

# BYLAWS

## UNIVERSITY UNITARIAN CHURCH OF SEATTLE, WASHINGTON

Adopted June 6, 1999  
Revised January 23, 2000  
Revised May 21, 2000  
Revised June 4, 2006  
Revised June 14, 2009  
Revised June 13, 2010

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## ARTICLE I. PRINCIPLES AND PURPOSES

### Section 1. Dedication to Liberal Religion

University Unitarian Church of Seattle ("Church"), shall maintain and operate a liberal church in the city of Seattle, King County, Washington, and shall be a member of the Unitarian Universalist Association.

### Section 2. Principle of Free Faith

- (a) The Church is dedicated to the principles of a free faith.
- (b) Recognizing that freedom of belief is inherent in the Unitarian Universalist tradition, nothing in these bylaws shall ever be utilized to require members to hold a particular interpretation of religion, a particular religious belief, or a particular religious creed.

### Section 3. Purposes of the Church

- (a) We gather together for the following purposes:
  - (i) Create a caring community of seekers after the truth;
  - (ii) Provide a haven for exploration of personal religious beliefs;
  - (iii) Share the joys and sorrows of life's passages, to celebrate and grieve together;
  - (iv) Educate children and adults in our Unitarian-Universalist heritage and values;
  - (v) Challenge, stimulate, and encourage each other's moral, ethical and religious growth;
  - (vi) Act upon our values in reaching out to the wider world;
  - (vii) Support the extension of liberal religion in the Pacific Northwest and society in general.
- (b) Grateful for the religious pluralism which enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision

### Section 4. Principle of Equality

Cognizant of the inherent worth and dignity of all persons, the Church affirms, promotes and celebrates the full participation of all persons in all of its activities, including membership, programming, hiring practices, and the calling of religious professionals, without regard to age, gender, sexual orientation, race, or any other category of exclusion.

## ARTICLE II. MEMBERSHIP

### Section 1. Qualifications

- (a) Membership is open to any person who is in general sympathy with the principles and purposes of the Church, as set forth in Article I, and has (i) completed a prescribed orientation program; (ii) made a financial pledge for the current fiscal year; and (iii) signed the membership roll.
- (b) The Board of Trustees or a minister may waive the orientation program requirement.

### Section 2. Member in Good Standing / Stewardship Obligations

- (a) A member shall accept responsibility for the well being of the Church community through contributions of time, energy, and financial resources.
- (b) A member in good standing shall have made a pledge for the current fiscal year and have paid in full any pledge or adjusted pledge from the previous fiscal year.
- (c) Church members as described in Section 1 who reside together as a family may pledge as a single unit and each member shall have the privileges of membership including the right to cast an individual vote.

### Section 3. Privileges of Membership

- (a) A member in good standing shall have the following privileges: (i) the right to vote at all Congregational Meetings; (ii) qualification to serve as a trustee or officer of the Church; (iii) qualification to serve as chair of any committee; (iv) the right to be a member of any committee, unless membership is limited by these bylaws or by a written and Board-approved charter (per Article X, Section 2); (v) the right to participate in Church sponsored activities; (vi) inclusion on the Church mailing list.
- (b) Church property, facilities, and equipment shall be available to any member in good standing subject to conditions established by the Board of Trustees.
- (c) Records of the Church, other than personnel records, shall be open and available in the Church office to any member in good standing. The Board of Trustees, by written policy, may regulate and limit access to records of pending financial transactions.
- (d) Members shall not represent themselves as speaking on behalf of the Church unless they have authorization from the Board of Trustees, or from the congregation pursuant to Article IV.

### Section 4. Resignation and Removal

- (a) A member may resign from membership at any time by notifying in writing the Secretary of the Church ("Secretary") or a Parish Minister.

- (b) A member who is not in good standing for one full year shall be removed from the membership roll.
- (c) The church administrator shall maintain a list of current members in good standing and shall post the list of current members in good standing no later than fourteen days before each Congregational Meeting.
- (d) A member may appeal his or her membership status to the Board of Trustees.

### ARTICLE III. FINANCIAL ADMINISTRATION

#### Section 1. Treasurer of the Church

- (a) The Treasurer of the Church ("Treasurer") shall assist the Board of Trustees in carrying out its fiduciary responsibilities for the Church.
- (b) The Treasurer shall hold in custody all regular funds of the Church, except those funds held by trustees of a designated fund. The day-to-day financial transactions of the Church may be delegated to the appropriate administrative staff.
- (c) The Treasurer shall report the current financial status of the Church to the Board of Trustees on a regular basis.
- (d) The Treasurer shall assist the administrative staff in preparing the annual budget, reviewing the proposed annual budget with the Board of Trustees, and presenting the annual budget to the congregation for approval.

#### Section 2. Knatvold Trustees

The Knatvold Trustees shall be composed of those persons designated as "Personal Trustees" in Article IV of the Camilla M. Knatvold Trust Agreement: (i) Parish Minister; (ii) President; and (iii) three other persons selected annually by the Board of Trustees. The Board of Trustees shall appoint a member of the Finance Committee as one of the Knatvold Trustees.

#### Section 3. Annual Church Budget

- (a) The Board of Trustees shall recommend an annual budget to the congregation.
- (b) The congregation shall adopt an annual budget no later than 30 days after the start of the fiscal year.
- (c) The congregation shall, by separate resolution pursuant to Article IV, authorize any transfer of real property, or appropriation or loan exceeding \$50,000 in a single transaction.

#### Section 4. Fiscal Year

The fiscal year shall be July 1 through June 30.

#### ARTICLE IV. CONGREGATIONAL MEETINGS

##### Section 1. Calling a Meeting

- (a) The Board of Trustees shall call the Annual Congregational Meeting (Annual Meeting) to be held within 60 days prior to the beginning of the next fiscal year.
- (b) The President may call a Special Congregational Meeting (Special Meeting) at any time.
- (c) The Board of Trustees shall call a Special Meeting within 30 days of the receipt of a petition stating the items to be considered, and signed by at least 25 members in good standing.

##### Section 2. Notice

- (a) Notice of any Special or Annual Meeting shall be posted in a conspicuous location within the Church, and sent by United States Mail or by electronic mail to members in good standing at their address of record at least 14 days prior to the meeting.
- (b) Notice shall state the date, time, and location of the meeting, items to be considered, and nominees for elected office.

##### Section 3. Quorum

A Special or Annual Meeting shall not commence unless there are at least 10 percent of the members in good standing present. The presiding officer may continue the meeting to a particular day, time, and location in the absence of a quorum.

##### Section 4. Presiding Officer

- (a) The Moderator of the Church ("Moderator") shall preside at a Special or Annual Meeting.
- (b) If the Moderator is unable to preside, the President or designee shall preside for the sole purpose of nominating an Acting Moderator. As the first order of business, the President or designee shall nominate a member in good standing, who is not a member of the Board of Trustees, as Acting Moderator. Other members in good standing may be nominated from the floor. The Acting Moderator shall be confirmed by a plurality of the members in good standing who are present and voting on the question.
- (c) The Moderator shall appoint a secretary, who shall keep minutes; a teller, who shall count the votes; and a parliamentarian, who shall interpret the rules of order.

##### Section 5. Conducting Business

- (a) At Special Meetings, only items of business listed in the notice shall be acted upon. At an Annual Meeting, items of business for which notice has been given shall be considered before items of new business.
- (b) The latest revision of Robert's Rules of Order shall be used, where applicable, to guide the conduct of business.
- (c) The congregation may adopt special rules of order during the course of a Special or Annual Meeting, which shall apply to that meeting only. A motion to adopt a special rule of order shall take precedence and shall require for adoption a two-thirds majority of those present and voting on the question.

#### Section 6. Voting

- (a) A simple majority shall constitute 50 percent plus 1 vote of those present and voting on the question, and those voting by absentee ballot. A two-thirds majority shall constitute 67 percent of those present and voting on the question, and those voting by absentee ballot.
- (b) All resolutions shall require for adoption a simple majority, except
  - (i) A two-thirds majority shall be required to adopt the annual budget; appropriate or borrow sums exceeding \$50,000 in any single transaction; mortgage or convey real property of the Church; amend the bylaws; or adopt a social action resolution in the name of the Church.
  - (ii) Where an article in these bylaws prescribes a different electoral requirement, that article shall govern over this subsection.
- (c) A written ballot shall be used for contested elections, calling or dismissing a minister, and resolutions submitted by the Board of Trustees as written ballot questions.

#### Section 7. Proxy and Absentee Ballots

- (a) There shall be no proxy voting.
- (b) Absentee ballots shall be permitted for elections, calling or dismissing a minister, removing a trustee, and resolutions which are submitted by the Board of Trustees as written ballot questions. Absentee ballots shall be filed pursuant to a written procedure established by the Board of Trustees. All absentee ballots on a particular question shall be automatically invalidated when a proposed resolution is amended. Notice of potential invalidation shall appear on the absentee ballot.

### ARTICLE V. ELECTION OF TRUSTEES AND OFFICERS

#### Section 1. Qualifications

- (a) A trustee shall be a member in good standing. Neither age nor longevity as a member shall bar service as a trustee.
- (b) A trustee who has served six consecutive years shall be ineligible to serve as a trustee for one year.

#### Section 2. Term of Office

- (a) Trustees shall sit as a board. The Board of Trustees shall consist of nine elected trustees. The board may appoint the Treasurer from the congregation (per Article V, Section 5) as a tenth voting member of the board. The trustees shall be elected at large and shall each serve a three year term in office. Terms shall be staggered.
- (b) A trustee's term shall be automatically extended beyond 36 months until such time as the trustee's successor has been seated on the Board of Trustees.

#### Section 3. Election and Seating of Trustees

- (a) Trustees shall be elected by the congregation pursuant to Article VIII.
- (b) Trustees shall be elected at the Annual Meeting.
- (c) Newly elected trustees shall be seated and take office at the first meeting of the Board of Trustees following the election.
- (d) Seating of the newly elected trustees shall occur by resolution, as the final order of business of the present Board of Trustees. The incumbent President shall retain office and preside until a new President is elected.

#### Section 4. Resignation, Removal and Replacement of Trustees

- (a) A trustee may resign by giving written notice to the President or Secretary.
- (b) Failure to attend three consecutive meetings of the Board of Trustees shall constitute resignation, unless the Board of Trustees by resolution grants the trustee a leave of absence.
- (c) A trustee may be removed by a written ballot vote of the congregation at a Special or Annual Meeting where notice of removal has been provided pursuant to Article IV.
- (d) In the event of death, resignation or removal, the Board of Trustees shall appoint a member in good standing to fill the vacancy until the next election of trustees. The Board of Trustees shall consider a nominee presented by the Leadership Development Committee, but may also consider candidates nominated by two or more trustees. The appointee shall stand for election to serve for the remainder of the term.

#### Section 5. Election and Seating of Officers

- (a) At the first meeting following the election of trustees, the new Board of Trustees shall elect officers as its first order of business. The term of office for all officers shall be one year.
- (b) The Board of Trustees shall elect from among its members, by simple majority, the following officers: President of the Church ("President"); Vice President of the Church ("Vice President"); and Secretary of the Church ("Secretary").
- (c) The Board of Trustees shall appoint a Treasurer of the Church ("Treasurer") from among the members in good standing of the congregation. A trustee may also serve as Treasurer. If the Treasurer is appointed from the congregation, he or she shall become an additional voting member of the Board of Trustees. The Treasurer shall be an officer of the Church. No person shall serve more than five consecutive terms as Treasurer.
- (d) The Board of Trustees may appoint a Parish Minister as an officer of the Church for the purpose of conducting corporate business. The Parish Minister is not a voting member of the Board of Trustees.

#### Section 6. Resignation, Removal, and Replacement of Officers

- (a) An officer may resign by giving written notice to the President or Secretary.
- (b) An officer serves at the pleasure of the Board of Trustees and may be removed as an officer when two thirds or more of trustees vote for removal.
- (c) Upon an officer's resignation or removal, the Board of Trustees shall elect a replacement pursuant to Section 5 of this Article.

#### Section 7. Indemnification

An elected or appointed officer or trustee shall not be personally liable to the Church or to its members for monetary damages for breach of fiduciary duty, except for liability resulting from acts or omissions not in good faith, intentional misconduct, or a knowing violation of the law.

### ARTICLE VI. DUTIES OF TRUSTEES AND OFFICERS

#### Section 1. General Responsibilities

The trustees are vested with the moral, ethical, and fiduciary duty to execute the corporate purposes of the Church as set forth in Article I. The trustees shall act in the best interests of the Church.

#### Section 2. Duties of the Trustees

- (a) **Business and Property:**  
The Board of Trustees shall have sole authority over all business affairs and property of the Church, including approving the appropriation and borrowing of sums up to \$50,000, except the congregation shall approve the following items of business:

- (i) Adopting the annual budget;
  - (ii) Appropriating or borrowing sums exceeding \$50,000 in a single transaction;
  - (iii) Buying, selling, mortgaging or conveying real property of the Church;
  - (iv) Adopting a social action resolution in the name of the Church;
  - (v) Amending the bylaws.
- (b) Interim Minister:  
The Board of Trustees may appoint an interim minister for up to two years.
- (c) Committees:  
The Board of Trustees shall review and approve the charter (per Article X, Section 2) of any committee whose membership must be limited for any reason.
- (d) Governance Policies:  
With respect to the corporate purposes of the Church as set forth in Article I, the Board of Trustees shall write, maintain, and implement the Church's Governance Policies. Such policies shall articulate the outcomes of the Church; limitations of means allowed to the Parish Ministers and staff of the Church; Board linkage to the Parish Ministers and staff of the Church; and Board practices. The Board of Trustees shall have the sole authority to adopt written policies to implement these bylaws, except the congregation may, pursuant to Article IV, overrule an adopted policy or rule.
- (e) Delegation of Duties:  
The Board of Trustees may delegate its duties in any manner consistent with these bylaws.

### Section 3. Duties of Officers

- (a) The duties of the officers shall be determined by the Board of Trustees. The duties shall not be inconsistent with these bylaws.
- (b) The President of the Church (President) shall chair the Board of Trustees. In the President's absence, the duties of the chair shall fall to the other officers in the following order: (i) Vice President; (ii) Secretary; (iii) Treasurer. In the absence of all officers, the Board of Trustees shall elect a temporary chair.
- (c) The Secretary shall take and publish minutes of all meetings of the trustees publish the minutes of Congregational Meetings, and give notice of elections.

### Section 4. Open Meetings and Executive Sessions

- (a) The trustees shall meet generally on a monthly basis, at least ten times per year, at a time and location for which notice has been provided to the members. Emergency issues may be

handled in between meetings by the officers of the Church. Actions must be reconsidered at the next Board meeting.

- (b) Meetings shall be open to members in good standing, except trustees may close all or part of a meeting in executive session to discuss personnel matters, protect the privacy rights of an individual, or protect the financial or legal interests of the Church. The general purpose of the executive session shall be announced in advance, and only those items announced shall be discussed.
- (c) Resolutions shall be adopted only in open meetings for which there is a quorum present. A quorum shall consist of no less than half of the total number of the Board of Trustees, plus one.
- (d) Resolutions shall be adopted by a majority vote of those present and voting.
- (e) The latest revision of Robert's Rules of Order shall be used, where applicable, to guide the conduct of business. The rule of the Chair is final, except the trustees may, by a two-thirds vote of those present, overrule the Chair and adopt any temporary rule of procedure that is consistent with these bylaws.

## ARTICLE VII. MODERATOR OF THE CHURCH

### Section 1. Qualifications and Duties

The Moderator of the Church ("Moderator") shall be a member in good standing who is not a trustee or officer of the Church. The Moderator shall preside at Special and Annual Meetings.

### Section 2. Term of Office

- (a) A Moderator shall be elected pursuant to Article VIII, and at the same time as trustees are elected.
- (b) The Moderator shall serve a two year term commencing upon adjournment of the Special or Annual Meeting during which the Moderator is elected.

### Section 3. Resignation, Removal, and Replacement

- (a) The Moderator may resign by giving written notice to the President.
- (b) The Moderator may be removed by a written ballot vote of the congregation at a Special Meeting where notice of removal has been provided pursuant to Article IV.
- (c) In the event of resignation or removal, a Moderator shall be nominated by the Leadership Development Committee to fill out the balance of the term, and elected at a Special Meeting called for that purpose.

## ARTICLE VIII. ELECTIONS AND LEADERSHIP DEVELOPMENT COMMITTEE

### Section 1. Elected Offices

- (a) Members in good standing shall elect qualified members to fill the following offices: Trustee, Moderator, and member of the Leadership Development Committee.
- (b) A qualified member means a member in good standing who has agreed to serve, and meets the minimum qualifications for office as set forth in these bylaws.

### Section 2. Nomination of Candidates

- (a) The Leadership Development Committee shall nominate candidates for the offices of Trustee and Moderator. The Leadership Development Committee shall nominate one candidate for each open seat, to be known as a slate. The Committee shall not nominate one of its own members for any elected office.
- (b) Any Church member may nominate candidates to fill seats on the Leadership Development Committee. The Leadership Development Committee shall evaluate all the candidates and offer a slate to the Congregation.
- (c) Ten members in good standing may, by petition to the Secretary, nominate a candidate for Trustee, Moderator, or member of the Leadership Development Committee.
- (d) Nominations for office from the Leadership Development Committee shall be delivered to the Secretary and announced to the congregation at least 35 days in advance of the election. Nominations by petition shall be delivered to the Secretary at least 21 days in advance of the election.

### Section 3. Notice of Election

The Secretary shall provide notice of election and candidates for office pursuant to Article IV.

### Section 4. Election Procedure

- (a) Elections shall be held at an Annual or Special Meeting and conducted in accordance with the provisions of Article IV.
- (b) If no other candidates have been nominated by petition, the slate of candidates shall be voted upon as a single unit.
- (c) If a candidate has been nominated by petition, all candidates then run separately. Each member in good standing may cast one vote for each available seat. A member may cast no more than one vote for any one candidate. The candidates receiving the most votes shall be elected.

## Section 5. Leadership Development Committee

- (a) The Leadership Development Committee shall have seven members, each serving a two year term. Terms shall be staggered. This committee operates independently of all other committees.
- (b) Three or four members shall be elected at the Special or Annual Meeting in which trustees are elected.
- (c) A member of the Leadership Development Committee may resign by giving written notice to the President or Secretary. A member may be removed from office in the same manner as a trustee. The Board shall appoint a qualified member to fill a vacant seat for the balance of the term.

## ARTICLE IX. MINISTERS

### Section 1. Definitions and Responsibilities

- (a) The Senior Parish Minister will serve as head of staff and is responsible for the spiritual welfare of the congregation, worship services, church administration, and implementation of goals, policies and procedures established by the Board of Trustees. The Senior Parish Minister reports to the Board of Trustees.
- (b) The Parish Minister reports to the Senior Parish Minister and shares the responsibility for ministering to the congregation. Duties shall be determined by the Senior Parish Minister and the Board of Trustees. The Parish Minister cannot succeed the Senior Parish Minister upon the senior minister's departure except on a temporary basis with permission of the Board of Trustees.
- (c) Minister Affiliated means a non-salaried minister who serves the Church in a voluntary capacity. He or she may receive an honorarium for services performed. A Minister Affiliated shall regularly consult with the Senior Parish Minister on duties and responsibilities.
- (d) Minister Emeritus means a former Senior Parish Minister or Parish Minister of the Church. A Minister Emeritus serves in an honorary capacity and has no official role or regular duties in the administration of the Church. A Minister Emeritus may render occasional services for the Church after consultation with the Senior Parish Minister. The Minister Emeritus may receive an honorarium for services performed.

### Section 2. Qualifications

- (a) A minister shall be an ordained Unitarian Universalist minister and a member in good standing of the Unitarian Universalist Minister's Association.
- (b) A minister's professional and personal conduct shall conform to the Unitarian Universalist Minister's Association Guidelines and Code of Professional Practice.

### Section 3. Ministerial Search Process

(a) Senior Parish Ministers and Parish Ministers

A Ministerial Search Committee consisting of no fewer than five members in good standings of the Church shall recommend a Senior Parish Minister or Parish Minister to the Congregation. The Congregation shall elect the members of the Ministerial Search Committee from a list of candidates recommended by the Leadership Development Committee.

(b) Ministers Affiliated

The Senior Parish Minister shall recommend a Minister Affiliated to the Board of Trustees. The Board of Trustees shall, at its discretion, recommend the candidate to the Congregation.

(c) Minister Emeritus

The Board of Trustees shall recommend a Minister Emeritus to the Congregation.

### Section 4. Calling A Minister

(a) All ministers shall be called by the Congregation at a Congregational Meeting.

(b) Only a minister recommended to the Congregation pursuant to Section 3 of this Article may be called by the Congregation.

(c) A call is by written ballot and shall require an 80 percent majority of the ballots cast.

(d) For the congregation to call a Senior Parish Minister or Parish Minister, the total ballots cast shall constitute at least 40 percent of the members in good standing of the Church.

### Section 5. Terms and Conditions of Service

(a) A minister shall be called for an indefinite term.

(b) The Board of Trustees may enter into a contract with a minister that provides for conditions of service.

(c) The Board of Trustees shall not abridge a minister's right to freedom of speech and association.

### Section 6. Resignation

A minister may resign by sending written notification to the president of the Board of Trustees. Unless withdrawn, the resignation shall become effective on the 90<sup>th</sup> day following receipt of the notification. The minister and the Board of Trustees may set any other effective termination date by mutual agreement.

## Section 7. Dismissal

- (a) Only the Congregation, at a Congregational Meeting, shall dismiss a minister
- (b) A dismissal shall be by a majority of written ballots cast
- (c) The total of the ballots cast shall constitute at least 40 percent of the members in good standing of the Church.
- (d) The termination shall become effective on the 60<sup>th</sup> day following the Congregational Meeting. The minister and the Board of Trustees may set any other effective termination date by mutual agreement

## ARTICLE X. COMMITTEES AND AFFILIATED ORGANIZATIONS

### Section 1. Committees

- (a) Finance Committee  
The Board of Trustees shall appoint a Finance Committee to assist in development and review of financial and investment policies, and oversee regular financial audits. The committee shall consist of the Treasurer, the church administrator, and at least three members in good standing.
- (b) Human Resources Committee  
The Board of Trustees shall appoint a Human Resources Committee to assure that generally accepted human resources policies and ethical standards are practiced. The committee shall consist of a member of the Board of Trustees, the church administrator, and at least three members in good standing.
- (c) Committees on Ministry  
Each Parish Minister shall have a Committee on Ministry. Members of each committee shall be nominated by the minister and approved by the Board of Trustees. The Committees on Ministry shall serve to strengthen the quality of ministry within the congregation.
- (d) Leadership Development Committee  
The Leadership Development Committee (as defined in Article VIII, Section 5) shall serve the congregation in nominating candidates for the offices of Trustee, Leadership Development Committee, and Moderator.
- (e) Members and staff may form other committees to help the staff and congregation execute the corporate purposes of the Church, as set forth in Article I. Each committee shall elect its chair. The chair of any committee must be a member in good standing.
- (f) All committees shall notify the congregation of meeting times and locations. Meetings shall be open to members in good standing, except committees may close all or part of a meeting in executive session to discuss personnel matters, protect the privacy rights of an individual,

or protect the financial or legal interests of the Church. The general purpose of the executive session shall be announced in advance, and only those items announced shall be discussed.

### Section 2. Committee Charters

- (a) Each committee shall write a charter and deliver a copy of its charter to the Church office. At a minimum, a committee's charter shall declare the following: the name of the committee, the committee's purpose, the name of the committee's sponsoring staff member, any membership restrictions, and the name and contact information of the current chair.
- (b) Each committee shall revise and resubmit its charter to the Church office annually until it has completed its business and dissolved.
- (c) Any committee whose membership must be limited for any reason shall state these limitations in their charter and have their charter directly approved by the Board of Trustees.

### Section 3. Affiliated Organizations

Members may form local chapters of larger organizations, known as affiliated organizations. Affiliated organizations shall be specifically authorized by resolution of the Board of Trustees.

### Section 4. Public Statements By Committees

Any committee or affiliated organization of the Church, arriving at a statement of attitude on social action that is to be announced publicly shall announce the statement as coming from the committee, or affiliated organization, and not from the Church or its membership as a whole unless prior approval has been obtained to speak in the name of the Congregation.

## ARTICLE XI. AMENDMENTS

### Section 1. Amending the Bylaws

- (a) These bylaws may be amended at a Special or Annual Meeting provided notice of such proposed amendment has been given pursuant to Article IV.
- (b) Adoption of an amendment to these bylaws shall be governed by the voting provisions of Article IV.