

BY-LAWS OF THE
ETHICAL CULTURE SOCIETY OF ESSEX COUNTY

Revised February 20, 2011

1955, 1977, 1978, 1981, 1988, 1991, 1992, 1995, 1997, 2001, 2007, 2008, 2011.

ARTICLE I - IDENTIFICATION

The Society referred to herein is the Ethical Culture Society of Essex County, a corporation of the State of New Jersey.

ARTICLE II - PURPOSE

This society is a religious and educational fellowship that seeks to achieve the ethical life without dogma; to develop the highest values in human relationships in ourselves, our families, and our community; and to elicit the best in others, thereby eliciting the best in ourselves.

ARTICLE III - MEMBERSHIP

Sec. 1. Qualification: Any person is eligible for membership who is in general sympathy with the purposes expressed in Article II. Applicants for membership, on written application, shall become acquainted with and discuss the substance of Article II with the Membership Chair and the Leader of the Society, if any there be. Any person who is a member of a Society or Fellowship of the American Ethical Union shall be admitted upon written application.

Sec. 2. Election: The application shall then be subject to a favorable vote of not less than a majority of the Trustees present at any meeting of the Board.

Sec. 3. Contributions: Members are expected to contribute toward the support of the Society in money and in personal service according to their means and abilities. Each member shall pledge annually to the Society in response to the Society's needs and her or his ability to pay.

Sec. 4. Definition of Affiliation:

(a) Full Member shall be a person who complies with the description in Sec. 3. Members are entitled to fill all offices, are affiliated with the American Ethical Union and

receive pertinent publications, have access to AEU lobbying activities and are entitled to reduced entrance fees for certain Society functions and reduced rates for Sunday School tuition and preferential admission to Sunday School.

(b) **Member Emeritus** is a person who has long and distinguished association with the Society and finds the contributions too heavy a burden. The membership committee shall recommend to the Board that the person be elected to Emeritus status. Emeritus members shall have full membership privileges but no minimum contribution is expected. Present life members will continue as such.

(c) **Youth Membership**. Youth Membership is available at age 16 or upon graduation from our Sunday School as follows:

(a) Youth Members may serve on standing committees and may participate in activities of the Society; however, they shall not be entitled to vote.

(b) Financial contributions shall not be a requirement for Youth Membership.

(c) Sunday School graduates shall receive a formal invitation to become Youth Members.

(d) Written parental permission is required for prospective Youth Members whose parents are not members of the Society.

(e) Youth Members reaching the age of 18 shall be formally invited to regular membership.

(d) **Friend** is a person who wishes to support the Society in money and by participation but does not feel the commitment for full membership. A Friend is expected to make a contribution to defray the cost of mailing and building use.

Sec. 5. Termination by Board and Resignation: The Board, by a vote of not less than a majority of the entire Board, may terminate the membership of those who have ceased to show any interest in or make financial contribution to the Society upon the recommendation of the Membership Committee, or a Special Committee appointed for the purpose; provided that not less than thirty days' written notice of such proposed action shall be mailed to such member. No such notice will be required for those who communicate a resignation to the Leader, the Membership Committee, a special Committee Chairperson, appointed for the purpose, or the Board.

Sec. 6. Censure, Suspension, and Expulsion: Whenever, in the opinion of the Board, the conduct of any member has been inconsistent with the principles or prejudicial to the welfare of the Society, the Board may direct that a written statement of the grounds of its opinion be sent by registered mail to such member, together with a notice giving such member an opportunity to be heard at a stated meeting of the Board. The Board may act after such hearing or upon the non-appearance of the member thereat, to absolve, censure, suspend, or expel such member by a vote of three-fourths of the entire Board.

Sec. 7. Property Rights: No member shall have any right, title, or interest in the property of the Society at any time. Upon the dissolution of this corporation, assets shall

be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; i.e.; charitable, educational, religious, or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose.

Sec. 8. Conflicts of Interest. It is recognized that occasions may arise when a member of the Board or an Officer of the Corporation has a financial interest in a contract or transaction involving the Corporation or a committee thereof. In such cases it is the policy of the Corporation and its Board that:

- a. Any material facts as to such financial interest shall be disclosed by such interested Trustee or Officer to the members of the Board or committee.
- b. The Trustee or Officer having such financial interest in any matter shall not vote or use any personal influence with regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such interested Trustee or Officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Trustee or Officer abstained from voting. At the Board's discretion, the interested Trustee(s) or Officer(s) shall leave the room during discussion and voting on the matter(s) subject to the conflict of interest.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or other private person, except as reimbursement for reasonable and necessary expenses incurred in conducting the Corporation's affairs and in carrying out its exempt purposes, or as reasonable compensation for services rendered.

ARTICLE IV - MEETING OF MEMBERS

Sec. 1. Regular: The Annual Meeting of the Society shall take place on the third Sunday in May of each year, at such place as may be fixed by the Board, but within the State of New Jersey. If unusual circumstances so require, the Board may set a different date for the Annual Meeting for any particular year.

Sec. 2. Special: Special meetings shall be called by the Secretary at the request of the President, or a majority of the Board, or ten members of the general membership. Every effort shall be made to accommodate the timing of such a meeting to all members who express a wish to be heard.

Sec. 3. Notice: At least thirty days' notice shall be given of the Annual Meeting, and at least ten days' notice of special meetings. The agenda for each meeting shall accompany the notice.

Sec. 4. Quorum: Twenty per cent of the active membership, but not less than fifteen active members shall constitute a quorum of a regular or special meeting.

ARTICLE V - OFFICERS AND TRUSTEES

Sec. 1. Board of Trustees.

- (a) There shall be a Board of Trustees ("Board"), which shall consist of between 7 and 11 members. The nominating committee will attempt to acquire at least 9 members, including the officers of President, Vice President, Secretary and Treasurer.
- (b) The President shall preside at all membership and Board meetings and shall appoint chairs of committees with the advice of the Board and shall serve as an ex officio member of all committees, including the Nominating Committee. Persons nominated for this office should have served at least one year on the Board of Trustees.
- (c) The Vice-president shall act for the President in the President's absence or at the President's request.
- (d) The Secretary shall keep minutes of the Membership and Board Meetings and maintain the Society records.
- (e) The Treasurer shall be responsible for the financial records of the Society and payment of bills upon proper authorization by the Board.
- (f) Each newly elected Board of Trustees shall assume office effective the first of the month following the Annual Meeting and shall meet regularly once each month, at least 9 months during the year, and at such other times as the Board may determine. Special meetings of the Board may be called by the President at any time, and must be called by her or him at the written request of three Trustees. The Secretary shall inform Trustees by mail or otherwise of all meetings of the Board at least ten days before the date thereof.
- (g) A majority of the Trustees shall constitute a quorum.
- (h) Trustees and officers shall be elected by the majority vote of the membership present at the Annual Meeting. All elections shall be by closed ballot, unless the ballot is dispensed with by unanimous consent, Election ballots shall be cast at the Annual Meeting, unless received by the Secretary prior thereto.

Sec. 2. Nominating and Voting

(a) There shall be a Nominating Committee whose function shall be to nominate the candidates for the Board, including the offices of President, Vice President, Secretary and Treasurer, and Trustees. Three (3) members of the Nominating Committee shall be elected by the membership at the annual meeting, one (1) member shall be designated by the Board of Trustees, and one (1) member shall be appointed by the President. The leader and/or director, if there is one, shall serve ex officio. There shall be unlimited nominations for the 3 members elected by the membership, all such nominations to occur only at the Annual Membership Meeting. Election will be by closed ballot with the three individuals receiving the largest number of votes designated for the Nominating Committee. There will be no proxy voting.

(b) The Nominating Committee shall solicit suggestions widely from among the membership and shall submit proposed nominations to the membership in writing at least thirty (30) days before the Annual Meeting. These nominations shall be of persons who have been members of the Society at least one year and will include at least 2 persons who are not incumbent members of the Board. Additional nominations for the Board may be made in writing if signed by at least three (3) members may be submitted in writing to the Nominating Committee no later than seven (7) weeks prior to the Annual Meeting. The names of all nominees shall be presented to the Membership for election at the Annual Meeting.

Sect 3. Elections

Election of officers and trustees of the Board shall be held at each Annual Meeting. Officers shall serve for a term of two (2) years and until their successors have qualified. No officer shall serve more than two (2) consecutive terms (4 years) without a one-year hiatus, except in the case when general membership in this Society is below 50 at the time of an election the following rule applies, that no officer shall serve more than (3) consecutive terms (6 years) without a one-year hiatus. Trustees who are not officers shall serve for a term of one year, not to exceed four (4) consecutive terms without a one-year hiatus, except in the case when general membership in this Society is below 50 at the time of an election the following rule applies, that trustees who are not officers shall serve for a term of one year, not to exceed (6) consecutive terms without a one-year hiatus. At each Annual Meeting, the Membership shall elect the President and Vice President or the Secretary and Treasurer plus the remaining Trustees. In 2002 only, the Secretary and Treasurer shall be nominated for a term of one (1) year so as to alternate with the President and Vice President in succeeding years.

If any Member of the Board shall be absent without reasonable explanation for three consecutive meetings of the Board, that Member's place may

be declared vacant until the next annual meeting by the affirmative vote of a majority of the Trustees.

Sec. 4. Vacancies: The Board shall have the power to fill vacancies in any elective office, including that of Trustee, until the regular election.

ARTICLE VI - COMMITTEES

Sec. 1. Standing Committees. There shall be ten Standing Committees which are: Finance, House, Leadership Advisory, Membership, Platform, Pledge, Publicity, Social, Social Action, and Sunday School, and each shall have a chairperson who reports to the Board at regular meetings.

Sec. 2. Duties of Standing Committees. The duties of the Standing Committees shall be:

a) Finance:

I. shall analyze the financial status of the Society and report to the Board at regular meetings.

II. shall prepare and draft budget with input of Committee Chairs.

b) House:

I. analyze needs for repair, upgrading, and decor and report to Board.

II. design and implement programs for repairs, maintenance, upgrading and decor.

c) Leadership Advisory:

I. to help the Leader be highly effective and successful so as to better serve the needs of the Society.

II. to advise the Leader, bring the concerns of the Society to the Leader, and bring the concerns of the Leader to the Society.

III. to facilitate communication between the Society and the Leader.

d) Membership:

I. to maintain list of Members and Friends.

II. to design and implement programs for membership growth.

III. to promote comradeship amongst Members and Friends.

IV. to arrange for Greeters for Sunday Platforms and special meetings of the Society.

e) **Platform:**

- I. to recommend a theme to the Board for the Year's Platforms.
- II. to provide programs and speakers for Sunday Platforms.

f) **Pledge:**

- I. to design and implement the pledge campaign.

g) **Publicity:** shall design and implement plans for publicity and outreach to the general public.

h) **Social:** shall arrange for refreshments for Sunday Platforms and special meetings of the Society.

i) **Social Action:** shall design and implement program of Social Action consistent with the ideals of the Society and the Ethical Culture Movement. This Committee shall have complete freedom of expression within the limits of the laws regarding Tax Exempt Churches, but shall not be the spokesperson for the Society, and shall indicate in all public statements that its actions are those of the Committee. No substantial part of the Society's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

j) **Sunday School:**

- I. shall propose policies to the Board for Religious Education for youth.
- II. shall select staff, define the staff's duties and monitor programs.
- III. shall determine curriculum.

Sec. 3. Membership and Confidentiality of Leadership Advisory Committee: There shall be five members of the Leadership Advisory Committee, selected as follows: One member appointed by the Leader, one member chosen by the existing Leadership Advisory Committee, one member appointed by the Board, and two members elected by the membership at an annual membership meeting. Each member must be a Society member for at least two years before assuming membership on the Leadership Advisory Committee. Nominations for the elected members will be taken at the annual membership meeting preceding years when that position must be filled, and election will take place at the same meeting. Each member shall serve a three-year term. A member may serve no more than two consecutive terms without a one-year hiatus. Proceedings of the Leadership Advisory Committee are strictly confidential.

Sec. 4. Other Committees and activities: There shall be such other committees and activities (including a newsletter and adult education center) as may be determined from time to time, to be necessary or useful to the functioning of the Society, appointed by the President with the approval of the Board.

Sec. 5. Requirement: In any committee, the chairperson or any designated committee officer must be an active member of the Society in good standing. Only members in good standing may vote on committee policy or other official business.

ARTICLE VII -- LEADERSHIP

Sec. 1. In the event the Society decides to seek a new Leader or Leaders, a membership meeting shall be convened to select a three member nominating committee broadly representative of the membership to propose a search committee and to designate a date certain, time and place for a further special meeting to elect the members thereof. The search committee shall conduct its search and in due course notify the membership of a duly constituted membership meeting, at which a new Leader shall be appointed by the two-thirds vote of members so assembled.

Sec. 2. Powers and Duties: The Leader[s] shall have unlimited freedom of expression and perform the usual pastoral functions. The Senior Leader shall be a member ex officio of the Board and of all Committees. The powers and duties of a Director shall be defined by the Board.

ARTICLE VIII

The deliberations of the Society shall be governed by the most current Roberts' Rules of Order.

ARTICLE IX

Sec. 1. Solicitation: No person shall use the name of the Society to solicit funds without the permission of the Board.

Sec. 2. Public Issues:

a. We derive our commitment to social action from our belief in the intrinsic worth of all people, from our commitment to the dignity and welfare of all people, and from our desire to develop the highest values in human relationships in ourselves, in our families, in our communities, and in our world; hereinafter, for purposes of this section, this belief and these commitments shall be referred to as "our common core beliefs." These require us to respect all differences in political philosophy and orientation that are consistent therewith. They also enable us to act as a community when appropriate, as stated in this section.

b. By a 4/5 vote of members present at a duly called meeting under Article IV, Section 1 or 2 or these Bylaws, our Society may support or oppose specific legislative, public

policy, and/or constitutional proposals, and direct or authorize the publication and/or promotion of such support or opposition, when it follows necessarily from our common core beliefs.

c. Exclusive of those actions authorized by paragraph b. of this section, our Society may, by a 2/3 vote of members present at a duly called meeting under Article IV, Section 1 or 2 of these Bylaws, adopt statements and/or resolutions regarding social issues, and direct or authorize the publication and/or promotion of such statements and/or resolutions, when they follow necessarily from our common core beliefs.

d. Each matter under paragraph b. or c. of this section shall be considered deliberatively, and all views will receive a fair hearing. The Society shall, upon the request of any member, discuss, debate, and deliberate on the question for at least thirty minutes.

e. The minutes of every such general meeting shall reflect the gist and tenor of the discussion, debate, and deliberation, and the nature and contents of any agreement or consensus reached. Relevant considerations may include the following:

- (1) What do we hope to accomplish by taking this stand?
- (2) Does this stand advance or undermine promotion of our common core beliefs?
- (3) Are we sufficiently knowledgeable to take a public stand on this question?
- (4) How will taking this stand affect our Society? Will it divide or unify us?

f. Nothing in these Bylaws shall be construed to prevent any committee or group of members from adopting a position on a public policy question or social issue; however, the publication of such position either verbally or in print, must be clearly identified as an expression of such committee or group of the Society, and not of the Society as a whole.

g. Nothing in these Bylaws shall be construed to authorize the Society, any committee, or any group of members to take any action that is inconsistent with the Society's status as a religious and nonprofit organization. All such actions are specifically prohibited.

ARTICLE X - FISCAL YEAR

The fiscal year of the Society shall commence on September first of each year.

ARTICLE XI - AMENDMENTS

Sec. 1. Process: the Bylaws may be amended by a two-thirds vote of the members present at the Annual meeting or at a Special meeting duly called for the consideration of such amendments, provided written notice of the proposed amendments shall have been mailed to the members at least ten days prior to the meeting.

Sec. 2. Submission: Each proposed amendment shall be submitted to the Secretary in writing at least thirty days prior to the meeting and shall be signed by at least three members of the Society in good standing, or by the Chairperson of a Special Committee appointed for such purpose by the President or the Board.

Revision Notes:

The following Revisions and Amendments were approved at an Annual Membership Meeting or at a Special Membership Meeting on the dates listed.

1. June 3, 1955 – These By-laws were adopted by over two-thirds vote of the members present at this meeting.
2. February 26, 1977 – These By-laws were adopted by over two-thirds vote of the 15 members present at the meeting.
3. May 27, 1977 – Article III was amended.
4. May 21, 1978 – Revision put together from By-laws change proposal.
5. May 16, 1981 – Revised.
6. April 26, 1988 – Revised.
7. May 19, 1991 – Article IV Sec. 5(c) regarding incumbency. Article V Sec. 3 Elections No Trustee serve three consecutive terms without a one-year hiatus, effective for terms beginning May 1992.
8. May 17, 1992 – Article IX Sec. 2 Public Issues removed word “controversial” before issue.
9. May 21, 1995 – Article V Sec. 1 Elections the sense of the By-laws change of the Board of Trustees to 12, was that the change will not become effective until the election of 1996.
10. December 10, 1995 – Article VII Sec. 1 Appointment change from “Board power” to “Membership” to select a search committee.
11. May 18, 1997 – Article VI COMMITTEES
Sec. 1 Standing Committees change from 9 to 10 committees

Sec. 2 Duties of Standing Committees (c) add committee Leadership Advisory
Sec. 2 change (c) through (i) to (d) through (j).
Sec. 3 add Membership and Confidentiality of Leadership Advisory Committee.
Sec. 3 move Other Committees and Activities to Section 4.
Article IX Sec. 2 added (a) through (e).

12. May 20, 2001 – Article IV Sec. 5 (a) moved to Article V Sec. 1 (h).

Sec. 5 (b and c) moved to Article V Section 2 (a and b)
Article V Officers and Trustees
Sec. 1 Trustees now Board of Trustees, change (Board) from 12 to 9 members.
Sec. 2 word Officers eliminated. Section 1 (a) through (h), was (a) through (d).
Sec. 3 Elections “Members” of the Board changed to “officers and trustees”.
Consecutive terms changed from three to two (4 years).
At each Annual Meeting, the Membership shall elect 6 Trustees changed to the President
and Vice President or the Secretary and Treasurer plus the remaining trustees.
Sec. 4 is incorporated into Article V Section 3 Elections.
Sec. 5 Meetings of the Trustees now Article V Section 1 (f).
Sec. 6 Quorum now Article V Section 1 (g).
Sec. 7 Vacancies now Article V Section 4.

13. May 20, 2007

Article III Sec. 8 added Conflicts of Interest clause.
Article V Sec. 1 change (Board) from 9 to between 7 and 11 members.
Article VI Sec. 2 (i) after “freedom of expression” add “within the limits of the laws
regarding Tax Exempt Churches”.

14. June 1, 2008

Article III Sec. 7 Changes to “Upon dissolution of this corporation...”
Article VI Committees – Added Section 5.

15. February 20, 2011

Article V Sec. 3 Elections added new terms for Officers and Trustees when membership
falls below 50.