

(2011)

Bylaws of the Umpqua Unitarian Universalist Church

- I. **Name** The name of this corporation shall be the "Umpqua Unitarian Universalist Church", hereinafter the "Church".
- II. **Mission** The mission of the Umpqua Unitarian Universalist church is to create and maintain a diverse, caring community that encourages ethical, intellectual and spiritual growth. Through the practice of our faith, we promote social, economic and environmental justice and continue our legacy of respect and acceptance of each other and the interdependent web of all existence of which we are a part.
- III. **Denominational Affiliation** This church shall be a member of the Unitarian Universalist Association (UUA) and of its Pacific Northwest District (PNWD). This church shall endeavor in good faith to make annual financial contributions equal to its full fair share as determined by the UUA and the PNWD.
- IV. **Congregational Authority** The ultimate authority for all matters pertaining to the operation of the Church shall rest with the Congregation, which shall consist of the active members of the Church, and shall function as a legally constituted body at its regular and special meetings. The Congregation shall elect the Board of Directors, the "Board", approve the purchase or sale of real property, incurring debt outside the budget, and shall call the Minister. A called Minister serves at the pleasure of the Congregation.
- V. **Non-Discrimination Clause** It is specifically understood that membership and/or employment in this Congregation is not and can not be predicated upon race, color, sex, sexual orientation, or physical/mental challenges.
- VI. **Membership**
 - A. **Voting Member:** A person (1) 14 years of age or older, after completing the "Coming of Age Program", or (2) 18 years of age or older, who has (a) signed the membership book, (b) annually signs a pledge form making a financial commitment to the church and (c) is committed to being active in church life and membership in good faith. Membership for a person who has been a member for 20 years and who is no longer physically or financially able to meet the requirements of membership may be continued by the Board.
 - B. **Friend:** A person who has declared an intention to have an on going relationship with the UUU Church including receiving Church mailings, and who makes a financial commitment adequate to cover Church mailings, but has chosen not to become a voting member.
 - C. **Resignations:** Members may withdraw from membership by submitting a written resignation to the Board.
 - D. **Membership Status:** The Board will review the membership list by the end of November each year for the purpose of the UUA census, and determine membership status. A member who has died will be removed from the membership list. In all other cases, if the Board tentatively determines that a person should be removed from the membership list, the Secretary shall, not less than 15 days before the proposed removal (no later than December 15th), mail a written

notice of the proposed action to the person's last known address, by first class or certified mail. The notice shall advise the reasons for the proposed action and further advise that if the person wishes to remain a member, he or she should contact the Minister or President within 10 days of receiving the notice and arrange for an opportunity to meet with the Minister and President to discuss the proposed membership termination. The Board will finalize membership status no later than the January Board meeting.

- E. **Address for Notice:** Each member shall be responsible for notifying the church secretary in writing, of their current address.

VII. Consensus The church is committed to operating by consensus. If, however, consensus cannot be reached, action shall be taken by majority vote except as otherwise specified herein.

VIII. Congregational Meetings

- A. **Annual Meeting:** The Annual Meeting of the congregation shall be held in May. At the Annual Meeting the congregation shall hold elections for officers, directors and the nominating committee; adopt the annual budget; hear annual reports; approve directives to the Board; and transact other business.
- B. **Special Meetings:** Special congregational meetings may be called by the Board or by a petition signed by a quorum of the members of the congregation. Before a special meeting will be called on petition, the issue must have been presented to the Board.
- C. **Notice:** Written notice of every meeting of the congregation shall be mailed to each member at the member's last known address at least two weeks before the meeting. If practicable, notice by mail shall include an agenda for the meeting. In addition to notice by mail, notice may be included in the church newsletter and the printed program for a church service.
- D. **Quorum:** Twenty-five percent of the members on the roll shall constitute a quorum for a meeting of the congregation, except for calling or dismissal of a minister.
- E. **Decisions:** All issues before the congregation shall be made by the vote of the members present at the meeting. No proxy votes shall be allowed. Generally a simple majority of the members present shall decide an issue, except that a two thirds majority shall be required for purchase or sale of real property, or to amendment of these bylaws. Decisions regarding calling or dismissal of the minister shall be made as provided below.
- F. **Procedures for Meetings:** All business at a meeting of the congregations shall be conducted in accordance with Roberts Rules of Order or procedures established by the Board.
- G. **Location of Meetings:** All meetings of the congregation shall be held at the regular worship facility unless the notice of the meeting states otherwise.

IX. Officers

- A. **Designation:** The officers shall be the President, the Vice President, the Secretary and the Treasurer.
- B. **President:**
 - 1. The President shall preside at all meetings of the congregation and the Board, and shall represent the church on all appropriate occasions. The President is an ex-officio member of the Board and all committees, except the Nominating Committee, Committee on

Ministry, and Search Committee. The President shall not participate in these three committees. The President will only vote on the Board to relieve a tie.

2. The President shall have been a member of the church for a minimum of three years.
3. The President shall have been a member of the Board of Directors for at least one year.

C. Vice President: The Vice President shall assist the President and perform the President's duties in the President's absence.

D. Secretary:

1. The Secretary shall maintain all church records and shall provide for minutes all meetings of the Board and the Congregation.
2. The Secretary will post the Board Minutes on the Church Bulletin Board as soon as possible; and, include a summary of the minutes in the Newsletter.

E. Treasurer: The Treasurer shall receive money, pay bills submitted, deposit money, prepare accurate monthly reports for the Board of Directors on the current budget status and keep current books and records as necessary for management of the church's financial affairs. The Treasurer shall prepare, or assist in the preparations of all reports, returns and other documents required by federal, state or local tax laws.

X. Board of Directors

A. Composition: The Board of Directors shall consist of the four officers and three directors at large, all of whom shall be members of the Congregation. At least one of the directors at large shall, at the time of election, have been a member of the Congregation for less than 18 months.

B. Elections: The Board of Directors shall be elected at the Spring Annual Meeting from candidates nominated by the Nominating Committee or by any member at the meeting. The Board of Directors shall take office on July 1.

C. Term of Office: All members of the Board shall be elected for a term of two years, and may serve a maximum of two consecutive terms in a specific office. The President, Vice-President and one director at large shall be elected in even-numbered years; the Secretary, Treasurer, and two directors at large shall be elected in odd-numbered years. In the event a member of the Board resigns or otherwise leaves office, the replacement shall be appointed by the Board for the unexpired portion of the officer's term if the unexpired portion is less than one year. If the unexpired portion is more than a year, the appointed person shall serve only until the next annual congregational meeting; the normal nominating committee/election process shall be followed for the one remaining year of that person's term.

D. Authority and Responsibilities: The Board is authorized to take all actions necessary for general management of church affairs consistent with these bylaws. The Board shall implement all directives from the congregation. The Board shall be responsible for the church property and finances except that it may not purchase or sell real property or incur any debt that is not consistent with the church budget. The Board is responsible for hiring and terminating all staff except the minister.

E. Regular Meetings: The Board shall meet monthly at such regular time as it shall determine. The meetings shall be open to all members, and if practicable, members shall be notified in advance of the meeting time and place. Regular and special meetings shall be held at the regular worship facility unless the notice of the meeting states otherwise.

- F. Special Meetings:** Special meetings of the Board may be called by the President or a quorum of the Board. Notice of meetings of the Board shall be given to the Board members at least two days prior to such meetings.
- G. Virtual Meetings:** If an occasion arises which necessitates immediate action, remote communications (email, telephone, etc.) may be utilized to make a decision. The President will phone or email all members of the Board regarding the issue, proposed action if any, and the specified deadline for response, which shall be a minimum of 24 hours. The President will inform all responding Board members before acting on the vote. Results shall be reported at the next regular Board meeting and recorded in the minutes.
- H. Quorum:** Four members of the Board, including two officers, shall comprise a quorum of the Board for meetings, special meetings, and virtual meetings.
- I. Removal:**
 - 1. **Attendance:** Failure of an officer or director to attend three (3) consecutive regular Board meetings or four (4) of any six (6) regular Board meetings shall be understood to be a resignation from the Board without further action or notice.
 - 2. **For Cause:** A member of the Board of Directors may be removed for cause by vote of the members at a congregational meeting.

XI. Administration

- A. Delegation of Authority:** The Board of Directors may delegate limited authority to act on behalf of the Board to officers, committees, employees, agents or independent contractors engaged by the Board.
- B. Committees:** The Board may establish standing and temporary committees as it deems necessary. Membership of all committees with the exception of Nominating, Committee on Ministry, and Ministerial Search Committee, shall be open to all church members. The President is an ad hoc member of all committees with the exception of Nominating, Committee on Ministry, and Ministerial Search Committee. Church members may volunteer or be recruited to committee membership. The committee members will elect committee chairpersons.
- C. Documents:** Contracts and other documents may be signed on behalf of the church by the President or the Vice President and one other officer if the transaction has been duly approved by the Board of Directors or the congregation.

XII. Nominating Committee

- A. Composition:** The Nominating committee shall consist of 3 members of the congregation and have the following qualities:
 - 1. Active membership in the Church for 3 or more years
 - 2. Knowledge of the current needs of the Church
 - 3. Adequate interviewing skills
 - 4. Understanding of the qualities needed in a person to be effective in each position on the board
- B. Date of election and qualifications:** The Board shall present at the congregational meeting a slate of 3 congregation members with the above qualifications. At least one of the nominees shall have previously served on the Board. Together with any nominations from the floor, the congregation shall elect the nominating committee. The Board shall appoint a member of the

congregation (but not a member of the standing Board) to fill any vacancy occurring on the committee.

C. **Tenure:** The Nominating committee shall be elected for a term of 1 year.

D. **Purpose:**

1. To nominate a slate of officers to fill expiring terms on the Board per article X- c of the By-laws. The committee may not nominate any of its members for any position on the Board.
2. To nominate a slate of members for the Endowment committee per the by-laws of the Endowment committee, Para. II, items 1,2&3.

XIII. Committee on Ministry

- A. The Committee on Ministry is a continuing body whose purpose is to strengthen the quality of ministry within the congregation. The committee will consist of three (3) members serving staggered three (3) year terms, with one member's term ending each year. When vacancies occur, the minister shall submit at least twice as many names as vacancies to the Board, who shall select the new member(s) from this slate. No member of the Board may serve on the Committee on Ministry. The Committee on Ministry shall meet at least quarterly in a non-crisis, goal-oriented manner with an agenda to explore the various concerns and challenges of the Minister/Congregation relationship and the Congregation's own role and agreed-responsibility in shared ministry. The Committee on Ministry shall assist and support the Minister in her/his plans for professional development, sabbaticals, etc. The Committee shall alert the Board to any emerging concerns between the Minister and the Congregation. The Committee will also conduct a performance review with the Minister every three years and annually present a salary and benefits package for the Minister to the Board.
- B. When there is a ministerial vacancy, the existing Committee on Ministry is disbanded. After the Calling of a new minister, the Board will select 3 members of the Ministerial Search Committee to form a new Committee on Ministry that serves until the end of that fiscal year. At that time, a new Committee on Ministry will be formed as specified in paragraph "A" above. The Board will specify the terms of each member.

XIV. The Minister The minister shall be responsible for the conduct of worship within the society and the society's spiritual interests and affairs. The minister will serve members in their needs for pastoral care. The minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The minister shall be an *ex officio* member of the Board of Directors and of all committees except Nominating and Ministerial Search Committee. The Minister shall supervise all Church staff and programs. The minister will be called under written contract with the Board which clearly stipulates the duties, compensation and other conditions. The Minister shall be and remain in fellowship with the Unitarian Universalist Association.

XV. Calling a Minister

- A. **Ministerial Search Committee:** Upon notification of an immediate or future vacancy of the ministerial office, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee which shall consist of seven (7) members. The Board shall present a slate of seven (7) nominees and two (2) alternates. Additional nominations may

be made from the floor. Elections shall be held in accordance with these bylaws. Subject to the approval of the Ministerial Candidate by the Congregation, the Committee shall negotiate an initial job description and employment contract with the candidate and present both to the Board for approval.

- B. Quorum and Plurality of Call:** The Minister of the Church shall be selected by ninety percent (90%) of those members voting in person at a Congregational Meeting called for such purpose. Fifty (50%) of the members eligible to vote shall constitute a quorum at such Congregational Meeting.
- C. Dismissal and Termination of Call:**
 - 1. The Minister shall give at least ninety (90) days notice in writing to the Board of his/her resignation or retirement. Compensation for the Minister terminates on the date of resignation or retirement.
 - 2. The Board shall give at least ninety (90) days notice in writing to the Minister of his/her proposed dismissal. Dismissal of a Minister shall be at a Special Congregational Meeting called for that purpose. This meeting shall be called by the Board only upon the written request signed by at least thirty-five percent (35%) of the voting members. Notice of the meeting shall be only by letter sent to the Congregation. No notice shall be placed in the official Church newsletter or read from the pulpit. The Minister shall be invited to speak at this meeting. Fifty (50%) of the members eligible to vote shall constitute a quorum at such Congregational Meeting. The Minister of the Church shall be dismissed upon a vote for dismissal by ninety percent (90%) of those members voting in person at a Congregational Meeting called for such purpose.

XVI. Public Policy Issues

- A.** Neither the Church, the Board, Minister, staff, employee, or consultant of the Church shall take any action or allow any activity or use of Church property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Church or its property. Nothing in these bylaws shall be construed to allow a violation of this section.
- B.** The President, Minister, staff, or any other member of the Church, who is specifically authorized by the Church, or the Board of Directors, may represent the entire Church in any public or private meeting. Any committee may, with approval of the Board of Directors, act or speak on a public policy issue that has not been addressed by the Church provided the action is consistent with Unitarian Universalist principles. Such speech or action will represent the views of the committee, and not necessarily the entire Church. Any statement on behalf of the Church regarding a public issue shall be consistent with the Principles and Purposes of the UUA and the mission of this Church.

XVII. Fiscal Affairs

- A. Fiscal Year:** The Fiscal year of the church shall begin on July 1 of each year.
- B. Budget:** The Board shall present a budget to the membership at the Spring Annual Meeting.
- C. Capital Funds:** Funds designated in the budget for capital expenditures shall not be used for church operational expenses unless the Board determines that a financial emergency justifies such expenditure. In that event, the Board shall prepare a budget for the succeeding fiscal year that provides for repayment of the capital funds.

- D. Financial Review:** The accounts of the Church, including all endowment funds, may be reviewed by the Board at its discretion, or by a third-party designated by the Board, at the end of each fiscal year.
- E. Social Responsibility:** In keeping with Unitarian Universalist Association Principles, in so far as possible, purchases shall be from and investments shall be in companies: that do not produce products, offer services, or operate in a manner which might be unsafe to the consumer or threatening to our environment; that are not predominantly involved in the production of war material; that are not dependent on discrimination on the basis of race, color, sex, disability, affectional or sexual orientation, age, national origin, or religion; that do not exploit the poor or deprived for their business success; and that provide safe and healthy work environments and fair and equal employment opportunities for all persons in their labor force.

XVIII. Amendments These bylaws, so far as allowed by law, may be amended at any congregational meeting (see provisions regarding congregational meetings above), provided that a notice of the proposed amendments is mailed to members at least two weeks prior to the date of the meeting. The notice shall include the proposed language, the entire original article, issue to be addressed, and the goal of the proposal.

XIX. Dissolution Should this church cease to function, any assets of the church may be transferred as a majority of the congregation specifies, so long as the transfer complies with all applicable state and federal laws and the articles of incorporation for the church.

XX. Endowment Fund In matters dealing with the Endowment Fund, see the Endowment Fund bylaws.

(Adopted - 11/13/11 Congregational Meeting)