

# UNITARIAN UNIVERSALIST CHURCH OF READING

## BYLAWS

*(As Most Recently Amended and Approved by the Members on October 29, 2023)*

*PREAMBLE: The Unitarian Universalist Church of Reading is an intentionally welcoming congregation, dedicated to an open-minded search for spiritual truth and meaning. We honor the individual within a dynamic, caring community, affirming religious freedom through our worship, social outreach, lifelong learning, and shared ministry. We live our beliefs.*

### ARTICLE I: NAME AND AFFILIATION

The name of this church shall be the Unitarian Universalist Church of Reading. This church is a member of the Unitarian Universalist Association.

### ARTICLE II: PURPOSE

The purpose of this Church is set forth in the following covenant: Our purpose is to build a liberal church devoted to a commitment to the freedom of each person to worship as his or her reason and experience dictate. Our Church has its basis in the freedom of the individual to build a living faith guided by the principles of the authority of his or her own reason, respect and tolerance for the rights of others, and the search for more adequate truths to live by and for.

### ARTICLE III: PARTICIPATION

This Congregation affirms and promotes the full participation of all persons, regardless of race, color, gender, physical or mental challenge, sexual orientation, age, class, or national origin, in all our activities and endeavors. This includes membership, programming, hiring practices, and the calling of religious professionals.

### ARTICLE IV: MEMBERSHIP

Any person, 14 years of age or older, who is in agreement with the purposes and objectives of this Church may become a member by signing the Church membership book.

Assent to any theological statement is not required for membership in this Church.

Any member may resign by filing with the Clerk or Minister a written request to that effect, or by asking for a letter of withdrawal or transfer of membership.

Members' names may also be removed from the voting membership list after a period of two years of non-participation in any church activity. Failure to respond to two annual inquiries from the Membership Committee, concerning continued interest, or the return of a registered or certified return receipt letter sent to the last known address, shall be considered evidence of non-participation.

### ARTICLE V: ELECTION OF OFFICERS

The following officers shall be elected as required, at the annual May meeting of the members of the Church. The normal term of office for each position shall be for the duration indicated, with dates of service coinciding with the beginning (July 1st) and ending (June 30) of the Church

fiscal year. The candidate receiving the highest number of votes for an office shall be declared elected. All members of the Governing Board shall be members of the Church.

When voted on by the members of the Church, the election of the Moderator shall be considered as a separate agenda item, and the Clerk shall preside over that portion of the meeting. In matters of potential conflict of interest, a member of the Governing Board shall not vote. Neither the Moderator nor any employee of the Church shall serve as a member of the Governing Board, except as otherwise provided in the case of the Minister and the Clerk, who shall serve as non-voting *ex-officio* members.

<u>GOVERNING BOARD</u>	<u>TERM OF OFFICE</u>
President	1 Year
Vice President for Programs	1 Year
Vice President for Finance	1 Year
Vice President for Planning	1 Year
Five (5) At-Large Members of the Governing Board	2 Years <sup>1</sup>
<u>OTHER ELECTED PERSONNEL</u>	
Treasurer	1 Year
Auditor	2 Years
One Member of Nominating Committee	3 Years
Standing Moderator	2 Years

(1) In odd-numbered years, three At-Large Members of the Governing Board shall be elected, and in even-numbered years, two At-Large Members of the Governing Board shall be elected. In 2005, in order to begin this staggered rotation, three members shall be elected to two-year terms and two members shall be elected to one-year terms.

## ARTICLE VI: MEMBERSHIP MEETINGS

Section 1 - There shall be two business meetings of the members of the Church each year, one in May and one in October. The purpose of the annual May meeting shall be to elect officers, adopt a budget for the fiscal year beginning on July 1 of the current year and ending on June 30th of the following year, hear reports, and transact any other necessary business. The purpose of the October business meeting shall be to hear the Treasurer's final report of the fiscal year ending the preceding June 30 and transact any other necessary business.

The Governing Board shall fix the date for the May and October meetings. At least 14 days' notice of such meetings are to be given to the members of the Church.

Section 2 - Special meetings of the members of the Church may be called by the Governing Board and shall be called by the Governing Board at the written request of ten members of the Church, for such purposes only as are specified in the call of the meeting.

Section 3 - Written notice of all meetings shall be served by the Clerk by sending a copy to each member of the Church at least seven days before the date of the meeting, unless a greater number of days is provided elsewhere in the bylaws.

Notice by electronic mail to each member of the Church shall be sufficient in all cases, except when a member has specifically requested receipt of meeting notices via a mailing delivered by

the United States Postal Service. The written notice shall include a warrant that lists each item that will be discussed or acted upon at the meeting, including the adoption of minutes of previous meetings, the adoption of the annual budget, the election of officers, the hearing and accepting of reports by officers or committees, and other matters as added by the Governing Board or matters specified in a call for a meeting by a sufficient number of members of the Church.

While not required in order to conduct the business of the Church, whenever feasible the Governing Board shall work with each officer and committee responsible for warrant articles to post and publicize their recommendations and/or motions on the official Church website at least seven days prior to any meeting of the members, including the most recent draft of the proposed annual operating budget, the nomination of officers of the Church, and other matters on the warrant, so that the members have the opportunity to review the materials in advance of the meeting.

Section 4 - All meetings of the members of the Church shall be called to order by the Moderator.

Section 5 - Twenty-five (25) members, or fifteen percent (15%) of the total members of the Church, whichever is less, shall constitute a quorum at any meeting and a majority of members voting shall govern except as otherwise provided by these bylaws. Members under 18 years of age shall not vote upon matters of a fiscal nature nor count toward a quorum with respect to those matters.

Section 6 – Members must be present in order to vote, except that voting via absentee ballot shall be allowed for members who are unable to attend the meeting in person. In the case of absentee ballots, the following conditions shall apply:

- a) Absentee votes shall not count toward a quorum at any meeting;
- b) Absentee voting shall not be allowed on votes concerning the appointment or removal of the Minister;
- c) Absentee votes must be received in writing by the Clerk of the Governing Board at least 48 hours prior to the meeting, with the name and signature of the member voting in absentia clearly visible;
- d) Absentee votes may be submitted in three ways: i) an email from the member's own email address sent to the Clerk's published email address; ii) hand delivered in a sealed envelope to the Church office with the date and time of receipt duly noted on the envelope by a Church employee or officer and placed in the Clerk's on-site mailbox; or iii) received by the Church staff in a sealed envelope via the United States Postal Service and placed in the Clerk's on-site mailbox;
- e) At the beginning of each meeting of the members of the Church, the Clerk shall report the number and names of the members voting in absentia, and on each question shall inform the Moderator of their respective votes to ensure that they are duly counted;
- f) Absentee votes shall only apply to the main motions that correspond to each item on the warrant, and shall not apply to ancillary or subsidiary questions such as amendments, postponements, reconsideration or other procedural matters;

- g) Members voting in absentia shall inform the Clerk of their voting positions by indicating yes or no on each main warrant article or nomination as appearing on the warrant;
- h) Absentee votes shall only be allowed at any meeting if they constitute less than 10 percent of the total votes cast, thus none of the absentee ballots shall be counted in the vote in cases where the number of absentee votes submitted would constitute 10 percent or more of the total votes cast; and
- i) The Governing Board shall have the authority to develop protocols and procedures for absentee voting, insofar as they comply with the conditions in this section.

Section 7 - In the absence of rules in these bylaws, the meetings of the members of the Church and of the Governing Board shall be conducted in accordance with established parliamentary procedures as set forth in the then-current edition of *Robert's Rules of Order*.

## ARTICLE VII: MINISTER: COMMITTEE ON MINISTRIES

Section 1 - Minister - Duties and Qualifications.

- a) The Minister shall be the religious leader of the Church, and shall perform such duties as are usually performed by ministers authorized by law. The Minister shall consult and advise with the Governing Board as to the management of the affairs of the Church and the administration of Church policy. The Minister shall be in fellowship with the Unitarian Universalist Association.
- b) The Minister shall be expected to attend all meetings of the Governing Board, or give notice of prospective absences.
- c) The Minister shall be a non-voting *ex-officio* member of all committees named in these bylaws except the Committee on Ministry and the Nominating Committee.
- d) In keeping with the "free church" tradition, the Minister shall be free at all times to express his or her opinion on any subject.
- e) The Minister shall be directly responsible to the members of the Church as further described below.
- f) The Minister of the Church shall be responsible for the spiritual guidance of the Church and the furtherance of its religious life, being specifically charged with the conduct of its worship services; the pastoral care of its members; personal counseling; administration of the Church ordinances; cooperation with the larger work of the Unitarian Universalist Association; and the support of such interdenominational, community, civic, and social causes as are in keeping with the purposes of this Church.
- g) The Minister shall be responsible for the Records of Church Membership. The Minister shall furnish the Clerk with all Child Dedications, Marriages, and Funerals presided over by him or her. This information is to be recorded and published in the Annual Report.

- h) The Minister shall present a written report of work to the Church at the annual May business meeting, together with recommendations and suggestions for the future.
- i) The Minister shall serve as chief of staff for the Church, and shall supervise and oversee the performance of the professional staff members of the Church, which shall include responsibility for the hiring, assignment and removal of members of the staff. The Minister shall advise the Governing Board and the appropriate committee(s) when making such decisions. Compensation for staff positions shall not exceed the amount stipulated in the annual budget adopted by the Congregation, unless otherwise subsequently recommended by the Minister and approved by the Governing Board, consistent with the overall budget appropriation for personnel costs.

#### Section 2 - Procedures for Appointing Minister.

- a) When circumstances require, a Committee to Recommend a New Minister consisting of seven (7) members of the Church shall be selected. Four (4) members of the Committee shall be appointed by the Governing Board; three (3) shall be elected by the members of the Church at large. Any Church member wishing to nominate a candidate to become a member of the Committee shall obtain the consent of the proposed nominee and the signatures of five (5) members of the Church in order to place that name in nomination at a special meeting of the congregation called by the Governing Board. Each member of the Church present at the special meeting shall vote by secret ballot for three (3) of the nominees. The three (3) nominees receiving the highest number of votes shall be declared elected to the Committee. The Committee shall elect its own Chairperson and Secretary.
- b) The Committee to Recommend a New Minister shall inform itself as to possible candidates and the Denominational candidating procedures, and shall investigate the availability and suitability of the candidates suggested. When the Committee has agreed upon a candidate for recommendation to the Membership of the Church, such a candidate shall visit the Church and will speak twice from the pulpit. No other candidate shall be presented to the Membership until action is taken upon the candidate presented by the Committee.
- c) The Committee to Recommend a New Minister shall report its recommendations for a minister and conditions of employment to a duly called meeting of the Church. The selection of a Minister shall require the consent by written ballot of ninety-five percent (95%) of the voting members present and voting at such a duly called meeting at which a quorum is present.
- d) A contractual letter shall be addressed to the Minister-elect, noting in detail compensation agreed upon and all other perquisites, emoluments and any other matters agreed upon by the Minister-elect and the members of the Church.

#### Section 3 - Tenure, Salary, Resignation, and Dismissal of Minister.

- a) The Minister is engaged for an indefinite period of time.
- b) The compensation of the Minister shall be reviewed annually and be fixed by the Church in adopting the annual budget.

- c) The Minister shall provide three (3) months' notice of termination of services when presenting a resignation, unless otherwise mutually agreed upon by the Minister and the Church.
- d) The dismissal of the Minister shall require the consent by written ballot of a majority of the members of the Church present and voting at a meeting duly called for that purpose at which a quorum is present. Such meeting must be announced to the members by mail at least fourteen (14) days in advance of the meeting date.
- e) In the event of dismissal, the compensation of the Minister shall be continued for a period of not less than three (3) months after the vote for dismissal. This provision may be waived by mutual consent.

Section 4 - Committee on Ministries (COM)

The Committee on Ministries (COM) actively promotes the spiritual health of the congregation. The functions of the COM are to:

- a) Educate and communicate about UUCR's mission and ministries;
- b) Regularly assess the spiritual health of the congregation, and report findings to the community and leadership;
- c) Collaborate with the minister and leadership to protect and advance the spiritual health of the congregation's ministries;
- d) Support the congregation's ability to be in covenant and right relations; and
- e) Serve as an advisor to the Governing Board regarding the evaluation process of the Minister.

The COM shall ensure that established procedures and policies exist and are followed to fulfill these aims, and shall be responsible for recommending such procedures and policies to the Governing Board for review and approval.

The Committee shall consist of five members with staggered three-year terms, to be appointed by a majority vote of the Governing Board from nominations submitted jointly by the COM and the Minister. In cases when there are three or more vacancies on the COM, the Governing Board shall make appointments or fill vacancies in consultation with the Minister. No member may serve more than two consecutive terms. No member shall serve concurrently on both the Governing Board and the COM, and no member of a Ministerial Search Team may serve on the COM until after the third anniversary of the settled Minister's tenure.

**ARTICLE VIII: FUNCTIONS, RESPONSIBILITIES, AND AUTHORITIES**

Section 1 - The Governing Board.

The Governing Board shall consist of nine (9) voting members, who shall be the President, the Vice President for Programs, the Vice President for Finance, the Vice President for Planning, and five (5) At-Large Members of the Governing Board, and three (3) non-voting members, who shall be the Minister, the Treasurer and the Clerk.

The Governing Board shall have the responsibility for the proper care and management of all Church property and affairs; shall guide the strategic direction and successful fulfillment of the mission of the Church; and may make or authorize all necessary contracts for its administration, subject to direction by vote of the members of the Church.

The Governing Board shall meet regularly, at least once a month from September through June, and they shall hold special meetings when called by the chairperson or by written request of ten (10) members of the Church. Two thirds (2/3) of the voting Board Members shall constitute a quorum.

A majority vote of the Board Members present and voting shall govern, and the Board shall have the power to direct, overrule, or modify the action of any officer, committee, or organization of the Church, unless the bylaws expressly provide to the contrary.

The Governing Board shall make appointments to fill all vacancies in the Church offices or committees in the interval between annual meetings. The Governing Board may remove from office any officer or other official or committee member appointed by it, provided that the proposed action is set forth in the notice of the meeting or each Governing Board member is given at least seven (7) days' prior written notice by any Board member that the matter will be raised at the next meeting.

Special offices or committees not otherwise provided in the bylaws may be appointed at any time by the Governing Board. Such offices may include a Church Historian, a Collector, a Flower Chairperson and a Head Usher.

The Governing Board shall submit at each annual May business meeting a report of the affairs of the church.

The Governing Board shall submit the budget to the annual May financial meeting for approval by the Church membership.

#### Section 2 – Executive Committee.

There shall be an Executive Committee consisting of the President, the Vice President for Programs, the Vice President for Finance, the Vice President for Planning, and the Minister. Said Executive Committee shall meet in advance of meetings of the Governing Board to set the agenda for meetings of the Board, and shall refer and delegate matters to other committees for discussion and action as appropriate.

#### Section 3 – Program Council.

There shall be a Program Council consisting of the Vice President for Programs, who shall serve as chair, the Minister, and the chairs of the following committees: Denominational Affairs, Music, Religious Education, Adult Enrichment, Fellowship, Membership, Shared Ministry, Social Action, Caring and Sharing, Welcoming Congregation, Worship Arts, Summer Programs, and others as designated by the Governing Board.

The Program Council shall meet at least quarterly during the Church year, and shall have the following responsibilities: to serve as a forum for communication and coordination of the program activities of the Church; to allow members to discuss and coordinate the yearly calendar for Church events and activities; to provide input into the preparation of the annual budget; and

to consider other related matters as requested or authorized by the Executive Committee or the Governing Board.

#### Section 4 – Finance Council.

There shall be a Finance Council consisting of the Vice President for Finance, who shall serve as chair, the Treasurer, the Collector, the Auditor, and the chairs of the following committees: Investment, Endowment, Canvass, Budget, Building Usage, and others as designated by the Governing Board.

The Finance Council shall meet at least quarterly during the Church year, and shall have the following responsibilities: to serve as a forum for communication and coordination of the fiscal affairs of the Church, including the annual budget, investments, fundraising, and maintaining the financial integrity of the Church; and to consider other related matters as requested or authorized by the Executive Committee or the Governing Board.

#### Section 5 – Strategic Planning Council.

There shall be a Strategic Planning Council consisting of the Vice President for Planning, who shall serve as chair, and the chairs of the following committees: Long-Range Planning, Property, and others as designated by the Governing Board.

The Planning Council shall meet at least quarterly during the Church year, and shall have the following responsibilities: to serve as a forum for communication and coordination of the long-range planning and capital needs of the Church; to assess, anticipate, and project the long-range capital, program and staffing needs of the Church; and to consider other related matters as requested or authorized by the Executive Committee or the Governing Board.

#### Section 6 - The President.

The President shall chair the Governing Board and shall preside at all meetings of the Board and the Executive Committee if he or she is present. The President shall sign all contracts of the Church on its behalf unless the vote authorizing the contract shall specify another officer to sign for the Church. The President shall appoint a member of the Governing Board to serve as a liaison to the Sawyer Nursery School Committee. The President shall have such other duties and powers as the Governing Board may provide from time to time.

#### Section 7 – The Vice President for Programs.

The Vice President for Programs shall chair the Program Council, and shall preside at meetings of the Executive Committee and the Governing Board when the President is absent. As chair of the Program Council, the Vice President for Programs shall support and facilitate the effective functioning of the various committees on the Council, and shall serve as a liaison between the Council and the Governing Board regarding Church programs. The Vice President for Programs shall have such additional duties and powers as the Governing Board may provide from time to time.

#### Section 8 – The Vice President for Finance.

The Vice President for Finance shall chair the Finance Council. As chair of the Finance Council, the Vice President for Finance shall support and facilitate the effective functioning of the various



committees on the Council, and shall serve as a liaison between the Council and the Governing Board regarding the fiscal affairs of the Church. The Vice President for Finance shall have such additional duties and powers as the Governing Board may provide from time to time.

Section 9 – The Vice President for Planning.

The Vice President for Planning shall chair the Strategic Planning Council. As chair of the Strategic Planning Council, the Vice President for Planning shall support and facilitate the effective functioning of the various committees on the Council, and shall serve as a liaison between the Council and the Governing Board regarding the long-range planning and capital needs of the Church. The Vice President for Planning shall have such additional duties and powers as the Governing Board may provide from time to time.

Section 10 - At-Large Governing Board Members.

Each At-Large Governing Board member shall be a full voting member of the Governing Board and shall also have such other specific duties and powers, if any, as the Governing Board may provide from time to time.

Section 11 - The Clerk.

The Clerk shall be appointed annually by the Governing Board and shall keep a record of all proceedings and affairs of the Church and the Governing Board, and shall issue notices and conduct correspondence of the Church and the Governing Board. The Clerk shall serve as a non-voting *ex-officio* member of the Governing Board.

Section 12 - The Treasurer.

The Treasurer shall be responsible for the custody of all funds and securities of the Church, and shall deposit, invest, and disburse the funds of the Church under the direction of the Governing Board, and under the direction of the Investment Committee consistent with Article VIII, Section 14(c) of these bylaws. The Treasurer shall keep the accounts of the Church in accordance with generally accepted accounting principles and in such additional form as the Governing Board may direct, and shall submit periodically to the Governing Board and at least annually to the members of the Church a detailed report of the current financial position of the Church, and an estimate of the end-of-fiscal-year finances at the annual May meeting. Such reports shall include a balance sheet and a summary of receipts and disbursements. The Treasurer shall submit a final report of the finances for the fiscal year ending June 30 at the first Governing Board meeting of the following fiscal year and at the October business meeting of the members of the Church. The Treasurer shall serve as a non-voting *ex-officio* member of the Governing Board.

Section 13 - Committee Chairs and Committees.

The following committees shall each consist of the committee chair appointed by the Governing Board to head that committee and such other members, if any, as that committee chair shall recommend and the Governing Board shall appoint, and the chair (and other committee members, if any) shall have the respective duties set forth in subparagraphs a through g below. The Governing Board may, on an annual basis, opt to delegate the selection of a chair for the coming year to the members of one or more of the committees in this section, and may also, on an annual basis, opt to delegate the selection of a chair for the coming year to the members of

one or more of the other standing or special committees that have been established by the Governing Board.

- a) Denominational Affairs Committee - The duties of this committee shall be to provide such materials, information and activities as shall strengthen the course of liberal religion in the Church. This committee shall recommend to the Governing Board proposed delegates and alternates to various denominational conferences and to the General Assembly of the Unitarian Universalist Association.
- b) Budget Committee - This committee shall prepare a recommended annual budget for submission to the Governing Board.
- c) Membership Committee - This committee shall make newcomers welcome and encourage those persons who indicate an interest in the Church and agreement with its purposes and objectives to become Church members. The Committee shall also send letters of inquiry referred to in Article IV.
- d) Religious Education Committee - This committee shall be responsible for the religious education programs of adults, children, and youth.
- e) Property Committee - This committee shall maintain and improve the physical buildings, equipment, furnishings and grounds. It shall supervise the activities of the facilities manager.
- f) Fellowship Committee - It shall be the duty of this committee to stimulate and coordinate the fellowship activities of the Church.
- g) Long-Range Planning Committee - It shall be the duty of this committee to conduct long-range planning for the Church. The committee shall: assess current needs and anticipate the future requirements of the Church for personnel and the physical plant; make recommendations relative to anticipated congregational trends in spiritual and social interests and activities; and recommend improved ways of conducting the business of the Church.

#### Section 14 - Other Elected and Appointed Officers.

- a) Auditor - The Auditor shall audit the accounts of the Treasurer and Collector at the end of each fiscal year and make a report thereon at the September meeting of the Governing Board and at the October meeting of the members of the Church.
- b) Nominating Committee - The Nominating Committee shall consist of the three (3) elected members, and the member with the longest service shall be the Chairperson. This committee shall meet at an appropriate interval before each annual May business meeting of the Church. It shall be the function and duty of this committee to request and accept the names of volunteers from the church membership who wish to become candidates for election to church offices as provided in Article V of these bylaws. This committee may also search for candidates and elicit names from the membership at large. The slate of candidates shall be sent to each member of the church at least fourteen (14) days before the date of the annual May business meeting, and shall in no way distinguish between those who volunteered and those who have been proposed by the Nominating Committee.

- c) Investment Committee – There shall be an Investment Committee of the Church consisting of three (3) members of the Church. One member shall be appointed each year by the Governing Board for a term of three (3) years, provided that the members whose current terms expire on June 30, 2005 and June 30, 2006 shall continue to serve for the remainder of their terms, and shall be eligible for re-appointment by the Governing Board.

The Investment Committee shall be responsible for directing the Treasurer to invest such funds of the Church as are entrusted to the investment management of the Investment Committee by the Governing Board or the members of the Church from time to time. All such funds and investments shall be held in the name of the Church by the Treasurer, and under the provisions of Section 12 of Article VIII of these bylaws, except that the Treasurer shall invest and re-invest such funds (including the principal and income therefrom) as so directed by the Investment Committee. (However, as provided in Section 1 of Article VIII of these bylaws, the Governing Board may direct, overrule, or modify the action of the Investment Committee or the Treasurer, subject to direction by vote of the members of the Church.) Subject to the other provisions of these bylaws, all principal and income under the investment management of the Investment Committee may be used, expended, and disbursed under the direction of the Governing Board in the same manner as all other funds of the Church, as otherwise provided in these bylaws.

The Investment Committee shall report to the Church at each annual May meeting of the Church.

- d) Standing Moderator - The Moderator shall conduct the business of the annual May meeting and all the other business and special meetings of the members of the Church as called by the Governing Board. Meetings shall be conducted in accordance with established parliamentary procedures as set forth in the then-current edition of *Robert's Rules of Order*.

## ARTICLE IX: PROPERTY

All property owned by the Church, except current income, shall comprise the capital funds of the Church, the principal of which shall not be encroached upon except by authority of a vote of the members of the Church at a duly called meeting with a quorum present.

## ARTICLE X:

The Church may enter into agreement to be a licensee of the Commonwealth of Massachusetts to operate a Nursery School. Day-to-day operations of such a School shall be carried out under the direction of a Sawyer School Committee, a majority of whose members are also members of the Church. The Chair of the Sawyer School Committee shall be a member of the Church and shall report at least annually to the Church Governing Board.

## ARTICLE XI: AMENDMENTS

Amendments and additions to these bylaws may be made at any duly called meeting of the members of the Church at which a quorum is present, provided that the proposed amendments

and additions or summary thereof have been clearly set forth in the call and notice of the meeting.

## ARTICLE XII: DISSOLUTION

In case of dissolution of this Church, all its property, real and personal, subject to all just legal claims against it, shall vest in the Unitarian Universalist Association to be held in trust for the benefit of a future Unitarian Universalist Church in this vicinity or for furthering the purpose of the Association in some other way.

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*True Copy of the Bylaws of the Unitarian Universalist Church of Reading, as most recently amended by the Members of the Church on October 29, 2023, and as subsequently certified by the Bylaws Committee on that date.*