

BYLAWS OF THE SOUTHEAST UNITARIAN UNIVERSALIST SUMMER INSTITUTE, INC. (SUUSI)

As amended & revised effective September 14, 2023

Article I. Name, Affiliation, Purpose and Status

The name of this nonprofit organization shall be the Southeast Unitarian Universalist Summer Institute, Incorporated, abbreviated "SUUSI." It is an Associate Organization of the Unitarian Universalist Association and is a corporation chartered in the State of Florida under the provisions of the laws of that state.

Article II. Purposes

The purpose of the Southeast Unitarian Universalist Summer Institute, Inc., shall be to devote its resources to Unitarian Universalist religious and educational activities, and to sponsor a weeklong summer program for adults and children, called the Summer Institute.

Article III. Program Year and Fiscal Year

1. The "program year" shall be that period beginning at the close of scheduled programming on the final day of the Summer Institute and ending at the corresponding time the following summer.
2. The fiscal year of the Southeast Unitarian Universalist Summer Institute, Inc., shall be from January 1 through December 31 starting fiscal year 2001.

Article IV. Board of Trustees, Officers, and Standing Committees

1. The Board of Trustees (hereafter "Board") shall make overall policy for carrying out the purposes of SUUSI, and shall direct and control its affairs.

2. The Board shall consist of the following members as further defined in 4 through 9 below:

A. Six appointed positions, two of which will be filled by the nominating committee each year. The six appointed representatives shall reside in at least three states, with the goal of reflecting the geographic diversity of the SUUSI community. The appointees shall sign a statement of affirmation that the Board strives to guide the future of SUUSI based on the Seven Principles of the Unitarian Universalist Association and recognizing the religious purpose of SUUSI. (See Addendum A)

B. Three trustees elected by the registrants at the Summer Institute 18 years of

age and older; and

C. Two youth representatives (one the first year these Bylaws are in effect), elected by registrants at the Summer Institute 6 through 17 years of age, only the senior one of whom in terms of date of election will have a vote when both are in attendance; and

D. The Board Treasurer, who is presented by the current **Officers of the Corporation (President, Vice President, Secretary, Treasurer)** and SUUSI Director, and appointed by the board as a voting trustee, and who may continue in the role as long as the Board re-affirms the appointment on a yearly basis; and

E. The Director of the Summer Institute in the current program year, without vote; and

F. The most recent Director Emeritus, without vote; or

G. The Director Elect, without vote.

3. Nominating and Elections Committee:

A. The Nominating and Elections Committee will, at a minimum, consist of:

- i. A SUUSI Director (Past, Present, or Elect),
- ii. A current youth SUUSI Board member,
- iii. A current adult SUUSI Board member, and
- iv. A SUUSI participant not on the Board.

The Board will confirm the proposed Committee appointments at the first Board meeting in July.

B. This Nominating and Elections Committee should be publicized to the SUUSI community so that they may recruit and receive feedback about potential Board members during the week of SUUSI and throughout the year. The Nominating and Elections Committee shall present their nominations to the Board prior to the start of SUUSI.

C. The Board will discuss, and has final discretion, at the first Board meeting in July to confirm or reject the nominees proposed by the Nominating and Elections Committee. Each nominee's term will then begin at the same time as those elected at the upcoming SUUSI.

D. The Nominating and Elections Committee will make two recommendations to fill appointed positions on the Board each year. The Nominating and Elections Committee's charge is to look at the current needs of the Board and find appropriate people to fill them.

4. One adult and one youth trustee shall be elected each year at the Summer Institute.

5. The Youth Representatives shall be 15-17 years of age on the date of election and one shall be elected annually for a two-year term by SUUSI registrants 6 through 17 years of age. The Youth Representative shall take office at the beginning of the program year following election, said election to take place during the Summer Institute when the position becomes vacant.

6. Terms: Elected and appointed adult trustees shall take office at the beginning of the program year following their election or selection and certification, and shall serve for terms of three years, or until their successors are elected or selected and certified. No trustee shall serve more than two consecutive three-year terms. For purposes of determining length of service on the Board, a partial term shall not count as a full term.

7. Filling Unexpected Vacancies:

A. A vacancy in the position of elected trustee or Youth Representative shall be filled for the balance of the unexpired term, if any, by election at the next Summer Institute.

B. A vacancy in the position of an appointed trustee shall be filled as soon as is reasonable, for the balance of the unexpired term, by the Board Nominating and Elections Committee, subject to the new nominee's approval by the existing Board of Trustees.

8. Trustees and at least one Youth Representative shall attend all Summer Institutes and all meetings of the Board held during their terms of office. For good and sufficient reason, the President of the Board may excuse absences of members from Board meetings. Upon the discretion of the Board, unexcused absences of members from Board meetings may lead to disqualification of the member(s) concerned and declaration that the position(s) is/are vacant. Such disqualification will require an affirmative vote by two-thirds of the voting Board members present at a meeting for which this item of business has been placed on a written agenda distributed to all members of the Board at least two weeks in advance of the meeting

9. Meetings of the Board

A. The Board shall meet at least four times a year. Preferable distribution of meetings includes a fall meeting (with the Core Staff), a winter meeting, a spring meeting, and at least one meeting during the Summer Institute.

B. Special meetings of the Board may be called at the discretion of the President, and shall be called by the President when requested by five or more trustees.

C. A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business.

D. Meetings of the Board shall be conducted according to Robert's Rules of Order or to the rules of consensus proceedings.

E. A parent or legal guardian of Youth Representatives under 18 years of age must sign and notarize a copy of the Guardianship Form if they will not be accompanying the Youth Representative to a Board meeting. (See Addendum B)

10. Members of the Board shall not receive compensation for their services to the Board and shall not be reimbursed for expenses incurred in attending the Summer Institute. In the event that the staff fiduciary position becomes vacant or is unfilled, as outlined in IV.

A. The Staff Treasurer may be compensated as a staff member, as per policy, for the staff work they perform, but the Board Treasurer will not be compensated for their work as the Board Treasurer.

B. Trustees and Youth Representatives may be reimbursed, as determined by the Board, for other expenses incurred in the performance of their duties, including attendance at special meetings of the Board.

11. Officers of the Board

A. Officers, General. The officers of SUUSI (all members of the Board) shall be a President, who shall be chairperson of the Board; a Vice-President, who shall serve in the absence of the President; a Secretary, who shall keep a full and fair account of the transactions of the Board; and a Treasurer, who shall report to the board on financial matters of SUUSI, and may also serve as a fiduciary operation staff member for the Summer Institute, only if all fiduciary staff positions are vacant or unfilled. Each officer shall perform all duties usually pertaining to the office, and other such duties as may be assigned by the President or the Board.

B. The President. The President shall preside at all meetings of the Board. In consultation with the Board, the President shall appoint all committees not elsewhere provided in these Bylaws. The president is the Chief Executive Officer of SUUSI and is invested with all of the powers and privileges customarily associated with that position. With the consent of the Board, the president is empowered to speak for and on behalf of SUUSI in all legal proceedings and to serve as Contracting Officer of the Southeast Unitarian Universalist Summer Institute, Incorporated, their signature being legally binding for SUUSI on contracts, etc., when affixed thereto by direction of the Board. These powers may be delegated at the discretion of the President (e.g., to the Director of the Summer Institute, or to other officers), but the President remains responsible to the Board for the appropriateness of their use.

C. The Vice-President. The Vice-President shall perform the duties of the President in the absence of the latter, and shall succeed to the presidency in the event this position becomes vacant prior to the next election of officers. In the

event of such succession, the Board will elect a new Vice-President at its next regularly scheduled or special meeting.

12. The officers shall be elected by the Board from among the trustees, except that the Treasurer may be someone not on the Board prior to being elected Treasurer. The President, Vice-President, and Secretary shall be elected prior to the election of the Member-at-Large each year, and shall take office at the conclusion of that year's Summer Institute. The Treasurer shall take office at the beginning of the fiscal year. The officers shall serve terms of one year, or until their successors are elected. Officers may be removed from their positions for good and sufficient reason by an affirmative vote by two-thirds of the voting Board members present at a meeting for which this item of business has been placed on a written agenda distributed to all members of the Board at least two weeks in advance of the meeting. In the event of such removal, the position will be filled by vote of the Board, the new occupant of said position serving until the next regularly scheduled election of officers.

13. With the exception of the required Nominating and Elections Committee, the Board by majority vote shall appoint or disband other committees as needed.

14. Each year, in a timely manner, the Board shall:

- A. Appoint a Director and a Director-elect of the Summer Institute.
- B. Adopt a plan of committee and staff organization for the next Summer Institute.
- C. Select a site for the next Summer Institute.
- D. Adopt a budget.

15. The Director shall prepare for presentation to the Board written recommendations for candidates for the positions of Director-elect.

16. The Director shall prepare for presentation to the Board at its annual meeting, written recommendations for:

- A. A plan of staff organization for the next Summer Institute.
- B. A budget.

17. A review of SUUSI financial records will be performed as requested by the SUUSI Board of Trustees at least once every five years. As soon as the review is completed, the report of the review will be presented to the Board of Trustees.

18. In the unlikely event that an in-person Summer Institute does not occur in a given program year, the Board may decide with 2/3 majority to implement changes related to elections, nominating, and officer elections for the current program year, and only the current program year. In the event that the board does not enact changes before the scheduled start date of the canceled in-person Summer Institute, the current board will

continue in their roles until the next scheduled Summer Institute, and all Board member terms will be allowed to extend as necessary.

Article V. Nominations, Elections, and Appointments to the Board

1. The Secretary or another designated Board member and the Nominating and Elections Committee shall supervise the nomination and election procedure and shall appoint a Tellers Committee composed of three Board members to count ballots and perform other routine observing duties.

2. Nominations for elected trustees will be accepted only during the period from January 1 until 10 a.m. on the day prior to the start of the Summer Institute. This period may be extended at the discretion of the election coordinator in the event no nominees come forward. Nominations must be delivered to the Secretary in writing, and shall state the full name and address of both the nominee and the nominator. The nominator must certify that the nominee is willing to serve. Self-nominations will be accepted. The nominee shall sign a statement of affirmation that the Board strives to guide the future of SUUSI based on the Seven Principles of the Unitarian Universalist Association and recognizing the religious purpose of SUUSI. (See Addendum A)

3. Whenever possible and appropriate, publicity and registration mailings for the Summer Institute shall include information about the nomination and election process and the list of nominations received at the time of publication.

4. Any nominee who has not registered for the Summer Institute by 10 a.m. on the day prior to the start of the Institute week shall be disqualified and not included on the ballot.

5. Adult Board candidates must have attended at least three SUUSIs within the five years preceding the year of their candidacy. Youth Board candidates must have attended at least two full SUUSIs within the five years preceding the year of their candidacy.

6. Voting shall take place on the fourth full program day of the Institute week, and shall be by individual ballot. Ballots shall be cast only by persons who have registered for the Summer Institute by noon on the third full program day of the Institute week. The Secretary and Nominating and Elections Committee may make provisions for absentee balloting prior to the regular voting period.

7. The election shall be decided by a plurality vote (the candidate receiving the most votes wins). If a tie occurs, the Board will select the winning candidate via secret ballot.

8. If no candidates for adult trustee or youth trustee are presented during a SUUSI election, the Nominating and Elections Committee may propose, and the board may appoint, a nominee to fill the position for the remainder of the term year until the next SUUSI election. This nomination can occur at any meeting following the election in which no candidate was nominated. These positions will be elected at the next Summer Institute for their remaining terms. Appointed trustees in these positions may be

nominated to run in the election if they are age-eligible for the position they are seeking.

9. In situations where more than one trustee is to be elected at the same SUUSI, the candidate with the most votes will decide which position they will hold.

10. When there are two or more candidates for two or more terms, the candidate receiving the highest vote count will get the three year term and other vacancies will be filled accordingly.

11. In the event that there is more than one Board position open, eligible SUUSI participants will be allowed to cast a number of votes equal to the number of positions open. Numerical results of the election may be obtained from the Nominating and Elections Committee upon request, but will not be published.

Article VI. Amendments

These Bylaws may be amended by a 2/3 vote of the Board at a regularly scheduled Board meeting.

Article VII. Dissolution

In the event that the Southeastern Unitarian Universalist Summer Institute (SUUSI) shall be dissolved without incorporation into another entity affiliated with the Unitarian Universalist Association or hold no meetings of the Board of Trustees for a period of three (3) years, the Treasurer shall pay over and deliver such assets as may be the property of the Institute to the SUUSI Foundation, a corporation of the state of Georgia, or its successors or assigns.

Addendum A

Statement of Affirmation Southeast Unitarian Universalist Summer Institute Board of Trustees

As a member of the Board of Trustees for the Southeast Unitarian Universalist Summer Institute (SUUSI), I affirm that the Board strives to guide the future of SUUSI based on the Seven Principles of the Unitarian Universalist Association as follows:

As a member of the Unitarian Universalist Association, covenant to affirm and promote:

- The inherent worth and dignity of every person
- Justice, equity, and compassion in human relations
- Acceptance of one another and encouragement to spiritual growth in our congregations
- A free and responsible search for truth and meaning
- The right of conscience and the use of the democratic process within our congregations and in society at large
- The goal of world community with peace, liberty, and justice for all
- Respect for the interdependent web of all existence of which we are a part

Furthermore, I recognize the religious purpose of SUUSI, and I affirm that my decisions as a member of the Board shall reflect my awareness of the religious and spiritual value of the conference.

Addendum B

Guardianship Form for Youth Representatives under 18 years of age

This form must be signed by the Youth Representative's parent or legal guardian and notarized.

Parent/Legal guardian: _____

I do hereby authorize (Guardian) _____
to give permission for medical or surgical treatment and otherwise act as guardian for my child listed
below during the meeting of the SUUSI Board of Trustees to be held (dates) _____.

Child's name: _____ Date of birth: _____

Signed: _____ Relationship: _____

Subscribed and sworn to before me this _____ day of _____, 20____

My commission expires: _____

I agree to serve as Guardian at the meeting of the SUUSI Board of Trustees for the child listed above:

Signed: _____ Relationship: _____

Guardian must be 21 years of age or older.

Addendum C

Bylaw Revision History

July 14, 2018

Change IV.13.

Previous wording:

Standing committees shall include Nominating, Bylaws/Policy Review, Leadership Development, Endowment Fund, Site Selection & Contract Negotiation, and Finance/Scholarship. The President shall appoint other committees as needed.

New Wording:

With the exception of the required Nominating Committee, the Board by majority vote shall appoint or disband other committees as needed.

Change IV.11.B (Fourth Sentence):

Previous Wording:

With the consent of the Board, the president is empowered to speak for and on behalf of SUUSI in all legal proceedings and to serve as Contracting Officer of the Southeast Unitarian Universalist Summer Institute, Incorporated, his/her signature being legally binding for SUUSI on contracts, etc., when affixed thereto by direction of the Board.

New Wording:

*With the consent of the Board, the president is empowered to speak for and on behalf of SUUSI in all legal proceedings and to serve as Contracting Officer of the Southeast Unitarian Universalist Summer Institute, Incorporated, **their** signature being legally binding for SUUSI on contracts, etc., when affixed thereto by direction of the Board.*

Change V.5:

Previous Wording:

*Adult Board candidates must have attended at least three full SUUSIs within the five years preceding the year of **her/his** candidacy. Youth Board candidates must have attended at least two full SUUSIs within the five years preceding the year of **her/his** candidacy.*

New Wording:

*Adult Board candidates must have attended at least three full SUUSIs within the five years preceding the year of **their** candidacy. Youth Board candidates must have attended at least two full SUUSIs within the five years preceding the year of **their** candidacy.*

Change IV.5 (First Sentence):

Previous Wording:

The Youth Representatives shall be 14-17 years of age on the date of election and one shall be elected annually for a two-year term by SUUSI registrants 6 through 17 years of age.

New Wording:

The Youth Representatives shall be 15-17 years of age on the date of election and one shall be elected annually for a two-year term by SUUSI registrants 6 through 17 years of age.

July 20, 2018

Change VI (Second Sentence):

Previous Wording:

These Bylaws may be amended by a 2/3 vote of the Board at a regularly scheduled Board meeting. Any proposed bylaw changes shall be available to Board members a minimum of 30 days prior to said meeting.

New Wording:

These Bylaws may be amended by a 2/3 vote of the Board at a regularly scheduled Board meeting.

May 12, 2020

Add IV. 18:

New Wording:

In the unlikely event that an in-person Summer Institute does not occur in a given program year, the Board may decide with 2/3 majority to implement changes related to elections, nominating, and officer elections for the current program year, and only the current program year. In the event that the board does not enact changes before the scheduled start date of the cancelled in-person Summer Institute, the current board will continue in their roles until the next scheduled Summer Institute, and all Board member terms will be allowed to extend as necessary.

July 23, 2021

Change Article V. Nominations, Elections, and Appointments to the Board

Added V-8:

If no candidates for adult trustee or youth trustee are presented during a SUUSI election, the nominating committee may propose, and the board may appoint, a nominee to fill the position for the remainder of the term year until the next SUUSI election. This nomination can occur at any meeting following the election in which no candidate was nominated. These positions will be elected at the next Summer Institute for their remaining terms. Appointed trustees in these positions may be nominated to run in the election if they are age-eligible for the position they are seeking.

Added V-9:

In situations where more than one trustee is to be elected at the same SUUSI, the candidate with the most votes will decide which position they will hold.

Change Article IV.2.D

Previous Wording:

The Treasurer, who may or may not be an elected or appointed trustee;

New Wording:

The Treasurer, who is presented by the current President, Vice President, Secretary, and SUUSI Director and appointed by the board as a voting trustee, and who may continue in the role as long as the Board re-affirms the appointment on a yearly basis; and

Change Article IV.10

Previous Wording:

Members of the Board shall not receive compensation for their services to the Board and shall not be reimbursed for expenses incurred in attending the Summer Institute. Trustees and Youth Representatives may be reimbursed, as determined by the Board, for other expenses incurred in the performance of their duties, including attendance at special meetings of the Board.

New Wording:

*Members of the Board shall not receive compensation for their services to the Board and shall not be reimbursed for expenses incurred in attending the Summer Institute. In the event that the staff fiduciary position becomes vacant or is unfilled, as outlined in IV. 11. A, **the Treasurer may be compensated as a staff member, as per policy, for the staff work they perform but not for their work as Board Treasurer.** Trustees and Youth Representatives may be reimbursed, as determined by the Board, for other expenses incurred in the performance of their duties, including attendance at special meetings of the Board.*

Change: IV.11.A

Previous Wording:

*Officers, General. The officers of SUUSI (all members of the Board) shall be a President, who shall be chairperson of the Board; a Vice-President, who shall serve in the absence of the President; a Secretary, who shall keep a full and fair account of the transactions of the Board; and a Treasurer, **who shall function as Treasurer for the Summer Institute as well as for the Board.** Each officer shall perform all duties usually pertaining to the office, and other such duties as may be assigned by the President or the Board.*

New Wording:

Officers, General. The officers of SUUSI (all members of the Board) shall be a

*President, who shall be chairperson of the Board; a Vice-President, who shall serve in the absence of the President; a Secretary, who shall keep a full and fair account of the transactions of the Board; and a Treasurer, **who shall report to the board on financial matters of SUUSI, and may also serve as a fiduciary operation staff member for the Summer Institute, only if all fiduciary staff positions are vacant or unfilled.** Each officer shall perform all duties usually pertaining to the office, and other such duties as may be assigned by the President or the Board.*

Change IV.15

Previous Wording:

*The Director shall prepare for presentation to the Board written recommendations for candidates for the positions of Director-elect **and Treasurer.***

New Wording:

The Director shall prepare for presentation to the Board written recommendations for candidates for the position of Director-elect.

Change IV.17

Previous Wording:

***A review of SUUSI financial records will be performed as requested by the SUUSI Board of Trustees and at each change in the Treasurer position unless waived by the treasurer-elect. Financial review will occur at least once every five years.** As soon as the review is completed, the report of the review will be presented to the Board of Trustees.*

New Wording:

***A review of SUUSI financial records will be performed as requested by the SUUSI Board of Trustees at least once every five years.** As soon as the review is completed, the report of the review will be presented to the Board of Trustees.*

Change VII. Dissolution

Previous Wording:

*In the event that the Southeastern Unitarian Universalist Summer Institute (SUUSI) shall be dissolved without incorporation into another entity affiliated with the Unitarian Universalist Association or hold no meetings of the Board of Trustees for a period of three (3) years, the Treasurer shall pay over and deliver such assets as may be the property of the Institute to the **Unitarian Universalist Association, a corporation of the Commonwealth of Massachusetts,** or its successors or assigns.*

New Wording:

In the event that the Southeastern Unitarian Universalist Summer Institute (SUUSI) shall be dissolved without incorporation into another entity affiliated with the Unitarian Universalist Association or hold no meetings of the Board of Trustees for a period of three (3) years, the Treasurer shall pay over and deliver

such assets as may be the property of the Institute to the **SUUSI Foundation, a corporation of the state of Georgia**, or its successors or assigns.

July 16, 2022

Change Article V. Nominations, Elections, and Appointments to the Board

Item 6 modification, replace “written” with “individual”

Previous language:

*Voting shall take place on the fourth full program day of the Institute week, and shall be by **written** ballot. Ballots shall be cast only by persons who have registered for the Summer Institute by noon on the third full program day of the Institute week. The Secretary may make provisions for absentee balloting prior to the regular voting period.*

New language:

*Voting shall take place on the fourth full program day of the Institute week, and shall be by **individual** ballot. Ballots shall be cast only by persons who have registered for the Summer Institute by noon on the third full program day of the Institute week. The Secretary may make provisions for absentee balloting prior to the regular voting period.*

Item 5 modification, remove the word “full”

Previous language:

Adult Board candidates must have attended at least three **full** SUUSIs within the five years preceding the year of their candidacy. Youth Board candidates must have attended at least two full SUUSIs within the five years preceding the year of their candidacy.

New language:

Adult Board candidates must have attended at least three SUUSIs within the five years preceding the year of their candidacy. Youth Board candidates must have attended at least two full SUUSIs within the five years preceding the year of their candidacy