

# **BYLAWS FOR UNITARIAN UNIVERSALISTS FOR ALTERNATIVES TO THE DEATH PENALTY**

## **ARTICLE I. NAME OF ORGANIZATION**

**UNITARIAN UNIVERSALISTS FOR ALTERNATIVES TO THE DEATH PENALTY, INC., Also known as UUADP, a Delaware, non-stock, exempt corporation**

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Specific Purpose**

This corporation provides Unitarian Universalists (UUs) with education and resources so they can act to see the end of the use of the death penalty.

1. This corporation urges participation with local and state groups that oppose the death penalty.
2. This corporation encourages the raising the consciousness of UU congregations through workshops, programs, and sermons.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Voting membership is limited to the directors.

### **Section 2. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary.

### **Section 3. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership and create an annual membership meeting as needed.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than ten (10) including the following officers: The President, the Secretary, and the Treasurer.

No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

The term of office is one year.

### **Section 3. Regular and Annual Meetings**

The Board of Directors Annual Meeting shall be held at a time and day in the month of June of each calendar year and at a location designated by the President. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date. Notice may be provided electronically or telephonically.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. Notice may be provided electronically or telephonically.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

## **Section 6. Quorum**

The presence, in person or by means of remote communication, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

## **Section 7. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

## **Section 8. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **Section 9. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing (email), setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## **Section 10. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## **Section 14. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby.

## **ARTICLE V. OFFICERS**

The officers of this Board shall be the President, Secretary and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Board.
- b. He/She shall have general and active management of the Corporation.
- c. He/She shall see that all orders and resolutions of the Board are carried out.
- d. He/She shall submit a report of the operations of the corporation for the fiscal year to Board at the annual Board meeting.

### **Section 2. Secretary**

The Secretary shall attend all meetings of the Board. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual Board meeting of the organization.

### **Section 3. Treasurer**

The Treasurer's duties shall be:

- a. He/She shall submit for Board approval of all expenditures of funds and disburse funds as required.
- b. He/She shall present a complete and accurate report of the finances at the annual Board meeting.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

He/She shall perform such other duties as may be prescribed by the Board.

### **Section 4.**

It is permissible for a director to hold two offices at once, but only two.

### **Section 5. Election of Officers and Directors**

The election shall be held at the annual meeting of the Board. Those officers and directors elected shall serve a term of one (1) year, commencing at the end of the meeting where they were elected.

Officers and Directors shall be eligible to succeed themselves in their respective roles.

## **Section 6. Removal of Officer**

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

## **Section 7. Vacancies**

Any Director can nominate persons to fill vacancies which occur between annual meetings, including those of officers and directors. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

# **ARTICLE VI. IDEMNIFICATION**

## **Section 1. General**

To the full extent authorized under the laws of the State of Delaware, the corporation shall indemnify any director, officer, or agent, or former member, director, officer, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

## **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE VII. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE VIII. DISSOLUTION**

Upon the dissolution of this corporation, all its assets remaining after payment of all debts and liabilities will transfer to the Unitarian Universalist Association, 24 Farnsworth St., Boston MA 02210.

## **ARTICLE IX. AMENDMENTS**

### **Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.