

Proposed Bylaws to Existing Bylaws Comparison Chart and Open Issues Identifier

Proposed Bylaws	Sources and Background Information	Open Issues
<p>ARTICLE I. PRINCIPLES AND PURPOSES</p> <p>Section 1. Dedication to Liberal Religion</p> <p>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.</p> <p>Section 2. Free Faith</p> <p>Recognizing that freedom of belief is inherent in the Unitarian Universalist tradition, nothing in these bylaws shall ever require members of the Church to hold a particular interpretation of religion, a particular religious belief, or a particular religious creed.</p> <p>Section 3. Inclusion</p> <p>Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. We pledge to replace such barriers with ever-widening circles of solidarity and mutual respect. We strive to be a congregation that truly welcomes all persons and commits to structuring congregational life in ways that empower and enhance everyone's participation.</p> <p>Section 4. Purposes of the Church</p> <p>We gather together for the following purposes:</p> <ul style="list-style-type: none"> a) Create a caring community of seekers after the truth; b) Provide a haven for exploration of personal religious beliefs; c) Share the joys and sorrows of life's passages, to celebrate and grieve together; d) Educate children and adults in our Unitarian-Universalist heritage and values; e) Challenge, stimulate, and encourage each other's moral, ethical and religious growth; f) Act upon our values in reaching out to the wider world; g) Support the extension of liberal religion in the Pacific Northwest and society in general. 	<p>Proposed Article 1 is largely the same as Article 1 of the current bylaws. There is some reorganization and consolidation.</p> <p>Proposed "Section 3: Inclusion" is new and is a modified version of language in the UUA's Bylaws.</p>	<p>There are no open issues for this section.</p>
<p>ARTICLE II. MEMBERSHIP</p> <p>Section 1. Qualifications</p>	<p>Membership is covered in Article 2 of the existing Bylaws. While the language or the proposed draft is almost completely</p>	<p>The current Bylaws do not establish a process for removing a person as a Member, but they do provide that the</p>

Proposed Bylaws	Sources and Background Information	Open Issues
<p>(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 accepts responsibility for the wellbeing of the Church community through contributions of time, energy, and financial resources.</p> <p>(b) To be considered in good standing a Member shall have (i) completed a prescribed orientation program, unless waived; (ii) made at least one unrestricted contribution of record (a contribution that can be specifically identified and attributed directly to that individual member) during the past twelve (12) months unless they have been granted a waiver as described below; and (iii) signed the membership roll.</p> <p>(c) The Board of Trustees, a Senior Minister or Minister may waive the orientation program requirement.</p> <p>(d) An inability to contribute financially shall never be a barrier to membership. The Senior Minister is empowered to waive the requirement of an annual financial contribution at their discretion.</p> <p>(e) The Senior Minister may designate emeritus/a member status to any long tenured member. This status absolves the member of any financial support requirement to be a Member in good standing.</p> <p>(f) Members as described in this Section who reside in a household may contribute as a household. Each individual member 14 years of age or older residing in the household shall be considered a Member.</p> <p>(g) The minimum age for an individual to join is 14 years of age.</p> <p>Section 2. Privileges of Membership</p> <p>(a) A Member in good standing may vote in elections and in all Congregational meetings and may serve as an officer, Moderator, Trustee, and as a chair or member of all elected and appointed committees. Individuals who are not Members but who support the Church and participate in Church life, are eligible to serve on Church committees.</p> <p>(b) Records of the Church, other than personnel records, shall be open and available in the Church office to any Member. The Board of Trustees, by written policy, may regulate and limit access to records of pending financial transactions.</p> <p>Section 3. Resignation or Removal</p> <p>(a) A Member may resign from membership at any time by notifying the Church office in writing or email.</p> <p>(b) A Member who is not in good standing for twenty-four (24) months shall be assumed to have resigned, unless they are exempted by the Senior Minister.</p> <p>(c) An individual may appeal their membership status to the Board of Trustees.</p> <p>(d) A Member may be removed from membership by a joint decision of the Senior Minister and the President of the Board of Trustees. Such removal may be appealed to the Board of Trustees, which shall consider the matter in executive session.</p> <p>Section 4. Rejoining</p> <p>(a) A Member who has resigned may rejoin the Church by contacting the Church office and re-establishing their qualifications as described in Art. II, Section 1.</p> <p>(b) A Member who has been removed may not rejoin the Church.</p>	<p>rewritten, the basic components of membership remain the same.</p> <p>One topic covered in the current Bylaws which we eliminated was referencing ‘use of Church facilities’ as a privilege of membership. We felt that facilities use is best addressed by staff and, as needed, by Board policy, not the Bylaws.</p> <p>The current Bylaws include the right of a member to appeal their membership status to the Board of Trustees. But the current Bylaws did not specific how a Member might be removed. Proposed Section 3(d) gives the Senior Minister and the President of the Board the shared ability to remove a member. That decision can be appealed to the Board of Trustees.</p> <p>We added an express process for rejoining after a Member has resigned.</p>	<p>decision can be appealed to the Board of Trustees. The proposed new Bylaws vest the power to remove a member in the Senior Minister and the Board President, and continue to provide the right to appeal that removal to the Board of Trustees.</p> <p>A minority of the Bylaws Working Group recommends that the decision to remove a member be vested in the Board of Trustees, and not left with the Senior Minister and Board President (which can be appealed to the Board of Trustees).</p> <p>The majority view was to leave the current system in place, with the Board involved only if the removed congregant chooses to appeal the removal decision. Requiring the Senior Minister and the Board President to share the decision to remove provides a sufficient check on unilateral action.</p>
<p>ARTICLE III. CONGREGATIONAL MEEETINGS</p> <p>Section 1. Meetings</p> <p>(a) Annual Congregational meetings shall take place within 45 days prior to the beginning of the next fiscal year, and with at least 14 days’ notice to Membership. The notice shall be posted and/or conveyed to the Members in conspicuous ways and shall include the time, place, and agenda of the annual meeting.</p>	<p>Article IV of the existing Bylaws address congregational meetings. We kept the processes and deadlines the same, but revised the entire section for clarity and consistency, and to reflect current best practices and modern needs such as</p>	<p>The current Bylaws require the Moderator to appoint a Parliamentarian for every annual or special congregational meeting. The majority felt that it should be within the discretion of the Moderator to decide</p>

Proposed Bylaws	Sources and Background Information	Open Issues
<p>a. Any Member may submit an item to include on the next annual meeting agenda at any time up to 21 days prior to the annual meeting. Such submittal shall include the text of any proposed resolution and must identify at least ten (10) Members who agree the item should be on the agenda.</p> <p>(b) Special congregational meetings may be called by the Board of Trustees or after the receipt of a written petition requesting such a meeting and identifying at least 25 Members who support the petition. The special meeting must be scheduled within 30 days after receipt of the completed petition. Notice of any special meeting must be provided to Members at least 14 days before the meeting. The notice shall be posted and/or conveyed to the Members in conspicuous ways and shall include the time, place and agenda of the meeting. No other business may be transacted at such a meeting.</p> <p>Section 2. Quorum</p> <p>A quorum of at least 10 percent of Members is required to conduct any business at an annual or special meeting. The Church office shall post a list of those Members qualified to vote no later than fourteen days before each Congregational Meeting.</p> <p>Section 3. Presiding Officer</p> <p>(a) The Moderator shall preside at an annual or special meeting.</p> <p>(b) If the Moderator is unable to preside, the President or their designee shall preside for the sole purpose of nominating an Acting Moderator as the first order of business. Other candidates may be nominated from the floor. The Acting Moderator shall be confirmed by a majority of those Members who are present and voting on the question.</p> <p>(c) The Moderator shall appoint a secretary to keep minutes and a teller to count the votes. The Moderator may also appoint a parliamentarian to interpret the rules of order.</p> <p>Section 4. Voting</p> <p>(a) All resolutions shall be adopted by a simple majority of those present either in person or electronically and voting except: 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 or amend the bylaws.</p> <p>(b) There shall be no proxy voting.</p> <p>(c) Absentee ballots shall be permitted for elections, calling or dismissing a Senior Minister, removing a Trustee, and resolutions which are submitted by the Board of Trustees in writing. 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. Absentee ballots shall not count towards a quorum.</p> <p>Section 5. Place of Meeting</p> <p>When possible, annual or special meetings should be conducted at the Church. When that is not possible the Board of Trustees may select a location reasonably convenient to the Church. Participation by electronic means shall be permitted, including all-electronic meetings, provided that the method chosen shall ensure that all persons participating in the meeting can hear one another at the same time.</p>	<p>remote meetings, notice by email, etc. The number required for a quorum remains the same, and we retained the same list of actions that require a 2/3 majority vote.</p>	<p>whether a Parliamentarian was needed for a particular meeting, if, for example, a controversial item was on the agenda.</p> <p>A minority of the Bylaws Working Group thinks there should be a requirement to appoint a Parliamentarian for every Congregational Meeting. This would ensure that the resource be available if needed.</p>

Proposed Bylaws	Sources and Background Information	Open Issues
<p>Section 6. Conducting Business</p> <p>(a) Only items of business listed in the notice shall be acted upon. (b) The latest revision of <u>Robert's Rules of Order</u> 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 by a 2/3 vote, which shall apply to that meeting only.</p>		
<p>ARTICLE IV. ELECTED POSITIONS AND OFFICERS</p> <p>Section 1. Board of Trustees</p> <p>(a) The affairs of the Church shall be overseen by a Board of Trustees which is responsible for executing the corporate purposes of the Church, except as to those matters expressly delegated to the Members in Art. III, Sec 4(a), above. The Board of Trustees shall establish, from time to time, such committees as it believes are necessary and helpful to the functioning of the Church. (b) The Board of Trustees may appoint an Interim Senior Minister for a specified period of time that is in the best interests of the Church. (c) The Board of Trustees shall be composed of 7 elected Trustees whose terms shall be staggered. (d) Any Member is qualified to serve as a Trustee. (e) Elections for trustee shall take place at the annual meeting, and newly elected trustees shall take office at the first meeting of the Board of Trustees following the election. (f) Trustees shall be elected for a three-year term and may serve two consecutive terms. After two full terms of consecutive service an individual shall be ineligible to serve as a Trustee again for 12 months. In no event shall a Trustee be permitted to serve more than seven consecutive years. (g) At least 6 meetings of the Board of Trustees shall happen during each Church year. Information about the time and place of each meeting shall be posted on the Church's website at least ten days before each meeting and provided to any Members who ask. Meetings shall be open to Members and friends of the Church, except the President may conduct all or part of a meeting in executive session to discuss personnel matters, protect the privacy rights of an individuals, or to protect the financial and legal interests of the Church. The general purpose of the executive session shall be announced in advance and must be limited to the announced topics. All votes must be taken during an open meeting.</p> <p>Section 2. Moderator</p> <p>(a) The Moderator shall be a Member who is not a Trustee of the Church. The Moderator shall preside at Annual and Special Meetings. (b) Elections for Moderator shall take place at an Annual Meeting. (c) Moderators shall be elected for a two-year term and may serve two consecutive terms. After four years of consecutive service an individual shall be ineligible to serve as a Moderator again for 12 months.</p>	<p>This Article combines a number of sections from the current bylaws including "Article V: Election of Trustees and Officers," "Article VI: Duties of Trustees and Officer," "Article VII: Moderator of the Church," "Article 11: Amendments" and "Article VIII: Elections and Leadership Development Committee." This allowed considerable consolidation and avoided duplication present in the current Bylaws.</p> <p>Other than as discussed below, the proposed Bylaws will function in the same manner as the current Bylaws.</p> <p>There is general agreement that the current "Leadership Development" committee has not had the capacity to do any leadership development, because of how much time it takes to build a slate each year for 2-3 Trustee positions, a Moderator every other year, and 3-4 LDC committee members. The proposed bylaws propose a simplified nominations process led by a current trustee, and including up to 5 other members of the congregation. This group would not be elected, which would cut in half the number of candidates that would have to be found to stand for election each year. (Note: in some years it has been extremely difficult to find people to fill all the LDC</p>	<p>The proposed Bylaws propose a simplified nominations process led by a current trustee, and including up to 5 other members of the congregation. This group would not be elected, which would cut in half the number of candidates that would have to be found to stand for election each year.</p> <p>The majority felt that having a Trustee who is not up for election lead the nominating committee would ensure that the Board's interests are considered in the nominations process. But since the majority of Nominating Committee members would not be Trustees, that would ensure the Board does not exercise undue influence over the nominations process. The majority also saw value in decreasing the number of elected positions which, in turn, will reduce the workload of the Nominating Committee. (The current structure requires between 5 and 8 nominations per year. The proposed structure would require between 2 and 4 nominations per year.)</p> <p>A minority of the Bylaws Working Group would prefer to retain an elected Nominating Committee that is separate from the Board. This would ensure that</p>

Proposed Bylaws	Sources and Background Information	Open Issues
<p>Section 3. Nominations</p> <p>(a) The Board of Trustees shall appoint a Nominating Committee to recruit, screen, and prepare a slate of candidates for open Trustee or Moderator positions. The Nominating Committee shall be chaired by a Trustee who will not be a candidate in the coming election and shall include at least three (3) to five (5) additional Members who are not currently holding or seeking elected office. Any Member may propose prospective candidates to the Nominating Committee to serve as Trustee or Moderator. The Nominating Committee shall announce the nominations as a slate of candidates no later than 28 days before the Annual Meeting.</p> <p>(b) Any Member may be nominated by petition signed by at least ten (10) Members submitted to the President no later than twenty-one (21) days before the Annual Meeting</p> <p>Section 4. Resignation, Removal and Replacement of Trustees or the Moderator</p> <p>(a) A Trustee or Moderator may resign by giving written notice to the President or Secretary.</p> <p>(a) Failure to attend three consecutive meetings of the Board of Trustees shall constitute resignation by a Trustee, unless the Board of Trustees grants the Trustee a leave of absence.</p> <p>(b) A Trustee or Moderator may be removed by a properly noticed vote of the Congregation at a Special or Annual Meeting.</p> <p>(c) In the event of death, resignation or removal of a Trustee, the Board of Trustees shall appoint a Member to fill the vacancy until the next election when the appointee shall have the option to stand for election for the remainder of the term of the Trustee they are replacing.</p> <p>Section 5. Election and Seating of Officers</p> <p>(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.</p> <p>(b) The officers shall include President, Vice President, Secretary and Treasurer.</p> <p>(c) The Senior Minister is an officer of the Church for the purpose of conducting corporate business.</p> <p>Section 6. Resignation, Removal, and Replacement of Officers</p> <p>(a) An officer may resign by giving written notice to the President or Secretary.</p> <p>(b) An officer may be removed as an officer when two thirds or more of trustees vote for removal.</p> <p>(c) Upon an officer's resignation or removal, the Board of Trustees shall elect a replacement.</p> <p>Section 7. Indemnification</p> <p>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.</p>	<p>slots.) Nominations by petition would remain an option as they do in the current bylaws, and we have kept the current requirement of a petition signed by 10 members.</p> <p>The Bylaws expressly give the Board the right to establish committees, and the recently adopted Board Policies identify the current committees. If the revised bylaws are adopted, the Board will add a committee whose sole function is to develop leaders, an approach preferred by current and past members of the Leadership Development Committee.</p>	<p>the Board does not unduly influence the nomination process. In addition, minority had an overall preference for elected positions, rather than appointed positions.</p>

Proposed Bylaws	Sources and Background Information	Open Issues
<p>ARTICLE V. MINISTERS</p> <p>Section 1. Definitions and Responsibilities</p> <p>(a) The Senior 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 Minister reports to the Board of Trustees.</p> <p>(b) Any additional Minister reports to the Senior Minister and shares the responsibility for ministering to the congregation. Duties shall be determined by the Senior Minister. The Minister cannot succeed the Senior Minister upon the Senior Minister's departure except on a temporary basis with permission of the Board of Trustees.</p> <p>(c) Minister Affiliated means a non-salaried minister who serves the Church in a voluntary capacity. They may receive an honorarium for services performed. A Minister Affiliated shall regularly consult with the Senior Minister on duties and responsibilities.</p> <p>(d) Minister Emeritus means a former Senior Minister or 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 Minister and may receive an honorarium for services performed.</p> <p>Section 2. Qualifications</p> <p>(a) Each minister shall be an ordained Unitarian Universalist minister and a member in good standing of the Unitarian Universalist Minister's Association.</p> <p>(b) A minister's professional and personal conduct shall conform to the Unitarian Universalist Minister's Association Guidelines and Code of Professional Practice.</p> <p>Section 3. Ministerial Engagement and Employment – Senior Minister</p> <p>(a) A Ministerial Search Committee consisting of no fewer than five Members shall recommend a Senior Minister to the Congregation. The Board of Trustees shall select the members of the Ministerial Search Committee. The Board of Trustees may appoint an Interim Senior Minister while the Ministerial Search Process takes place.</p> <p>(b) The Senior Minister shall be called by the Congregation at a Congregational Meeting. A call is by written ballot and shall require an 80 percent majority of the ballots cast. For the congregation to call a Senior Minister, the total ballots cast shall constitute at least 40 percent of the Members of the Church. Only a Senior Minister recommended to the Congregation by the Ministerial Search Committee may be called by the Congregation.</p> <p>(c) The Senior Minister shall be called for an indefinite term. The Board of Trustees shall enter into a contract with a Senior Minister that provides for conditions of service. Such contract shall not abridge the Senior Minister's right to freedom of speech and associations.</p> <p>(d) The Senior Minister may resign by sending written notification to the President of the Board of Trustees. Unless withdrawn, the resignation shall become effective on the 90th day following receipt of the notification. The Senior Minister and the Board of Trustees may set any other effective termination date by mutual agreement.</p> <p>(e) Only the Congregation, at a Congregational Meeting, shall dismiss a Senior Minister. A dismissal shall be by a majority of written ballots cast. The total of the ballots cast shall constitute at least 40 percent of the Members of the Church. The</p>	<p>This section is virtually identical to current "Article IX: Ministers"</p>	

Proposed Bylaws	Sources and Background Information	Open Issues
<p>termination shall become effective on the 60th day following the Congregational Meeting. The Senior Minister and the Board of Trustees may set any other effective termination date by mutual agreement</p> <p>Section 4. Ministerial Engagement and Employment – Minister</p> <p>(a) The Senior Minister shall recommend, for approval by the Board of Trustees, a selection process for any additional Minister, which includes specifying the role, if any, of the Congregation or a search committee of members. Any such process, when approved, shall vest the Senior Minister with the authority to select and hire the Minister.</p> <p>(b) The Board of Trustees shall authorize the Senior Minister to develop, on behalf of the Congregation, an employment contract with a Minister that provides for conditions of service. Such contract shall not abridge the Minister’s right to freedom of speech and association.</p> <p>(c) A Minister may resign by sending written notification to the Senior Minister and the President of the Board of Trustees. Unless withdrawn, the resignation shall become effective on the 90th day following receipt of the notification. The Minister and the Senior Minister may set any other effective termination date by mutual agreement.</p>		
	<p>We eliminated “Article III: Financial Administration” from the proposed Bylaws. Instead, the Treasurer is identified as an officer of the Board.</p> <p>The requirement of presenting an annual budget to the congregation for approval is found in Article 3, Sec. 4 of the proposed Bylaws.</p> <p>We eliminated the reference to the fiscal year. It’s not necessary or common to include that information in Bylaws.</p>	
	<p>We eliminated “Article X: Committee and Affiliated Organizations” from the proposed Bylaws. The responsibility for establish all necessary committees, and how that will be done, is something for the Board, and its recently adopted Board policies make this clear. We are not aware of other organizations that use Bylaws as a place to include this level of organizational detail.</p>	