

**Edmonds Unitarian Universalist Congregation**

**Bylaws**

*Article I - Name*

**Section 1**

The name of the organization shall be the Edmonds Unitarian Universalist Congregation.

**Section 2**

The organization is a religious corporation, organized and existing under the laws of the State of Washington.

*Article II - Purpose*

**Section 1**

The purpose of this organization shall be as follows: In the spirit of truth, irrespective of its sources, and in the spirit of universal kinship, undivided by nation, race, or creed, we unite to strengthen our convictions in the value of and need for liberal religion, and through the strength of unity to give expression to these convictions as the organization decides.

*Article III - Denominational Affiliation*

**Section 1**

The organization shall be a member of the Unitarian Universalist Association and the Pacific Northwest District, and the Pacific Western Region of the Unitarian Universalist Association or their successors.

*Article IV – Membership*

**Section 1- Qualifications for Becoming a Member**

Membership is open to any person who supports the purpose and ministry of this organization including the principles of Unitarian Universalism, the Mission, Vision, and Covenant of Healthy Relations of this organization, and who is at least 16 years of age or has completed the Coming of Age program, and who has:

1. Completed a prescribed orientation program.
2. Made a financial pledge to the operating fund for the current fiscal year. Members who reside together as a family may pledge as a single unit and each member shall have the privileges of membership.
3. Signed the membership book.

**Section 2 – Responsibilities of Membership**

1. A member shall accept responsibility for the well-being of the organization through contributions of time, energy, and attendance.

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2. A member shall make and honor an annual pledge of financial support to the operating fund prior to or during each fiscal year. Members may adjust their pledge at any time.

#### ***Section 3- Privileges of Membership***

A member shall have the following privileges:

1. The right to vote at all Congregational Meetings.
2. The right to serve as committee chairs or be elected to the Board of Trustees, the Nominating Committee, the Canvass Committee, the Endowment Committee, or any Search Committee; provided, however in accordance with state law, members under 18 years of age may not serve on the Board or vote on financial matters.
3. The property, facilities, and equipment of the organization shall be available to any member subject to policies established by the Board of Trustees.
4. Records of the organization, other than personnel records and personal financial records, shall be open and available in the main office to any member. The Board of Trustees, by written policy, may regulate and limit access to records of pending financial transactions.
5. Members of the organization will receive the benefit of the congregation's membership in the Unitarian Universalist Association and are eligible to be appointed as delegates to the General Assembly, the Pacific Northwest District Assembly, and the Pacific Western Region Assembly.

#### ***Section 4 – Emeritus Membership***

Emeritus Member status may be granted to members who can no longer fulfill the responsibilities of membership due to a health issue or disability. This status shall be granted by the Board of Trustees based on recommendations from the minister and/or the Membership Committee. Emeritus members shall not have the privileges of membership as set forth in Article IV, Section 3.

#### ***Section 5 – Resignation and Removal***

Members and Emeritus Members shall be removed from membership upon written request of the member or upon death. Members and emeritus members may be removed by a vote of the Board of Trustees for disruptive conduct that seriously impairs the functioning of the organization.

In addition, the Board of Trustees may vote to remove members if they cease to fulfill the responsibilities of membership and Emeritus Members if they can no longer be contacted.

As part of the organization's historical records, a record of names of former members will be kept.

### ***Article V - Meetings***

#### ***Section 1***

The Annual congregational Business Meeting shall be held on a day within the month of April or May designated by the Board of Trustees.

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#### ***Section 2***

At the close of the annual all-church pledge drive each year, a regular congregational meeting shall be held to consider and adopt the budget for the ensuing fiscal year. The date of this meeting shall be set by the Board of Trustees.

#### ***Section 3***

Special congregational meetings may be called by the President of the Board of Trustees, or by a petition of ten percent (10%) of the members.

#### ***Section 4***

Notice of any congregational meeting shall be hand-delivered directly, or given by mail to the active members at their last known address or sent by opt-in email as prescribed by state law, at least ten (10) and not more than 50 days prior to the date of the scheduled meeting, and by reading said notice in church on the Sunday preceding said meeting, if services are held on such Sunday. In case of a special meeting, the notice shall state the purpose of the meeting.

#### ***Section 5***

A quorum of any congregational business meeting shall consist of 15% of the active members. A two-thirds (2/3) affirmative vote of those present and voting shall be required to:

- a. adopt the annual budget,
- b. expend sums exceeding five per cent (5%) of the annual operating fund, except that sums previously approved by a Capital Campaign are exempt from this requirement,
- c. buy, sell, lease for more than one year, encumber, or otherwise dispose of real property,
- d. amend these bylaws.

### ***Article VI: Congregational Stands on Social Justice Issues***

#### ***Section 1***

Proceedings under this article shall be pursuant to the Board Policy for Congregational Stands on Significant Issues. Quorum requirements as noted in Article V section 5 shall apply. All votes under this article will be by written confidential ballot.

#### ***Section 2***

Any Board-approved proposal for taking a public stand on social justice issues submitted for Congregational adoption shall require a super-majority of 75% of members present at a Congregational meeting.

#### ***Section 3***

Approval of an emergency resolution pursuant to a Board policy shall require a super-majority of 90% of the members present at a Congregational meeting.

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*Article VII - Elections (Trustees, Endowment Committee, Canvass Committee, and Nominating Committee)*

**Section 1**

Election of Trustees, the Endowment Committee, the Canvass Committee and the Nominating Committee shall take place at the Annual Congregational Business Meeting. Election shall be by written ballot in all cases where there are more candidates than positions to be filled.

**Section 2**

Candidates for the office of Trustee may be nominated by the Nominating Committee, by petition of ten percent (10%) of active members, or from the floor at the time of the election, provided that any nomination must be with the consent of the person nominated.

**Section 3**

Following the election of trustees, an Endowment Committee shall be elected which will function according to policies established by the Board of Trustees. The Endowment Committee shall consist of five (5) active members of the congregation who shall be elected for three-year terms, and who shall be eligible for a second three-year term.

The Nominating Committee shall select candidates for the Endowment Committee in cooperation with the Finance Committee. For the first year's selection, the Board of Trustees will appoint one additional member to the Endowment Committee for a term of up to three years and thereafter terms will be for three years, and will be staggered.

In the following years, the Nominating Committee will nominate and the Congregation will elect one or two new members to the Endowment Committee to maintain a membership of five active members.

If a vacancy should occur on the Endowment Committee, such vacancy shall be filled for the remaining term by an active member appointed by the Board of Trustees.

**Section 4**

Following the election of the Endowment Committee, a Canvass Committee shall be elected which will function according to policies established by the Board of Trustees. The Canvass Committee will include three (3) active members of the congregation who shall be elected one each year for three-year terms, and who shall be eligible for a second three-year term.

The Nominating Committee will select candidates for the Canvass Committee in cooperation with the Board of Trustees and the current elected Canvass Committee members. The elected Canvass Committee members may select and appoint additional members of the congregation to the Canvass Committee as they deem appropriate. Such appointments must be reviewed each year. The Chair of the Canvass Committee shall be one of the elected members of the committee.

If a vacancy should occur among the elected members of the Canvass Committee, such vacancy shall be filled for the remaining term by an active member of the congregation appointed by the Board of Trustees.

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#### ***Section 5***

Following the election of the Canvass Committee, a Nominating Committee of five (5) active members of the congregation shall be elected for the ensuing year. The names of at least one candidate for each open position shall be presented by the outgoing Nominating Committee. Names of other candidates may also be presented by a petition of ten (10) active members, or from the floor at the time of the election, provided that any nomination must have the prior consent of the person nominated.

All five (5) members of the Nominating Committee shall serve one (1) two- (2-) year term and shall not be eligible for re-election for the following two years. Terms of the Nominating Committee shall be staggered. In the first year, two members of the Nominating Committee will remain on the Committee and will be approved by the Board and elected by the Congregation. The Congregation will elect three new nominees. In the following year, three (3) Nominating Committee members will remain on the Committee, and the Congregation will elect two (2) new Committee members. Either three or two members will continue to be elected alternately in subsequent years.

#### ***Section 6***

The Nominating Committee shall meet a minimum of three times per year with the first meeting occurring before October 31 of each year, at which time a chairperson shall be elected by the Committee members. The Nominating Committee shall function as set forth in Article VI of these Bylaws, and according to policies established by the Board of Trustees.

#### ***Section 7***

If a vacancy should occur in the Nominating Committee, such vacancy shall be filled until the next election by an active member of the congregation appointed by the other four (4) members of the committee.

### ***Article VIII - Trustees and Officers***

#### ***Section 1***

The Board of Trustees shall consist of seven (7) active members of the organization who shall be elected to three-year terms. Trustees shall be eligible to be elected for a second consecutive term. Following completion of two terms on the board, a member shall not become eligible for election as a trustee until at least one year has elapsed following retirement from the board.

Trustees shall be elected each year at the Annual Congregational Business Meeting.

#### ***Section 2***

If a vacancy should occur in the office of a trustee, such vacancy shall be filled by an active member appointed by the Board of Trustees until the next Annual Congregational Business Meeting. At said meeting a trustee shall be elected by the membership to hold office for the remainder of the term.

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### ***Section 3***

Permanent removal of a trustee from the area, or failure to attend any three consecutive meetings of the Board of Trustees shall be the equivalent of resignation from office, except in the case of illness or leave of absence granted by the Board.

### ***Section 4***

At the first meeting of the Board following the Annual Congregational Business Meeting, the trustees for the ensuing year shall choose from among their ranks a President, a Vice-President, and a Secretary.

The President, Vice-President, and Secretary shall serve as such for one year, or until their respective successors have been elected and qualified.

At the same meeting the Board shall elect or confirm a Treasurer for a three-year term, who need not be an elected trustee of the Board. The Treasurer shall serve as such for up to two consecutive terms or until a successor is elected. If not an elected trustee of the Board, the Treasurer shall serve as an ex-officio, non-voting member of the Board.

### ***Section 5***

Elected trustees and officers shall take office and assume their responsibilities at the close of the first Board meeting following the Annual Congregational Business meeting.

## ***Article IX - Duties of Officers and Trustees***

### ***Section 1***

The duties of the President, Vice-President, and Secretary shall be those usual to their respective offices. The President shall also appoint any other committees deemed necessary by the Board of Trustees to carry out the business of the church. The Board will establish and maintain communications with the committees.

### ***Section 2***

The duties of the Treasurer shall be to hold in custody all funds of the organization, and to keep an account of all receipts and expenditures; to pay such bills as may be approved by the Board of Trustees or a committee delegated by it; and to prepare a financial statement of the organization as required by the Board. At the close of each fiscal year, the Treasurer's books shall be audited by a person or persons designated by the Board of Trustees.

### ***Section 3***

The Board of Trustees shall act as a policy-setting body and shall take action as required to administer the affairs of the organization. The Board shall see to it that an annual budget is prepared for consideration and adoption by the active members of the organization.

### ***Section 4***

The Board of Trustees shall administer the real property of the organization, for the use and benefit of the organization, but shall not sell, lease, or otherwise dispose of such property

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except upon the approval of the membership at a business meeting of the organization after notice of the proposed action.

### ***Section 5***

The Board of Trustees shall approve all contracts with the employees of the organization, EXCEPT THAT OF THE MINISTER, or with independent contractors serving the church. The President of the Board shall sign all such documents.

### ***Section 6***

The Board of Trustees shall meet at least ten (10) times a year at places to be determined by it. Five (5) members shall be required to constitute a quorum. Four (4) affirmative votes shall be required for any motion to pass.

## ***Article X - Minister***

### ***Section 1***

The power to elect or dismiss a minister shall reside in the active members of the Edmonds Unitarian Universalist Congregation. The call of the minister shall be for an indefinite term. Election of the minister shall require a two-thirds (2/3) affirmative vote of those members present and voting at a regularly-called congregational meeting, provided that 40% of the active members are in attendance. The minister's compensation shall be determined by a vote of the congregation.

### ***Section 2***

Eligibility for the ministry of the church shall not be restricted on the basis of age, national origin, race or color, gender, sexual orientation or physical challenge.

### ***Section 3***

The minister shall have a written letter of agreement with the church, signed by the President of the Board of Trustees, and the Board of Trustees shall designate a committee to act as agent of the congregation in its negotiation and implementation.

### ***Section 4***

The minister shall share with the congregation through means and in ways agreed upon at the time of the call and through periodic review, responsibility for the religious meetings of the church and its spiritual interests and activities. Achievement of this collaboration shall be considered the responsibility alike of minister and congregation.

### ***Section 5***

The minister shall be a non-voting ex-officio member of all committees in the church as well as such other bodies as the Board of Trustees shall designate with the exception of the Committee on Ministry, the Nominating Committee and the Search Committee for his or her own replacement. The minister shall be in consultation with the Committee on Ministry and the Nominating Committee.

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#### ***Section 6***

The minister shall have freedom of the pulpit as well as freedom to express his or her personal opinion outside of the pulpit.

#### ***Section 7***

Dismissal or resignation of the minister shall require not less than ninety (90) days notice, except as may be otherwise provided by mutual consent of the minister and the Board of Trustees. The minister may not be dismissed except by a majority vote at a congregational meeting called for that purpose, and provided that 40% of the active members are in attendance.

### ***Article XI - Fiscal Year***

#### ***Section 1***

The fiscal year of the organization shall begin July 1.

### ***Article XII - Committees & Auxiliary Organizations***

#### ***Section 1***

All committees and auxiliary groups shall work with, and be subject to the approval and control of the Board of Trustees.

#### ***Section 2***

Any committee or auxiliary group of the organization wishing to take a public stand on a social justice issue that is to be announced publicly or acted upon publicly shall identify said statement or action as coming from said committee or group and not from the Congregation, unless covered by a congregational stand adopted under Article VI: Congregational Stands on Social Justice Issues.

### ***Article XIII - Amendments***

#### ***Section 1***

These bylaws may be amended at any regular or special congregational business meeting, provided that notices of such proposed amendment have been included in the notice of such meeting.

#### ***Section 2***

Adoption of an amendment to these bylaws shall be governed by provisions of Article V, Section 5.



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*Article XIV - Robert's Rules of Order*

***Section 1***

The rules contained in Robert's Rules of Order shall govern the organization in all cases where they are applicable, and where they are not inconsistent with the bylaws or special rules of order of this organization.

*Article XV - Dissolution*

***Section 1***

Should Edmonds Unitarian Universalist Congregation cease to function and the membership vote to disband, any assets of the church shall be transferred to the Unitarian Universalist Association for its general purposes. Such transfer will be made in full compliance with whatever laws are applicable.