

CHARTER AND BYLAWS

of the

Unitarian Society of Germantown

As amended September 28, 2014

CHARTER

(As last amended at the Congregational Meeting convened on May 24, 1978)

ARTICLE I

The name of this corporation shall be The Unitarian Society of Germantown. Its office shall be No. 6511 Lincoln Drive, Germantown, Philadelphia, and it shall exist perpetually.

ARTICLE II

The object of this Society is to maintain a Unitarian Universalist Church dedicated to the principles of a free faith where its members may worship the Creative Power as they perceive it, may respect the Judeo-Christian heritage, may search for universal truth and values, and honor the worth and dignity of human personality.

ARTICLE III

The temporal interests and all business Affairs of the Society shall be vested in and managed by a Board of twelve Trustees or such number as may be hereafter prescribed by the Bylaws, to be elected by ballot by members of the Society at meetings held at the times and in the manner provided by the Bylaws.

ARTICLE IV

Any person who may subscribe to, or be in sympathy with, the object or program of this Society may become a member subject to such rules, regulations, and contributions as may be provided in the Bylaws.

ARTICLE V

The Association shall not borrow money on real estate or purchase, sell, lease or otherwise dispose of any real estate unless and until a resolution authorizing the same shall have been approved by a majority of its members eligible to vote at a regular or special meeting duly convened upon proper notice of the purpose of the meeting; provided, that the foregoing restriction shall not apply to the leasing of such portion of the Association's real estate as the Board of Trustees, by resolution adopted by the vote of at least two thirds of the Trustees then in office, determines will not materially affect the conduct of the Society's activities.

ARTICLE VI

No amendment of these articles shall be made unless a proper resolution authorizing the proposed amendment is adopted by the vote of at least a majority of all

members eligible to vote thereon at a regular or special meeting duly convened and held after at least ten (10) days' written notice to the members so entitled to vote has been given of the purpose of the meeting. There shall be included in, or enclosed with such notice, a copy of the proposed amendment or a summary of the changes to be effected thereby.

BYLAWS

ARTICLE I

Members

Section 1. Admission. Any person who, after consultation with the minister, or, in the absence of the minister, with such representatives of the Society as the Board of Trustees may specify, is in sympathy with the object or program of the Society, is willing to comply with these Bylaws and with such reasonable regulations as the Trustees may adopt, and desires to become a member, may do so by signing the Membership Book. Membership is open to all persons.

Section 2. Dues. The minimum dues payable by members, the time payable, and the method of collection thereof shall be fixed and publicized by the Trustees from time to time.

Section 3. Eligibility for Voting. No member may vote unless (i) she/he has been a member for at least three months, (ii) she/he is at least 16 years of age or has completed a coming of age class as proposed by the Religious Education Committee and approved by the Board of Trustees, and (iii) she/he has, prior to the mailing of the notice of the meeting, paid the established dues with respect to the annual period in which the notice of the meeting is mailed or with respect to the preceding annual period.

In particular cases of financial hardship, the Trustees or their designee(s) may designate members for whom the requirement of paying dues is to be waived for such period as the Trustees or their designee(s) shall determine. The records kept by the Financial Secretary shall be controlling in the case of any question as to the time or amount of any payment.

Section 4. Termination of Membership. A member may resign by delivering notice of her/his resignation to the Secretary.

The Board of Trustees may terminate the membership of any member who shall fail to pay dues for one full year, after written notice to her/his last known address, asking whether she/he wishes to retain her/his membership, and specifying a reasonable time of not less than 60 days for a reply. Such notice may state that membership will

automatically terminate unless a reply indicating a desire that membership continue is received within the designated time.

ARTICLE II

Meetings of Members

Section 1. Regular Meetings. An Annual Meeting for the election of Trustees and for the transaction of other business of the Society shall be held in May or June each year on a date that the Board of Trustees may fix with respect to a particular year; provided, that if such meeting is not called and held within six months after such designated time, a meeting may be called by any member. Other regular meetings may be held at such times as may be fixed by standing resolutions of the Board of Trustees.

Section 2. Special Meetings. Special meetings may be called at any time by the President of the Board of Trustees, and shall be called by the Board of Trustees at the written request of twenty-five members, delivered to the Secretary, for a date not less than twenty nor more than sixty days after the Secretary's receipt of such request. If the Board shall fail to issue such call within sixty days after the receipt of the request, the persons making the request may do so.

Section 3. Notice of Meetings. Written notice of every meeting of the members, stating the place, day, and hour, shall be given by, or at the direction of, the person authorized to call the meeting, to each member of record entitled to vote at the meeting, at least seven days prior to the date set for such meeting, unless the meeting is called for a purpose requiring under the law more than seven days notice. The notice of any meeting other than an Annual Meeting, shall state the nature of the business to be transacted. In the case of an Annual Meeting, the notice need not state the nature of the business to be transacted except where required by law or by other provisions of these Bylaws. To the extent deemed practicable by the Board, an effort shall also be made to give notice of such meeting to members not eligible to vote.

Notice sent by first-class mail shall be deemed sufficient if deposited in the mail not less than seven days prior to the meeting, or such greater number of days prior to the meeting as may be required by law. Notice may also be sent by any other class of mail, but in such case it shall be sufficient only if deposited in the mail at least seven days earlier than would have been required if first-class mail had been used. Notice sent by electronic mail ("Email") shall also be deemed sufficient if sent from the Unitarian Society of Germantown ("USG") IP address to any USG member whose personal Email account address is on file with USG not less than ten (10) days prior to the meeting. If USG receives a message that the notice was undeliverable to any member's E-mail account address, notice must then be sent by mail as provided herein.

Section 4. Quorum. Except as otherwise provided by law or in these Bylaws, a quorum with respect to voting upon a particular matter shall exist at a meeting if, at the

time the vote is taken, those present in person and those absent members voting by ballot constitute at least thirty members eligible to vote.

Section 5. Voting. Each member eligible to vote shall be entitled to one vote. Voting may be in person or (except as provided in paragraph (i) of Section 1 of Article V) by absentee ballot delivered to the Secretary by mail or other means at or prior to the time set for the meeting. Voting by proxy shall not be permitted. In each election for Trustees in which there are two or more Trustees to be elected, voting shall be by ballot; each member eligible to vote shall have as many votes as there are Trustees to be elected, and may cast the whole number of his votes for one candidate or distribute them upon two or more candidates. Absentee ballot forms shall be made available at the Church office for at least seven days before each meeting.

Should there be only as many candidates as there are positions, the weighting or ranking of votes may be waived in favor of simple check marks by majority vote of the assembly present.

Section 6. Chair. Each Annual Meeting shall elect its Chair, who shall not be the President of the Society. The Chair of each other meeting shall be the President, or in her/his absence, the Vice President, or in the absence of both of them, a member elected by the meeting.

Section 7. Secretary. Each Annual Meeting shall elect its Secretary, who shall not be the Secretary of the Society. The Secretary of each other meeting shall be the Secretary of the Society, or in her/his absence, a member elected by the meeting.

Section 8. Minutes. At each Annual Meeting the minutes of the previous Annual Meeting shall be read unless a majority of the members present who are eligible to vote shall direct otherwise. At each other meeting no minutes of any previous meeting shall be read unless otherwise directed by majority of the members present who are eligible to vote.

ARTICLE III

Trustees

Section 1. Powers. The temporal affairs and property of the Society shall be managed by the Board of Trustees.

Section 2. Number and Qualifications. The number of Trustees shall be nine. Each Trustee shall be a voting member of the Society at least 18 years of age.

Section 3. Term of Office. At each Annual Meeting of members, three Trustees shall be elected for terms of three years each, or until their successors shall be duly elected. The term of each trustee elected hereafter shall begin at the commencement of the fiscal year immediately following the trustee's election. A Trustee shall not succeed

her/himself in office or be eligible for re-election for a period of one year after her/his term has expired; except that a Trustee chosen by the Board to fill a vacancy may be elected at the next Annual members' Meeting for the unexpired term of the person for whose office she/he was so chosen by the Board; and except also that a Trustee elected by the congregation for an unexpired term not exceeding one year may be re-elected at the next Annual members' Meeting for an additional term not to exceed three years.

Section 4. Nomination. No nominee may be nominated at any members' meeting (i) by the Nominating Committee unless written notice has been given to all members of the Society of that proposed nomination not less than forty-five days before that meeting, nor (ii) by any member from the floor at that meeting unless she/he has given written notice to the Secretary of that proposed nomination not less than twenty-five days before that meeting. Not later than fifteen days prior to the meeting written notice shall be given to all members of the Society then eligible to vote on all proposed nominations, including those proposed by the Nominating Committee and those of which the Secretary received written notice as above provided. No nomination, whether by the Nominating Committee or by a member from the floor, shall be effective unless accompanied by a statement that the nominee is willing to serve.

Section 5. Vacancies. Vacancies in the Board of Trustees shall be filled by a majority of the remaining members of the Board though less than a quorum, and each person so chosen shall serve for the unexpired term of the person whose office is filled, provided, that the next Annual Meeting of members after the Trustees have filled such vacancy may elect, to fill such vacancy, either the person so chosen by the Board or another member. If the Board fails to fill a vacancy, any meeting of members (regular or special) held before the expiration of the term in question may elect a Trustee to serve for the balance of that term.

The office of a Trustee who is absent from all meetings of the Board for three consecutive months may be declared vacant by a vote of a majority of the other Trustees.

Section 6. Meetings of Trustees. Meetings of the Board of Trustees may be held at such times and at such places as a majority may from time to time appoint or as may be designated in the notice of the meeting. Notice of each meeting shall be given to each Trustee at least two days prior to the day on which it is held, except in any case where the notice is waived in writing.

Section 7. Quorum. A majority of the Trustees in office shall constitute a quorum for the transaction of business; provided, that if all the Trustees shall consent in writing to any action to be taken by the Board, such action shall be as valid as if it had been regularly authorized at a meeting at which a majority were present.

Section 8. Committees. The Board of Trustees may, by resolution adopted by a majority of the whole Board, delegate two or more of their members to constitute committees, which committees, to the extent provided in such resolution, shall have and

exercise the authority and powers of the Board during the intervals between the meetings of the Board.

ARTICLE IV

Officers, Committees and Agents

Section 1. Number and Election or Appointment. The officers of the Society shall consist of a President, Vice-President, Secretary, and Treasurer, who shall be voting members of the Society, a general counsel, and such other officers, committees, or agents as the Board of Trustees shall from time to time determine. All such officers shall be appointed by, and may be removed from office by, the Board of Trustees. Subject to the provisions of Article V with respect to the choice of a minister or termination of her/his tenure, the Board shall also appoint, and may remove from office or terminate the employment of, members of committees, agents and employees, but such powers may be delegated. No officer shall be appointed for a term of more than one year, but any such officer may be reappointed from year to year so long as she/he is eligible. The President, Vice-President, and Secretary shall be members of the Board, and, unless the Board shall otherwise determine, the other officers, committee members, and agents shall be members of the Society eligible to vote. Neither the President nor the Vice-President shall hold any other office except as Trustee.

Section 2. Authority and Duties. All officers, committees, and agents shall have such authority and perform such duties in the management of the property and affairs of the Society as may be provided by law or in these Bylaws, or in a resolution of the Board of Trustees not inconsistent therewith.

Section 3. Compensation. The compensation of officers, agents, the minister, and other employees shall be fixed by the Board of Trustees. At least once each year the Board shall review all salaries.

Section 4. President. The President of the Board of Trustees shall also be President of the Society and shall preside at all meetings of either, except the Annual Meeting of members. She/he may call meetings of the Board or of the members by giving proper notice whenever in her/his judgment the interests of the Society require it. She/he shall also have such authority and perform such duties in the management of the property and affairs of the Society as is provided by law or in these Bylaws or in a resolution of the Board of Trustees not inconsistent therewith.

Section 5. Vice-President. In case of disability or absence of the President her/his duties shall be performed by the Vice-President.

Section 6. Treasurer. The Treasurer shall receive all monies of the Society and disburse the same upon order of the Board of Trustees or the President. She/he shall keep proper accounts of all monies received and paid, which accounts shall be open at all times to inspection by members of the Board of Trustees. She/he shall also furnish a yearly

statement at each Annual Meeting of members, and shall give such bond for the proper performance of her/his duty as the Board of Trustees may require. She/he shall maintain a list of members and have available at each meeting of members a list of those members eligible to vote.

Section 7. Secretary. The Secretary shall be responsible for the preparation of minutes of all meetings of the Board of Trustees and of all special meetings of members during her/his term of office. The Secretary shall make arrangements for the preservation of all the minutes of all members' and trustees' meetings at the Church office. Such minutes shall at all times be open to inspection of members of the Society. She/he shall have custody of the corporate seal and power to affix the same where required. She/he shall cause notice to be given to all meetings of Trustees and of members.

ARTICLE V

Minister

Section 1. Tenure. A minister shall be chosen or her/his tenure terminated by either of the following procedures:

- (i) At a regular or special meeting the members may choose a minister by the vote of two-thirds of those members eligible to vote who are present and voting; and may terminate her/his tenure by the vote of a majority of those members eligible to vote who are present and voting; absentee voting on such choice or termination shall not be permitted; or
- (ii) The members at a regular or special meeting of members, may, by the vote (in person or by absentee ballot) of a majority of all members eligible to vote, delegate to the Board of Trustees the power to choose a minister or to terminate her/his tenure and the Board may then choose a minister, or terminate her/his tenure, by a majority vote of all of the Trustees.

The notice of each regular or special meeting referred to in (i) or (ii) above, shall state that the choice of a minister, the termination of her/his tenure or the delegation of such power to the Board, as the case may be, will be considered at such meeting.

Section 2. Duties. In addition to the usual duties of a minister, she/he shall cause to be maintained, as part of the church records an up-to-date record of members of the Society and of baptisms, marriages and funeral services.

ARTICLE VI

Committees of the Society

Section 1. Standing Committees. There shall be such standing committees, with such functions, responsibilities, and operating procedures, as the members of the Board of Trustees may from time to time direct.

Section 2. Nominating Committee. The Nominating Committee shall consist of six members, elected for three year terms at the Annual Meeting. The initial terms of the members will be staggered so that two new members are elected each year. Board members shall be ineligible for serving on the Committee and former Committee members shall be ineligible for one year following the expiration of their terms.

In addition to nominating three members for the Board of Trustees. the committee will nominate two members for the Nominating Committee to replace the members rotating off the committee, or such other number as may be required to bring the membership of the committee up to six members. Vote shall be by a plurality of eligible members voting at the Annual Meeting. Notice of the nominees shall be given 45 days prior to the Annual Meeting. Nominations from the floor will be accepted if the Secretary receives notice 25 days prior to the meeting that the proposed nominee is willing to serve.

The committee shall designate its chair. The Board shall fill any vacancies in the committee that may occur between annual meetings for the unexpired term of the person who occasioned the vacancy.

ARTICLE VII

Unitarian Universalist Association

Section 1. Membership in Unitarian Universalist Association. This Society, while reserving congregational independence, acknowledges its fellowship with other churches similarly dedicated to the principles of a free faith, and shall be a member society of the Unitarian Universalist Association or successor body.

Section 2. Delegates to General Assembly. All delegates of the Society to any meeting of the General Assembly of the Unitarian Universalist Association or successor body shall be qualified voting members of the Society. Delegates shall be elected by vote of the members at a meeting held within one year prior to the date of such meetings of the General Assembly, except that a majority of the Board of Trustees may fill any delegate vacancies which occur subsequent to such meeting of the members.

ARTICLE VIII

Amendments

These Bylaws may be amended only by the vote (in person or by absentee ballot) of a majority of the members eligible to vote who actually vote on the matter at a regular or special meeting of members. Any proposed amendment to these Bylaws may be presented to such meeting of members only if it either: (i) has been approved by a majority of the Trustees in office; or (ii) is sponsored in writing by at least twenty-five members. Any such proposed amendment shall be set forth in the notice of the meeting.

ARTICLE IX

Disposition of Assets

Upon the dissolution of the Society, the Board of Trustees shall, after making provision for the payment of all liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, and to such organization or organizations, organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes which at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code or corresponding provision of any subsequent United States Internal Revenue Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, as such Court shall determine, to an organization or organizations organized and operated exclusively for such purposes.

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REVISIONS TO USG BYLAWS

ARTICLE I – Members

Amended at the November 17, 2002 Special Congregational Meeting

ARTICLE II - Meetings of Members

Amended at the June 10, 2012 Annual Meeting

ARTICLE III - Trustees

Amended at the May 16, 2010 Annual Meeting Annual

ARTICLE VI - Committees of the Society

Amended at the September 28, 2014 Annual Meeting

ARTICLE IX - Disposition of Assets

Added at the November 17, 2002 Special Congregational Meeting