

# Bylaws of the Unitarian Universalist History and Heritage Society

## Article I - Name

The name of this Society shall be: Unitarian Universalist History and Heritage Society, Inc. The Universalist Historical Society, Inc., founded in 1834 and incorporated in 1877; and the Unitarian Historical Society, Ind., founded in 1901 and incorporated in 1958, consolidated in 1978 to form the Unitarian Universalist Historical Society, which consolidated with the Unitarian Universalist Women's Heritage Society (founded in 1988) in 2011.

## Article II - Purpose

The mission of the Society is to strengthen a community dedicated to the disciplined study of liberal religious history, and to advance education, research, and dissemination of our Unitarian and Universalist heritage within and beyond the Unitarian Universalist Association. We seek to increase awareness of our traditions in all their diverse experiences and expressions of which region, race, class, gender, and generation are a part. To this end we promote the collection and preservation of historical materials, support research by academic and independent scholars, including those in Unitarian Universalist theological schools, disseminate the fruits of that scholarship through various media including the Society's journal, sponsor events for a broad public, and engage Unitarian Universalist congregations in historical research and celebration of our heritage

## Article III – Membership

1. Membership in the Society shall be open to any individual without regard to race, color, sex, affectional or sexual orientation, national origin or social condition, who affirms the principles and goals of the Society as stated in these Bylaws, indicates her or his desire to become a member, and pays annual dues.
2. The right to vote shall be reserved to those who hold current memberships. Voting by proxy is prohibited.
3. Membership categories and fees will be set and reviewed annually by the Board.
4. Congregations or other organizations whose purposes conform to those of the Society may become members by the annual payment of dues. Member organizations may appoint one person as a delegate to the annual meeting and may cast one ballot in an election of officers.

## Article IV - Board of Directors

1. Powers. The affairs of this society shall be managed by the Board of Directors, who shall have and may exercise all the powers of the corporation, except those powers reserved to members by law, the Articles of Incorporation, or these Bylaws. They shall have the power to purchase, lease, and sell property, and to make such contracts and agreements as they may deem advantageous. They shall have the power to set annual dues for the membership. They shall be responsible for establishing procedures for the

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election of Officers and Directors and for voting on amendments to the bylaws. They shall report their actions to the Annual Meeting of the members of the Society.

2. Composition. The Board of Directors of the corporation shall be composed of the President, the Vice President, the Secretary, and the Treasurer, and no less than six nor more than eight Directors. Officers and directors shall be elected annually by ballot as provided below.

3. Tenure. Members of the Board of Directors shall serve for two year terms, or until their successors are chosen and qualified. No officer or director, except for the Secretary and Treasurer, shall serve for more than six consecutive years.

4. Election. The President and Vice President shall be elected in odd numbered years; the Secretary and Treasurer in even numbered years. Half of the Directors shall be elected in each year. Officers and Directors shall be elected by mail or electronic ballot of members in good standing. Nominations shall be made in accordance with procedures established by the Board of Directors. Nominations may also be made by petition signed by five members in good standing filed with the Secretary sixty days prior to the date of the annual meeting.

5. Vacancies. Any vacancy in the Board of Directors may be filled by said Board at a meeting called for the purpose, as a temporary appointment until the next regular election to the Board by the membership at large.

6. Meetings. Meetings of the Board of Directors may be called by any officer or any two or more Directors. At least one meeting shall be held between Annual Meetings of the Society to certify elections and file appropriate forms as required by law. A written or electronic notice of every meeting of the Board shall be given to each member of the Board by the Secretary or other person calling the meeting, at least seven days prior to the meeting, stating the place, day, and hour thereof, and the purpose for which the meeting is called.

7. Quorum. Unless otherwise provided by law or these bylaws, business may be transacted by vote of a majority of those in attendance at any meeting at which there is a quorum. At any meeting of the Board of Directors, a quorum shall consist of a majority of the voting Directors.

8. Ex officio Directors. The editor of the Society's Journal, if not otherwise a Director or Officer, is an ex officio Director. The past president of the society will serve a one-year term as an ex-officio Director. The Officers and Directors may, from time to time, by majority vote name other ex officio Directors as they see fit. Ex officio Directors may attend and advise at Board meetings, but may not vote.

9. Compensation. Any individual who receives more than the IRS minimum for 1099 filing in annual compensation from the Society shall be recused from all votes on budgetary matters.

### Article V - Duties of Officers

1. President and Vice President. The President shall, if present, preside at all meetings of the Board of Directors, and at the Annual Meeting of the members of the Society.

2. The Secretary shall be responsible for recording and maintaining minutes of meetings of the Board of Directors and of the membership; shall be responsible for the safekeeping of the non-fiscal records of

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the corporation; and shall have and perform such other powers and duties as may from time to time be determined by the Board of Directors.

3. The Treasurer shall receive and disburse funds of the corporation as determined by the Board of Directors; shall be responsible for the safekeeping of all moneys, obligations, contracts, and fiscal documents of the corporation; and shall maintain accurate financial records of all transactions of the corporation. All property of the corporation in the Treasurer's custody shall be subject at all times to the inspection and control of the Board of Directors.

4. Portfolio Directors. As many as six of the society's Directors will be elected with special responsibility for ensuring that the history and heritage of a particular identity group or constituency is fully included in the work of the society. One of these Portfolio Directors must be responsible for women's history and heritage. Other Portfolios may be established or dissolved by a majority vote of the Board of Directors. As appropriate, these Directors will serve as liaisons to organizations representing the particular group or constituency. Portfolio Directors will be elected by the full membership of the society, following the same nomination and election procedures as used for other Directors.

## Article VI - Annual Meeting

The Annual meeting of the members of the Society shall be held at such time and place and in such format as decided by the Board of Directors. The meeting shall be held to hear reports from the officers and directors, receive the results of the election of officers and directors, who shall then take office; receive the results of balloting on bylaw amendments, if any; and conduct any other business which may be brought before the meeting. No binding vote may be taken at the annual meeting on any motion not sent to the entire membership at least 30 days prior to the meeting.

## Article VII - Fiscal Year

The fiscal year of the corporation shall run from July 1 through June 30.

## Article VIII - Indemnification of Officers, Directors, and Employees

The Society shall indemnify any director, officer, or employee or former director, officer, or employee of the Society against all expenses (including court costs, attorney' fees and the amount of any judgment or reasonable settlement) actually and necessarily incurred by him or her, subsequent to the adoption hereof, in connection with any claim asserted against him or her, or any action suit, or proceeding in which he or she may be involved as a party by reason of his or her having been such a director, officer, or employee or by reason of any action alleged to have been taken or committed by him or her as such director, officer, or employee excepting, however, expenses incurred in relation to any matter with respect to which a claim is made of willful misconduct or default or gross negligence in the conduct of the office of such director, officer, or employee. The right of indemnification herein provided for shall inure to the benefit of the executors administrators of other legal representatives of each such director, officer or employee and shall not be deemed exclusive of any other right to which he or she may be entitled, under any stature, bylaw, agreement, vote of member of otherwise, or to which he or she might have been entitled were it not for this provision. The indemnification provided by this Article may include payment by the Society of expenses incurred in defending a civil or criminal action or proceeding in advance of the final

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disposition of such action or proceeding, provided that the Society has received from the person so indemnified a written undertaking to repay any such payment if it shall be determined that he or she is not entitled to indemnification pursuant to this Article.

### Article IX-Exclusions

The Unitarian Universalist History and Heritage Society shall not participate in political activity, nor will it endorse candidates for public office. The Society will not seek to influence legislation, except as it might pertain to Unitarian Universalist history. Notwithstanding any other provisions of these Bylaws, the Society shall not engage in any activities not permitted by (A) an organization exempt from Federal Income Tax under Section 501 (c) (3) of the U. S. Internal Revenue Code of 1954 (or corresponding provisions of any future U. S. Internal Revenue Law) or by (B) a corporation, contributions to which are deductible under section 170 (c) (2) of the U. S. Internal Revenue Code of 1954 (or corresponding provisions of any future U. S. Internal Revenue Law).

### Article X - Amendments

Amendments to the bylaws may be proposed either by majority vote of the whole number of the Board of Directors, or by petition signed by ten members of the Society in good standing. Proposed amendments shall be filed with the Secretary at least sixty days before the Annual Meeting of the Society. They shall be submitted by mail ballot to the members of the Society in good standing, and shall be adopted if two thirds of those responding vote in favor.

### Article XI - Dissolution

In the event of the dissolution of the Society, all remaining assets shall be transferred to the Unitarian Universalist Association for support of programs in accordance with the purposes of the Society.