CONSTITUTION AND BY-LAWS

CONSTITUTION

ARTICLE I
Name
The name of this organization shall be Unitarian Universalist Association.

ARTICLE II
Purposes and Objectives

Section 1. The Unitarian Universalist Association is an incorporated organization which by consolidation has succeeded to the charter powers of the American Unitarian Association, incorporated in 1847, and The Universalist Church of America, incorporated in 1806, by virtue of legislation enacted by the Commonwealth of Massachusetts and the State of New York, respectively.

The Unitarian Universalist Association is empowered to, and shall devote its resources to and exercise its corporate powers for, religious, educational and charitable purposes. It is further empowered to solicit and receive funds separately or with others to support its work; to make appropriations to carry on its work including appropriations to its associate members and other organizations to enable them to assist the Unitarian Universalist Association in carrying on its work; and without limitation as to amount, to receive, hold, manage, invest and reinvest and distribute any real and personal property for the foregoing purposes.

Section 2. In accordance with these corporate purposes, the members of the Unitarian Universalist Association, dedicated to the principles of a free faith, unite in seeking:

(1) To strengthen one another in a free and disciplined search for truth as the foundation of our religious fellowship;

(2) To cherish and spread the universal truths taught by the great prophets and teachers of humanity in every age and tradition, immemorially summarized in the Judeo-Christian heritage as love to God and love to man;

(3) To affirm, defend and promote the supreme worth of every human personality, the dignity of man, and the use of the democratic method in human relationships;

(4) To implement our vision of one world by striving for a world community founded on ideals of brotherhood, justice and peace;

(5) To serve the needs of member churches and fellowships, to organize new churches and fellowships, and to extend and strengthen liberal religion;

(6) To encourage cooperation with men of good will in every land.

Section 3. The Unitarian Universalist Association hereby declares and affirms the independence and autonomy of local churches, fellowships and associate members; and nothing in this Constitution or in the By-Laws of the Association shall be deemed to infringe upon the congregational polity of churches and fellowships, nor upon the exercise of direct control by their memberships of associate member organizations, nor upon the individual freedom of belief which is inherent in the Universalist and Unitarian heritages. No minister shall be required to subscribe to any particular interpretation of religion, or to any particular religious belief or creed to obtain and hold Fellowship with the Unitarian Universalist Association.

ARTICLE III
Membership

Section 1. All churches and fellowships which are members of the American Unitarian Association and all churches and fellowships which are members of or in full fellowship with The Universalist Church of America on the effective date of this Constitution shall be members of the Unitarian Universalist Association.

Section 2. Those individuals who, on the effective date of this Constitution, were Life Members of the American Unitarian Association and were so constituted on or before May 1, 1925, shall be Life Members of the Unitarian Universalist Association and shall have all the rights and privileges of membership, including the right to vote at meetings of the Association. Those individuals who, on the effective date of this Constitution, have served as Presidents of The Universalist Church of America shall be Life Members of the Unitarian Universalist Association and shall have all the rights and privileges of membership, including the right to vote at meetings of the Association.

Section 3. A church or fellowship may become a member of the Association upon acceptance by the Board of Trustees of the Association of a written application for membership stating that it subscribes to the purposes and objectives of the Association and pledges itself to support the Association.

Section 4. Any church or fellowship which is a member shall have the right through delegates to vote at meetings of the Association, during the fiscal year in which it becomes a member and thereafter, provided such church or fellowship has met the following conditions in the next preceding fiscal year:

(1) Made a financial contribution to the Association.

(2) Conducted regular religious services.

(3) Maintained a regularly constituted organization with adequate records of membership, with elected officers and with provisions for annual meetings of members.

(4) Furnished the Association with required reports on church statistics and activities.

Churches and fellowships which do not comply with these requirements
in one fiscal year shall not have their delegates accredited in the next fiscal year nor until the beginning of the fiscal year next following their compliance or non-compliance with these requirements and it shall make rules to carry out the intent of this Section.

Section 5. The Board of Trustees may admit to associate membership any other organization the purposes and programs of which, in the Board’s judgment and discretion, are auxiliary to and support the purposes and mission stated in the Constitution and By-Laws, or are a major part of the direction and operation of regional services and work, and recognizing that the Board of Trustees has the power to make such rules as may be necessary to carry out the purposes and objectives of the Association as stated in the Constitution and By-Laws, or are a major part of the direction and operation of regional services and work, and recognizing that the Board of Trustees has the power to make such rules as may be necessary to carry out the purposes and objectives of the Association as stated in the Constitution and By-Laws. Each associate member shall have the right to vote at each meeting of the Board of Trustees and thereafter provided such associate member has made a substantial contribution to the Association in the preceding fiscal year.

ARTICLE IV

Conduct of the Association’s Affairs

Section 1. Delegates and individuals having the right to vote shall constitute the General Assembly of the Association. The General Assembly shall be the overall policy making body for carrying out the purposes and objectives of the Association. The Board of Trustees shall convene such meetings of the General Assembly as it may determine. The Board of Trustees shall conduct the affairs of the Association and, through its officers, shall carry out the policies and procedures of the General Assembly. The Board of Trustees shall have the power to make rules and procedures for carrying out the purposes and objectives of the Association. The Board of Trustees shall have the power to make rules and procedures for carrying out the purposes and objectives of the Association.

Section 2. The responsibility for investment of funds of the Association is vested in the Board which may from time to time delegate those powers to its Investment Committee, but no such delegation shall relieve the Board of its overall responsibility in this respect.

Section 3. The Association, as of the effective date of this Constitution, hereby assumes all financial obligations and debts of the American Unitarian Association and The Universalist Church of America and agrees to discharge the same. Funds and assets held prior to said effective date by the American Unitarian Association or The Universalist Church of America and by the Board of Trustees of the American Unitarian Association and The Universalist Church of America shall be held by the Board of Trustees of the Association and shall be subject to the direction and control of the Board of Trustees.

ARTICLE V

Regions

Section 1. In order to provide for the services and work which can best be accomplished through regional organizations, the Association shall organize such regions as the General Assembly, following consultation with authorized representatives of the churches and fellowships concerned, shall from time to time determine. Recognizing that prior to the formation of the Association, Conferences and Councils of Unitarian churches and fellowships, and State Conventions of Universalist churches and fellowships had been created by groups of churches and fellowships and vested with certain duties and powers, independent in whole or in part from the jurisdiction of the American Unitarian Association or The Universalist Church of America, respectively, and recognizing that the Boards and Officers of these units and their successors can continue to contribute a major part of the direction and operation of regional services and work, and recognizing also that the development of the patterns of cooperation of these Conferences, Councils and Conventions with the Association will not be necessarily contemporaneous or in identical form, such Regions shall make use of a system of having regional organization based on the principle of local autonomy, consistent with the promotion of the welfare and interests of the Association as a whole and of its member churches and fellowships.

ARTICLE VI

The Ministry

Section 1. Ministers having Ministerial Fellowship with the American Unitarian Association or The Universalist Church of America shall, at the time of this Constitution, be in good standing with the American Unitarian Association or The Universalist Church of America and shall agree to their continuing membership in the Association and shall be subject to the directions and regulations of the Association. The Association shall provide for the appointment of ministers and for the conduct of their work, in accordance with the provisions of the Constitution and By-Laws, and for the conduct of their work.

Section 2. The Association shall establish and maintain a pension
system for ministers having full Ministerial Fellowship with the Association. Ministers who, on the effective date of this Constitution, have pension rights and benefits therefore conferred by the American Unitarian Association or The Universalist Church of America shall not have those same rights and benefits abridged without their written consent insofar as the same are at that time vested rights and benefits which constitute irrevocable obligations.

ARTICLE VII
Financial Services to Churches and Fellowships
Section 1. The Association may receive, hold, and invest and control, and, in the discretion of the Board of Trustees, transfer, sell, convey, or otherwise dispose of, all or any part of the money, property, and things of value owned, held, or acquired by or in behalf of the Association. The Association may acquire, hold, and control any property, or any interest therein, in the United States of America or in any state or territory thereof or within the jurisdiction of any court of the United States of America or any state thereof, and may transfer, convey, or otherwise dispose of, any property or any interest therein, and may accept the transfer, conveyance, or other disposition of any property or any interest therein, in the United States of America or in any state thereof or within the jurisdiction of any court of the United States of America or any state thereof. The Association may acquire, hold, and control any property, or any interest therein, in any country, territory, or possession of the United States of America or any state thereof.

Section 2. A special meeting of the General Assembly of the Association may be called by the Board of Trustees at any time, but shall be called by the Board of Trustees at least once in each year. Such meeting shall be held at such time and place in the United States of America or in Canada as the Board from time to time shall determine.

Section 3. A quorum at any meeting of the General Assembly shall consist of one hundred accredited delegates representing the churches and fellowships in at least ten different states and provinces. Such meetings shall be held at such time and place in the United States of America or in Canada as the Board from time to time shall determine.

ARTICLE VIII
Seal
The Association shall have a corporate seal which shall be in such form as the Board of Trustees shall approve.

ARTICLE IX
Rules Under This Constitution
Rules made under the authority of this Constitution shall take effect and be enforceable by the Board of Trustees, but may be amended or repealed by vote of the General Assembly.

ARTICLE X
Amendments
This Constitution may be amended or repealed by the General Assembly at any regular meeting of the Association at which a quorum is present if two-thirds of those present and voting in favor of the amendment or repeal shall appear and be recorded in the minutes of the Association.

BY-LAWS
ARTICLE I
Meetings
Section 1. Regular meetings of the General Assembly of the Unitarian Universalist Association shall be held annually on the first Tuesday in March of each year at such time and place in the United States of America or in Canada as the Board of Trustees from time to time shall determine.

Section 2. A special meeting of the General Assembly of the Association may be called by the Board of Trustees at any time, and a special meeting shall be called by the Board of Trustees upon petition of not less than one hundred accredited delegates representing in the United States of America or in Canada or its territories located in at least ten different states or provinces. Such meetings shall be held at such time and place in the United States of America or in Canada as the Board from time to time shall determine.
and shall serve for terms of four years and until their successors are qualified, but they shall not serve for more than three successive terms.

Section 6. Any vacancy among the elected Officers and the Trustees shall be filled by the Board of Trustees at the next regular meeting of the Board of Trustees held in the next odd-numbered year subsequent to the year in which the vacancy occurred, except that persons so appointed prior to the regular meeting shall serve until the regular meeting of the Board of Trustees. All members of the Board of Trustees shall serve until the regular meeting of the Board of Trustees, at which their terms expire and until their successors are qualified.

Section 7. Regular meetings of the Board of Trustees shall be held three times between regular meetings of the General Assembly. Special meetings of the Board of Trustees may be held at any time on the call of the Moderator or the President and shall be called by the President. The Board of Trustees shall act for the General Assembly between meetings thereof and shall present to each regular meeting of the General Assembly a report of its activities. The report shall be made by the President.

Section 8. Fourteen members of the Board of Trustees shall constitute a quorum.

Section 9. All Officers, Trustees and members of Standing Committees of the General Assembly and of the Board of Trustees shall be legal members of member churches or fellowships.

ARTICLE IV
Duties of Officers

Section 1. The Moderator, who shall also be Chairman of the Board of Trustees and the Executive Committee, shall be the chief executive officer of the Association. He shall be available to the Association on special occasions and shall assist in promoting the welfare of the Association. He shall serve without salary, but the expenses of the Association shall provide him with funds for travel and other expenses as determined by the Board of Trustees.

Section 2. The President, subject to the direction and control of the Board of Trustees, shall be the chairman of all Standing Committees of the General Assembly and of all Standing Committees of the Board, except the Fellowship Committee. As an ex officio member of all Standing Committees, the President shall have the right to vote. On behalf of the Board of Trustees, the President shall make an annual report directly to the Board of Trustees of the Association. Upon the death of the President, or three-fourths of the Board of Trustees are incapacitated, the Board of Trustees shall declare the office vacant and shall appoint a person.
in such form and detail as the Board of Trustees from time to time may require. He shall be bonded in such amount or amounts and with such surety or sureties as the Board of Trustees may require.

Section 7. An Assistant Treasurer may be appointed from time to time by the Board of Trustees to serve instead of the Treasurer when the Treasurer shall be unable to serve for any reason, in the sole discretion of the Board. A person appointed as Assistant Treasurer shall, while he holds such office, have all the powers and duties of the Treasurer, his appointment shall state the date when his term of office begins and the date when his term of office expires or he may be appointed to serve until further action by the Board of Trustees. The appointment of an Assistant Treasurer shall be conclusive evidence that the Treasurer is unable to serve.

ARTICLE V

Delegates

Section 1. Delegates from Churches and Fellowships: Each member church and fellowship shall be entitled to be represented at each meeting of the General Assembly by delegates as follows:

(1) The ordained ministers or ministers and ministers coopted in Fellowship with the Association who are settled in such a church or fellowship. If any minister is ordained and settled in more than one church or fellowship, he may represent more than one church or fellowship but he shall have only one vote.

(2) Each member church and fellowship shall also be entitled to one or more additional delegates from among its legal members. Such additional delegates may include any minister who is a member of the church or fellowship, but no person shall be such an additional delegate if he is a ministerial delegate under Sub-section (1) above. The number of such other delegates shall be determined in accordance with the following table:

<table>
<thead>
<tr>
<th>Size of Church or Fellowship</th>
<th>No. of Lay Delegates</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 - 50</td>
<td>1</td>
</tr>
<tr>
<td>51 - 150</td>
<td>2</td>
</tr>
<tr>
<td>151 - 250</td>
<td>3</td>
</tr>
<tr>
<td>251 - 350</td>
<td>4</td>
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<tr>
<td>351 - 450</td>
<td>5</td>
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<td>451 - 550</td>
<td>6</td>
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<tr>
<td>551 - 650</td>
<td>7</td>
</tr>
<tr>
<td>651 - 750</td>
<td>8</td>
</tr>
<tr>
<td>751 - 850</td>
<td>9</td>
</tr>
<tr>
<td>851 - 950</td>
<td>10</td>
</tr>
</tbody>
</table>

There shall be one such delegate for each additional five hundred legal members or major fraction thereof where church legal membership is larger than nine hundred fifty members. To compute the number of such delegates from a federated church, so-called, all legal members of the church shall be counted and that number divided by the number of denominations included in the federation, except that where Unitarians and Universalists are part of a federation they shall be counted as one denomination, and to the quotient so computed, the above table shall be applied.

(3) Such additional delegates shall be chosen by each member church or fellowship only from its own legal members and in accordance with its own By-Laws or procedures. Additional persons who are qualified may be designated as alternates. Delegates and their alternates may be designated to attend all meetings of the General Assembly to be held in any fiscal year of the Association or only a particular meeting as each church or fellowship shall determine.

Section 2. Delegates from Regions: Each Region shall be entitled to be represented by two delegates at each meeting of the General Assembly. Each such delegate shall have one vote. The delegates shall be chosen by each Region in accordance with its By-Laws or procedures and shall be legal members of member churches or fellowships in the Region.

Section 3. Delegates from Associate Members: Associate members shall each be entitled to be represented by two delegates at each meeting of the General Assembly. Each delegate shall have one vote and shall be chosen in accordance with the By-Laws or procedures of the associate member organization which represents them and shall be a legal member of a member church or fellowship.

Section 4. Multiple Representation: If a delegate represents more than one church, fellowship, Region or associate member, he shall nevertheless be entitled to only one vote.

Section 5. Individuals Entitled To Vote: Each Trustee of the Association (including the elected Officers thereof) and each Life Member of the Association shall be entitled to one vote at each meeting of the General Assembly but if such Trustee or Life Member shall also be a delegate, while he may represent both the organization from which he has been sent and the Association, he shall have only one vote.

Section 6. Credential Procedures: Not less than thirty days prior to any meeting of the General Assembly, the Secretary of the Association shall send to each organization entitled to be represented by delegates the proper number of delegate credentials. The Secretary shall also furnish individuals entitled to vote with credentials. With the approval of the Board of Trustees in each instance, the Secretary shall make rules pertaining to certification of delegates and to election procedures, and under such rules, but with the right of appeal to the Board of Trustees, the Secretary shall determine the number of delegates to which each member organization is entitled. The Secretary shall include in the rules appropriate provisions for casting election ballots by mail.

Section 7. Balloting Procedures: Prior to each regular meeting of the General Assembly held in an odd-numbered year, the Secretary shall pro-
pure ballots in two forms (one to be voted in person by delegates attending such meeting, the other to be marked and mailed by delegates not attending such meeting) upon which shall appear the names of all who have been nominated for office in accordance with these By-Laws. One of each form of ballot shall be sent with each credential card issued by the Secretary. Any absentee ballot which is received by the Secretary not less than two days (excluding Saturdays, Sundays and holidays) preceding the day for which a regular meeting has been called, if accompanied by the signed credential card of the person casting such ballot shall be counted with the ballots executed and cast by persons attending a regular meeting, provided that no person shall cast more than one ballot. The Secretary shall have general charge of elections but may delegate the counting of ballots and other routine duties to a Committee of Tellers appointed by him. Ballots received by mail or cast at such a meeting which appear to be marked so that the voter's intent is not clear shall be segregated and, unless by excluding them the result of the vote is unchanged, such ballots shall be referred to the Moderator which shall decide whether to count them and how to count them and his decision shall be final.

ARTICLE VI
Committees of the General Assembly

Section 1. The Standing Committees of the General Assembly shall be a Nominating Committee, a Program Committee, a Business Committee and a Commission on Appraisal. The General Assembly from time to time may appoint such other committees or commissions as it shall deem necessary. Members of these Standing Committees shall be elected at regular meetings of the Association.

Section 2. Members of the General Assembly Standing Committees shall be elected in odd-numbered years to serve for four years terms and until their successors are elected. Such members shall be divided into two groups of equal members as nearly as possible, and one such group shall be elected at each regular meeting of the General Assembly in each odd-numbered year.

Section 3. The Nominating Committee shall consist of eleven members who shall not be eligible for re-election until after an interim of four years. No person serving on the Nominating Committee shall during its term of service, be eligible to hold any other elective office in the Association. At the time of nomination by the Nominating Committee, there shall be not more than one candidate selected for the Nominating Committee from any one member church or fellowship.

Section 4. The Program Committee shall consist of eight members and the President ex officio who shall have no vote. The Program Committee shall plan the programs for meetings of the General Assembly other than the agenda. It shall arrange for suitable places for the meetings, hotel accommodations and similar details and shall coordinate the meetings of the General Assembly with meetings to be held by other denominational organizations at the same time and place.

Section 5. The Chairman and Secretary of the Program Committee shall be members ex officio without vote of the Business Committee, and vice versa.

Section 6. The Business Committee shall consist of eight persons and the President ex officio who shall have no vote. It shall be responsible for preparing the agenda for each regular meeting of the General Assembly. There shall be two parts to each agenda: matters of business other than general resolutions and general resolutions. A general resolution, as the term is used in this Section, is a resolution not involving directly the business or administrative affairs of the Association or a resolution not requiring action by the Association other than to recommend study, to record an opinion, or to request that action be taken by persons or organizations not controlled by the Association. Only the following matters shall appear on any such agenda:

1. All matters which the Board of Trustees at any time directs the Business Committee to insert therein.
2. All matters which the Business Committee itself desires to insert therein, any new proposal to amend or repeal the Constitution, which shall be inserted on the agenda only for the purpose of having the same read and considered one year for action, and any proposal to amend the Constitution which has been continued for action at the previous regular meeting in accordance with Article X of the Constitution.
3. Any proposal submitted by an organizational member (other than an associate member) of the Association to amend or repeal the Constitution or By-Laws of the Association provided the proposal is filed with the Business Committee on or before December 1.

4. Proposals to amend or repeal the Constitution appearing for the first time on any agenda of a regular meeting, whether inserted thereon by direction of the Trustees, the Business Committee or under the procedures provided in the foregoing Subsection (3) shall, prior to that regular meeting, and to meet the requirements of Article X of the Constitution, be submitted to the Secretary of the Association by the Business Committee, and at said meeting read by the Secretary, and continued for action at the next regular meeting.

5. Organizational members of the Association (other than associate members) and any Officer or Trustee of the Association may submit items of business and general resolutions for inclusion on the agenda of any regular meeting of the General Assembly, provided the same are filed with the Business Committee on or before December 1.

(a) Any such matters submitted by member organizations must be accompanied by a certificate signed by the principal officer or secretary of the member organization concerned, stating that the proposal is offered by, and in the name of, the organization.

(b) Any such matter may also be submitted by petition if the petition is filed by at least twenty-five legal members of a member church or fellowship.

(c) Petitions submitted to the Business Committee under Sub-
sections (5), (5)(a), and (5)(b), the Business Committee shall select for each regular meeting the items which in its opinion can be debated and dealt with adequately in the time available when they are included with matters which are inserted on the agenda in accordance with other foregoing provisions of this Section.

(6) On or before December 10, the Business Committee shall send to the member churches, fellowships and all other members (including associate members) a tentative agenda on which shall appear all matters of business and general resolutions which are required to be included therein by this Section and shall have been selected under this Section for consideration at the next regular meeting, and also send in summary form a report of the matters which have been excluded from the tentative agenda pursuant to the discretion conferred in Sub-section (5)(c). At the same time the Business Committee shall request each member church and fellowship, acting under its own procedures, to ascertain and report at least forty-five days before the date of the annual meeting its judgment of the order of importance of the general resolutions which have been included in the tentative agenda, and to include in such a report, when possible, its comments for and against such resolutions. The Business Committee shall mail to each member church and fellowship a summary of the views so reported.

(7) After the tentative agenda has been issued, the Business Committee shall add to it any matter of business or general resolution submitted by petition not later than March 1. Such petition shall be filed by not less than one hundred legal members of member churches and fellowships representing among them not less than ten member churches and fellowships.

(8) Not less than thirty days before the date of any regular meeting, the Business Committee shall, in accordance with this Section, prepare the final agenda for the meeting and send the same to all members of the Association (including associate members), except as provided in the next Sub-section, no matter not included on the final agenda shall be considered except such resolutions or matters not previously provided for and included in the final agenda, or by the Moderator must rule that the subject matter thereof is such that it could not reasonably have been included in the Business Committee within the required time.

(9) Any matter which may be legally brought before the meeting may, after all other items on the final agenda have been considered at a regular meeting, be admitted to the floor but only on the following conditions:

(a) Any such matter must have been submitted to the Business Committee as hereinbefore provided and not included on the final agenda, or by the Moderator must rule that the subject matter thereof is such that it could not reasonably have been included in the Business Committee within the required time.

(b) Before acting on the merits of any such matter, the motion to admit it to the floor for consideration must be adopted by a two-thirds majority of those present and voting.

(c) Any final affirmative action on such a matter must be taken by a two-thirds majority of those present and voting.

Section 7. At any special meeting of the Association the agenda shall be prepared by the Board of Trustees. No matter of business not placed on such agenda by the Board of Trustees shall be considered, but the Board of Trustees shall include on the agenda any item of business requested by a petition filed by not less than one hundred legal members of member churches and fellowships representing more than not less than ten member churches and fellowships. The final agenda for each special meeting shall be sent to the members of the Association (including associate members) not less than thirty days before the date for which the meeting is called.

Section 8. There shall be a Commission on Appraisal of nine members elected by the General Assembly at regular meetings in odd-numbered years who shall serve terms of four years each. The members shall be elected on a rotating basis so that in odd-numbered years four or five members shall be elected as the case may be. No person at the time of his election to membership on this Commission or during the term of his service thereon, shall also be an Officer, Trustee, or salaried employee of the Association.

The responsibility of this Commission shall be (1) to make reports to the General Assembly from time to time, based upon study and review of any function or activity of the Association which in the Commission's judgment would be benefited from an independent review, (2) to study and offer suggested approaches to issues which may arise and in which the Association may have a concern, and (3) to study and report to the General Assembly upon the program and accomplishments of the Association, such reports to be made at least once each triennium.

ARTICLE VII
Committees of the Board of Trustees

Section 1. The Standing Committees of the Board of Trustees shall include an Executive Committee, a Ministerial Fellowship Committee, a Finance Committee and an Investment Committee, and the Board of Trustees shall from time to time appoint such Advisory Committees to deal with major functions and services as may be necessary. Advisory Committees shall be composed of from three to seven members and each Committee shall include one person who is a member of the Board of Trustees and also persons who are not members of the Board of Trustees. Members of Standing Committees of the Board shall be elected at the first meeting of the Board following the regular meeting in each odd-numbered year of the General Assembly and shall serve for terms of two years and until their successors are qualified.

Section 2. The Executive Committee shall be composed of the Moderator, President, Secretary, Treasurer and not less than five other members of the Board of Trustees. As members of the Executive Committee the President and Treasurer shall have no right to vote. The Executive Committee shall have charge of and execute the current and ordinary business
of the Association between meetings of the Board. If between meetings of the Board matters arise which in the opinion of the Executive Committee are not the current and ordinary business of the Association, and the Executive Committee is of the opinion that the best interests of the Association require action on any such matter, the Executive Committee may act for the Board, provided that no less than two-thirds of those present so vote. The Executive Committee shall keep minutes and report to each meeting of the Board of Trustees all business transacted by it since its last report. The report shall be made by the Moderator of the Association who shall be Chairman of the Executive Committee and preside at its meetings. Four voting members of the Executive Committee shall constitute a quorum.

Section 3. The Ministerial Fellowship Committee shall be composed of seven persons. Two, but not more than two, members shall be members of the Board of Trustees and five, but not more than five, members shall be ministers in full Fellowship. There shall be an Executive Secretary of the Committee who shall keep its records, but shall not be a member thereof. The Committee shall have jurisdiction over Ministerial Fellowship with the Association. Subject to each instance to the approval of the Board of Trustees, the Committee may from time to time adopt rules of procedure to carry out its purposes, but the rules shall provide standards for admission to Fellowship, a three-year probationary admission period, provision for suspension or removal of ministers from Fellowship for unbecoming conduct or other adequate cause and for reinstatement in appropriate cases. Such rules shall also provide for hearing with adequate records thereof for ministers whose professional status is affected by any decision of the Committee and for the right of ministers to be represented by counsel and to appeal such decisions of the Committee to the Board of Trustees and to appeal from actions of the Board to the General Assembly. The Executive Secretary of the Committee shall maintain accurate and up-to-date records of all ministers in Fellowship. The Committee shall instruct the Executive Secretary as to what part of said records shall be confidential and available only to the Committee and the Board and such other persons as the Board of Trustees may approve. The Ministerial Fellowship Committee may also make rules pertaining to the status of, and recognition by the Association of, lay preachers and the granting of Honors to them.

Section 4. The Finance Committee shall be composed of the President and Treasurer, neither of which shall have a vote, and five other members of the Board of Trustees. The Finance Committee shall prepare the annual budget and make recommendations to the Board of Trustees with respect to the major financial policies of the Association, other than those pertaining to the announcement of investments. It shall review the use made of specific funds held by the Association and also shall make long-range financial plans. Members shall also serve on the Investment Committee.

Section 5. The Investment Committee shall consist of the President ex officio, who shall have no vote, the Treasurer and five other persons. Of the seven members, three shall be members of the Board of Trustees. The Committee, subject to the overall approval of the Board of Trustees, shall supervise the investments of the Association. The Treasurer shall make changes in investments as the Committee shall direct. Members of the Investment Committee except the President and the Treasurer shall not also serve on the Finance Committee.

ARTICLE VIII
Committee Vacancies

Section 1. The Board of Trustees shall fill any vacancy on any committee of the General Assembly or of the Board. Any such vacancy shall be filled by the Board of Trustees until the regular meeting of the General Assembly which occurs in the next odd-numbered year subsequent to the year in which the vacancy occurred, except that persons so appointed in an odd-numbered year prior to the regular meeting shall serve until the regular meeting of the General Assembly held in the same year, and until his successor is qualified, and in any other case for the remainder of the term of office that has been vacated and until his successor is qualified.

ARTICLE IX
Nomination Procedures

Section 1. The Nominating Committee within two months of the adjournment of each regular meeting of the General Assembly held in an even-numbered year shall inform all members of the Association of the offices (including elective Officers, Trustees and General Assembly Standing Committee members) to be filled at the next regular meeting held in an odd-numbered year, including vacancies to be filled to complete unexpired terms, and invite any person or organization interested to submit names of persons to be considered for any such office.

Section 2. The Board of Trustees shall nominate candidates for the offices of the President, the Secretary and the Treasurer.

Section 3. The Nominating Committee shall nominate candidates for the offices of Moderator and the Vice Presidents.

Section 4. Of the twenty Trustees, other than the elected Officers of the Association, there shall always be one Trustee from each Region elected by the General Assembly. Any such person at the time of his nomination and during his continuance in office shall be a legal member of a church or fellowship in his Region. The Board of Trustees shall divide the Regions into two groups distributed as to number as evenly as possible. In each even-numbered year from one of these groups in the successive order established by the Board, the appropriate number of Trustees to be regularly elected in the succeeding odd-numbered year from Regions shall be nominated as set forth below together with a nomination from any Region in which there is an unexpired term to be filled. Each Region entitled to nominate a Trustee shall, acting under its own procedures, submit the names of one or more candidates for the Trusteeship from that Region to the Nominating Committee on or before December 1, and only the name...
or names thus submitted shall be included in the Nominating Committee's
report of nominations for Trustees from Regions. However, if any Region
fails to nominate, the Nominating Committee shall do so.

Section 5. The Nominating Committee shall make one or more nomina-
tions for each of the remaining Trusteeships (other than elected Officers)
and for members of Standing Committees of the General Assembly
required under these By-Laws including nominations to fill unexpired
terms.

Section 6. On or before December 10 in each even-numbered year,
the Nominating Committee shall send its final report to all members
and associate members of the Association.

Section 7. A nomination for any Officer, any Trustee from a Region,
any other Trustee or any member of a Standing Committee of the General
Assembly may also be made by petition. A person nominated by petition
for Trustee from a Region must at the time of his nomination be a legal
member of a member church or fellowship within such Region and such
petition must be signed only by legal members of member churches or
fellowships within such Region. A separate nominating petition shall be
filed for each candidate. A nominating petition shall be signed by not
less than fifty legal members of member churches or fellowships, but no
more than ten such members of any one member church or fellowship shall be
counted as part of the required fifty signatures. Such petition must be filed
by the Secretary of the Association not later than February 1, in an odd-
numbered year, and the name of the person thus nominated shall be placed
upon the ballot. Persons nominated by petition shall be so designated
on the ballot.

Section 8. Whenever there shall be a failure to nominate any person
who is required to be elected by the General Assembly or if a person duly
ominated dies, withdraws before his election, or becomes ineligible, the
office shall be filled by the Board of Trustees at its first meeting following
the regular meeting of the General Assembly which is involved.

Section 9. Any person who is required to be elected by the General
Assembly of the Association shall be nominated only in accordance
with the procedures set forth in these By-Laws.

ARTICLE X

Rules

Section 1. Rules made under the authority of these By-Laws shall take
effect upon adoption but may be repealed or amended by vote of the
General Assembly.

Section 2. All business of the General Assembly shall be conducted
according to Robert's Rules of Order, Revised, except in such cases where
these Rules of Order conflict with the Constitution of the Association or
with these By-Laws.

ARTICLE XI

Amendments

These By-Laws may be amended or repealed by the General Assembly
at a regular meeting if a quorum is present and if two-thirds of those present
and voting so order.

TEMPORARY SPECIAL ARTICLES OF THE
CONSTITUTION AND BY-LAWS

CONSTITUTION

TEMPORARY SPECIAL ARTICLE XI

Section 1. This Article XI is enacted to provide all power and authority
necessary to organize the new Association in 1961. Notwithstanding any
provisions in the preceding ten Articles of the Constitution, Article XII of
the By-Laws of the Unitarian Universalist Association, to the extent that it
is necessary, shall suspend, supplement, or modify in whole or in part any
of said ten Articles of this Constitution. This Article XI of this Constitution,
being necessary only for the limited purposes stated above, and notwith-
standing any provisions in Article X of this Constitution, and without any
vote or action by the General Assembly of the Association, shall stand
repealed at the final adjournment of the organization meeting of the Associa-
tion held in May, 1961, except that nothing in this Article XI shall prevent
any provision in said Article XII of the By-Laws of the Association from
continuing in effect beyond the final adjournment of the 1961 organization
meeting to the extent provided in said Article XII.

BY-LAWS

TEMPORARY SPECIAL ARTICLE XII

Section 1. This Article XII is enacted to provide all power and authority
necessary to organize the new Association in 1961. Notwithstanding any
provisions in the preceding eleven permanent Articles of these By-Laws or
in the Constitution, this Article XII, to the extent that it is necessary, shall
suspend, supplement, or modify in whole or in part any of the Articles of the
Constitution and/or any of said eleven permanent Articles of the By-Laws.
This Article XII of the By-Laws, being necessary only for the limited pur-
pose stated above and notwithstanding any provisions in Article XI of the
By-Laws, and without any vote or action by the General Assembly of the
Association, shall stand repealed at the final adjournment of the organization
meeting of the Association held in May, 1961, except that nothing in this
Article shall prevent the provisions of Section 8 of this Article XII from
continuing in effect, as therein provided, beyond the final adjournment of the
1961 organization meeting.

Section 2. Those persons who would be entitled respectively to attend
meetings of the American Unitarian Association or The Universalist Church...
of America and vote therein at a regular or special meeting of these two organizations were called in May, 1901 (hereinafter referred to as the First Delegates), shall be entitled to attend a meeting which shall be convened in Boston, Massachusetts, in May, 1901, for the purpose of organizing the following sections, such other business as is specifically authorized by this Board of Directors of the American Unitarian Association and the Board of Trustees of The Universalist Church of America.

Section 3. A quorum shall consist of not less than three hundred accredited First Delegates representing among them not less than one hundred Unitarian or Universalist churches or fellowships which are members of the American Unitarian Association or The Universalist Church of America located in at least ten different states or provinces. To be a qualified Unitarian or Universalist by the Secretary of the American Unitarian Association and for First Delegates shall have more than one vote even though he may attend in more than one representative capacity.

Section 4. The Meeting of the First Delegates shall be called to order by a person designated jointly by the President of the American Unitarian Association and the General Superintendent of The Universalist Church of America and he or she shall preside during the election of a Secretary for the Meeting and a Presiding Officer for the Meeting.

Section 5. The Agenda of the Meeting shall be limited to the following items of business:

1. Election of the first Officers, Trustees and Members of General Assembly Standing Committees of the Association.
2. Such other items of business as, in the opinion of Counsel for either the American Unitarian Association or The Universalist Church of America, are necessary to complete the organization of the Unitarian Universalist Association.
3. Reports from interim Committees provided for by the Unitarian and Universalist delegates in May, 1901, and any action thereon.
4. Such items of business as have been proposed by the Board of Directors of the American Unitarian Association or the Board of Trustees of The Universalist Church of America.
5. The consideration of such general resolutions (as defined in Article VI, Section 6 of the By-Laws) as shall be admitted to the floor for consideration by not less than a two-thirds vote.

Section 6. Officers elected by the First Delegates shall serve for the full terms provided in the By-Laws of the Association. Trustees, and the term of office shall be limited to that as required by the By-Laws, certain Trustees and Committee members will serve only for two years. The persons to be elected for short terms shall be designated by nominat-
ENABLING ACTS
OF THE COMMONWEALTH OF MASSACHUSETTS AND THE
STATE OF NEW YORK RELATING TO THE CONSOLIDATION OF
AMERICAN UNITARIAN ASSOCIATION AND THE
UNIVERSALIST CHURCH OF AMERICA

The Consolidation was Compleated and
Became Effective on May 23, 1961, on
Which Date the Certificates Required
By the Two Acts Were Filled Respectively
With the Secretary of the Commonwealth
of Massachusetts and the Secretary of
The State of New York.

COMMONWEALTH OF MASSACHUSETTS

Chap. 149. AN ACT AUTHORIZING AMERICAN UNITARIAN ASSOCIATION
AND
The UNIVERSALIST CHURCH OF AMERICA TO COMPLETE THEIR
CONSOLIDATION.

Be it enacted, etc., as follows:

Section 1. The American Unitarian Association, a corporation established and existing under the laws of the Commonwealth and by virtue of chapter forty-two of the acts of eighteen hundred and forty-seven and acts in amendment thereof, is hereby authorized to enter into a consolidation with the Universalist Church of America (formerly named The Universalist General Convention, a corporation established and existing under the laws of the acts of eighteen hundred and thirty-three and acts in amendment thereof thereafter became and are now known as The Universalist Association), a corporation established and existing under the laws of the State of New York, under which consolidation said corporation shall become and be one corporation under the name Universalist Unitarian Association, hereinafter sometimes called the consolidated corporation, which consolidated corporation shall be a corporation existing under the laws of the Commonwealth only and shall in all respects be a continuation of each of said existing corporations.

Section 2. The consolidated corporation shall have all the privileges, powers and immunities which said existing corporations have herebefore this act can so provide, all the privileges, powers and immunities which said existing corporations have herebefore acquired or enjoyed under the laws of the Commonwealth and, so far as to the Universalist Church of America has herebefore acquired or enjoyed under the laws of the State of New York. In addition to and not in limitation of any of the powers by this act conferred, the consolidated corporation may acquire, hold, manage, invest and distribute any real and personal property for any of its purposes.

Section 3. Upon such consolidation becoming effective, all property of The Universalist Church of America and the American Unitarian Association, including all bequests, devises, gifts and transfers of any kind herebefore and hereafter made for the benefit of either of them, shall be transferred to and vest in the consolidated corporation without further act or deed. Said consolidated corporation shall have the same powers, rights and privileges with respect to such property and with respect to such bequests, devises, gifts and transfers as would have been possessed by said consolidated corporation had such bequests, devises, gifts and transfers been made directly to it and for its purposes, so far as such powers, rights and privileges can be constitutionally conferred by the General Court and without prejudice to any court proceeding, and otherwise shall have with respect to such property and such bequests, devises, gifts and transfers the same powers, rights and privileges as would have been possessed by The Universalist Church of America and American Unitarian Association had such consolidation not been effected.

Section 4. The consolidated corporation may hold regular and special meetings of its members anywhere in the United States of America or in Canada and transact any and all business at such meetings which it might transact if such meetings were held in the Commonwealth, and the consolidated corporation may hold either regular annual meetings or regular biennial meetings as it may from time to time provide by its constitution or by law.

Section 5. The consolidated corporation shall be deemed to have assumed and shall be liable for all the liabilities and obligations of The Universalist Church of America and American Unitarian Association.

Section 6. All churches and fellowships which before said consolidation are members of either of the existing corporations, together with those persons who were life members of American Unitarian Association on or before May first, nineteen hundred and twenty-five and those persons who prior to said consolidation had served as presidents of The Universalist Church of America shall become members of the consolidated corporation on the date when the consolidation becomes effective. New members may be admitted to and vested in the consolidated corporation thereafter in accordance with the provisions of the constitution and by-laws of the consolidated corporation.

Section 7. The consolidation shall not be completed:
(a) unless the same shall have been authorized by appropriate legislation enacted by the State of New York;
(b) unless at meetings called for the purpose, each of said existing corporations, by not less than a two-thirds vote of those present and voting,
shall have accepted this act and any act of legislature of the State of New York relating to the consolidation; and

(c) unless after the aforesaid authorization and acceptances, said existing corporations shall have called and held an organizing meeting of the consolidated corporation to be held in Boston, Massachusetts, composed of persons designated by said existing corporations, for the purpose of adopting a constitution and by-laws for the consolidated corporation and of electing initial trustees or directors and other officers thereof.

Section 5. The consolidation shall be complete and effective upon the filing with the secretary of the commonwealth of a certificate signed by the secretaries of said existing corporations who shall make affidavit and state the names and addresses of the trustees or directors and other officers initially elected by said organizing meeting. Said certificate shall be filed not later than thirty days after the date of said organizing meeting.

Section 6. Any questions arising as to the powers, rights, privileges and responsibilities of the consolidated corporation with respect to its property, all bequests, devises, gifts and transfers of any kind hereafter and hereafter made to or for the benefit of either of them, and also any other questions arising as to the legal effect of this act or any of the provisions thereof, may, notwithstanding any general or special law to the contrary, be determined by the supreme judicial court upon the application of any person interested or the attorney general.

Section 10. For the purpose of its acceptance, this act shall take effect upon its passage.

Approved March 4, 1969.

STATE OF NEW YORK


The People of the State of New York, represented in Senate and Assembly, do enact as follows:

1. The Universalist Church of America, a corporation established and existing under the laws of the State of New York by virtue of chapter one hundred thirty-three of the laws of eighteen hundred sixty-nine, as amended by chapter two hundred forty-three of the laws of eighteen hundred seventy-two, chapter two hundred fifty-five of the laws of eighteen hundred eighty-six, and chapter two hundred sixty of the laws of eighteen hundred ninety-two, and also any other acts and amendments subsequently passed, and all powers and privileges granted to said corporation in said acts and amendments are hereby referred to and incorporated in this act;

2. The American Unitarian Association, a corporation established and existing under the laws of the commonwealth of Massachusetts, by virtue of chapter forty-two of the Massachusetts acts of eighteen hundred forty-seven, and all powers and privileges granted to said corporation in said acts are hereby referred to and incorporated in this act;

3. The corporation under the name Unitarian Universalist Association (hereinafter sometimes called "the consolidated corporation"), which consolidated corporation shall be a corporation existing under the laws of the commonwealth of Massachusetts only and shall in all respects be a continuation of each of said existing corporations.

4. Upon such consolidation becoming effective, all property of The Universalist Church of America, including all bequests, devises, gifts and transfers of any kind hereafter and hereafter made to or for its benefit, shall be transferred to and vest in the consolidated corporation without further act or deed. Said consolidated corporation shall have the same powers, rights and privileges with respect to such property and with respect to such bequests, devises, gifts and transfers as would have been possessed by said consolidated corporation had such bequests, devises, gifts and transfers been made directly to it and for its purposes, so far as such powers, rights and privileges can be legally conferred by this act, and otherwise shall have with respect to such property and such bequests, devises, gifts and transfers the same powers, rights and privileges as would have been possessed by The Universalist Church of America had such consolidation not been effected.

5. The consolidated corporation shall be deemed to have assumed and shall be liable for all the liabilities and obligations of The Universalist Church of America.

6. The consolidated corporation shall be deemed to have agreed that it may be sued in this state for any obligation or liability of The Universalist Church of America and shall be deemed to have irrevocably appointed the secretary of state as its agent to accept service of process in any action for the enforcement of any such obligation or liability.

7. The consolidated corporation shall not be completed:

(a) unless the same is authorized by appropriate legislation in the commonwealth of Massachusetts; and

(b) unless at meetings called for the purpose each of said existing corporations by not less than a two-thirds vote of its present and voting members shall have accepted this act and any legislation of the commonwealth of Massachusetts relating to the consolidation; and

(c) unless after the aforesaid authorization and acceptances said existing corporations shall have called and held an organizing meeting of the consolidated corporation to be held in Boston, Massachusetts, composed of persons designated by said existing corporations, for the purpose of adopting a constitution and by-laws for the consolidated corporation and of electing initial trustees or directors and other officers thereof.

8. The consolidation shall be complete and effective upon the filing with the secretary of state of a certificate subscribed and acknowledged by the president or vice-president, and the secretary or recording secretary respectively of each of said existing corporations setting forth detailed compliance with the provisions of section two and stating the names and
address of the trustees or directors and other officers initially elected by said organizing meeting. Said certificate shall have annexed to it the affidavit of said president or vice-president and the secretary or recording secretary of each of said existing corporations that they have been authorized to execute and file said certificate by the required votes of those present and voting at the said meetings provided for in section five hereof. Said certificate shall be filed not later than thirty days after the date of said organizing meeting.

§ 7. This act shall take effect immediately.

UNITARIAN UNIVERSALIST MINISTERS ASSOCIATION
Organized: May 10, 1901
UUMA Office, 1895 Highland Ave., Rochester 18, N. Y. H 3-3067.

OFFICERS AND EXECUTIVE COMMITTEE
William P. Jenkins, 900 East Ave., Rochester 7, N. Y., President.
Richard M. Woodman, 135 Riverside Dr., Binghamton, N. Y., Vice-President.
Paul N. Cameron, 655 Elmwood Ave., Buffalo 20, N. Y., Secretary.
Phineas T. Thayer, 5310 Dover Rd., N. Olmsted, Ohio, Treasurer.

Members-at-Large
Max D. Goodrich, 900 University Bay Dr., Madison, Wis.
Herbert W. Lockwood, 1508 Beechwood Ave., Monroeville, Ind.
John R. Wood, 258 Washington St., Watertown, N. Y.

Desiring to be more effective in our prophetic leadership and pastoral ministry, we, the ministers of the Unitarian Universalist Association, do provide and maintain this organization to be known as the Unitarian Universalist Ministers Association.

ALLIANCE OF UNITARIAN WOMEN
(Women's Auxiliary Conference, Organized: September, 1890 — Re-organized as a separate autonomous society in 1899)
25 Beacon St., Boston 8, Mass.

Officers:
Mrs. Randalle L. Thompson, 5300 McKinley St., Bethesda, Md., President;
Mrs. L. Charles Underwood, 3700 Dogwood Lane, Cincinnati 12, Ohio, 1st Vice-President;
Mrs. Robert O. O'Mara, 36 Myopia Rd., Wollaston 70, Mass., 2nd Vice-President;
Mrs. Edward P. Wescott, 28 Holbrook St., Jamaica Plain, Mass., Secretary;
Mrs. George E. Kimball, 20 Everett Ave., Winchester, Mass., Treasurer.

Regional Board Members: