

# BYLAWS

## Unitarian Universalist Community of the Mountains

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### Article I. Name

The name of our religious Community is Unitarian Universalist Community of the Mountains (UUCM).

### Article II. Purpose

The purpose of our Community is to foster liberal religious living through worship, study, service and fellowship. We seek the enjoyment of religion founded upon devotion to individual freedom of belief. Relying upon reason as our guide, and upon freedom as our method, we seek to grow in understanding of ourselves and of our world, and to promote and serve the universal human family.

### Article III. Member

#### A. Eligibility

Membership is open to any person (10th grade or age 15 or older), regardless of creed, race, gender, sexual orientation, ethnic and national origin, social status, economic status, marital status, or disability.

#### B. Member

- 1) Members: Members are those who are in sympathy with the Community's purpose, have signed the Membership Book, make an annual financial Pledge with an annual financial contribution of record, and actively support the Community by participating in Community programs and activities as they are willing and able. Exceptions to the financial contribution requirement may be granted one year at a time for specific individuals at the discretion of the Minister. Members may vote 60 days after signing the Membership Book.
- 2) Annual Census: The Board of Trustees shall cause a review of Membership to be made annually and certify the current Membership List at that time. Only Members certified by this Annual Census are considered in the population count of the Community as reported to the Unitarian Universalist Association.

### Article IV. Friends

Friends of the Community are those who choose not to be Members but make an annual financial Pledge with an annual financial contribution of record, and actively support the Community by participating in Community programs and activities as they are willing and able. Exceptions to the financial contribution requirement may be granted in accordance with Article III.B.1. Friends are not eligible to vote.

### Article V. Denomination Affiliation

This Community is a member of the Unitarian Universalist Association and of the Pacific Central District. It is the intention of this Community to make annual Fair Share financial contributions to the Association and the District.

### Article VI. Fiscal Year

The fiscal year of the Unitarian Universalist Community of the Mountains shall be July 1 through June 30.

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**Article VII. Meetings**

A. Annual and Special Congregational Meetings

The Annual Congregational Meeting is held in May at a time and place chosen by the Board of Trustees. The Board may call a Special Congregational Meeting at any time. The Board must call a Special Congregational Meeting upon written request signed by ten percent (10%) of the Members.

B. Notice of Meetings

The business to be transacted at a Congregational Meeting shall be set forth in a written notice of the meeting, which shall be sent to all Members by email, newsletter and bulletin board at least fourteen (14) days prior to the meeting.

C. Quorum and Voting

- 1) Twenty percent (20%) of the Members qualified to vote and present in person constitutes a quorum except for decisions specified in Article VII.C.2 below. A simple majority of those present in person or by written proxy is needed for a vote to pass except for decisions specified in Article VII.C.2 below. Written proxies must be delivered to the secretary prior to the meeting being called to order.
- 2) Forty percent (40%) of the Members qualified to vote and present in person constitutes a quorum for the following decisions: buying or selling real property, calling or dismissing a Minister, or amending or replacing the bylaws. A two-thirds (2/3) majority vote is needed to amend or replace the bylaws. A four-fifths (4/5) majority vote is needed to buy or sell real property. Proxy voting is not allowed for these decisions.
- 3) Only Members who have signed the Membership Book at least 60 days prior to the meeting may vote. Voting will be by a show of Voting Cards unless a written ballot is requested by the presiding officer or by any two voting Members. Absentee ballots are not allowed.
- 4) Agenda for Annual Congregational Meetings
- 5) Unless otherwise approved by the Members present, the agenda for the Annual Congregational Meeting shall include:
  - a. President's Report
  - b. Minister's Report.
  - c. Treasurer's Report.
  - d. Submission of the next fiscal year's Annual Budget for discussion and adoption.
  - e. Election of Members to the Board of Trustees.
  - f. Election of Members to the Nominating Committee.
  - g. Other items that may be brought by the Board of Trustees.

**Article VIII. Officers and Board of Trustees**

A. Board Membership

The Board of Trustees is comprised of the following Members:

- 1) A President, with a one (1) year term.
- 2) A Vice President, with a one (1) year term.
- 3) A Treasurer, with a two (2) year term.

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- 4) A Secretary, with a one (1) year term.
- 5) Three (3) Trustees at Large, each with a staggered two (2) year term.

**B. Board's Powers and Responsibilities**

- 1) The President, Vice President, Treasurer, and Secretary are officers of the Board of Trustees. The officers shall perform the duties defined in their job descriptions, as developed by the Board. The Board has general charge of the Community, the conduct of its business affairs, and the control of its administration, including the establishment of Committees. It may fill Board, Nominating Committee, Endowment Trust Fund Trustees, and Ministerial Search Committee vacancies with persons who shall serve until the next Annual Congregational Meeting.
- 2) The Board shall authorize expenditures and incur financial obligations in accordance with the Annual Budget. It may also authorize expenditures and incur financial obligations not provided for in the Annual Budget, the sum of which will not exceed five (5) percent of the total amount of the current operating budget. This restriction does not apply to special funds raised in accordance with the Board's instructions for special projects. In carrying out the delegated tasks, Officers and Committee Chairs may incur financial obligations within their budgets without the approval of the Board. The Board may not reduce a Committee's budget by more than twenty-five percent, except as authorized by a Special Congregational Meeting. For a gift not specifically designated for either the Endowment Fund or the general operating budget and that is not otherwise restricted, the Board shall decide what portion if any shall go to the Endowment Fund.
- 3) The Board does not have the power to buy or sell real property, to commit the Community to become a partner to any real property agreement, to call or dismiss a settled Minister, or to amend or replace the bylaws; these powers being reserved to the Membership in Article VII.C.2.
- 4) In order to promote efficiency in the best interests of UUCM, the Board may from time to time adopt, amend, or repeal policies and guidelines as may be necessary to implement, interpret, or clarify provisions of these bylaws.
  - a. Such policies and guidelines may be enacted by the Board at any regularly scheduled Board meeting after publication of notice to the Congregation of its intent to do so not less than 30 days prior to taking such action.
  - b. Such policies and guidelines shall be consistent with the letter, spirit, or intent of the bylaws.

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**C. Quorum for Board Meeting**

A quorum for a Board of Trustees meeting requires all of the following three (3) conditions to be met:

- 1) The President or Vice President must be present.
- 2) A minimum of two (2) officers must be present.
- 3) A minimum of four (4) Board Members must be present.

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### D. Monthly Board Meetings

The Board shall meet monthly at a time and place chosen by the Board Members. The Board may call for additional meetings if needed. Board meetings shall be open to any Member of the Community who would like to attend.

### E. Notice of Regular Monthly Meetings

The Community shall be notified of the date, time and place of the regular monthly Board meeting by way of verbal announcement at weekly services, and/or by written communication in the bulletin or newsletter at least fourteen (14) days prior to the meeting.

### F. Emergency Session Board Meetings

The Board may meet in emergency sessions without notification of the Community.

### G. Procedure

All meetings of the Board will be open to the Membership, unless the Board shall decide that an Executive Session is essential to the consideration of the business at hand.

### H. Election of Board Members

The President, Vice President and Secretary shall be elected at each Annual Congregational Meeting. In order to be elected President, the Member must have served previously on the Board of Trustees or have comparable or equivalent experience. The Treasurer will be elected every two years. The candidates will be proposed by the Nominating Committee and additional nominations may be proposed from the floor. The Trustees-At-Large shall be elected at Annual Congregational Meetings, two (2) on even numbered years and one (1) on odd numbered years. Only one (1) consecutive re-election is allowed for any position

### I. Termination of Board Membership

The position of a Member of the Board of Trustees who misses three (3) regular Board meetings in a twelve-month period may be declared vacant and a replacement may be appointed by the Board if four (4) months or more remain until the next Annual Congregational Meeting. Said Member shall be notified by the Secretary of impending termination by written notice mailed not less five (5) days before the fourth regular Board meeting.

## Article IX. Calling a Minister

### A. Ministerial Search Committee

When a Congregational Meeting determines the readiness to call a Minister, a Search Committee of five to seven Members shall be selected in accordance with the ministerial search guidelines of the Unitarian Universalist Association. The Search Committee shall follow the ministerial search guidelines of the Unitarian Universalist Association and shall operate in a confidential manner. When the committee has selected a suitable candidate, it shall arrange to present the candidate's credentials to the Community in accordance with Unitarian Universalist Association guidelines.

### B. Duties

The Minister shall perform the duties customary to that office in liberal churches, shall work in close cooperation with the officers, the Board of Trustees and committees, and committees, shall have primary responsibility for the spiritual and ethical life of the Community. The Guidelines of the Unitarian Universalist Ministers Association shall serve as a standard for the professional conduct of the Minister and for the relations between the Minister and the Community. The Minister shall be an advisor to the Board of Trustees and shall advise committees (except the

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Nominating committee) as appropriate. The Minister shall be free at all times to express honest convictions and beliefs. The Minister shall be encouraged to participate actively in the life of the denomination and of the Community and shall have the support and assistance of the Community in properly allocating time between obligations to the Community and needs for family privacy, recreation, study, and professional development.

### C. Rights and Responsibilities

The Minister and Community share responsibility for the religious meetings and overall program of the Community. The Board of Trustees and the Minister are jointly responsible for an annual evaluation of the Community's program and ministry. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.

### D. Call and Employment Contract

The Minister shall be called upon recommendation of the Ministerial Search Committee by a 90% majority of the Members of the Community present at a meeting called for the purpose; a quorum for such a meeting is 40% of the Members. The ministerial agreement will specify the duties and compensation of the Minister.

### E. Dismissal

The Minister may be dismissed by a 30% vote of the Members of the Community present at a meeting called for the purpose; a quorum for such a meeting is 40% of the Members. In the event of the Minister's dismissal, his or her compensation shall be continued for 90 days after the date of dismissal.

### F. Resignation

The Minister must give 90 days notice to resign, except that the Board of Trustees may allow shorter notice.

## Article X. Committees

### A. Nominating Committee

A Nominating Committee of three (3) Members who are not Members of the Board of Trustees shall be elected at the Annual Congregational Meeting to serve a one year term. An alternate shall also be elected for a one-year term, to serve on the committee if one of the Members is not able to fulfill their duties. The Nominating Committee shall nominate Board Members as specified in Article VIII.H, and the next Nominating Committee. If possible one (1) or more of the current Members shall be nominated for a second term. No Nominating Committee Member shall serve for more than two (2) consecutive terms. The meetings may be closed at the option of the committee.

### B. Committee on Shared Ministry

The purpose of the Committee on Shared Ministry shall be to strengthen the quality of the shared and mutual ministry within the Community. On behalf of, and in light of the Community's mission, the Committee on Shared Ministry will systematically assess, report on, and make recommendations regarding the effectiveness of the Community's entire ministry in all of its inter-related facets.

The Committee on Shared Ministry shall consist of the Minister and three Members of the Community appointed to staggered three year terms. Candidates are nominated by the Minister and appointed by the Board of Trustees. Committee Members may not concurrently serve on the Board of Trustees or in a staff position. Committee Members cannot serve two consecutive

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terms unless their first appointment was to fill an unfinished term and the duration of the unfinished term was less than one year. All meetings of the committee shall be open unless the need for confidentiality requires a closed session.

C. Other Committees

All other committees will be established and disbanded by the Board of Trustees to further the interests of the Community.

### **Article XI. Covenant Not to Discriminate**

The Community does not discriminate in the calling of a Minister or hiring practices on the basis of race, age, gender, sexual orientation, ethnic and national origin, social status, economic status, marital status, or disability. The Community does not discriminate in its governance, its activities, or the use of its facilities on the basis of race, age, gender, sexual orientation, ethnic and national origin, social status, economic status, marital status, or disability.

### **Article XII. Dissolution**

In the case of dissolution of the Community, all of 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, and the Board of Trustees of the Community shall perform all actions necessary to effectuate such conveyance.

### **Article XIII. Indemnification**

UUCM shall indemnify any person who is or was an employee, trustee, agent, representative, Member of the Board of Trustees, or Endowment Committee volunteer of the UUCM against any liability asserted against such person and incurred in the course and scope of his or her duties or functions with UUCM to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this Article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, and vote of Members or otherwise.

### **Article XIV. Insurance**

UUCM may purchase and maintain insurance on behalf of any person who is or was a Member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

### **Article XV. Amendments and Replacement**

These bylaws may be amended or replaced at any meeting of the Community subject to the conditions in Article VII (Meetings).

A. Proposing Amendments

Amendments to these bylaws may be proposed:

- 1) By the Board of Trustees, acting on its own motion, or,

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2) On the petition of at least ten (10) Members submitted to the Board at a Board meeting not less than forty-five (45) days before a Congregational Meeting.

B. Adopting Amendments

Amendments to these bylaws may be adopted: At any Annual or Special Congregational Meeting by a two-thirds majority of the voting Members present and voting, provided the proposed amendment has been set forth in the notice of meeting sent to the Membership pursuant to Article VII of these bylaws. Approved amendment(s) take effect immediately after adoption, unless otherwise stated.

### **Article XVI. Effective Date Original bylaws (1995)**

These by-laws take effect after approval by a 2/3 vote of the charter Members. People who become Members within 30 days of the approval of the by-laws shall become charter Members and have voting privileges immediately. The initial Board will have one (1) at large Member with a one (1) year term and a President with a one (1) year term as well as the normal positions as stated in Article VIII. The first board starts immediately instead of the next fiscal year. People who are elected to the first board must become Members within one week of the election.

Amendments:

As amended and approved unanimously at the Congregational Meeting of August 6, 1995

As amended and approved at the Congregational Meeting of May 19, 2002

As amended and approved at the Congregational Meeting of May 22, 2005

As amended and approved at the Congregational Meeting of May 18, 2008

As amended and approved at the Congregational Meeting of May 18, 2014

As amended and approved at the Congregational Meeting of January 25, 2015

As amended and approved at the Congregational Meeting of May 31, 2015

As amended and approved at the Congregational Meeting of May 22, 2016

As amended and approved at the Congregational Meeting of January 29, 2017