

# BYLAWS of the UNITARIAN UNIVERSALIST FELLOWSHIP of HUNTINGTON

Unanimously adopted by the Congregation on 3/27/19, and as amended on 1/25/81, 4/26/81, 4/27/86, 2/11/88, 4/29/90, 4/26/92, 4/18/93, 4/30/95, 4/28/96, 1/26/97, 3/4/01, 4/22/02, 6/17/02, 4/27/03, 6/6/04, 6/5/05, 6/1/08, 6/7/09, 4/17/11, 3/4/13, 4/7/13, 6/8/14, 6/10/18, 4/14/19, 6/9/19

Articles I, II, III, and Articles on Dissolution and the Fiscal Year were adopted by the congregation on 5/18/25.

## ARTICLE I - THE FELLOWSHIP

### 1.1 Name

The name of this religious corporation is the Unitarian Universalist Fellowship of Huntington, Inc. (hereinafter referred to as "UUFH" or "the Fellowship").

### 1.2 Purpose

The members of this Fellowship covenant to maintain and foster a non-creedal religious society whose purpose is to:

Bring together religious liberals to foster among our Members, Children, Friends, and Staff individual freedom of belief, respect for one another, the right of individual conviction, the democratic process in human relations through worship, study, service and fellowship and to create a religious community to nurture our religious spirits through caring for one another and helping to heal the world.

### 1.3 Diversity

This congregation affirms and promotes the full participation of persons without regard to race, color, national origin, religion, age, sex, sexual orientation, or disability in all our activities and endeavors. These include, but are not limited to, membership, programming, hiring practices, and the calling of religious professionals.

### 1.4 Affiliation

The Fellowship will be a member of the Unitarian Universalist Association of Congregations. The Fellowship will maintain liaison with the Unitarian Universalist Central East Regional Group and the Long Island Area Council, and with succeeding local districts and/or councils as they may be formed from time to time.

## ARTICLE II: MEMBERSHIP

### 2.1 Requirements for Membership

To be a Member, a person must:

- 2.1.1 Sign the Membership Book;
- 2.1.2 Contribute annually to the financial support of the Fellowship;
- 2.1.3 Be at least sixteen years of age.

### 2.2 Financial Support

Each member will provide financial support to the Fellowship with an annual paid pledge. Cases of financial hardship will receive individual consideration following a discussion with the minister.

### 2.3 Rights and Privileges

The following rights and privileges are reserved for Members only, effective 30 days after the person completes the requirements for membership.

- 2.3.1 To vote at any Congregational Meeting;
- 2.3.2 To chair a committee;
- 2.3.3 To hold elective office in the Fellowship.

## 2.4 **Termination**

Membership may be terminated in one of three (3) ways:

- 2.4.1. By submission of a written resignation;
- 2.4.2. By failure to make the minimum verifiable contribution in a fiscal year;
- 2.4.3. By separation from the Fellowship for gross misconduct, disruptive behavior, or conduct unbecoming of a member in accordance with the Congregational policy.

Members have the right to appeal in accordance with the Congregational policy.

## **ARTICLE III: CONGREGATIONAL MEETINGS**

### **3.1 The Annual Congregational Meeting**

The Congregation will meet each year to conduct the business of the Fellowship at the Annual Congregational Meeting. At this meeting, the Congregation will conduct elections, approve the budget for the following fiscal year, and any other agenda items as set in advance by the Board of Trustees.

### **3.2 Notices of Meetings**

Notice of each meeting of the Fellowship as a whole will be announced at the four regular Sunday services immediately preceding, but not including, the date of the meeting, and by personal notification to all Members at least 30 days before the meeting. The notice for the Congregational Meeting will include an agenda for the meeting.

### **3.3 Quorum**

Lesser of 40 members or 15 percent (15%) of the membership eligible to vote will constitute a quorum. The Secretary of the Fellowship will determine if a quorum is present prior to conducting any business at the meeting. At any time during the meeting, any Member present may challenge the existence of a quorum.

### **3.4 Voting**

All Members with voting status may cast a vote. Proxy votes will not be permitted.

### **3.5 Conduct**

The latest edition of Robert's Rules of Order will be the procedural authority unless otherwise voted on at the beginning of the meeting.

### **3.6 Deciding Motions**

At any Congregational Meeting a majority of the Members voting will decide any motion, with the following exceptions:

3.6.1 A two-thirds vote of the Members voting will be required:

- To call or dismiss the Minister
- To change the Bylaws
- To call the question (terminate discussion on a motion)
- To suspend the rules
- To sell or purchase real property;

3.6.2 A three-quarters vote of the Members voting is required at a regular or special Congregational Meeting on any issue in which the Congregation wishes to take a public position.

### **3.7 Special Meetings**

Special Meetings of the Fellowship may be called:

- 3.7.1 by the Board of Trustees at any time;
- 3.7.2 by the Board of Trustees upon the written request of at least 25 members of the Fellowship. Such a written request will state the purpose of the meeting and will be presented to the Board by several of the petitioners. Such Special Meeting will be held no earlier than one month, but no later than two months, from the date of the presentation of the written request to the Board.

#### **Separate Article: DISSOLUTION**

If it should become necessary or desirable to dissolve the Unitarian Universalist Fellowship of Huntington, New York, such dissolution will be accomplished pursuant to and in full compliance with applicable provisions of Article 19 of the Religious Corporations Law of the State of New York.

#### **Separate Article: FISCAL YEAR**

The fiscal year of the UUFH will be from July 1 to June 30. The expiring terms of all Officers and Board of Trustee members terminate on June 30 of each year. New terms begin July 1.

### **ARTICLE IV - THE BOARD OF TRUSTEES**

#### **4.1 Composition**

The Board of Trustees shall consist of nine (9) Members of the Fellowship, except as provided in Section 5.1. Members of the Board of Trustees shall serve for staggered three-year terms. No Member of the Board of Trustees who has served two years as a Trustee may be re-elected until the expiration of one year from the completion of this service. Any Trustee who, without adequate reason submitted to the President or the Secretary, fails to attend three consecutive meetings of the Board of Trustees, shall be considered to have resigned from the Board. The Board may grant, for adequate reasons, a leave of absence of up to two months. The Trustees shall fill by appointment, until the next Annual Congregational Meeting, any elective position that becomes vacant. An election to fill such a vacancy for its remaining term shall be held at the next Annual Congregational Meeting. The Minister and the Director of Religious Education shall be ex officio, non-voting members of the Board of Trustees. The President may appoint a Fellowship member as a non-voting Recording Secretary/Scribe.

#### **4.2 Duties of the Board of Trustees**

The ultimate determination of all matters of policy and management shall be vested in the Board of Trustees between Congregational meetings. The Board of Trustees shall:

- 4.2.1 Serve, with the Minister, as co-spiritual directors of the Fellowship;
- 4.2.2 Govern all property of the Fellowship, including all uses of the buildings and facilities;
- 4.2.3 Conduct all affairs of the Fellowship and be responsible for the administration of the Fellowship;
- 4.2.4 Reallocate monies within the budget as required by the business of the Fellowship, such reallocation not to exceed five percent of the total budget. Non-budgeted expenditures in excess of five percent of the total budget shall require congregational approval;
- 4.2.5 Hire all staff members of the Fellowship except for the Minister(s). The Trustees shall seek and consider the recommendation of the Minister(s) in the hiring of all staff members;
- 4.2.6 Establish the number and times of the worship services;
- 4.2.7 Act upon applications for new organizations within the Fellowship;
- 4.2.8 Present a budget for the year at the Annual Congregational Meeting;
- 4.2.9 Change Membership status acting on the report of the Treasurer;
- 4.2.10 As determined by these Bylaws, appoint chairs and/or members of the following Committees: RE, Finance, Investment, Personnel, and any other committee or chair whose composition and/or chair is not specified otherwise in these bylaws.
- 4.2.11 On recommendation of the Investment Committee, and in accordance with Article IX, paragraph 9.4.1 and 9.4.3, determine user allocation of legally-available monies in the Endowment Fund;
- 4.2.12 Determine whether an unallocated bequest or gift may be added to the Endowment Fund;

- 4.2.13** Review, annually, members of committees who are serving at the discretion of the Board, to determine if continued service is appropriate.
- 4.2.14** Individual trustees shall be appointed by the Board serve as Board Liaisons to a committee or cluster. A cluster is a group of Fellowship centers or committees with related functions.
- 4.2.15** The members of the Board of Trustees shall not be individually liable to the corporation or to others for their good faith acts performed as members of the Board of Trustees and in conformance with their duties as specified in these Bylaws.

#### **4.3 Meetings**

There shall be a minimum of one meeting of the Board of Trustees per month from September through June, with the option to have a second business/spiritual directions meeting as needed, including a summer retreat. Where practicable, an agenda will be provided prior to the meeting. A quorum at any meeting of the Trustees shall be two-thirds of the total number of Trustees. Trustees are counted present whether they are in attendance in person or via telepresence.

#### **4.4 Executive Committee**

Members of the Executive Committee shall be the President, Vice President, Past President, Treasurer, and Minister (*ex officio*). It shall meet monthly or as needed to discuss and set the agenda for the next Board of Trustees' Business Meeting. The Executive Committee does not have authority to make binding decisions for the Board of Trustees or for other congregational entities and leaders or for the congregation, but may, as appropriate, direct issues and questions to the Cluster Coordinating Council, committee chairs, staff, etc., as well as to the Board of Trustees.

### **ARTICLE V - OFFICERS AND THEIR DUTIES**

#### **5.1 Officers**

There shall be four officers of the Fellowship: a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Congregation at the Annual Congregational Meeting. The President may be either a current or an immediately retiring member of the Board of Trustees. In the latter case, Section 4.1 of these Bylaws shall not apply, and the President will serve the term as President as a tenth member of the Board. Thereafter, a year must elapse before s/he may be re-elected to the Board. The Vice President, Secretary, and Treasurer shall be members of the Board of Trustees. The term of all officers shall be for one (1) year commencing on July 1st.

#### **5.2 Duties of the President**

**The President shall:**

- 5.2.1** Serve as Chairperson of the Board of Trustees and preside at all meetings of the Congregation and of the Board;
- 5.2.2** Serve as *ex officio*, non-voting member of all Committees and Centers except the Nominating Committee, Committee on Congregational Ministry, and the Director of Religious Education (DRE) Support Committee;
- 5.2.3** Represent the Fellowship on all appropriate occasions;
- 5.2.4** Have the authority to sign official documents on behalf of the Fellowship. Such documents include, but are not limited to, leases, mortgage notes, loan notes, and government forms;
- 5.2.5** Serve as member of the Executive Committee.
- 5.2.6** After expiration of his or her term, shall serve as a member of the Executive Committee.
- 5.2.7** Except as provided in 5.1, under no circumstance shall a Trustee serve on the Board of Trustees for a period in excess of three consecutive years.

#### **5.3 Duties of the Vice President**

**The Vice President shall:**

- 5.3.1** Act in the place of the President during absences;

- 5.3.2** Succeed to the office of President if the President resigns, dies, or otherwise becomes incapacitated;
- 5.3.3** Convene the Cluster Coordinating Council;
- 5.3.4** Perform such duties as may be requested or delegated by the President;
- 5.3.5** Serve as member of the Executive Committee.

**5.4 Duties of the Secretary**

**The Secretary shall:**

- 5.4.1** Keep an accurate record of the transactions of all Congregational Meetings of the Fellowship;
- 5.4.2** Notify the membership of all meetings and matters to be voted on by the Congregation;
- 5.4.3** At all Congregational Meetings, determine whether a quorum exists;
- 5.4.4** Accept petitions from Members of the Congregation;
- 5.4.5** Accept and publish nominations

**5.5 Duties of the Treasurer**

**The Treasurer shall:**

- 5.5.1** Assure that all money and other property of the UUFH is safely received and kept and that the same is disbursed appropriately under the direction of and to the satisfaction of the Board of Trustees;
- 5.5.2** Assure that a complete account of the finances of the UUFH is kept in records that shall remain the property of the Fellowship, and that shall be open for inspection at any time to the Officers and/or Trustees; render a current financial statement at each regular business meeting of the Board and at the Annual Congregational Meeting (the annual financial statement for the fiscal year shall be audited and certified by persons designated by the Board);
- 5.5.3** Appoint, with the advice and consent of the Board, Assistant Treasurers, or Special Account Managers, but such appointee(s) shall not be Officer(s) of the Fellowship;
- 5.5.4** Serve as an ex-officio member of the Stewardship Council;
- 5.5.5** Serve as an ex officio member of the Finance Committee and of the Investment Committee;
- 5.5.6** Provide Bond at the expense of the Fellowship;
- 5.5.7** Maintain the current roster of Members of the Fellowship;
- 5.5.8** In conjunction with the President and the Minister, review the status of Members each year and report changes in status to the Board of Trustees prior to the Annual Congregational Meeting;
- 5.5.9** In conjunction with the President and the Minister, review the current roster of Members prior to the annual submission of total membership to the UUA;
- 5.5.10** Serve as member of the Executive Committee.

**ARTICLE VI - NOMINATIONS AND ELECTIONS**

**6.1 Nominating Committee**

The Nominating Committee shall be a Committee of the Congregation and shall consist of five elected Members of the Congregation, who shall serve for staggered three-year terms. Thus, each year the Nominating Committee shall nominate 1 members of the Congregation to be elected to the Committee. The Nominating Committee shall elect its own chairperson from among its members who have completed two years of service. No member of the Nominating Committee shall be eligible to be nominated to the Board of Trustees.

**6.2 Duties of the Nominating Committee**

The Nominating Committee shall deliver to the Secretary, at least four weeks before the date of Part I of the Congregational Meeting, a report nominating the following: at least one person for each vacancy on the Board of Trustees, any persons needed for vacancies resulting from Nominating Committee rotations, and any other committee as designated by the Board of Trustees.

After receipt of this report, the names of the nominees shall be announced via congregational communication with any or all of the following data:

- 6.2.1 Position and length of term for which each person is nominated;
- 6.2.2 Length of the nominee's Membership in the Fellowship;
- 6.2.3 Offices previously held and the nominee's Center/Committee involvement.
- 6.2.4 As specified by Article VII, the Nominating Committee, when required, shall also make nominations for a Ministerial Search Committee following the time schedule for nominations set forth above under paragraph 6.2. A Special Congregational Meeting shall be called to elect the Ministerial Search Committee in accordance with the time schedule required for Special Congregational Meetings set forth in Article III, paragraph 3.2.

#### **6.3 Additional Nominations**

Additional nominations for any elective vacancy may be made only by written petition of twenty-five Members with the consent of the nominee. This petition must be filed with the Secretary at least two weeks prior to the Congregational Meeting at which the election will be held, together with such data on each nominee as required in Section 6.2 above. Such nominations and supporting data shall be included in the subsequent notices of the Congregational Meeting at which the election will be held.

#### **6.4 Elections**

When there is only one candidate nominated for any elected position, *Robert's Rules of Order Newly Revised* shall prevail. If there is more than one candidate for any position, the following procedure shall be followed:

- 6.4.1 At the direction of the Secretary, a ballot for the contested position(s) shall be prepared for use at the Congregational Meeting at which the election will be held;
- 6.4.2 This ballot shall be a secret ballot;
- 6.4.3 The Secretary shall name three tellers, who are non-candidate Members present at the meeting, who shall collect and tally the ballots;
- 6.4.4 Election for the contested position shall be by a simple majority;
- 6.4.5 In the event of a request for a recounting of the ballots for any contested position, each candidate may name a person to observe the recounting of the ballots.

### **ARTICLE VII - PROFESSIONAL LEADERSHIP**

#### **7.1 Decision Concerning Ministerial Leadership**

The decision to have a Minister shall be a decision of the Congregation made in a duly called Special Congregational Meeting. Once the decision is made, it shall continue indefinitely until changed by a duly called Special Congregational Meeting.

#### **7.2 Duties of the Minister**

If the decision is made to have a Minister, then the duties of the Minister shall be as prescribed by the Congregation, acting through the Board of Trustees, and shall generally be in consonance with the following:

The Minister shall:

- 7.2.1 Serve as co-spiritual leader, with the Board of Trustees, of the Fellowship;
- 7.2.2 Act as spiritual advisor to the Board of Trustees;
- 7.2.3 Preach a designated number of services each year and for those services shall have freedom of the pulpit;
- 7.2.4 Use time as s/he deems necessary for the best fulfillment of the ministry;
- 7.2.5 Serve as the executive agent of the Board of Trustees in the day-to-day running of the Fellowship.

### **7.3 Calling a Minister**

When the Congregation has decided to seek a Minister, a Ministerial Search Committee of seven Members of the Congregation shall be elected (using the nominating procedures of Article VI) at a Special Congregational Meeting to be held no later than three months after such decision. At this same Special Congregational Meeting, an adequate budget for this Committee shall be established and approved by the Congregation. The Ministerial Search Committee shall seek out a Minister, making use of the full facilities of the UUA, and shall, as soon as is practicable, recommend a candidate Minister to the Congregation at a Special Congregational Meeting called for the specific purpose of calling a Minister. In order to be called as Minister, the candidate must receive the vote of at least two-thirds of the Members voting. If the candidate is rejected, the Congregation shall decide upon the subsequent course of action as described in Sections 7.1 and 7.3 or parts thereof.

### **7.4 Removing a Minister**

The Minister may be removed only by a vote of at least two-thirds of the Members present and voting at a Special Congregational Meeting called specifically to consider the removal of the Minister. Such a meeting may be called only if ordered by the Board of Trustees or if requested by written petition to the Secretary by at least twenty-five Members of the Fellowship. The requirements of Section 3.2 of these Bylaws shall be followed.

## **ARTICLE VIII - COMMITTEES AND CENTERS**

### **8.1 General**

The detailed operation of the various phases of Fellowship activities shall be carried out through Centers or Committees operating under broad guidelines from and supervision by the Board of Trustees. Membership in Centers or Committees shall, except as specifically stated elsewhere in these Bylaws, be as broad as practicable, and may include Members, Friends, and others. All Centers/Committees (except the Nominating and Committee on Ministry) shall be chaired by a Member approved by the Board of Trustees. Except as stated elsewhere in these Bylaws, the President, at the discretion of and with the consent of the Board of Trustees, may appoint persons to serve as members of any Center/Committee for specific terms not to exceed three years. The Minister shall be an ex officio, non-voting member of all Centers/Committees except the Nominating.

### **8.2 Standing Centers/Committees**

Standing Centers/Committees shall be established to oversee areas of vital concern to the functioning and integrity of the Fellowship, and shall be maintained by the Board of Trustees in perpetuity. The standing Centers/Committees and their areas of concern and duties shall be as follows:

#### **8.2.1 Resources Cluster**

The Stewardship Council shall be responsible for all financial matters of the Fellowship. It shall be composed of the chairs or designated representatives of Finance and Investment and chaired by the UUFH Treasurer.

**8.2.1.1 The Finance Committee** shall consist of no fewer than five members, who shall be appointed annually by the Board of Trustees. The Finance Committee shall coordinate with the Treasurer in preparing the proposed annual budget for the Board of Trustees to submit to the Congregation at Part II of the Annual Congregational Meeting.

**8.2.1.2 The Stewardship Committee** shall be responsible for the annual pledge campaign of the Fellowship and shall conduct, or have conducted, the annual pledge drive for operating funds during the year. This committee shall be responsible for the solicitation of new Members' pledges and for follow-up on all pledges to assure payment.

**8.2.1.3** **The Investment Committee** shall be a committee of at least three members, who shall be appointed by the Board of Trustees and who shall serve at the discretion of the Board. The Committee shall be responsible for the management of all funds of the Fellowship that may be invested, including, but not limited to, Endowment funds, Future Pledge funds, General Operating Budget funds, and all Reserve funds. Members of the Investment Committee shall be held harmless for the discharge of their designated duties. Investments shall be made in accordance with investment policies promulgated by the Board, subject to Federal and State laws and regulations.

**8.2.1.4** **The Investment Committee** shall administer the Endowment Fund of the Fellowship.

**8.2.1.5** Article IX of these Bylaws describes the structure of the Endowment Fund itself.

**8.2.2** **Committee on Ministry (COM):** There will be a Committee on Ministry consisting of six (6) members serving staggered three-year terms, with two members' terms ending each year. The Committee on Ministry is a continuing body whose purpose is to strengthen the quality of ministry within the Congregation.

**8.2.2.1** Members for the Committee shall be selected as follows: the Board of Trustees and the Minister shall mutually agree upon two candidates who shall then be presented to the Congregation to be voted upon at the annual congregational meeting. No member of the Board may serve on the Committee on Ministry.

**8.2.2.2** If a member of the Committee is unable, for any reason, to complete the term for which he/she was appointed, such vacancy shall be filled within thirty (30) days by the Board of Trustees from a nomination made jointly by the Minister and Board. Such an appointment shall be for the remainder of the vacated term.

**8.2.2.3** During the course of the year, the Ministerial/Congregational relationship will be reviewed. Reviews of the Minister's performance in relation to expectations, and reviews of the Congregation's performance in relation to goals, should be undertaken periodically, and presented to the Minister and Board of Trustees.

**8.2.2.4** The Committee on Ministry shall assist and support the Minister in her/his plans for professional development, sabbaticals, etc. The Committee shall alert the Board to any emerging concerns between the Minister, the Board, and/or the Congregation, and be empowered to facilitate resolution of any such concerns.

**8.2.3** **Personnel Committee** shall have the following responsibilities:

**8.2.3.1** Evaluate all staff members (full- and part-time employees, excluding the minister), submit written evaluations to the Board of Trustees for approval according to a schedule agreed upon each year by the Committee and the Board of Trustees, to an agreed upon schedule, and present the Board-approved evaluations to individual staff members in the presence of their supervisor.

**8.2.3.2** Maintain and have access to updated files containing job descriptions, past evaluations, hiring letters, contracts and salary information of all staff members, excluding the minister.

**8.2.3.3** Make recommendations with regard to staff needs, including hiring/dismissing, salary, employee benefits, personnel policies, and position descriptions.

**8.2.3.4** Assess and implement the Personnel Policy Manual.

**8.2.3.5** Review and assess as needed UUFH policies and procedures regarding the hiring, dismissal or departure of personnel, conducting of exit interviews, and make recommendations to the Board of Trustees.

**8.2.3.6** Address other such personnel matters as may arise.

**8.2.3.7** The Committee shall consist of three members appointed by the Board, serving staggered three-year terms, and one ex-officio Board member.

### **8.3 Other Centers or Committees**

The Board of Trustees may, from time to time as appropriate, form other Centers or Committees or support groups to be responsible for other aspects of the day-to-day operation of the various Fellowship programs. These groups may be formed for either limited or indefinite periods. Each such group shall be formed for a specific purpose as stated in the resolution forming it.

### **8.4 Cluster Coordinating Council**

A Cluster is a group of Fellowship Centers/Committees with related functions. The Cluster Coordinating Council (CCC) shall consist of the Vice President (convener) and the Trustees serving as cluster liaisons plus committee chairs who will attend meetings as needed.

The members of the Cluster Coordinating Council shall:

- 8.4.1** Recruit and appoint chairs for Centers/Committees, unless otherwise stated herein;
- 8.4.2** Serve in an advisory capacity to the Board and to the various Centers/Committees;
- 8.4.3** Communicate with the Board and the various Centers/Committees;
- 8.4.4** Report to and work with the Vice President to solve problems as needed.

## **ARTICLE IX - ENDOWMENT FUND**

### **9.1 General**

The Endowment Fund of the UUFH, hereafter referred to as "the Fund," was established at a Congregational Meeting on October 21, 1979. The Fund is dedicated to the recognition and loving memory of those who have given generously so that the Fellowship and its Mission might thrive in the future. The Fund is a special fund, separate from the operating funds of the Congregation. The Principal in the Fund is accumulated through bequests and special gifts. The purpose of the Fund is to provide for the long-term financial health of the Fellowship and to support its mission. Proper stewardship of the Fund includes the encouragement of further financial gifts and bequests to the Fund and the responsible administration of the Fund. The investment management of the Fund shall rest solely with the Investment Committee.

### **9.2 Endowment Committee**

As of April 15, 2019, the Endowment Committee and its responsibilities will be wholly assumed by the Investment Committee (Section 8.2.1.3).

### **9.3 Duties of the Committee**

**The Investment Committee shall:**

- 9.3.1** Encourage bequests and lifetime giving from members of the congregation;
- 9.3.2** Determine the annual portion of the General Fund and any Restricted Funds that may be spent or allocated;
- 9.3.3** Receive proposals, by March 1 of each year, from the various Centers/Committees, or from individual Members, concerning the use of available Endowment Fund monies;
- 9.3.4** After considering the proposals submitted, recommend use or allocation of available monies to the Board of Trustees, by March 31 of each year.
- 9.3.5** Members of the Investment Committee shall be held harmless for the discharge of their designated duties.

### **9.4 Management of the Fund**

Management of the Fund shall be as follows:

#### **9.4.1 Monies Available for Use in Each Year:**

The portion of the Fund available to be spent or allocated shall be to the extent authorized by the Board of Trustees permissible under the New York Prudent Management of Institutional Funds Act (NYPMIFA) and any other applicable New York State Law.

#### **9.4.2 Use of the Principal**

To the extent beyond what is permissible under NYPMIFA and applicable New York State law, the Principal of the Endowment can be borrowed, spent, encumbered only if approved at a duly called congregational meeting by a two-thirds vote of all members voting.

### **ARTICLE X - AMENDMENT OF BYLAWS**

These Bylaws may be changed only by a two-thirds majority vote at a duly called Congregational Meeting. The Sections to be changed must have been announced in the notice calling such meeting and in accordance with the time schedule set forth in Article III, paragraph 3.2.

### **ARTICLE XI - GENERAL AND MISCELLANEOUS**

Except where otherwise provided by these Bylaws, all legal meetings of the Congregation and of the Board of Trustees shall be conducted in accordance with *Robert's Rules of Order Newly Revised*. A copy of the applicable version of *Robert's Rules of Order Newly Revised* shall be made available to any member of the congregation in the Fellowship library for on-premises use.

### **ARTICLE XII - CONFLICT OF INTEREST POLICY**

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Fellowship.

A trustee or officer of the Fellowship shall not be disqualified from holding any office in the Fellowship by reason of any interest in any concern. A trustee or officer of the Fellowship shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Fellowship or with any entity of which the Fellowship is an affiliate. No transaction of the Fellowship shall be voidable by reason of the fact that any Trustee or officer of the Fellowship has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or trustee is fully disclosed to the Board of Trustees.
2. Such transaction is duly approved by the members of Board of Trustees not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or trustee are reasonable and do not exceed fair market value.
4. No interested officer or trustee may vote or lobby at a meeting at which such transaction may be authorized.