

1. Name and History

The name of this Society shall be the Unitarian Universalist Studies Network (the Network). The Universalist Historical Society, Inc., founded in 1834 and incorporated in 1877; and the Unitarian Historical Society, Inc., 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 to form the Unitarian Universalist History and Heritage Society. In 2021, UUHHS consolidated with Collegium: An Association for Unitarian Universalist Studies, which was founded in 1975 as Collegium: An Association for Liberal Religious Studies.

2. Mission

Unitarian Universalist Studies Network is a mutually supportive collective of academic and independent scholars, lay leaders, religious professionals, and students who aim to cultivate deeper engagement with Unitarian Universalist historical, theological, and ethical knowledge and practices as well as their intersections and interplay.

The Network's activities may include the dissemination of the fruits of scholarship through publications, conferences and events for our members and a broad public, and engagement with Unitarian Universalist congregations.

3. Accountability

The Unitarian Universalist Studies Network works to build a diverse multicultural scholarly community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions. To this end, the Board will identify organizations representing historically marginalized and excluded constituencies as accountability partner organizations. Individual Board members will be designated as liaisons to each accountability partner organization, and each partner organization will receive a free organizational membership in the Network. Partner organizations also will be invited to nominate Board members. The Board will report annually to the membership on its accountability efforts and periodically conduct a detailed audit of accountability. Board members will engage in education, reflection, and action related to their personal accountability to dismantle racism and other oppressions within the Network as well as within other professional and scholarly organizations. In addition, the Network will create real-time restorative practices when matters of equity, inclusion and integrity surface among and between members and partner organizations.

4. Membership

a. Individual membership in the Network shall be open to any person without regard to racialized identity, ethnicity, gender expression, gender identity, sex, disability, affectional or sexual orientation, family and relationship structures, age, language, citizenship status, economic status, national origin, or religion, who affirms the mission of the Network as stated in these bylaws, indicates their desire to become a member, and pays annual dues.

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- b. Congregations or other organizations whose purposes conform to those of the Network 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 a ballot on behalf of the organization in an election of officers.
- c. The right to vote shall be reserved to those who hold current memberships.
- d. Membership categories and fees will be set and reviewed annually by the Board.
- e. The Board of the Network shall have the right to discipline individual or organizational members by suspending or removing their membership status in instances of gross ethical or professional misconduct. This shall require a two-thirds vote of all board members. Any disciplinary action shall be duly reported in writing to the membership no later than the next annual meeting.

5. Board of Directors

- a. The Board of Directors shall consist of Co-Chairs or a Chair, a Secretary, a Treasurer, and between five and ten additional Directors. All will be elected to three year terms by a vote of the membership, with terms beginning at the beginning of the fiscal year.
- b. Terms will be distributed so that roughly equal numbers of Directors are elected each year, with Co-Chairs ordinarily beginning their terms in different years. No individual may serve on the Board for more than nine consecutive years; those who have served for nine years may begin service again after a hiatus of at least three years.
- c. The Board may, at its discretion, establish additional offices, and it may invite individuals performing various functions to participate in board meetings on a nonvoting basis.
- d. The Board will establish procedures for conducting elections by electronic balloting, or in an otherwise accessible manner, that allows all members of the Network to participate. Candidates for the Board may be nominated by a vote of the Board of Directors, by accountability partner organizations, or by petition signed by five members in good standing filed with the Secretary thirty days prior to the date of the annual meeting.
- e. Any vacancy in the Board of Directors may be filled by the 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.
- f. 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 Network 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 the membership at least seven days prior to the meeting, stating the place, day, and hour thereof, and the purpose for which the meeting is called. The Board may, at its discretion, meet in executive session.
- g. 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 elected Directors.
- h. 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.
- i. The Board of Directors shall have the right to remove any Officer or Director from office in instances of gross ethical or professional misconduct, or neglect of their duties to the Network.

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This shall require a two-thirds vote of all Board members. Any disciplinary action shall be duly reported in writing to the membership no later than the next Annual Meeting.

6. Duties of Officers

- a. The Co-Chairs or Chair, or their designates, shall preside at all Board meetings and at the Annual Meeting of the members of the Network. They shall perform all functions associated with the office of the president under all applicable laws.
- b. 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 the Network; shall be responsible for informing members of meetings in accordance with the Meetings section of these bylaws; and shall have and perform such other powers and duties as may from time to time be determined by the Board of Directors.
- c. The Treasurer shall oversee the receipt and disbursement of funds of the Network as determined by the Board of Directors; shall ensure the safekeeping of all moneys, obligations, contracts, and fiscal documents of the Network; and shall ensure that financial records of all transactions of the corporation are maintained accurately. The Treasurer will regularly present budget and financial reports to the Board, as well as to the membership at the Annual Meeting. 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.

7. Meetings

- a. The Annual Meeting of the members of the Network 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 elections of directors and officers; receive the results of balloting on bylaw amendments, if any; and conduct any other business which may be brought before the meeting.
- b. A special meeting of the membership must be held within sixty days in any of these three circumstances: if two-thirds of the Board votes to call such a meeting; if at least ten members request such a meeting in writing and a majority of the Board concurs; or if one half of the membership requests such a meeting in writing.
- c. The Secretary must inform the membership of the date, time, place, format, and agenda of any membership meeting at least thirty days in advance. No binding vote may be taken at any membership meeting on any motion not sent to the entire membership at least 15 days prior to the meeting.
- d. At the Annual Meeting or any special membership meeting, a quorum shall be defined as at least ten members in addition to a majority of Board members. No binding votes may be taken in the absence of a quorum.

8. Fiscal Year

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

9. Indemnification of Officers, Directors, and Employees

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The Network shall indemnify any director, officer, or employee or former director, officer, or employee of the Network against all expenses (including court costs, attorney's fees and the amount of any judgment or reasonable settlement) actually and necessarily incurred by them, subsequent to the adoption hereof, in connection with any claim asserted against him or her, or any action suit, or proceeding in which they may be involved as a party by reason of their having been such a director, officer, or employee or by reason of any action alleged to have been taken or committed by them 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, or other legal representatives of each such director, officer or employee and shall not be deemed exclusive of any other right to which they may be entitled, under any statute, bylaw, agreement, vote of member or otherwise, or to which they might have been entitled were it not for this provision. The indemnification provided by this bylaw may include payment by the Network of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the Network has received from the person so indemnified a written undertaking to repay any such payment if it shall be determined that they are not entitled to indemnification pursuant to this bylaw.

10. Exclusions

The Unitarian Universalist Studies Network shall not endorse candidates for public office or otherwise participate in electoral politics. 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.

11. 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 Network in good standing. Proposed amendments shall be filed with the Secretary, who will then have thirty days to inform the membership. No sooner than thirty days thereafter, the Board will conduct a vote that is open to all members. Amendments shall be adopted by a vote of at least two thirds of the members who participate.

12. Dissolution

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