

**BYLAWS OF
THE SOUTHEAST UNITARIAN UNIVERSALIST SUMMER INSTITUTE, INC. (SUUSI)
*As amended & revised effective May 7, 2010***

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 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 midnight on the final full program 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.
3. The auditing of SUUSI financial records will be done on a bi-annual basis – as determined by the SUUSI Board of Trustees – by a certified public accountant who is not a member of the coordinating staff or Board of Trustees of SUUSI. As soon as the audit or review is completed, the report of the audit or review will be presented to the Board of Trustees.

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 nominated representatives shall reside in at least three different districts of the Unitarian Universalist Association.
 - 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 By-Laws 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 Treasurer, who may or may not be an elected or appointed trustee; and
 - E. The Director of the Summer Institute in the current program year, without vote; and

- F. The most recent Director Emeritus, without vote; and
 - G. The Director Elect, without vote.
3. Nominating Committee:
- A. Each year, at least 30 days prior to SUUSI, the President will propose a Nominating Committee, consisting of:
 - i. A SUUSI Director (Past, Present or Elect),
 - ii. A current SUUSI Board member,
 - iii. 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 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 following year. The Nominating Committee shall present a nomination to the Board prior to the start of the following SUUSI.
 - C. The Board has final discretion to confirm or reject nominees proposed by the Nominating Committee.
 - D. The Board will discuss, and at its discretion, approve this nomination at the first Board meeting in July. The nominee's term will then begin at the same time as those elected at the upcoming SUUSI.
4. One trustee shall be elected each year at the Summer Institute.
5. The Nominating Committee will make two recommendations to fill appointed positions on the Board each year. The Nominating Committee's charge is to look at the current needs of the Board and find appropriate people to fill them.
6. 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. 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.
7. Terms: Elected and nominated 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.
8. Each voting member of the Board shall be a member of a member congregation of the Unitarian Universalist Association. In the case of an individual seeking election as a Youth Representative when the Unitarian Universalist congregation attended by that individual does not extend formal membership to a person of his/her age, said individual must furnish to the Secretary of the SUUSI Board a letter from the secretary or president of said congregation certifying that he/she would be considered a member were it not for the age restriction.
9. 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 a nominated trustee shall be filled as soon as is reasonable,

for the balance of the unexpired term, by the Board Nominating Committee, subject to the new nominee's approval by the existing Board of Trustees.

10. 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

11. Meetings of the board

- A. The Board shall meet at least annually.
- 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.

12. 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.

13. 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 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.
- 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 By-Laws. 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 in 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. 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.

14. 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.
15. The President shall be responsible for preparing a written annual report on the state of SUUSI. This report shall be available to the registrants at the Summer Institute.
16. Standing committees shall include Nominating, By-Laws/Policy Review, Leadership Recruitment/Development and Finance/Scholarship. The President shall appoint other committees as needed.
17. Each year, in a timely manner, the Board shall:
 - A. Appoint a Director and a Director-elect of the Summer Institute.
 - B. Appoint a Treasurer.
 - C. Adopt a plan of committee and staff organization for the next Summer Institute.
 - D. Select a site for the next Summer Institute.
 - E. Adopt a budget.
18. The Director shall prepare for presentation to the Board written recommendations for candidates for the positions of Director-elect and Treasurer.
19. 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.

Article V. Nominations, Elections and Appointments to the Board

1. The Secretary or another designated Board member 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 5 p.m. on the first full program day of the Summer Institute. Nominations must be delivered to the Secretary in writing, and shall state the full name, address, and member congregation affiliation of both the nominee and the nominator, as well as the specific position for which the nomination is being made. The nominator must certify that the nominee is willing to serve in the position for which he/she is nominated.

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 5 p.m. on the first full program day of the Institute week shall be disqualified and not included on the ballot.
5. Board candidates must have attended at least one full SUUSI within the five years prior to candidacy.
6. 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 shall have registered for the Summer Institute by noon on the third full program day of the Institute week. The Secretary may make provision 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.

Article VI. Amendments

These By-laws 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.

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 Unitarian Universalist Association, a corporation of the Commonwealth of Massachusetts, or its successors or assigns.

3/20/2010