2. An endowment is necessary to ensure the continuation of the entire UUCSR program in the face of the decline in and anticipated cessation of royalty income.
3. The objective of the endowment is to be able to provide sufficient income that when combined with the revenue from other sources will be able to support the current purchasing power of the entire UUCSR program and the possible growth of this program in perpetuity.
4. For purposes of this resolution the endowment shall be defined as the portfolios of securities held by the Congregation excluding the assets invested by, and overseen by, the Socially Responsible Investment Committee.

### **BE IT FURTHER RESOLVED THAT:**

5. At least once a year, the Stewardship Committee shall review with the Congregation investment and royalty developments, the budget and the financial outlook.
6. The Stewardship Committee shall serve as an advisory body reporting to the Board of Trustees and the Congregation in financial planning and philosophic issues pertaining to the stewardship of the Congregation's assets.
7. The Stewardship Committee shall recommend to the Board of Trustees an amount for the total Overall Spending Limit consistent with other resolutions adopted by the Congregation.
8. The Stewardship Committee shall review the process by which the Overall Spending Limit is determined and, if necessary, make recommendations for changes to this process.
9. The Stewardship Committee shall analyze the effect of any unplanned transfer of funds or proposed expenditure, outside the regular annual process on the endowment objective and/or on future overall spending limits. This information shall be presented by the Stewardship Committee to the Board of Trustees and to the Congregation before any vote on the proposed expenditure takes place.
10. The Stewardship Committee shall consist of nine members, not to include staff, appointed by the Board of Trustees with staggered terms and shall include continuous participation by the UUCSR Treasurer, a member of each of the present subdivision boards and the Chairs of the Investment and Finance Committees.

**Unanimously Approved by the Stewardship Committee on January 17, 1996.**

**Revised by the Stewardship Committee on December 9, 1996.**

**The above resolution was approved by the Congregation at its meeting of May 18, 1997.**

**Revised by the Stewardship Committee and approved by the Congregation at its meeting of February 3, 2019.**

## OVERALL SPENDING LIMIT/OPERATIONS AND FUNDING BUDGET RESOLUTION

WHEREAS, it is appropriate to establish an Overall Spending Limit in order to formally create a rational process for deciding upon the annual Operations and Funding budget and to achieve the objectives expressed by the Congregation in the Stewardship Resolution, as revised.

WHEREAS, the Budget Resolution adopted by the Congregation on May 18, 1997 is no longer adequate to achieve its goals and objectives;

NOW, THEREFORE, BE IT RESOLVED THAT the Budget Resolution adopted by the Congregation on May 18, 1997 is hereby repealed and replaced by the following process for determining the Overall Spending Limit and Operations and Funding Budget:

1. As expressed in the Stewardship Resolution, each annual Overall Spending Limit adopted by the Congregation shall seek to preserve the current purchasing power (adjusted for inflation) of the endowment and to ensure the continuation of UUCSR in the face of the decline and anticipated cessation in royalty income;
2. The Overall Spending Limit to be adopted annually by the Congregation shall be determined after considering the following factors and shall be consistent with Board of Trustees policies:
  - a) Portfolio value as of the last day of the most recently concluded fiscal year;
  - b) Projection of the long-term rate of return of the Portfolio based on the analysis and expertise of the OCIO (Outsourced Chief Investment Officer), as approved by the Investment Committee;
  - c) Forecast of the long-term rate of inflation based on the analysis and expertise of the OCIO, as approved by the Investment Committee;
  - d) Anticipated draw-down rate of the Portfolio based on industry norms and the analysis and expertise of the Stewardship Committee, such rate not to exceed the expected long-term rate of return of the Portfolio less the expected long-term rate of inflation;
  - e) Approved Overall Spending Limit for the prior fiscal year;
3. The Stewardship Committee shall recommend to the Board of Trustees the Overall Spending Limit for each fiscal year, using the factors referred to above;
4. The Overall Spending Limit as recommended by the Stewardship Committee shall be presented to the Board of Trustees for its review no later than the December Board Meeting;
5. The Overall Spending Limit shall be voted on by the Congregation at a meeting to take place preferably no less than ninety (90) days prior to the Annual Meeting;
6. Each committee, group, or entity which is included in the annual budget shall discuss its proposed budget at a regularly scheduled meeting of the committee, group or entity, and shall publish in the Quest the date or dates on which such meeting or meetings will be held. Such notice shall be published at least fourteen (14) days in advance of such meeting;
7. The adopted Overall Spending Limit shall be used by the Finance Committee to develop the annual Operations and Funding budget.

**The above resolution was approved by the Congregation at its meeting of February 3, 2019.**

## CAPITAL EXPENDITURES (CAPEX) RESOLUTION

WHEREAS, the acquisition, repair, and/or replacement of Capital Assets is fundamentally different from other expenditures of the Congregation; and

WHEREAS, the funding necessary to acquire, repair, and/or replace Capital Assets each year can vary greatly; and

WHEREAS, it is advisable that the funding decision to acquire, repair, and/or replace Capital Assets should be handled separately and funded separately from decisions related to other expenditures of the Congregation; and

WHEREAS, the CAPEX Resolution adopted by the Congregation on May 6, 2007 is no longer adequate to achieve its goals and objectives

NOW BE IT RESOLVED:

The CAPEX Resolution adopted by the Congregation on May 6, 2007 is hereby REPEALED and replaced with the following:

DEFINITIONS—For the purposes of this Resolution, the following terms shall have the following meanings:

1. Capital Expenditures – capital expenditures include Capital Assets and other significant capital repairs. Capital Assets are asset purchases or major repairs in excess of \$5,000 with a useful life of 2 years or more. Amounts capitalized will be consistent with US Generally Accepted Accounting Principles (US GAAP). Other significant capital expenditures are generally those required for the buildings and grounds, which are not routine, and are in excess of \$5,000;

2. Imputed Interest Rate—The Imputed Interest Rate will be determined by the Stewardship Committee and will be equal to (subject to the range) the actual Real Rate of Return (RRR) on the Portfolio for the most recent fiscal year. The RRR is equal to the Internal Rate of Return (IRR) (as per the Outsourced Chief Investment Officer or “OCIO”) for the most recent fiscal year less the inflation factor for the same period. The inflation factor to be used is the CPI-U (Consumer Price Index—All Urban Consumers) as published by the US Bureau of Labor Statistics (BLS). The imputed interest range is from a minimum of 0% to a maximum of the long term expected portfolio return less the long term expected inflation for the same period (both as defined in the Overall Spending Limit Resolution);

3. Endowment—To be defined as the portfolio of securities held by the Congregation, excluding the assets invested at the recommendation of and overseen by the Socially Responsible Subcommittee;

### CREATION OF A CAPEX FUND

4. There is hereby created within the Endowment of the Congregation a discrete and designated fund to be referred to as the CAPEX Fund. The funds that comprise the CAPEX Fund may be comingled with other managed funds;

5. Over the next 10 fiscal years beginning July 1, 2018, the Board of Trustees at the annual recommendation of the Stewardship Committee shall allocate/transfer no less than 24 Million Dollars to the CAPEX Fund but shall not allocate/transfer more than 5 Million Dollars in any single Fiscal Year. In addition, by June 30, 2022, the Board of Trustees shall have allocated to the CAPEX Fund no less than 6 Million Dollars;

6. In addition to the allocations/transfers described in paragraph 5, the CAPEX Fund will be augmented each year on June 30 by an amount equal to the Imputed Interest for that year multiplied by the June 30 CAPEX Fund balance;

7. Capital Expenditures, as defined in Paragraph 1 above, shall be funded solely from the CAPEX Fund;

8. All funds in the CAPEX Fund shall be available for Capital Expenditures as defined in Paragraph 1 above, regardless of the source of those funds in the CAPEX Fund;

9. CAPEX funds shall only be available for Capital Expenditures as defined in Paragraph 1 above;

#### CAPEX BUDGET

10. As part of the annual budget process as described or referred to in the Congregation's Bylaws or pertinent resolutions adopted by the Congregation, the Finance Committee shall recommend to the Board of Trustees a CAPEX budget. The Board of Trustees shall then recommend to the Congregation for its adoption at the Annual Meeting an approved CAPEX Budget. The Finance Committee shall base its recommendations on the appropriateness of the proposed items, their anticipated costs and benefits to the Congregation, and the need for those proposed expenditures during that Fiscal Year;

11. Expenditures for the CAPEX Fund may not be amortized;

12. Consistent with Paragraphs C and D of Section 4.3 of the Bylaws, any proposed non-emergency acquisition or replacement of a Capital Asset outside of the regular Budget Process shall be reviewed by the Finance Committee in advance of any expenditure. The review by the Finance Committee shall be presented to the Board of Trustees and the Congregation prior to any vote on the proposed acquisition or replacement;

#### EVALUATION

13. No later than 5 years after the transfer/allocation of all of the funds referred to in Paragraph 5, the Board of Trustees shall obtain an evaluation of CAPEX Funding to be prepared jointly by the Stewardship and Finance Committees and shall provide that evaluation to the Congregation.

**The above resolution was approved by the Congregation at its meeting on February 3, 2019.**

## **8<sup>th</sup> PRINCIPLE RESOLUTION**

Whereas Black, Indigenous and People of Color have been systematically treated as second class citizens in education, medical care, housing and other areas of national life, and

Whereas the Unitarian Universalist Association has been struggling with white privilege within its leadership, and is in the process addressing it by considering all of our principles for possible revision, and

Whereas the Eighth Principle of Unitarian Universalism has been drafted by Unitarian Universalist ministers to address these problems, and has been adopted by 35 or more UU congregations, and

Whereas many members of UUCSR wish to state clearly that we are as a congregation committed to dismantling structural racism and white supremacy culture,

Therefore, be it resolved that The Unitarian Universalist Congregation at Shelter Rock hereby adopts the proposed Eighth Principle of Unitarian Universalism, to wit:

*We, the member congregations of the Unitarian Universalist Association, covenant to affirm and promote: journeying toward spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions*

**The above resolution was approved by the Congregation at its meeting on May 2, 2021.**