

BY-LAWS
OF

THE UNITARIAN CHURCH OF ALL SOULS
1157 Lexington Avenue (at 80th Street)
New York, New York 10021

Adopted by the Society, February 14, 1820

Revised and Amended December 6, 2009

**ARTICLE I
NAME**

The legal title of this Society is: The Unitarian Church of All Souls and herein referred to as the Society.

**ARTICLE II
ORGANIZATION**

This Society is an incorporated body, self-governing with power to prescribe and to change its rules of order and discipline. All business and details of management are vested in a Board of nine Trustees, herein called the Board. The Chair of the Board shall be the President of the Society. Another Trustee shall be the First Vice-Chair of the Board and First Vice-President of the Society and a third Trustee shall be Second Vice-Chair of the Board and Second Vice-President of the Society.

There shall be at least twelve Deacons chosen annually and there shall be such Committees, either of the Board or of the Society, as shall, from time to time, be found necessary to the efficient operation of church activities.

**ARTICLE III
MEMBERSHIP AND QUALIFICATIONS FOR VOTING**

1. **BOND OF UNION.** In the freedom of the truth and in the spirit of love, we unite for the worship of God and the service of all.
2. **MEMBERSHIP.** The Society has a Bond of Union wherein we walk together, reserving the private right of judgment of our beliefs and respecting the same privilege for others. The Society imposes no creed or doctrinal test for membership. All persons who are members of the Society on February 6, 2005, shall continue to be members. Any other persons who shall have accepted the Right Hand of Fellowship shall become member(s) of the Society by signing their names in the Church Book kept for that purpose. Members may terminate their membership by filing a written statement to that effect with the Secretary of the Society. Person under eighteen years of age may become members only as provided in No. 3 of this Article.

3. ASSOCIATE MEMBERSHIP. Any person who has completed and graduated from the All Souls Church School may become an Associate member of the Society upon accepting the Right Hand of Fellowship. Associate members may become members of the Society upon graduation from the All Souls Church High School Program and by signing their names in the Church Book for that purpose.
4. QUALIFICATIONS FOR VOTING. A member of the Society shall be qualified to vote at any meeting of the Society at which a vote is taken if the member (a) is at least sixteen years of age, (b) has contributed to Church expenses, apart from morning offerings, for the year preceding such meeting, (c) has attended on divine worship with the Society for at least one year before such meeting. A member who has so attended four or more times in such year shall be deemed to have met the attendance requirement of this section. No proxy shall be recognized at any meeting of the Society.
5. Unless the context requires otherwise, "member" shall hereinafter mean any person who is a member of the Society under No. 2 of this Article, whether or not the person is qualified to vote, and "qualified voter" shall mean a member who is qualified to vote under No. 4 of this Article, a current list of members (relating to contribution to Church expenses) shall be available in the Church office for a period of ten days immediately prior to each meeting of the Society at which a vote is to be taken.

ARTICLE IV MEETINGS OF THE SOCIETY

1. The Annual Meeting of the Society shall be held on the first Sunday in February of each year for the purpose of hearing the reports of the Board and acting upon them; filling vacancies in and electing by ballot a Clerk of the Society, who shall hold office until the close of the next Annual Meeting and until a successor shall be elected; and transacting such other business as shall be regularly brought before the members.
2. At the Annual Meetings of the Society the Clerk of the Society, and in the absence of the Clerk the President or a Vice-President, shall call the meeting to order. Under supervision of the Clerk the qualified voters then present shall choose a Presiding Officer and two Inspectors of Election to receive the ballots cast. The Presiding Officer and Inspectors of Elections shall declare the result of the ballots cast on any matter.
3. Special Meetings of the Society may be called by the Board of its own motion, and shall be called on the written request of at least ten qualified voters.
4. At all meetings of the Society, the presence of at least twenty-five qualified voters shall be necessary to constitute a quorum, except that at any meeting called to elect or remove a Minister or Associate Minister the presence of at least seventy-five such voters shall be necessary to constitute a quorum.
5. At a Special Meeting of the Society, no resolution or amendment shall be considered which is not germane to the subject matter set forth in the notice of the meeting and no resolution or amendment enlarging the financial obligation of the Society shall be considered, except by unanimous consent, unless it has been delivered to the Secretary at least five days before the date of the meeting.

**ARTICLE V
NOTICE OF MEETINGS**

1. Notice of the Annual Meeting of the Society, the names of those Trustees whose successors are to be elected thereat, and the information with respect to nominees required under Article XIII, shall be mailed by or on behalf of the Secretary to all members of the Society not less than ten nor more than fifty days before the date of such meeting. The notice shall call attention to the qualifications for voting at meetings of the Society. Notice of the meeting shall also be announced from the pulpit for two successive Sundays immediately preceding each Annual Meeting.
2. Notice of Special Meetings of the Society shall be mailed by or on behalf of the Secretary to all members of the Society not less than ten nor more than fifty days before the Meeting. Such notice shall also be announced from the pulpit for two consecutive Sundays immediately preceding such Special Meeting. Such notices shall contain a statement of the subject matter to be considered and the text of any proposed resolution. Amendments or resolutions delivered to the Secretary pursuant to Article IV, No. 5, shall be mailed to the members at least four days before the date of the meeting.
3. All meetings of the Board shall be called by giving notice of at least twenty-four hours personally or by telephone, or one week by mail, to all the Trustees. The Board, the Chair, or any two Trustees may call a meeting and direct the Secretary to give the required notice. By the unanimous consent of all of the Trustees a meeting may be held without previous notice.

**ARTICLE VI
TRUSTEES**

1. There shall be a Board of nine Trustees elected from members of the Society qualified to vote. The Trustees shall hold office for three years from the date of their election save when elected to fill an unexpired term; and at each Annual Meeting of the Society there shall be an election of Trustees to fill the vacancies caused by the expiration of the terms of outgoing members of the Board. No person shall serve as a Trustee for more than two full terms consecutively.
2. In case of death, resignation, incapacity to serve, or other disqualification of any Trustee during that Trustee's term of office, the Board may fill the vacancy until the next Annual Meeting of the Society, when the vacancy shall be filled for the unexpired term of the originally elected Trustee.
3. Subject to the prior approval of the Society by vote at any Annual or Special Meeting, and with the consent of the court when required by law, the Board may sell, lease, mortgage, or otherwise dispose of real property of the Society, or any interest in such property, and may buy, rent, or otherwise acquire real property or any interest therein for church purposes. The Board may also improve the same whenever in its judgment the conditions require.
4. The Board shall also have, subject to the limitations herein provided, the following powers and duties:
 - a) to manage the business affairs and property of the Society;

- b) to dispose of the Society's moneys and also authorize the buying or selling of its securities;
 - c) to engage and discharge employees and fix their salaries;
 - d) to appoint from the qualified voters of the Society a Treasurer, a Secretary, one or more Assistant Treasurers, and one or more Assistant Secretaries, and remove them at pleasure;
 - e) to provide for the accommodation of the Society at its meetings for worship or business, and generally for the promotion of the views and interests of the Society;
 - f) to direct all collections; to decide on all matters affecting the finances of the Society; and to lay before the Society full statements of its financial condition;
 - g) to keep in repair the church edifice and any other real property owned by the Society;
 - h) to discuss and decide upon ways and means of securing income necessary to defray the expenses of the Society;
 - i) to receive and examine the Treasurer's accounts and present them to the Society at the Annual Meeting;
 - j) to appoint an Auditing Committee. The Committee shall report at each annual Meeting of the Society;
 - k) to establish and appoint members of other committees, in addition to those named below, prescribing in general terms the functions and organizations of each such other committee;
 - l) to select delegates to represent the Society at all meetings of the Unitarian Universalist District of Metropolitan New York, and other similar meetings;
 - m) to adopt and, from time to time, amend or rescind rules and regulations, not inconsistent with these By-Laws, in relation to the management of the temporal affairs of the Society, the affiliation of any organization or group with the Society, or the use by any organization or group of the Society's facilities;
 - n) to supply the pulpit in the absence or inability of the Minister, or in case of a temporary vacancy in that office; and
 - o) to do whatever else may be appropriate for the proper administration of the Society's interests.
5. The powers and duties of the Board shall be exercised and performed subject to the following limitations:
- a) the Board shall not, without the consent of the Society, incur debts beyond what is necessary for the administration of the temporal affairs of the Society and for the care of the property of the Society;
 - b) Nothing herein contained shall give to the Board any control over the calling, settlement, dismissal, or removal of a Minister or Associate Minister, or the fixing of the salary of a Minister or Associate Minister or any power to fix or change the times, nature, or order of the regular Sunday morning service of the Society.
 - c) Resolutions adopted at meetings of the Society shall be carried out by the Board.
6. A majority of the Board, lawfully convened, shall form a quorum with full powers of the Board; and all questions arising at such meetings shall be determined by a majority of such quorum.
7. The Board shall meet within twenty days previous, and within ten days subsequent, to the Annual Meeting of the Society; and shall hold at least six other meetings during the year at such times and places as it may elect, except that one such meeting shall be held in September and one in November. Full records shall be kept of the proceedings at all

meetings of the Board and these records shall be open to inspection at all meetings of the Society and during normal daily business hours in the Church office.

8. The Board shall, at its first meeting after the annual Meeting of the Society, elect from among its members a Chair, a First Vice-Chair, and a Second Vice-Chair, who shall also serve, respectively as President, First Vice-President, and Second Vice-President of the Society.
9. No contract, order, or other obligation relating to the regular operation of the Society, involving an expense of more than one percent of the current annual operating budget, other than a contract for the purchase or sale of securities under the direction of the Investment Committee, shall be entered into or incurred by anyone without the approval of the Board or of the Standing Committee and, if required herein, the Society by vote at a meeting thereof. No obligation or expense attempted to be incurred in violation of this provision shall be valid or binding upon the Society.

ARTICLE VII THE STANDING COMMITTEE

1. The Standing Committee shall consist of the President, who shall act as Chair of the Committee, and two other members of the Board elected by the Board at its first meeting after the Annual Meeting of the Society, and vacancies shall be filled by the Board as they may occur.
2. The Standing Committee shall be and is empowered to exercise any of the powers and perform any of the duties of the Board necessary to be exercised or performed when the Board is unable to meet and between meetings of the Board. The Committee shall report all action taken by it to the Board which shall have the power to review, approve, modify, or disapprove any action of the Committee, but no such modification or disapproval shall affect or impair any contract reasonably entered into in reliance upon its approval by the Standing Committee.
3. Meetings of the Committee shall be held at the discretion of the Committee, as often as necessary, at such places as the Committee may elect and may be conducted by telephone. Meetings may be called on motion by the Chair and shall be called on the demand of any two members. Two members shall constitute a quorum; and at least two affirmative votes shall be required for action.

ARTICLE VIII THE INVESTMENT COMMITTEE

1. The Investment Committee shall consist of the President and the Treasurer and not fewer than four nor more than eight other members of the Society appointed by the Board at its first meeting after the Annual Meeting of the Society. The Board shall designate alternate members to serve thereon in the absence or disability of any member of the Committee. The Board may fill any vacancy.
2. The Committee shall have supervision over the investment operations of the Society with power to invest available funds and to buy and sell securities, all subject to such instructions or conditions as the Board may, from time to time, determine. Any such instructions and conditions which may be applicable from time to time shall be expressed in the form of a

resolution of the Board, a certified copy of which shall be delivered to the Committee. The Committee shall report to the Board at quarterly intervals and at such other times at the Board may request.

3. Meetings of the Committee shall be held at the discretion of the Committee as often as may be deemed necessary at such places as the Committee may elect. Meetings may be called by the Chair and shall be called on the demand of any two members thereof. Three or more members of the Committee shall constitute a quorum. All matters arising at any meeting shall be determined by a majority vote of such quorum. In case of a tie vote, the Chair of the Committee shall cast the deciding vote. Any two members of the Committee are authorized to take such steps as may be necessary and proper to effect any transaction authorized by the Committee.
4. All meetings of the Committee shall be called by giving notice of at least twenty-four hours personally or by telephone or one week by mail to each member, such notice to be given or caused to be given by the Chair of the Committee. By unanimous consent of the members a meeting may be held without previous notice.

ARTICLE IX DEACONS

There shall be such number of Deacons, not less than twelve, as may be fixed by the Board from time to time, to assist the Minister at the Communion Service and to perform such other functions as may be assigned to them by the Society or the Board. Deacons shall be elected by the Society at its Annual Meeting and shall hold office until the next annual Meeting following their election.

ARTICLE X THE MINISTER

1. Two-thirds of the vote of qualified voters present and voting at the Annual Meeting of the Society or at a Special Meeting shall be necessary to constitute a choice in the election of a Minister and a majority of such vote at such meeting shall be necessary to effect a removal of a Minister. In the call for either meeting, notice of this special purpose shall be duly given.
2. The salary of the Minister shall be determined by a majority of the votes of qualified voters present and voting at the Annual Meeting of the Society or a Special Meeting duly called for the purpose of considering the question.
3. The Minister shall keep a careful record of the Christenings, Marriages, and Deaths occurring in the Society or in which the Society may be interested in a book or books furnished and kept for that purpose.
4. The term Minister as used in this Article shall include Associate Minister, and shall not include Assistant Minister or Affiliated Minister.

**ARTICLE XI
DUTIES OF PRESIDENT AND VICE-PRESIDENTS**

1. The President shall preside at all meetings of the Society, except the Annual Meetings, and at all meetings of the Board, shall have the general supervision of all matters over which the Board has jurisdiction, and shall be Chair of the Standing Committee and a member of the Investment Committee.
2. The First Vice-President shall serve as President in the absence of the President and if both the President and First Vice-President be absent, the Second Vice-President shall serve as President.
3. The Board may assign additional duties to the President and the Vice-Presidents, and the President may also assign additional duties to the Vice-Presidents.

**ARTICLE XII
DUTIES OF THE TREASURER, SECRETARY,
ASSISTANT TREASURER AND ASSISTANT SECRETARY**

1. The Treasurer shall deposit all moneys and keep all financial records of the Society subject to the direction and control of the Board or the Standing Committee. The Treasurer shall be a member of the Investment Committee. The Treasurer shall keep careful accounts of the Society's income and outgo open at all times to the scrutiny of the Board. At the end of each calendar year the Treasurer shall prepare full accounts for the Board in preparation for their submission to the Society at the Annual Meeting. The Treasurer shall also perform such other duties of a fiscal nature as the Board or the President may direct. The Treasurer shall give a bond to the Society in such sum as the Board shall determine for the faithful performance of the duties as Treasurer. The expense of said bond shall be paid by the Society.
2. The Assistant Treasurer shall perform such duties of a financial or fiscal nature as may be assigned by the Board or the Treasurer and, in the absence or disability of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer.
3. The Secretary shall attend all meetings of the Society and of the Board, and shall keep faithful records of all their proceedings which shall during normal daily business hours in the Church office be open to the inspection of every member of the Society qualified to vote. The Secretary shall have custody of the Corporate Seal and of the Membership Books, shall attend to all necessary correspondence, and shall perform such other duties of a like nature as may be assigned by the Board or the President.
4. The Secretary shall give notice of all meetings of the Society and of the Board as heretofore provided.
5. The Assistant Secretary shall perform such duties as are usually incident to this office as may be assigned by the Board or the President and the Assistant Secretary shall perform the duties of the Secretary in the latter's absence.

**ARTICLE XIII
NOMINATIONS**

1. At its March meeting each year, the Board shall appoint a Committee on Nominations composed of at least five qualified voters of the Society, provided that not more than one member of such Committee shall be a trustee or officer of the Society. The Committee shall meet promptly and choose one of its members to serve as chairman. Two members shall be appointed in each even year and three members shall be appointed in each odd year, each of such members to serve for terms of two years. In the case of the death, resignation, incapacity to serve, or other disqualifications of any member of such Committee during the term of office of such member, the Board shall fill the vacancy for the unexpired term of such member.
2. The Committee shall invite suggestions from the members of the Society and shall file with the Secretary of the Society on or before the November meeting of the Board a report nominating at least five candidates for the Board. If more than three vacancies on the Board are to be filled at the Annual Meeting, the Committee shall nominate at least one additional candidate for each vacancy over three. With respect to each such nominee, such report shall set forth the offices and committee assignments the nominee has held in the Society and in organizations affiliated with the Society, and the number of years the nominee has been a member of the Society. Such report shall also include the Committee's nominations of (a) candidates for the office of Deacon of such number, not less than twelve, as shall have been determined by the Board, and (b) at least one candidate for the office of Clerk of the Society.
3. Within ten days after the Secretary has received the report of the Committee on Nominations, the Secretary of the Society shall publish such report either in the Society's publication or by letter to each member of the Society.
4. Additional nominations for the Board or Deacon or Clerk may be made, with the consent of the nominee, by written petition signed by twenty-five qualified voters and filed with the Secretary of the Society prior to December 15, together with such information with respect to each such nominee as is required under No.2 of this Article with respect to Committee nominees.
5. The names of the Committee nominees and those nominated pursuant to No.4 of this Article, the office for which each is nominated and, with respect to nominees for the Board, the requisite information as provided above shall be included with the notice of the Annual Meeting, and the names of all such nominees shall appear on the official ballot.
6. At the Annual Meeting of the Society, additional candidates for election to the Board may be nominated from the floor.

**ARTICLE XIV
MISCELLANEOUS**

1. The fiscal year of the Society shall end on June 30 of each year unless changed by the Board.
2. All checks, drafts, notes, or similar instruments shall be signed by the Treasurer or Assistant Treasurer or another officer of the Society designated by the Board. All other documents shall be signed by the President or a Vice-President and by the Secretary or Assistant

Secretary or by such other officers as the Board shall authorize; and the Corporate Seal, an impression of which is affixed hereto, may be affixed to any such executed document.

3. The Board shall designate the Treasurer of the Society and three other qualified voters of the Society, at least one of whom shall be a Trustee, as persons authorized to have access to any safe deposit box or boxes rented in the name of the Society. No one person so designated shall have access to said box or boxes unless accompanied by at least one other designated person.

ARTICLE XV AMENDMENTS

These By-Laws may be amended only an affirmative two-thirds vote of the qualified voters present and voting at any Annual or Special Meeting of the Society, in the call for which the changes or amendments proposed shall have been embodied.

Certificate of Incorporation

We, Henry Wheaton and Frederick Sheldon, do hereby certify that on Monday the fifteenth day of November one thousand eight hundred and nineteen, in pursuance of a public notification previously given by the minister of the *First Congregational Church*, according to the Act of the Legislature entitled “an Act to provide for the Incorporation of Religious Societies” passed on the fifth day of April, one thousand eight hundred and thirteen, the male persons of full age belonging to the said Church, assembled at the Church Meeting House or Chapel at the corner of Reed Street and Broadway in the City of New York, being the place where they stately attend for the purpose of Divine Worship and nominated us the said Henry Wheaton and Frederick Sheldon, two of the members of the said Church, by a majority of the members present to preside at the election of Trustees of said Church, receive the votes of the Electors, be the judges of the qualifications of said Electors, and the officers to return the names of the persons, who, by plurality of voices, should be elected to serve as Trustees for the said Church; and at the said Meeting so notified and assembled, the following persons were elected by plurality of voices to serve as *Trustees of the First Congregational Church* aforesaid, to wit, James Byers, David S. Armstrong, Benjamin Armitage, George Dummer, Elihu Townsend, Frederick Sheldon, John Shepard, Daniel Low, Orondaty Mauran. In witness whereof we have hereunto set our hands and seals this fifteenth day of November, one thousand eight hundred and nineteen.

H. WHEATON (L.S.)
FREDERICK SHELDON (L.S.)

Sealed and delivered in the presence of

l. Morton
l. Sidell

City of New York. SS.

On the seventeenth day of November, one thousand eight hundred and nineteen, before me, Cadwallader D. Colden, Mayor the City of New York, personally appeared Henry Wheaton and Frederick Sheldon, known to me to be the persons mentioned in the within certificate, who acknowledged that they executed the same according to the Act of the Legislature entitled “an Act to provide for the Incorporation of Religious Societies” passed on the fifth day of April, one thousand eight hundred and thirteen.

CADWALLADER D. COLDEN

Recorded in the office of the Register in and for the City and County of New York in Liber No.1 of Religious Incorporations page 91, the 20th day of November, 1819.

Examined by GARRIT GILBERT
Register