

**Bylaws of
Unitarian Universalist Congregation, Santa Rosa**

approved February 10, 2013

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**BYLAWS OF
UNITARIAN UNIVERSALIST CONGREGATION,
SANTA ROSA**

*Incorporated under the Nonprofit Religious Corporation Law of California
Approved by the Congregation February 10, 2013*

ARTICLE I. NAME AND AFFILIATION

Section 1. Organization Name

The name of this religious society shall be Unitarian Universalist Congregation, Santa Rosa.

Section 2. Affiliation with Denomination and District

This society shall be affiliated with the Unitarian Universalist Association of Congregations (UUA) and the Pacific Central District (PCD) of that association.

ARTICLE II. PURPOSE

Section 1. Purpose

The purpose of this Congregation is to affirm and promote the Principles of the UUA.

Section 2. Activities of the Congregation

To these ends, this Congregation shall:

- a. Establish, maintain and conduct a religious society and other social and educational groups appropriate to and compatible with the purposes of the Congregation.
- b. Purchase, construct, lease, rent, or otherwise acquire the facilities suitable for the purpose of establishing, maintaining, and conducting religious activities and do the things necessary and proper for carrying out the purposes and objectives of the Congregation as provided in the Articles of Incorporation and the Nonprofit Religious Corporation Law of the State of California.

Section 3. Affiliation with Other Organizations

This Congregation shall cooperate with like-minded organizations in order to strengthen one another in the study and practice of religious values, in the religious development of children, in diffusing knowledge of Unitarian Universalism, and in the furtherance of its principles.

ARTICLE III. MEMBERSHIP

Section 1. Requirements for Membership

The Congregation promotes the full participation of all members in its activities, and in the full range of human endeavor, without regard to race, color, gender, disability, affectional or sexual orientation, age, or national origin, and without requiring adherence to any particular interpretation of religion, or to any particular religious belief or creed.

Section 2. General Membership

- a. General membership is available to those who meet the following requirements
 - Sixteen years of age or older
 - In sympathy with the purposes, goals, and programs of this organization
 - Has met with the minister or, in the long-term absence of the minister, with a delegate of the Board of Trustees
 - Has attended any required orientation program
 - Participates in Congregation activities
 - Makes an annual recorded contribution of financial support
 - Signs the membership book
- b. Any person who meets the above qualifications, as certified by the Membership committee or other delegate of the Board of Trustees, may become a General member of this Congregation and will be included in the annual Membership Certification.
- c. A General member unable to meet the financial support or participation requirements may request a waiver from the Minister. Waivers must be renewed annually.

Section 3. Emeritus Membership

Emeritus membership status may be granted to any member who becomes permanently unable to participate in Congregation activities and make a recorded contribution of financial support, but who still wishes to maintain membership. With the consent of the member or their agent, the Board of Trustees may approve a member for Emeritus status.

Section 4. Youth Membership

- a. Youth membership is available to youth who meet the following requirements:
 - Ages 13 through 17 (inclusive)
 - In sympathy with the purposes, goals, and programs of this organization
 - Has met with the minister or, in the long-term absence of the minister, with a delegate of the Board of Trustees
 - Has attended any required orientation program

- Participates in Congregation activities
 - Signs the membership book
- b.* Any youth who meets the above qualifications, as certified by the Religious Education committee or other delegate of the Board of Trustees, may become a Youth member of this Congregation. Youth members are encouraged to contribute financially and to participate to the extent of their abilities, but are not required to make an annual recorded contribution of financial support.
- c.* Youth membership expires when the Youth member either turns 18 or becomes a General member.

Section 5. Pledging Friends

A Pledging Friend is any person who, while not a member, is in general sympathy with the purposes, goals, and programs of the Congregation, and who makes a financial pledge or contribution of record.

Section 6. Voting Membership

General members in good standing are eligible to vote on Congregational matters. Emeritus members, Youth members, and Pledging Friends are not eligible to vote on Congregational matters.

Section 7. Membership Certification

- a.* The Corporate Secretary shall verify the annual Membership Certification before each annual membership count is submitted to the UUA. Any member who has failed to fulfill the membership requirement of Section 2 of this Article shall be removed from the annual Membership Certification, and his/her voting privileges shall be suspended. Such action by the Corporate Secretary shall be done in consultation with the Minister and the Board President. Written notice of the proposed reclassification shall be sent to the affected person to the last address of record at least thirty (30) days prior to the effective date of the action.
- b.* Emeritus members, Youth members, and Pledging Friends will not be included in the annual Membership Certification, but they shall be eligible for inclusion in the member directory.

Section 8. Separation from Congregational Membership

- a.* Any member may separate from Congregational membership by written notice to the Corporate Secretary.
- b.* The Board of Trustees may separate a person from membership for cause, as determined by a confidential vote of two-thirds of the Board in Executive Session, in consultation with the Minister and the Committee on Shared Ministry. The member has the right to a

confidential appeal to the Board of Trustees, either at the time, or in the future if the member's circumstances have changed.

- c. A person who fails to meet the membership requirements during the annual Membership Certification may be separated from membership.

ARTICLE IV. CONGREGATIONAL MEETINGS

Section 1. Rules and Parliamentarian

The rules contained in a current edition of *Robert's Rules of Order* shall be observed for the conduct of business at Congregational meetings provided that they are not inconsistent with these bylaws nor any special rules of order the membership may adopt. A Parliamentarian may be appointed by the Board President.

Section 2. Times and Agendas

- a. A minimum of three (3) Congregational meetings will be held during the calendar year. At least one meeting will occur during the Fall (September, October, November, December), one during the Winter (January, February, March), and one during the Spring (April, May, June) months. Additional meetings may be called as needed. The following specific items shall be on the agenda for each of the following meetings:
 - Fall Meeting:
 - i) Election of Endowment Committee
 - ii) Presentation of Board of Trustees Goals for coming years
 - Winter Meeting:
 - i) Election of Board of Trustees
 - ii) Election of PCD/UUA delegates
 - Spring Meeting:
 - i) Election of Nominating Committee
 - ii) Presentation of Congregational Calendar for coming program year
- b. The following mandatory items will be addressed at the appropriate Congregational meeting throughout the year. The Board of Trustees will prepare an annual Congregational Calendar that indicates at which Congregational meeting each of these items will be addressed.
 - Present draft budget for the coming fiscal year
 - Present preliminary budget for the coming fiscal year
 - Vote on final budget for the fiscal year
 - Receive the Minister's "State of the Congregation" report
 - Receive the Congregation's "Annual Report"
 - Receive the final report on the prior fiscal year's budget

- c. Additional specific agenda items will be developed by the Board in sufficient time so that all business items are included in the official notification of the Congregational meeting.
- d. Every Congregational meeting shall include the following agenda items:
 - Current/pending issues being considered by the Board of Trustees
 - The Board's goals for the coming months
 - The Congregation's current financial situation
 - Other business or policy matters requiring membership action or resolution

Section 3. Notification of Times and Agendas

A Call to each Congregational meeting, giving its time, place, voting business and supporting documentation shall be sent to each member at least two weeks prior to the meeting. The voting business conducted at all Congregational meetings shall be limited to that specified in the call to the meeting. At the end of each Congregational meeting, the Board shall announce the time and place for the next Congregational meeting.

Section 4. Calling Additional Congregational Meetings

Additional Congregational meetings for specific purposes may be called as deemed necessary by the Board of Trustees or by the petition of ten percent (10%) or more of the membership.

Section 5. Quorum

Twenty percent (20%) of the membership shall constitute a quorum for the transaction of business at any Congregational meeting. Lacking a quorum, informational agenda items may be presented, but no binding votes shall be taken. Any Congregational meeting may be adjourned by a majority vote of those members present.

Section 6. Voting Percentages Required for Various Actions

Any action or resolution at any Congregational meeting shall be a valid act of the Congregation, binding on all persons affected, only if it receives at least the following percentage of affirmative votes from those members present and voting:

- a. Ninety percent (90%) if the action or resolution concerns calling a minister.
- b. Eighty percent (80%) if the action or resolution concerns conveying or encumbering real property that requires a financial expenditure or commitment in excess of 20% of the current operating budget as determined by the Board of Trustees in any given year or that may otherwise have a significant operational or economic impact on the Congregation.
- c. Sixty seven percent (67%) if the action or resolution concerns a minister's tenure or affects any provision in the minister's Covenant and Letter of Agreement, or if it concerns Bylaw additions, deletions, or revisions, or if it concerns public statements issued in the name of the Congregation.

- d.* A simple majority (50% plus one) if the action or resolution concerns matters other than those listed above.

Section 7. Proxy Voting

Proxy voting shall not be permitted at any Congregational meeting. Only members present may vote at such meetings.

Section 8. Nominations from the Floor and Written Ballots

- a.* Nominations for all elected positions may be made and seconded from the floor with the consent of the person nominated.
- b.* Election for a given position shall be by written ballot if there are more candidates than there are open positions. In the event that a written ballot is necessary (either through nominations from the floor or through multiple nominations from the Nominating Committee), a representative of the Nominating Committee will prepare a written ballot.

Section 9. Posting of Meeting Minutes

Draft minutes of Congregational meetings shall be posted electronically, and a hard copy be displayed in a conspicuous place by the Corporate Secretary within fifteen (15) days after the meeting. A summary of "action taken" at such meetings shall be published in the next issue of the Congregation newsletter in a timely manner.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Charge

- a.* The Board shall act as the congregation's ethical trustee, with oversight responsibility and authority over all activities and policies relating to Congregation property, programs, operations, and finances, including the activities and policies of the Treasurer, the Corporate Secretary, the Director of Religious Education, delegates to UUA and PCD, the Endowment Committee, and any permanent (standing) or ad hoc committee or interest group created or empowered by the membership or organized by individual members as a Congregation activity, subject to the Limitations of Section 2, below.
- b.* The Board may employ and/or discharge, at its discretion, any contractor or employee (other than a Minister called by the Congregation). The Board shall establish a human resources committee and policies for human resources management. The Board may delegate daily supervision of staff to the Minister(s), other staff members, or to other Congregation individuals or committees.

- c. The ultimate authority of the Congregation shall reside in the Congregation and its members. Actions taken at duly called Congregational meetings shall be binding on the Board.

Section 2. Limitations

- a. The Board shall not have the power to adopt, amend, or repeal any of these Bylaws.
- b. The Nominating Committee shall be free of Board control. Other groups or committees shall be free of Board control if such independence is approved by a majority vote at a Congregational meeting.
- c. The Board shall not become involved in any social or political issue or controversy unless such involvement is consistent with a UUA, PCD, or approved Congregation policy, position, or resolution on the matter.
- d. With the exception of any special funds governed by Congregation-approved policies, the Board shall not enter into any notes, contracts, or commitments requiring unbudgeted expenditures in excess of \$10,000 or three percent (3%) of the operating budget, whichever is greater, without prior membership approval.
- e. The Board shall not enter into any contracts relating to the conveyance or encumbrance of real property in excess of 20% of the current operating budget without prior membership approval as specified in Article IV, Section 6b (“Voting Percentages Required for Various Actions”).
- f. A Trustee who has a conflict of interest in any matter being considered by the Board shall disclose such interest prior to any related discussion. Such Trustee may participate in the discussion but may not vote on the matter.
- g. Any individual Trustee may exercise Board authority only with the prior consent of the Board.

Section 3. Delegation of Responsibility

The Board may delegate management of Congregation activities to one or more subordinate bodies, each with or without a Trustee member, to serve at the Board's pleasure and under the ultimate direction of the Board. Any chairperson of a committee that is entitled to budget funding through operation funds shall be a Congregation member.

Section 4. Composition and Terms

The Board of Trustees shall consist of no fewer than eight (8) and no more than twelve (12) voting Trustees. The term of office for each Trustee shall be two (2) years starting on July 1 and ending two years later on June 30. Trustees may stand for reelection, but shall not serve more than two full consecutive elected terms. After an interim period of two (2) years, a former Trustee may stand again for election to the Board. No person shall

be elected or appointed a Trustee unless such person has been a voting Congregation member for at least two (2) years.

Section 5. Board Meetings

- a. The time and place of regular Board meetings shall be fixed by the Board and published in the Congregation newsletter. Regular Board meetings held pursuant to the published schedule may be held without further notice to the Trustees or the Congregation.
- b. Special Board meetings may be called by the Board President, the Vice President, the Corporate Secretary, or by any two (2) Trustees upon personal notice (oral, telephone, or e-mail) to each Trustee, and any other person(s) who may be required to participate in the meeting. Notice of a special Board meeting shall specify its purpose or list the agenda items.
- c. The agenda for regular and special Board meetings shall be posted in a conspicuous place at least one week prior to the meeting.
- d. A minimum of $\frac{2}{3}$ attendance of voting Trustees shall constitute a quorum. This is defined:
 - Board membership of 8 or 9: Quorum is 6 members
 - Board membership of 10: Quorum is 7 members
 - Board membership of 11 or 12: Quorum is 8 members
- e. Any action approved by a majority of the Trustees at a duly called meeting shall be an act of the Board binding on all persons affected.
- f. Only Trustees may vote at Board meetings. Regular and special Board meetings shall not be closed to Congregation members, except that closed sessions may be held to conduct business relating to personnel matters, conflict resolution, a member's private interests, and legal issues.
- g. In the event a Board vote is tied, called UUCSR ministers may vote.
- h. After review and approval by the Board, but no later than forty five (45) days after the meeting, minutes of each Board meeting shall be posted in a conspicuous place. Further, a summary of "action taken" at each such meeting shall be published in the next issue of the Congregation newsletter following the posting of the minutes.

Section 6. Removing a Trustee

The Board may declare vacant the seat of any Trustee who fails to attend three (3) or more Board meetings in any twelve-month period, without just cause. The Board of Trustees may also remove a Trustee for cause, as determined by a confidential vote of two-thirds of the Board in Executive Session, in consultation with the Minister and the Committee on Shared Ministry. The Board's action to vacate a Trustee's seat shall be communicated, in writing, by the Corporate Secretary to the removed Trustee and shall be announced in the next issue of the Congregation newsletter following the action. A removed Trustee shall have the right to have a statement published in the Congregation

newsletter, in compliance with its editorial policies. A vacated Trustee's seat shall be filled as provided in Section 7 of this Article V.

Section 7. Replacing a Trustee

In the event that a Trustee resigns or is removed by the Board, the Board of Trustees shall determine the need for an immediate replacement Trustee. If a replacement Trustee is needed, the Board of Trustees shall determine the skills sought from the replacement Trustee, and the Nominating Committee shall appoint a replacement Trustee. The name of the replacement Trustee shall be published in the next issue of the Congregation newsletter following the appointment and shall be confirmed by the members at the next following Congregational meeting. Pending confirmation, an appointed Trustee shall have full voting privileges. Upon confirmation, an appointed Trustee shall serve until the expiration of the resigned or removed Trustee's term.

ARTICLE VI. OFFICERS

Section 1. Positions

The officers of the Congregation shall be a President, Vice President, Corporate Secretary, and Treasurer, and such other officers as the Board may deem necessary from time to time to conduct the Congregation's business. The immediate past President may be an ex-officio, non-voting member of the Board, serving as an adviser. Any person may hold two or more offices, but neither the Corporate Secretary nor the Treasurer shall serve concurrently as the President or Vice President. Staff members may not serve as officers.

Section 2. Election of Trustee Officers

Within three months following the election of new Board of Trustees members at the Winter Congregational Meeting, a Special Meeting comprised of continuing and newly elected Trustees will be held for the sole purpose of electing Trustee officers for the coming fiscal year. Neither the Corporate Secretary nor the Treasurer need be Board members to serve. Any person elected to serve as an officer, but who is not also a Trustee, shall have the same qualification as a Trustee. The names of officers shall be published by the Corporate Secretary in the next issue of the Congregation newsletter following their election.

Section 3. President

The president shall be the general manager and chief executive officer of the Congregation subject to the policies established by the Board. The President shall serve

as a member of the Board, be responsible for organizing the agenda for all Regular and Special Board and Congregational Meetings, and have authority to sign on behalf of the congregation any deeds, mortgages, bonds, contracts, or other legal instruments which the Board has authorized to be executed, unless such authority has been delegated by the Board or by these Bylaws to another officer or agent of the Congregation. The Board may adopt policies further defining the authority and responsibility of the President.

Section 4. Vice President

The Vice President shall serve as a member of the Board of Trustees and, in the President's absence or at the President's request, perform the duties of the President. The Board may adopt policies further defining the authority and responsibility of the Vice President.

Section 5. Treasurer

The Treasurer shall be the chief financial officer of the Congregation and custodian of Congregation funds and books and records of account. He or she shall oversee the financial functions of the Congregation and the preparation of books, records of account, and budgets. At the Board's request, the Treasurer shall provide it with financial statements, prepared in conformity with generally accepted accounting principles, which reasonably set forth the Congregation's assets and liabilities and its income and expenditures.

Section 6. Corporate Secretary

- a. The Corporate Secretary shall oversee the custody of:
 - Congregation Articles of Incorporation and Bylaws as amended
 - Board and membership meeting minutes
 - Contracts and agreements executed in the name of or on behalf of the Congregation
 - Membership records showing names and addresses
 - Official correspondence of the Congregation and its officers
- b. The Corporate Secretary shall be custodian of the corporate seal and shall provide "true copies" of Congregation documents to members and others upon valid need.
- c. The Board of Trustees may appoint a Recording Secretary or other delegate to assume the duties of recording, transcribing, and/or distributing meeting minutes, under the direction and authority of the Corporate Secretary.

Section 7. Inspection of Records

All Congregational financial and public records shall be open to inspection upon request of any member during normal UUCSR Office hours.

ARTICLE VII. NOMINATING COMMITTEE

Section 1. Charge

- a.* The Nominating Committee shall be responsible for nominating candidates for positions on the Board of Trustees, and the Endowment Committee, and the Nominating Committee, and it shall provide additional nominations, as needed, to fill vacancies therein throughout the year. In addition, it shall nominate PCD and UUA delegates.
- b.* Nominees for delegates, and for other open positions, shall have the consent of the majority of the committee and the consent of the person(s) being nominated.
- c.* The committee's candidates for Board and Endowment Committee positions and delegates shall be published in the Congregation newsletter at least one month prior to the meeting at which the election(s) will be held.
- d.* The Nominating Committee shall be prepared to present written ballots as needed during Congregational meetings, as described in Article IV, Section 8 (“Nominations from the Floor and Written Ballots”).

Section 2. Composition

A Nominating Committee of four (4) to six (6) members, who shall not be members of the Board, the Endowment Committee, nor the staff, shall be elected by the Congregation as described in Article IV (“Congregational Meetings”).

Section 3. Terms and Reelection

Each Nominating Committee member shall be elected to serve a two (2) year term, with terms staggered to provide continuity. Each term shall start on July 1 and end two (2) years later on June 30, except as provided in Section 4 of this Article VII. Members may serve only two full consecutive elected terms. Former members may stand for election again after a two year lapse. The Committee shall elect its chair.

Section 4. Replacement

In the event of a midterm vacancy on the Nominating Committee, the Nominating Committee shall determine the need for a replacement. If so needed, the Nominating Committee shall appoint, by a majority vote, a replacement for the remainder of the term. Appointed members shall meet the qualifications of Section 2 of this Article VII and shall serve out the remainder of the vacated term. The name of the replacement Nominating Committee member shall be published in the next issue of the Congregation newsletter following the appointment and shall be confirmed by the members at the next following Congregational meeting.

ARTICLE VIII. ENDOWMENT COMMITTEE

Section 1. Purpose and Management

An Endowment Fund and Endowment Fund policies may be established by the Congregation to provide for the stewardship of gifts from members and friends. The fund shall be managed and maintained by an Endowment Committee for the continued support of the Congregation's mission.

Section 2. Policies

All Endowment Committee policies, or revisions thereof, shall be subject to membership approval at regularly scheduled Congregational meetings.

Section 3. Composition

Endowment Committee members shall be elected by the membership as provided in Article IV (“Congregational Meetings”). The Endowment Committee's activities and operations shall be subject to Board oversight.

ARTICLE IX. MINISTERS

Section 1. Search Process

The Congregation may decide to begin a search process for one or more Ministers by a majority vote of the members at a duly called Congregational meeting. Upon an affirmative vote, the Board shall organize and instruct a Ministerial Search Committee to conduct the search process per the membership's mandates.

Section 2. Covenant and Letter of Agreement

After a ministerial candidate has been called by the Congregation as provided in Article IV, Section 6a (“Voting Percentages Required for Various Actions”), a Covenant and Letter of Agreement, jointly prepared by the Ministerial Search Committee, the Board, and the candidate, shall be signed by the new Minister and the Board President. The terms of the agreement shall conform to these Bylaws.

Section 3. Term

The term of the ministry shall be indefinite. In the event that a Minister resigns, or the membership dismisses a Minister, three (3) months' notice shall be provided by the initiating party unless a shorter period is mutually agreed upon.

Section 4. Responsibilities

The Minister shall be responsible for religious and spiritual matters as provided in the current Covenant and Letter of Agreement. The Minister shall be responsible to the Congregation for effective work performance and shall report annually to the membership on the performance of ministerial responsibilities.

Section 5. Freedom of the Pulpit

The Minister, as religious leader of the Congregation, shall have complete freedom of the pulpit as well as freedom to express personal opinions elsewhere.

Section 6. Committee Duties

The Minister shall be an ex-officio, non-voting member of all committees, except the Nominating and Ministerial Search Committees, and is expected to attend Board meetings and to advise in areas of his or her concern and expertise.

Section 7. Compliance

The Minister shall conform to the Bylaws of this Congregation.

ARTICLE X. FISCAL YEAR

The fiscal year of this Congregation shall start on July 1 and end on June 30 of the following year.

ARTICLE XI. RESOLUTIONS AND STATEMENTS

No resolution or public statement may be issued in the name of the Congregation except on the authority of the membership as expressed in a specific vote in a congregational meeting as provided in Article IV, Section 6c (“Voting Percentages Required for Various Actions”). The general tenor of a proposed resolution or statement shall be indicated in the call to the meeting.

ARTICLE XII. BYLAWS REVISIONS AND AMENDMENTS

These Bylaws may be amended or revised as provided in Article IV, Section 6c (“Voting Percentages Required for Various Actions”). At least two (2) weeks written notice of any proposed change(s) shall be given to all members. The Corporate Secretary shall assure

that the most recent version of the Bylaws are maintained and accessible in both electronic and hard copy formats.

ARTICLE XIII. DISSOLUTION

As provided in the Articles of Incorporation, in the case of dissolution of the Congregation for whatever reason, all its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, or to any Unitarian Universalist related organization, as designated by the Congregation. The Board of Trustees shall perform all actions necessary to effectuate the above provisions.