

BYLAWS
OF
Unitarian Universalist Legislative Ministry of New Jersey, Inc.

ARTICLE I - NAME AND OFFICES

Section 1. Name. The name of the corporation is Unitarian Universalist Legislative Ministry of New Jersey, Inc. It is hereafter referred to as “the Corporation.”

Section 2. Location. The principal offices of the Corporation shall be located at The Unitarian Church in Summit, 4 Waldron Avenue, Summit, NJ 07901, or such other location as the Trustees may from time to time determine.

ARTICLE II – CHARACTER AND PURPOSES

The Corporation is a non-profit corporation organized and operated exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, but not limited to, research, education and advocacy on public policy issues which are consistent with the key Unitarian Universalist principles of:

- * Upholding the worth and dignity of every person;
- * Furthering justice, equity, and compassion in human relations;
- * Ensuring the use of the democratic process;
- * Protecting religious freedom;
- * Promoting respect for the interdependent web of all existence

Solely for the above purposes, the Corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and may invest, reinvest, or deal with the principal or the income in such manner as will best promote the purposes of the Corporation without limitation except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the Bylaws of the Corporation, or any applicable laws; and may do any other act or thing connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Trustees, Officers or Members.

ARTICLE III – MEMBERSHIP QUALIFICATIONS

Section 1. Eligibility. Membership will be composed of those Unitarian Universalist congregations in New Jersey that have completed a Membership Agreement and fulfilled the conditions set forth therein. Each congregational Member shall be entitled to be represented at meetings of the membership by representatives, chosen in accordance with its own procedures, but in the same number and type equal to its delegate entitlement prescribed for the Unitarian Universalist Association General Assembly by the Association’s Constitution and Bylaws. Each representative shall have one vote at any and all meetings of the membership.

Section 2. Members in Good Standing. To be a member in good standing, a Member must have completed a Membership Agreement and fulfilled the conditions set forth therein, including the condition of financial support for this Corporation.

Section 3. Removal of Members. A Member may be removed by the Board of Trustees if it has failed to fulfill the conditions of its Membership Agreement, including the obligation for financial support, for one year after receiving notice from the Board of non-compliance.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Annual and Regular Meetings. An annual meeting of the Members shall be held once each calendar year, in January or in such other month as specified by the Board of Trustees, upon not less than ten nor more than sixty days' written notice of the time, place and purposes of the meeting at the principal office of the Corporation, or such other time and place as shall be specified in the notice of meeting. The purpose of the annual meeting shall be for (a) the election of Trustees (b) adoption of a budget approved by the Board of Trustees for the coming fiscal year, (c) a review of the year's activities, (d) setting of the broad priorities for the coming year, (e) adoption of the levels of required financial contribution for Members approved by the Board of Trustees, and (f) conducting any other business that the Board presents, or (g) such other business as may come before it. The Members may provide for additional regular meetings, which may be held without notice by resolution adopted at the annual meeting of the Members.

Section 2. Special Meetings. Special meetings of the Members for any purpose or purposes may be called at any time by the President or by any three or more of the Trustees. Such meetings of Members shall be held upon not less than ten nor more than sixty days' notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting.

Section 3. Waivers of Notice of Membership Meetings; Adjournments. Notice of a meeting need not be given to any Member who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Member of such meeting. Neither the business to be transacted at nor the purpose of any meeting of the Members need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

Section 4. Voting. Only representatives of Members in good standing shall be eligible to vote. Ten days prior to the annual and any regular or special meeting of the Members, the Secretary of the Corporation shall certify a list of Members in good standing. Such list shall be produced at any meeting of the Members upon the written request by any Member made at least ten days prior to such meeting. Representatives of all Members appearing on the certified membership list shall be eligible to vote. Each representative of a Member shall have one vote. Trustees may not serve as representatives for their respective Member congregations and shall not have a vote at the Annual Meeting. There shall be no voting by proxy.

Section 5. Action Without Meeting. The Members of the Corporation may act without a meeting if, prior or subsequent to such action, all of the Members shall consent in writing to such action. Such written consent or consents may be executed in counterparts and shall be filed with the minutes of the meeting.

Section 6. Meeting by Telephone. The Members may participate in a meeting of the Members by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 7. Quorum. A quorum for the transaction of business shall consist of (a) at least one representative from forty percent or more of the Members, and (b) a total of at least twenty representatives. The act of the majority of the representatives of Members at a meeting at which a quorum is present shall be the act of Membership.

Section 8. Compensation. Representatives of Members shall not receive any fee, salary or remuneration of any kind for their services in such capacities, provided however, that representatives may be reimbursed for reasonable expenses incurred with approval of the Board of Trustees upon presentation of vouchers.

ARTICLE V - BOARD OF TRUSTEES

Section 1. Number. The Board of Trustees shall consist of eight persons. The number of Trustees may be increased or decreased by amendment to these Bylaws, but shall not be less than three persons.

Section 2. Powers. The Board of Trustees shall have all powers and authority necessary for the management of the business, property and affairs of the Corporation, to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Trustees may delegate, as necessary from time to time, responsibility for such affairs, business and property to its Trustees or Officers.

Section 3. Election and Qualifications.

(a) Each of the Trustees shall be:

- (1) a member of a Member congregation (as defined in Article III, Section 1); or
- (2) a religious professional serving a Member congregation; or
- (3) a member of a Unitarian Universalist congregation who has denominational, organizational, legal, financial management, human resources, political, or fundraising expertise and has knowledge of the Member congregations;

provided that a maximum of two Trustees shall qualify pursuant to paragraph (a)(3) above.

- (b) A minimum of two Trustees shall be clergy members. There shall be at least one young adult member, aged 18 - 23, of the Board. No more than two persons from any one Member congregation may serve as Trustees at any one time. Each Trustee shall have one vote on the Board.
- (c) At its discretion, the Trustees may appoint a minor(s) (age 14-17) to serve as representative(s) to the Board. Such persons may participate in Board discussions but shall not have any voting rights.
- (d) A Trustee shall not be prohibited from serving as a Trustee of the Unitarian Universalist Legislative Ministry of New Jersey Public Policy Network, Inc. ("UULMNJPP"), provided that the number of Trustees serving as a Trustee for both the Corporation and UULMNJPP shall be less than a majority of the Corporation's Board of Trustees.

Section 4. Consecutive Terms. No Trustee shall serve more than four (4) consecutive years.

Section 5. Annual Meeting and Regular Meetings. An annual meeting of the Board of Trustees for the election of Officers and such other business as may come before the meeting shall be held upon not less than ten nor more than sixty days' written notice of the time, place and purposes of the meeting at the principal office of the Corporation, or such other time and place as shall be specified in the notice of meeting. The Board of Trustees may provide for additional regular meetings, which may be held without notice by resolution adopted at any meeting of the Board of Trustees.

Section 6. Special Meetings of the Board. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President or by any three Trustees. Such meetings shall be held upon not less than two days' notice given personally, by telephone, by any other electronic communication, or upon not less than four days' notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting.

Section 7. Waivers of Notice of Board Meetings; Adjournments. Notice of a meeting need not be given to any Trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Trustee of such meeting. Neither the business to be transacted at nor the purpose of any meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not

be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

Section 8. Action Without Meeting. The Board of Trustees or any committee of the Board of Trustees may act without a meeting if, prior or subsequent to such action, all of the Trustees or committee members shall consent in writing to such action. Such written consent or consents may be executed in counterparts and shall be filed with the minutes of the meeting.

Section 9. Meeting by Telephone. The Board of Trustees or a committee of the Board of Trustees may participate in a meeting of the Board of Trustees or such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 10. Quorum. A majority of the Trustees shall constitute a quorum of the Board of Trustees for the transaction of business. The act of the majority of the Trustees at a meeting at which a quorum is present shall be the act of the Board of Trustees (except that the act of a majority of the entire Board of Trustees shall be required with respect to any amendment to these Bylaws or the Certificate of Incorporation).

Section 11. Resignation or Removal. A Trustee may resign by submitting his or her resignation in writing to the Board of Trustees. A Trustee may be removed for cause at a meeting of the Board of Trustees by the affirmative vote of at least two-thirds of the entire Board of Trustees. A Trustee whose removal is to be considered shall receive at least five days written notice of such proposed action and shall have the opportunity to address the Board of Trustees regarding such action prior to any vote on such removal.

Section 12. Vacancies. Vacancies in the Board of Trustees (including a vacancy caused by an increase in the number of Trustees) may be filled by majority vote of the then serving Trustees, even though less than a quorum. Any Trustee thus appointed shall serve for the remainder of the vacated term and until his or her successor is duly elected and qualified.

Section 13. Compensation. Trustees shall not receive any fee, salary or remuneration of any kind for their services in such capacities, provided however, that Trustees may be reimbursed for reasonable expenses incurred with approval of the Board of Trustees upon presentation of vouchers.

ARTICLE VI - OFFICERS

Section 1. Titles/Qualifications. At its annual meeting, the Board of Trustees shall elect from among the Trustees a President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Board of Trustees to perform such duties as may be prescribed by the Board of Trustees. Any two or more offices may be held by the same person, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged or verified by two or more Officers.

Section 2. Consecutive Terms. An officer shall not serve more than two consecutive terms.

Section 3. Duties. The duties and authority of the Officers shall be determined from time to time by the Board of Trustees. Subject to any such determination, the Officers shall have the following duties and authority:

(a) The President shall be chief executive officer of the Corporation, and, subject to the control of the Board of Trustees, shall have general charge and supervision over and responsibility for the affairs of the Corporation. Unless otherwise directed by the Board of Trustees, all other Officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board of Trustees. The President shall have the general powers and duties of management usually vested in the office of president of a corporation. The President may delegate from time to time to any other Officer, any or all of such duties and authority.

(b) The Vice-President, if any, shall have such duties and possess such authority as may be delegated to the Vice-President by the President or the Board of Trustees. In the absence of the President or in the event of his or her death or inability or refusal to act, the Vice-President shall perform the duties and be vested with the authority of the President.

(c) The Treasurer shall have the charge and custody and be responsible for all the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board of Trustees.

(d) The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws or by statute, shall keep or cause to be kept the minutes of all meetings of the Board of Trustees and shall have charge of the Corporate records. The Secretary shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board of Trustees.

Section 4. Compensation. Officers shall not receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that Officers may be reimbursed for reasonable expenses incurred with approval of the Board of Trustees upon presentation of vouchers.

Section 5. Resignation or Removal. An Officer may resign by submitting his or her resignation in writing to the President or the Board of Trustees. An Officer may be removed for cause by the affirmative vote of at least two-thirds of the entire Board of Trustees. An Officer whose removal is to be considered shall receive at least five days notice of such proposed action and shall have the opportunity to address the Board of Trustees regarding such action prior to any vote on such removal.

Section 6. Vacancies. Vacancies in the Officers shall be filled by appointment by the Board of Trustees. Officers thus appointed shall serve for the remainder of the vacated term and until his or her successor is duly elected and qualified.

ARTICLE VII – AGENTS; CONTRACTS

Section 1. Agents and Representatives. The Board of Trustees may appoint agents and representatives of the Corporation with such powers to perform acts or duties on behalf of the Corporation as the Board of Trustees may see fit, so far as may be consistent with these Bylaws and to the extent authorized by law.

Section 2. Contracts. The Board of Trustees, except as otherwise provided in these Bylaws, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Trustees, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.

ARTICLE VIII - COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. General Provisions. The Board of Trustees shall appoint from among the Trustees such standing committees as it deems appropriate. In addition to the standing committees, the Board of Trustees, by resolution approved by a majority of the entire Board of Trustees, may appoint from among the Trustees one or more committees, of one or more members each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board of Trustees

Section 2. Advisory Committees. The Board of Trustees may appoint from among the Trustees, or from among such persons as the Board of Trustees sees fit, one or more advisory committees and, at any time, may appoint additional members. The members of any such committee shall serve at the pleasure of the Board of Trustees. Any such advisory committee may not exercise the authority of the Board of Trustees,

but shall serve to advise and aid the Officers of the Corporation on all matters designated by the Board of Trustees.

Section 3. Nominating Committee. The President of the Corporation shall, with the advice and consent of the Board of Trustees, appoint a nominating committee of one or more members (which, notwithstanding any other provision in these Bylaws to the contrary, may include persons who are not Trustees, provided that at least one member of the nominating committee shall be a Trustee) which shall recommend to the Board of Trustees the names of persons to be submitted for election as Trustees.

Section 4. Limits of Authority. Notwithstanding any provision in these Bylaws to the contrary, no committee of the Board of Trustees shall:

- (a) make, alter or repeal any Bylaw of the Corporation;
- (b) elect or appoint any Officer or Trustee, or remove any Officer or Trustee; or
- (c) amend or repeal any resolution previously adopted by the Board of Trustees.

Section 5. Quorum. A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a Chairperson unless the resolution of the Board of Trustees establishing such committee designates the Chairperson, in which case, in the event of a vacancy in the Chairperson, the Board of Trustees shall fill the vacancy.

Section 6. Procedure. Each committee may, subject to the approval of the Board of Trustees, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Section 7. Board of Trustees Authority. The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, may:

- (a) fill any vacancy in any committee;
- (b) appoint one or more persons to serve as alternate members of any committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- (c) abolish any committee at its pleasure; or
- (d) remove any members of a committee at any time, with or without cause.

Section 8. Reporting. Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Board of Trustees at its next meeting following such committee meeting, except that, when the meeting of the Board of Trustees is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board of Trustees at its second meeting following such committee meeting.

Section 9. Compensation. Members of any committee shall not receive any fee, salary or remuneration of any kind for their services in such capacities, provided however, that committee members may be reimbursed for reasonable expenses incurred with approval of the Board of Trustees upon presentation of vouchers.

ARTICLE IX – VOTING UPON SHARES

Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation

might have possess and exercised if present. The Board of Trustees may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Board of Trustees or any committee thereof if such Trustee or Trustees or Officer or Officers, (hereinafter "Interested Person or Interested Persons") are present at the meeting of the Board of Trustees, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless the material facts as to such Interested Person's or Interested Persons' interest in such contract or transaction and as to any such common directorship, officership or personal, professional, political or financial interest are disclosed in good faith or are known to the Board of Trustees or committee, and the Board of Trustees or committee authorizes such contract or transaction by unanimous written consent, provided at least one Trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such Interested Person or Interested Persons even though the disinterested Trustees are less than a quorum. Furthermore, any contract, transaction, or act on behalf of the Corporation in a matter involving Interested Person or Interested Persons shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation or the Bylaws against the Corporation's use or application of its funds for private benefit; and provided, further, that no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 501(c)(3) of the Code.

ARTICLE XI – EXECUTION OF DOCUMENTS

Section 1. Commercial Paper. All checks, notes, drafts, and other commercial paper of the Corporation shall be signed by the President or Treasurer of the Corporation or by such other person or persons as the Board of Trustees or the President of the Corporation may, from time to time, designate.

Section 2. Other Instruments. All deeds, mortgages and other instruments shall be executed by the President of the Corporation and the Secretary, or such other person or persons as the Board of Trustees may, from time to time, designate.

ARTICLE XII – PROHIBITION AGAINST SHARING IN CORPORATION EARNINGS

No Trustee, Officer, Member, Member representative, employee, committee member, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to, or for, the Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE XIII – DISSOLUTION

- (a) The Corporation may be dissolved voluntarily or involuntarily. The Corporation may be dissolved voluntarily if, after 30 days prior notice, at least two-thirds (2/3) of the Members consent in writing to a plan of dissolution pursuant to section 15A:12-8 of the New Jersey Nonprofit Corporation Act. The Corporation may be dissolved involuntarily by force of law.

- (b) Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, in such amounts as the Board of Trustees may determine, exclusively to one or more charitable, religious or educational organizations devoted to similar purposes which would then qualify under the provisions of Section 501(c)(3) of the Code or to the United States or a State or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose.

ARTICLE XIV – INDEMNIFICATION OF OFFICERS AND TRUSTEES

The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 15A:3-4 of Title 15A, Corporations, Nonprofit, and to the full extent otherwise permitted by law.

ARTICLE XV - FISCAL YEAR

The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE XVI - AMENDMENT TO BYLAWS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Trustees. Written notice of any such Bylaw change to be voted upon by the Board of Trustees shall be given not less than 10 days prior to the meeting at which such change shall be proposed.

ARTICLE XVII – TERMS

All references herein to sections of the Code shall mean the Internal Revenue Code of 1986, as amended, and shall include the Treasury Regulations covering such sections.

Schedule of Amendments

June 23, 2014: Article V "Board of Trustees," Section 3, "Election and Qualification": Bylaws were amended to broaden the pool of possible Board of Trustee candidates based on relevant skills and experience but maintain the requirement of connection to Member Congregations. Specifically Section 3 was amended to permit a person to serve as Trustee who is a member of any Unitarian Universalist congregation and who has organizational, legal, financial management, human resources, or fundraising skills along with knowledge of the Member Congregations of the UULMNJ regardless of whether the congregation to which the person belongs is a Member Congregation.