

Ethical Society of St. Louis Constitution and Bylaws, approved May 14, 2020

Constitution (Adopted January 9, 1927)

Article I. The name of this Association shall be the Ethical Society of St. Louis.

Article II. The object of this Association shall be to emphasize the supreme importance of ethics, irrespective of theological creed, and to create and maintain a center of thought and action whereby to increase the knowledge, the love, and the practice of the right in all relations of life.

Article III. The membership of this Association shall consist of the present accredited members thereof, and such others as may be admitted in accordance with the Bylaws.

Bylaws (Last Amended May 15, 2018)

Article I: Membership

1.1 There shall be two types of members: (1) Active and (2) Honorary.

1.2 Any person of reputable character and in sympathy with the general purposes, principles, and aims of the Ethical Culture Movement shall be eligible for membership in this Society.

1.3 To become an Active Member, an individual must present to the Board of Trustees a signed application signifying sympathy with the principles and aims of the Ethical Society of St. Louis and a commitment to aid in its support. An affirmative vote of at least three-fourths of those present at a meeting of the Board shall admit an applicant.

1.4 An Active Member shall pledge and contribute annually to the Society according to each Active Member's means and with a commitment to help sustain and grow the Society. Active Members shall abide by the Board's policy regarding pledging levels required for membership.

1.5 Honorary Members may be elected by unanimous vote of the Board of Trustees in recognition of exceptional merit or service. Such members are entitled to all the privileges of membership except voting and shall be exempt from any requirement to contribute.

1.6 Any member may withdraw from membership at any time by sending written notice to that effect to the Board of Trustees.

1.7 At least annually, the Board or its designee(s) shall identify members who have failed to fulfill their financial obligations to the Society. The Board, by a vote of three-fourths of those present, may rescind membership of anyone so identified, effective 30 days from the date that notice is mailed to the member's last known address.

1.8 The Board of Trustees may for just cause and by unanimous vote, remove from membership an Active Member in financial good standing, provided the member has first been given the opportunity to respond to the Board.

1.9 By consent of the Board of Trustees, a person who desires only to receive the literature and attend Society meetings and give financial support to activities may be enrolled as a Friend of the Society. Such individuals shall neither hold office nor vote upon any matter affecting the policy, welfare or property of the Society. Friends of the Society shall not be eligible to elect nominees to the Board of Trustees.

Article II: Trustees

2.1 The Society shall be governed by a Board of Trustees, which shall be responsible for all matters of Society policy and shall exercise oversight of the Society's finances. The Board will supervise the Leader, or Ministry Team Leader when there are multiple Leaders, who in turn will manage and coordinate the programs and services offered by the Society. The Board shall create and maintain a set of written policies to guide the actions of the Leaders and the teams they manage.

2.2 The members of the Board of Trustees shall be chosen from Active Members of the Society. While serving on the Board, no Trustee shall be an employee of the Society.

2.3 The Board of Trustees shall consist of seven members serving staggered three-year terms such that the terms of two or three trustees will expire coincident with each Annual Membership Meeting. One newly-elected or re-elected Trustee each year will serve as President-Elect, becoming President the following year, and Past-President for the final year of the term. One Trustee will be elected Secretary at each Annual Membership Meeting. The President and Secretary shall have the powers and duties normally exercised by such officers of similar organizations. The President-Elect shall be an officer of the Society and a member of the Finance Committee, and will assume the duties of the President in the event of the latter's absence.

2.4 An Executive Committee shall be chaired by the President and shall include the President-Elect, Past-President, Secretary, and Ministry Team Leader (non-voting) and shall have the power to act on matters that require action between regular meetings of the Board.

2.5 A Treasurer will be appointed annually by the Board, with a term to be concurrent with the fiscal year of the Society. The Treasurer will fulfill the statutory and corporate requirements normally exercised by such an officer, will chair the Finance Committee, will monitor all financial transactions of the Society, and will keep the Board apprised of any financial concerns that may arise. The Treasurer is an officer of the Society but need not be a Trustee.

2.6 The Board Secretary or other Board-designated person shall record and publish minutes of each Board meeting and Executive Committee meeting.

2.7 The Board may adopt, by unanimous vote, a position on any public issue presented to it except for the endorsement of candidates for political or public office. Any such action shall be known as the action of the Board on behalf of the Society.

2.8 Any Trustee absent from three consecutive meetings or having more than four absences in a given year shall be subject to removal in accordance with Article VI.

2.9 A unanimous vote of the Board is a vote in which there have been at least five affirmative votes and no opposing voters.

Article III: Committees and Task Forces

3.1 The Finance Committee shall consist of the Treasurer (chair), President-Elect, and at least two other Active Members approved by the Board. It will assist the Board in monitoring the finances of the Society and will oversee the management of the Society's investments, but will not have responsibility for budgets or financial operations.

3.2 The Board may establish other committees or short-term task forces as it deems necessary.

Article IV: Professional Leadership

4.1 An American Ethical Union-certified Leader or Leaders shall be appointed by the Board of Trustees for a renewable contract term not to exceed three years. An affirmative vote of at least two-thirds of Active Members voting either in person or by absentee ballot at regular membership meetings or at an

Annual or Special Membership Meeting called and including that purpose, shall be required to initially hire a Leader.

4.2 The Leader or Leaders shall provide inspiration for the ethical and spiritual well-being of the Society. The Leader, or Ministry Team Leader when there are multiple Leaders, shall manage the paid staff and volunteers in order to best carry out the policies as written by the Board of Trustees.

4.3 The Leader, or Ministry Team Leader when there are multiple Leaders, shall be a non-voting Trustee, and a non-voting member of the Executive Committee.

4.4. A Leader may be removed by an affirmative vote of at least two-thirds of Active Members voting either in person or by absentee ballot at any regular membership meeting, or at a Special Membership Meeting called for that purpose.

Article V: Elections, Vacancies and Removals

5.1 A Nominating Committee consisting of Active Members shall be appointed annually by the Board of Trustees. The Committee shall nominate Active Members for all expiring and any vacated positions on the Board of Trustees, with the designation of a particular nominee to serve as President-Elect and a new or continuing trustee to serve as Secretary. All nominations shall be delivered to the Board at least six weeks prior to the Annual Membership Meeting and shall be published electronically as soon as possible thereafter and in the next available newsletter. No member of the Nominating Committee, nor any employee of the Society, shall be eligible to serve as a Trustee.

5.2 Additional nominations to the Board may be made by written petition signed by at least ten Active Members. If the nominee-by-petition is running to be an officer, the position must be specified. All such written petitions must be filed at the Society office at least 21 days prior to the Annual Membership Meeting.

5.3 A majority vote of Active Members at the Annual Meeting, both those present and those voting by absentee ballot, shall be required to elect Trustees and any newly elected officers.

5.4 Officers and Trustees may be removed from office only by an affirmative vote of at least five members of the Board. The motion for such a removal must be made at a meeting prior to the actual vote. In addition, an Officer or Trustee may be removed by a two-thirds vote of the Active Membership attending a regular membership meeting or Special Membership Meeting, called either by the Board or by 15 Active Members of the congregation. (See Article 6.2 – 6.5.)

5.5 In case of a vacancy in its body for whatever reason, the Board may, at its discretion, name a successor to serve until the next Annual Membership Meeting. Should the Presidency become vacant, the President-Elect will become President. Should the Secretary, President-Elect or Past-President posts become vacant, the Board shall assign those duties to one of the remaining Trustees. The Board may call for a Special Membership Meeting to elect a new President-Elect if the next Annual Membership Meeting is well in the future.

Article VI: Meetings

6.1 The Annual Membership Meeting of the Society shall be held at a date to be named by the Trustees in coordination with the fiscal year of the Society. This meeting shall be called for election of Active Members to open positions on the Board of Trustees; election of Officers of the Society (President, President-Elect and Secretary) from members of the newly constituted Board; adoption of the operating budget for the coming fiscal year; presentation of reports from the Board of Trustees, various

committees and task forces, and the Professional Leadership; and consideration of other matters which have been stated in the notice of the meeting.

6.2 Special Membership Meetings of the Society shall be called by the President at the request of a majority of the Board of Trustees or at the written request of 15 Active Members of the Society.

6.3 Notice of any Membership Meeting shall be published electronically and in the next available newsletter as well as by any other method deemed suitable by the Board at least 30 days in advance and shall state the purposes thereof. No other business shall be transacted at such a meeting.

6.4 The presence, in person, of ten percent of Active Members of the Society shall constitute a quorum at meetings of the membership and any action shall require a majority vote of Active Members voting either in person or by absentee ballot except where otherwise specified in these Bylaws.

6.5 Rules governing the use of absentee ballots at Annual Membership Meetings or Special Membership Meetings shall be specified by the Board of Trustees.

6.6 Regular meetings of the Board of Trustees shall be held monthly throughout the year. Special meetings of the Board shall be held at the call of the President or at the request of at least three Trustees. Five voting members shall constitute a quorum of the Board.

6.7 All meetings of the Society and its committees are open to all Active Members except for meetings of the Board Executive Committee and executive sessions of the Board.

Article VII: Endowment Fund

7.1 The Endowment Fund of the Ethical Society of St. Louis shall consist of money and other property given specifically to the Endowment Fund, or given to the Society as an unrestricted gift and allocated to the Endowment Fund by the Board of Trustees.

7.2 The Endowment Fund shall be administered and managed by the Board of Trustees, which is authorized to accept gifts and contributions to said fund by gift, deed, bequest, or devise.

7.3 The principal of the Endowment Fund shall be invested as directed by the Board of Trustees, who shall act with prudence, discretion, intelligence, and regard for the safety of capital as well as income. Investments may include, but are not limited to, real estate, tangible personal property, stocks (common and preferred), bonds, notes, mortgages, debentures, loans, common trust funds, investment trusts, and other similar investments.

7.4 Money and other property of the Endowment Fund may be co-mingled with other money and property of the Society and its other funds, provided that appropriate records of the share of the Endowment Fund are maintained.

7.5 The Treasurer shall submit a report regarding the Endowment Fund, including its investment balances, at the Annual Membership Meeting.

7.6 The income from the Endowment Fund may be used to support current operations for the Society. At the beginning of a new fiscal year, the average of the Endowment Fund balance on December 31 of each of the three previous years shall be computed. Four percent of this number is the maximum amount which shall be contributed by the Endowment Fund to current operations for the Society in the new fiscal year. This amount will first be drawn from Endowment Fund income. If the fund income in the new fiscal year is less than the calculated four percent draw, the remainder will be contributed through principal encroachment. If the fund income in the new fiscal year is more than the calculated four percent draw, the overage will be re-invested in Endowment Fund principal.

7.7 The principal of the Endowment Fund shall be held in perpetuity and shall not be dissipated except as provided for (above in 7.6) in calculating a four percent draw. However, up to fifty percent (50%) of

the principal of the Endowment Fund may be used in the event of an emergency, which threatens the normal function of the Society, if approved by the Active Membership. Examples of such an emergency include a fire or earthquake which destroys all or a substantial portion of the building. The principal of the Endowment Fund shall not be loaned to the Society or to other Society funds.

Article VIII: Indemnification

8.1 Each Trustee, officer, or employee, or former Trustee, officer, or employee of the Society, and their legal representatives, shall be indemnified by the Society against liabilities, expenses, attorney fees, and cost reasonably incurred by such individuals or their estate in connection with or arising out of any action, suit, proceeding, or claim in which such individual is made a party by reason of being or having been a Trustee, officer, or employee; provided that in no case shall the Society indemnify such an individual with respect to any matters as to which they shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of their duties as such Trustee, officer, or employee. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise or any such action, suit, proceeding, or claim asserted against such Trustee, officer, or employee (including expenses, attorney fees, and costs reasonably incurred in connection therewith), provided the Board of Trustees of the Society shall have first approved such proposed compromise settlement and determined that the Trustee, officer, or employee involved was not guilty of negligence or misconduct; but in taking such action any Trustee involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such after it shall be determined by a committee of three (3) persons appointed by the Active Members of the Society at a duly called Membership Meeting. In determining whether or not a Trustee, officer, or employee was guilty of negligence or misconduct in relating to any such matters, the Board of Trustees or a committee appointed by the Active Members, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such Trustee, officer, or employee may be lawfully entitled.

Article IX: Amendment

9.1 Amendments to the Constitution or Bylaws may be proposed in writing to the Board of Trustees by at least three members of the Board or 15 Active Members of the Society. The Board shall call a meeting of the Active Membership for consideration for the proposed changes within 120 days from the date of its receipt of the proposed amendments. A two-thirds vote of the members voting in person or by absentee ballot shall be required for the adoption of any such proposed amendments. The notice of the meeting shall contain the proposed amendments.