

BYLAWS OF THE
OHIO-MEADVILLE DISTRICT ASSOCIATION
A DISTRICT ORGANIZATION OF THE UNITARIAN UNIVERSALIST ASSOCIATION

(ADOPTED OCTOBER, 1992)
(AMMENDED 1997, 2000, 2001, 2002, 2007, 2008)

ARTICLE I. NAME, ORIGIN, AND AFFILIATION

- Section 1. The name of this organization shall be the Ohio-Meadville District Association, hereinafter called the "District", referring both to the geographical area and the people involved.
- Section 2. This District includes the geographical territory formerly served by the Universalist Church of Ohio, along with a portion of the Meadville Unitarian Conference, and continues its documented partnership under the corporate existence of the Universalist Church of Ohio.
- Section 3. This District is a district organization of the Unitarian Universalist Association. Geographically, it includes most of Ohio, western Pennsylvania, southwestern New York, and all of West Virginia. The exact boundaries shall be those determined by the establishment of contiguous district within the Unitarian Universalist Association in agreement with the district involved.
- Section 4. The headquarters of the District shall be at such place as the Board of Trustees shall establish.

ARTICLE II. PURPOSE

The District shall:

- (A) cultivate cooperative relationships among the member societies and their constituencies;
- (B) promote the religious life of these societies;
- (C) assist member societies to carry on active and effective programs within their respective communities;
- (D) cooperate, as an autonomic division, with the Unitarian Universalist Association
- (E) assist in the formation of new societies within the geographical limits of the District.

ARTICLE III. MEMBERSHIP

- Section 1. Membership of the District may include churches and fellowships that lie within the Ohio-Meadville jurisdiction as established by the Unitarian Universalist Association, as set forth in Article I, Section 3.
- Section 2. Societies within this jurisdiction may become members upon applying to the District Board of Trustees for acceptance and referral to the Unitarian Universalist Association for certification.
- Section 3. Each member society may be represented at District Assembly and special meetings of the District as follows:

<u>Membership of Member Society</u>	<u>Lay Delegates</u>
1-50	3
51-100	4
101-150	5
151-200	6
201-300	7
301-400	8
401-450	9
451-500	10
over 500	one additional delegate for each 50 members or fraction thereof.

Each delegate shall be a resident member of the society, in good standing with it. Others entitled to vote at District Assembly and special meetings are noted in Article IV, Section 6.

- Section 4. Membership withdrawal may be effected by filing notice of intent with the Secretary of the District and with Board of the Unitarian Universalist Association.

ARTICLE IV. DISTRICT MEETINGS

- Section 1. The District Assembly of the District shall be held in the month of March or April at a time and place to be determined by the Board of Trustees.
- Section 2. Reports and other items that are to be distributed in advance shall be forwarded to the Secretary of the Ohio-Meadville District forty-five (45) days prior to the District Assembly. These reports and other items shall include:
 - a. Agenda
 - b. Minutes of previous District Assembly
 - c. President’s Report
 - d. Treasurer’s Report including
 - 1) Statement of Assets & Liabilities

2) Current Fiscal Year Information:

- a) Most Recent Budget
- b) Income & Expense to Date
- c) Projected year-end Income & Expense

3) Proposed Budgets for the Next Two Fiscal Years

- e. Report of Nominating Committee
- f. Reports of Standing Committees
- g. Reports of Special Committees
- h. Report of District Executive
- i. Report of U.U.A. Trustee
- j. Proposed Resolutions for General Assembly action
- k. Other material specified by the Executive Committee

Section 3. Special meetings of the District may be called by the Board of Trustees or the Executive Committee, and shall be called within sixty (60) days after a written request presented to the president by twenty-four (24) delegates representing no fewer than eight (8) member societies. At any special meetings only that business for which the meeting is specifically called and which has been stated in the notice that calls the meeting, shall be acted upon.

Section 4. The Secretary shall send notices of meetings to the minister and president/chair or clerk/secretary of each member society no fewer than twenty-one (21) days prior to the time of the meeting.

Section 5. At all District meetings, those entitled to vote shall be members of the Board of Trustees of the District, all ordained ministers in Fellowship with the Unitarian Universalist Association residing in the District, all directors of religious education having achieved Credentialed Religious Educator – Master’s Level status by the Unitarian Universalist Association residing in the District, and the delegates in attendance from each member society.

Section 6. Upon approval of a majority of the delegates, privilege of the floor may be extended to those in attendance who are not voting delegates.

Section 7. At all meetings of the District, Robert’s Rules of Order in the latest revised edition shall prevail, except where they are inconsistent with these Bylaws.

ARTICLE V. BOARD OF TRUSTEES

Section 1. The general direction and authority of the affairs of the District shall be vested in the Board of Trustees, subject to review by member delegates at the District Assembly or at a special meeting.

Section 2. Meetings of the Board of Trustees shall be held at least three (3) times per year. Special meetings may be called by the President and must be called upon the request of four (4) members of the Board of Trustees.

- Section 3. The Board of Trustees shall prepare and adopt a financial budget for approval at each District Assembly.
- Section 4. The Board of Trustees shall be the body corporate for the purpose of holding title to, managing, investing, reinvesting, selling, conveying, and otherwise disperse property, funds endowments, investments, income and other financial resources of the District, subject to regulation by the delegates of the District.
- Section 5. To further the purposes of the District, the Board shall have the responsibility for all programs, with the guidance and assistance of the Executive Committee, and in cooperation with the Unitarian Universalist Association.
- Section 6. The Board of Trustees shall consist of eleven (11) members of whom four (4) shall be the officers: the President, Vice-President, Secretary, and Treasurer. The District U.U.A. Trustee shall attend Board meetings in a non-voting capacity.
- Section 7. All officers and other members of the Board of Trustees shall be elected at District Assembly by a majority of these delegates in attendance and voting, and shall hold office until their successors have been elected and have taken office. Any vacancy that occurs on the Board, except in the case of the President (see article VII, Section 2), shall be filled by a vote of the remaining numbers of the Board of Trustees until the next District Assembly.
- Section 8. All officers shall be elected for a two-year term with the exception that the Secretary and Treasurer shall each be elected for a one (1) year transition term in the year 2000, and for full two (2) year terms in the year 2001, and every odd numbered year thereafter. The President and Vice-President shall be elected for two (2) full year terms in the year 2000, and every even numbered year thereafter. Trustees other than officers shall be elected for a [full] three (3) year term.
- Section 9. With the exception of the Treasurer, no person may be elected officer or member of the Board of Trustees for more than two (2) consecutive (full) terms. The Treasurer may be elected for no more than three (3) consecutive full terms.
- Section 10. There shall be an Executive Committee of the Board of Trustees composed of the President, Vice-President, Secretary, and Treasurer.
- Section 11. The Executive Committee shall have such powers as are delegated to it by the Board of Trustees and shall provide continuity of operation between meetings of the Board of Trustees. It may not, however, alter the accepted budget nor change policies adopted by the Board. It shall prescribe the duties of the various committees and ensure their continuity of action, and shall obtain reports therefrom for submission to the Board of Trustees where applicable.

- Section 12. Each officer and member of the Board of Trustees shall be a resident member in good standing of a member society of the District.
- Section 13. The Board of Trustees shall be empowered to hire staff as is necessary to carry out the intent and purpose of the District.
- Section 14. The Board of Trustees has the authority to receive, purchase, or otherwise acquire property in addition to that which the District currently owns, when consistent with the aims and purposes of the District.
- Section 15. The Board of Trustees shall set the times and places for its meetings within the District, and the Secretary shall notify each member in writing at least two (2) weeks in advance. The Executive Committee shall meet as necessary with no formal notice required.

ARTICLE VI. ELECTION OF DISTRICT MEMBER TO THE U.U.A. BOARD OF TRUSTEES

- Section 1. This article is adopted in accord with provisions outlined in Article IX Section 9.11 of the Bylaws of the Unitarian Universalist Association that pertain to the election of trustees from the districts to serve on the Board of Trustees of the U.U.A.
- Section 2. Every fourth year, the certified churches and fellowships (societies) in the District may participate in the process of this selection.
- Section 3. At the time of the election each person nominated must be a legal resident and member of a certified church or fellowship located in the district. The elected trustee must comply with this eligibility provisional during his/her entire term. No person shall be eligible to serve more than two consecutive four (4) year terms.
- Section 4. The Secretary shall be responsible for the conduct of this election process.
- (A) Notice of the current trustee's expiring term shall be widely publicized to congregations, beginning with an announcement at the District Assembly preceding the election. Announcements shall include information about experience valuable to the position. An official Statement of Interest form, which has been approved by the Board, also shall be publicized and made available to eligible candidates.
 - (B) The form, completed by the candidate shall be sent to the OMD Secretary, at the District Office, no later than six (6) months before the district assembly at which the election is to occur. It shall be accompanied by a letter of Nomination from the candidate's

congregation, signed by the President of the Board, the Secretary, and/or the Minister.

- (C) The names and information about nominees shall then be circulated to each certified OMD congregation.
- (D) Each congregation may endorse one or more nominee(s), and must notify the Secretary in writing of its endorsement(s) three (3) months before the District Assembly.
- (E) Nominees who receive endorsements from five (5) or more certified congregations shall be declared a candidate for the office of District Trustee on the Unitarian Universalist Association Board.
- (F) If there are fewer than two (2) candidates for the office, The Board of Trustees of the District may nominate a candidate or candidates so that there will be two candidates for office.
- (G) In the event of only one or two nominees, the Board of Trustees may eliminate the endorsement process.

Section 5. Six weeks in advance of the District Assembly, the Secretary shall arrange the mailing of official delegate ballots together with specific credentials forms under the delegate formula of the U.U.A. (see Article IV, Section 4.8 of the U.U.A. Bylaws) and as prescribed by the U.U.A. bylaws, Article XI, Section 9.11 (d), (5). One week in advance of the District Assembly shall be set as the deadline for the receipt by the Secretary of absentee ballots with accompanying credentials forms. At the District Assembly there shall be provided for the U.U.A. trustee election an official ballot box and credentials review, separate from other business of the District. The Secretary shall appoint three (3) tellers. A majority of the votes cast shall be required for election.

In the event more than two candidates shall have been nominated, voting shall be by preferential ballot, indicating first, second third, etc choices for the respective candidates. If no candidate receives a majority of the first-choice votes, then the second choices on the ballots for the candidates receiving the fewest first-choice votes shall be added to the remaining candidates' first-choice votes. This procedure shall continue until one candidate has a majority of votes based upon the total of all first-choice votes cast. After consulting with the tellers, the Secretary shall report the results to the meeting, and shall notify the Secretary of the U.U.A. of the name of the successful candidate no later than forty-five (45) days before the convening of the U.U.A General Assembly. The Board member elected shall take office immediately at the close of that U.U.A. General Assembly.

Section 6. Duties of the District U.U.A. trustee shall include attendance in a nonvoting capacity at District Board meetings.

Section 7. If at any time a District Trustee on the U.U.A Board fails to meet the eligibility provisions of this article, his/her office shall be vacated. If a District Trustees' office on U.U.A. Board is vacated for any reason, the District Board of Trustees shall, make a temporary appointment. A successor to fill out the unexpired term shall be elected at the next District Assembly that takes place at least six (6) months after the vacancy occurs. The Secretary shall notify the Moderator of the U.U.A. immediately of the name of the successor upon the temporary appointment or election to fill a vacancy.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall preside at meetings of the District, the Board of Trustees, and the Executive Committee. The President shall be ex-officio member of all committees except Nominating Committee. The President shall appoint all committees not otherwise provided for, subject to approval of the Executive Committee.

Section 2. The Vice President shall be vested with the powers and responsibilities of the President in the event of the latter's absence or inability to serve.

Section 3. The Secretary's duties will be:

- (A) to keep a complete record of the proceedings of all meetings of the District and of the Board of Trustees, and of the Executive Committee, and to be custodian of these records;
- (B) to give notice of all meetings to these three bodies;
- (C) to prepare proper reports as may be requested by the Board of Trustees;
- (D) to keep a calendar for advising the other officers and committees of times for which various reports may be required;
- (E) to conduct correspondence that falls to the office except that which may be the prerogative of the President;
- (F) to receive the credentials of delegates to the meetings;
- (G) to prepare a roll of delegates and certified societies;
- (H) to perform such other duties as the Board of Trustees or the executive Committee shall from time to time prescribe;

The Secretary shall have power to attest to all public acts of the District.

Section 4. The duties of the Treasurer shall be:

- (A) to receive all monies collected under the authority of the District and give proper receipts therefore;
- (B) to pay all orders and bills promptly submitted within the authority granted by these Bylaws and further regulations of the Board of Trustees;
- (C) to keep proper records of all accounts and submit the same for examination annually or more often by an auditor to be chosen by the Board of Trustees.
- (D) These tasks may be performed directly by the Treasurer or by a designee (a member of the district staff or contracted agent) acting under the supervision of the Treasurer.

The Treasurer shall be bonded at the expense of the District in an amount to be prescribed by the Board of Trustees or, in default thereof, by the Executive Committee, for the faithful performance of duties. The Treasurer shall submit an annual report to the delegates at the District Assembly.

ARTICLE VIII. QUORUM

Section 1. At meeting of the District twenty-four (24) delegates, representing no fewer than fifteen (15) certified member societies, shall constitute a quorum.

Section 2. At meeting of the Board of Trustees, six (6) members or officers shall constitute a quorum.

Section 3. At meetings of the Executive Committee, three (3) members of the committee shall constitute a quorum.

ARTICLE X. COMMITTEES

Section 1. Each member of committees described in Sections 2 and 3 below shall be resident member in good standing of a member society of the District.

Section 2. The Nominating Committee shall have five (5) members, all of whom shall serve two (2) years; three to be elected one year; two the next year, alternately. After each District Assembly, the President shall designate a member of the committee who will serve as convener of the group for the following year. It shall be the assignment of the committee to prepare two slates: an “officers/trustees” slate, and a “nominating committee” slate. The “officers/trustees” shall include the names of nominees to fill specific Ohio-

Meadville officer's positions. The "officers/trustees" slate will also include names of nominees to fill specific vacancies. For the position of trustee, 2 vacancies will occur each of the two consecutive years and 3 vacancies the next. The Nominating Committee slate will include the names of nominees to fill 3 vacancies one year, and 2 vacancies the next, alternately.

When possible, broad geographic representation should be achieved on both slates. It is suggested that the Nominating Committee seek to include a Past President of the District among its members at all times.

A copy of the two slates shall be presented to the Secretary at least forty-five (45) days before the District Assembly at which the recommendations are to be acted upon. The Nominating Committee members should attend a meeting of the Board prior to making nominations. If any member of the Nominating Committee is unable to perform the duties, the remaining members of the committee shall select a replacement to serve until the next District Assembly.

Section 3. At the first regular meeting of the elected Board of Trustees following the District Assembly, the Board shall review the operations of the District and shall designate committees necessary to carry on the purposes and programs of the District, and shall appoint a chair, or chairs, and members, as appropriate to each committee.

ARTICLE XI. FINANCIAL MATTERS

Section 1. The fiscal year of the District shall be from July 1 to June 30.

Section 2. The annual budget shall be supported from funds held and otherwise acquired by this District. An annual budget shall be adopted at each District Assembly.

Section 3. Each member congregation in the District shall be asked to remit dues to the District based on the number of voting members in the congregation. Changes in the amount of the dues shall be recommended by the Board of Trustees and approved by majority vote of the delegates present and voting at a District Assembly. Recommended changes will be included in the call and notice of the meeting mailed at least thirty (30) days prior to the meeting date. Changes will become effective no sooner than three months after approval.

Section 4. Compensation may be paid to the Secretary and the Treasurer as the Board of Trustees shall determine.

Section 5. All District officers, trustees, employees, committee members, and the District U.U.A. Trustee shall be reimbursed for necessary expenses incurred in pursuing official duties, under regulations established by the Board of Trustees.

Section 6. All property or net sale proceeds therefrom received by the District from dissolved or inactive societies shall be held separately allocated as if in trust for a period of five (5) years. During that time the principal as well as the net income received from rental or lease of real estate of that society shall be used only for aiding a successor or new society in the same geographical area as determined by the Board of Trustees. All other income, and after five (5) years, all remaining principal, may become, by action of the Board, a part of the general fund of the District.

ARTICLE XII. AMENDMENTS

These bylaws may be amended by two-thirds (2/3) vote of the delegates present and voting at any District Assembly or special meeting, provided that the substance of the proposed amendment shall have been included in the call and notice of the meeting mailed at least thirty (30) days prior to the meeting date. Amendments may be initiated only by a member society or the Board of Trustees.