# Unitarian Universalist Community of the Mountains 

## Bylaws



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# Unitarian Universalist Community of the Mountains <br> Bylaws 

Preamble ..... 4
Article 1 ..... 4

1. Scope of Authority and Limitations ..... 4
Article 2 ..... 4
2. Denomination Affiliation ..... 4
Article 3 ..... 4
3. Fiscal Year ..... 4
Article 4 ..... 4
4. Members ..... 4
4.1. Meaning of Membership ..... 4
4.2. Eligibility ..... 4
4.3. Requirements \& Privileges ..... 5
4.4. Removal from Membership ..... 5
4.5. Process for Removal ..... 5
4.6. Reinstatement ..... 6
Article 5 ..... 6
5. Friends ..... 6
5.1. Eligibility ..... 6
5.2. Requirements and Privileges ..... 6
Article 6 ..... 7
6. Officers and Board of Trustees ..... 7
6.1. Board Membership ..... 7
6.2. Election of Board Members ..... 7
6.3. Term Limits ..... 7
6.4. Board's Powers and Responsibilities ..... 7
6.5. Board Business Meetings ..... 8
Article 7 ..... 9
7. Community Business Meetings ..... 9
7.1. Annual and Special Community Business Meetings ..... 9
7.2. Notice of Community Business Meetings and Agenda ..... 9
7.3. Electronic Meetings ..... 10
7.4. Voting Methods ..... 10
7.5. Quorum and Affirmative Votes ..... 10
Article 8 ..... 11
8. Minister ..... 11
8.1. General Duties ..... 11
8.2. Rights and Responsibilities. ..... 11
8.3. Ministerial Search Committee ..... 11
8.4. Call and Letter of Agreement ..... 12

# Unitarian Universalist Community of the Mountains Bylaws 

8.5. Dismissal ..... 12
8.6. Resignation ..... 12
Article 9 ..... 12
9. Committees ..... 12
9.1. Committee on Shared Ministry ..... 12
9.2. Finance Committee ..... 12
9.3. Endowment Committee. ..... 13
9.4. Nominating Committee ..... 13
Article 10. ..... 13
10. Covenant Not to Discriminate ..... 13
Article 11 ..... 13
11. Dissolution ..... 13
Article 12 ..... 13
12. Indemnification ..... 13
Article 13 ..... 14
13. Insurance ..... 14
Article 14. ..... 14
14. Amendments and Replacement ..... 14
14.1.Proposing Amendments ..... 14
14.2.Adopting Amendments ..... 14
Article 15 ..... 14
15. Effective Date of Original bylaws (1995) ..... 14

# Unitarian Universalist Community of the Mountains <br> Bylaws 

Mission Statement
With courageous love and a sense of wonder, we cultivate our spiritual, emotional, and intellectual strength to create a world more compassionate, sustainable, and just.

## Preamble

The purpose of the Unitarian Universalist Community of the Mountains (the "Community") is to foster liberal religious living through worship, study, service and fellowship guided by the Unitarian Universalist Principles and a shared commitment to anti-racist, anti-oppressive, and multicultural practice. Based on a foundation of individual freedom of belief and relying upon reason as our guide we seek to grow in understanding of ourselves and of our world, and to promote and serve the universal family.

## Article 1

## 1. Scope of Authority and Limitations

The Community, acting through its Board of Trustees (the "Board"), may do any lawful act that may be necessary or convenient to fulfill its purpose, except as otherwise limited by these bylaws.

## Article 2

## 2. Denomination Affiliation

This Community is a member of the Unitarian Universalist Association and of the Pacific Western Region. It is the intention of this Community to make annual financial contributions to the Association and the Region.

## Article 3

3. Fiscal Year

The fiscal year of the Community is July 1 through June 30 .

## Article 4

## 4. Members

4.1. Meaning of Membership

Being a Member of the Community ("Member") means being in covenantal relationship with other Members, committing to support the Community and its mission with time, energy, talent and treasure, agreeing with the Seven Principles of the Unitarian Universalist Association, and declaring personal identification as a Unitarian Universalist.

Members of the Community are also members of the Unitarian Universalist Association.

### 4.2. Eligibility

Membership is open to any person 18 years of age or older, regardless of creed, race, color, sex, gender, identity or expression, affectional and sexual orientation, ethnic and national origin, social status, financial means, marital status, or disability.

Membership status may be extended to youths younger than 18 years of age, if approved by the Minister and sponsored by an adult Member who is not their parent or legal guardian.

## Unitarian Universalist Community of the Mountains <br> Bylaws

Entering into membership requires meeting with the minister, or their designee, participating in an orientation, being in sympathy with the Community's purpose, and signing the membership book.

### 4.3. Requirements \& Privileges

Members:

- actively support the Community's Mission, by participating in programs and activities of the Community as they are able,
- agree to abide by the Community's Covenant of Right Relations,
- make an annual financial pledge with an annual financial contribution of record. Exceptions to the financial contribution requirement may be granted one (1) year at a time for specific individuals at the discretion of the Minister.
The Board, in consultation with the minister, may refuse membership to someone for cause in the best interests of the Community.
Thirty (30) days after signing the Membership Book, Members may vote, be nominated for an elected position, be appointed to decision-making positions, or serve on any committee, team, work group or task force. Members under 18 years of age may not hold positions of fiscal responsibility.


### 4.4. Removal from Membership

Members may be removed from membership:

- upon resignation of the Member, preferably in writing to the Minister or Board President, or
- if their pledge for the next fiscal year has not been received by the Treasurer within thirty (30) days after the start of that fiscal year and in addition a financial contribution of record has not been received for the previous fiscal year within 30 days after the close of that fiscal year, or
- . if the Member, in spite of counseling by the minister or designee, repeatedly engages in destructive behavior that threatens the emotional and/or physical security of others at UUCM, or
- if the Member, in spite of counseling by the minister or designee, repeatedly demonstrates destructive disregard of the Community's Covenant of Right Relations or UU Principles.


### 4.5. Process for Removal

In the event of resignation or failure of a Member to meet the financial obligations defined in this Article, and upon two-thirds affirmative vote of the Board, membership will be revoked. .
In the case of destructive behavior or destructive disregard of the Community's Covenant of Right Relations, the Community's policies will be followed. Such policies will be in harmony with the Community's values, mission and Covenant of Right Relations and these bylaws. The wellbeing of the Community as a whole will be given priority over the privileges and inclusion of an individual whose behavior is dangerous or destructive. Removal from membership for destructive behavior will be decided by a vote of two-thirds affirmative vote of the Board.

# Unitarian Universalist Community of the Mountains <br> Bylaws 

### 4.6. Reinstatement

If a Member who resigned or who was removed from membership for failure to meet the financial obligations and who later wishes to rejoin the Community as a Member, must meet with the Minister. Upon receiving a report from the Minister, the Board may approve reinstatement as determined by an affirmative vote of twothirds of the Board. The reinstated Member must comply with these bylaws.

Any person who was excluded or expelled from the Community and wishes to rejoin must meet with the Minister and will submit a written request for reinstatement by the Board. The Board and Minister will review the request and respond in writing within sixty (60) days regarding the Board's decision on reinstatement. The decision of the Board is not subject to review.

A reinstatement request may be made no sooner than one (1) year following the removal and no sooner than one (1) year following a Board decision to not grant a request for reinstatement.

## Article 5

## 5. Friends

### 5.1. Eligibility

Becoming a Friend of the Community is open to any person 18 years of age or older, regardless of creed, race, color, sex, gender, identity or expression, affectional and sexual orientation, ethnic and national origin, social status, financial means, marital status, or disability.
A Friend is in sympathy with the Community's purpose, and would like to, support the Community's Mission through active participation and financial support.

### 5.2. Requirements and Privileges

Friends:

- actively support the Community's Mission by participating in programs and activities of the Community as they are able,
- agree to abide by the Community's Covenant of Right Relations,
- make an annual financial pledge with an annual financial contribution of record.

Friends may participate fully in most aspects of spiritual and social activities of Community life - including worship services, social events, choir, classes and workshops. Friends may also participate in volunteer activities in nondecisionmaking roles on ministry teams and task forces at the discretion of the Minister and in accordance with policies adopted by the Board.
Friend status may be revoked or reinstated under the same conditions as defined in Article 4 of these bylaws.
Friends are not eligible to vote.

# Unitarian Universalist Community of the Mountains <br> Bylaws 

## Article 6

## 6. Officers and Board of Trustees

### 6.1. Board Membership

The Board is comprised of the following members:

- A President
- A Vice President
- A Treasurer
- A Secretary
- Three (3) Trustees at Large

To be elected President, the Member must have served previously on the Board or have comparable or equivalent experience.
6.2. Election of Board Members

Board candidates are proposed by the Nominating Committee and elected at the Annual Community Business Meeting. Additional nominations may be proposed from the floor. Family members or persons in the same household may not serve on the Board at the same time.
6.3. Term Limits

Officers are elected for a two (2) year term with the option for a one (1) consecutive reelection. President and Vice President will be elected in odd numbered years and Secretary and Treasurer will be elected in even numbered years.

Trustees-at-Large are elected for two (2) year terms with the option for a one (1) consecutive reelection. Two (2) Trustees-at-Large are elected in even numbered years and one (1) Trustee-at-Large is elected in odd numbered years.
Elected Board members cannot be elected for three (3) consecutive terms.
6.4. Board's Powers and Responsibilities

The Board has a fiduciary responsibility to the Community in the conduct of its business affairs. This includes the control of its administration, management of assets, and protecting the tax -exempt status of the Community. The Board's responsibilities include establishing committees, oversight, monitoring, and evaluation of overall Community efforts in fulfilling the Community's mission.
6.4.1. Officers

The President, Vice President, Treasurer, and Secretary are officers of the Board and of the corporation. The officers perform the duties as defined in these bylaws and in their job descriptions, as developed by the Board.

### 6.4.2. Removal of a Board Member

If a member of the Board misses three (3) monthly Board Business meetings in a twelve-month period, the Board may declare that position vacant. The affected Board member must be notified by the Secretary of impending removal by written notice mailed not less five (5) days before the next regular Board meeting.

## Unitarian Universalist Community of the Mountains

Bylaws

### 6.4.3. Vacancies in Elected Positions

If a vacancy occurs in midterm for an elected position the Board may appoint a replacement until the completion of the term for that vacated position. Term limits as stated in these bylaws will apply.
6.4.4. Spending Authority

The Board may delegate spending authority as needed for efficiency in managing the annual general funds budget approved by the Community. The Board may also authorize expenditures and incur financial obligations over and above the approved Annual Budget, not to exceed twenty percent (20\%) of the General Funds Investments plus the General Funds projected net profit/loss for the fiscal year. This restriction does not apply to special funds raised in accordance with the Board's instructions for special projects.

### 6.4.5. Gift Acceptance

The Board may decline to accept any financial gifts or tendered property that in its opinion would not be of any benefit to the Community, would be difficult to administer, expose the Community to a liability, or be inconsistent with the principles or tax-exempt status of the Community. This includes gifts of tangible property or financial gifts with conditions as to the use of the principle or income.

For a single gift of $\$ 2,000$ or more which is not specifically designated by the donor, the Board will decide how the funds will be used.

### 6.4.6. Policies

In order to promote efficiency in the best interests of the Community, the Board will from time to time adopt, amend, or repeal policies and guidelines as necessary to implement, interpret, or clarify provisions of these bylaws. Such policies and guidelines must be consistent with the letter, spirit, and/or intent of the bylaws, and will be published to Members fourteen (14) days in advance of Board approval of the policy.

### 6.5. Board Business Meetings

The Board conducts a monthly Board Business Meeting at a time and place chosen by the Board members.
The Community must be notified of the date, time and place of the monthly Board Business Meetings at least fourteen (14) days in advance. The Board will decide the methods of communication, including by electronic means and newsletters, to achieve notice to the greatest number of the Community.
Business meetings of the Board will be open for observation. If the Board determines the business at hand is of a confidential nature, discussion may be held in a closed session. All voting must be done in open sessions while keeping sensitive information confidential.

### 6.5.1. Emergency Business Meetings

The Board may conduct emergency business meetings when the following three (3) conditions are met:

- the matter is of an urgent nature, and


## Unitarian Universalist Community of the Mountains <br> Bylaws

- a vote of the Board is required, and
- the vote cannot be postponed until the next Board Business Meeting.

Emergency Board Business Meetings do not require notice to the Community and will follow all voting requirements in this Article.

### 6.5.2. Quorum and Voting for Board Business Meetings

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

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

An affirmative vote by a simple majority of those present in person is sufficient for a motion to pass unless otherwise stated in these bylaws.

### 6.5.3. Electronic Meetings

Any meeting of the Board described in this Article may be held in electronic format or in a combined in-person and electronic format. The actions taken at such a meeting will have the same full force and effect as if all Board members were present in person.

## Article 7

## 7. Community Business Meetings

7.1. Annual and Special Community Business Meetings

The Annual Community Business Meeting is held in May, unless otherwise required by law, at a time and place chosen by the Board. The Board may call a special Community Business Meeting at any time. The Board must call a special Community Business Meeting upon written request signed by ten percent (10\%) of membership.

### 7.2. Notice of Community Business Meetings and Agenda

The business to be transacted at a Community Business Meeting is communicated in a written notice of the meeting and sent to all Members at least fourteen (14) days before the meeting. The Board will decide the methods of communication, including by electronic means and newsletters, to achieve notice to the greatest number of the Community.
The agenda as sent out in the written notice may be modified or replaced by a majority affirmative vote of the Members present.
The Annual Community Business Meeting agenda includes:

- President's Report
- Minister's Report
- Treasurer's Report
- Endowment Committee Report
- Adoption of the next fiscal year's Annual Budget


## Unitarian Universalist Community of the Mountains <br> Bylaws

- Election of members to the Board
- Election of members to the Nominating Committee
- Other items brought by the Board


### 7.3. Electronic Meetings

Any business meeting of the Community described in this Article may, at the discretion of the Board, be held in electronic format, or combined in-person and electronic format. The actions taken at such a meeting will have the same full force and effect as if Members were present in person.

### 7.4. Voting Methods

Voting is conducted by the presiding officer who also determines the voting method.
Voting may be done by one of the following:

- Voting cards, or
- General consent, or
- Voice, or
- Written ballot or
- Proxy voting, or
- Roll call.
7.4.1. Absentee Ballots Absentee ballots are not allowed.
7.4.2. Proxy Ballots Proxy voting is allowed for some decisions as stated in the following sections of this Article. Written proxies must be recorded before the meeting is called to order. Upon presentation of a proxy authorization, a voting card will be issued to authorize the Member to be a proxy.
7.4.3. Written Ballots Written ballots will be used if requested by the presiding officer or by any two (2) voting Members who are present.


### 7.5. Quorum and Affirmative Votes

7.5.1. General Voting

General voting is defined as any vote which is not specified in this Article. A quorum for general voting consists of twenty percent (20\%) of the Community's total membership who are qualified to vote and present at the meeting. An affirmative vote by a simple majority is sufficient for a motion to pass except for decisions specified in this Article. Proxy voting is allowed.

### 7.5.2. Buying or Selling Real Property

A quorum for decisions regarding buying or selling of real property is fifty percent (50\%) of the Community's total membership who are qualified to vote and present at the meeting. A seventy-five percent (75\%) affirmative vote is needed for these motions to pass. Proxy voting is not allowed.

### 7.5.3. Calling a Minister

A quorum for decisions to call a minister is fifty percent (50\%) of the

## Unitarian Universalist Community of the Mountains <br> Bylaws

Community's total membership who are qualified to vote and present at the meeting. A ninety percent ( $90 \%$ ) affirmative vote is needed for these motions to pass. Proxy voting is not allowed.

### 7.5.4. Dismissing a Minister

A quorum for decisions to dismiss a minister is fifty percent (50\%) of the Community's total membership who are qualified to vote and present at the meeting. A thirty percent (30\%) affirmative vote is needed to dismiss a minister. Proxy voting is not allowed.

### 7.5.5. Amending or Replacing Bylaws

A quorum for decisions to amend or replace bylaws is forty percent (40\%) of the Community's total membership who are qualified to vote and present at the meeting. A two-thirds majority vote is needed for these decisions. Proxy voting is not allowed

## Article 8

## 8. Minister

### 8.1. General Duties

The Minister will perform the duties customary to that office in liberal churches, working in close cooperation with the Board, staff, committees and ministry teams to sustain a productive partnership with the Community in support of the Mission, values, and goals. The Minister has primary responsibility for the spiritual and ethical life of the Community.
The Minister is head of staff and all ministry programs and acts as an advisor to the Board.
The Guidelines of the Unitarian Universalist Ministers Association are the standard for the professional conduct of the Minister and for the relations between the Minister and the Community.

### 8.2. Rights and Responsibilities

The Minister and Community share responsibility for overall ministry programs to fulfill the Community's mission. The Board and the Minister are jointly responsible for an annual evaluation of the Community's programs and ministries.
The Minister has freedom to express opinions, honest convictions, and beliefs and has freedom of the pulpit. The Minister is encouraged to participate actively in the life of the denomination, the Community, and the neighboring community. The Minister has 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.

### 8.3. Ministerial Search Committee

When a Community Business Meeting determines the readiness to call a Minister, a Ministerial Search Committee of five to seven Community Members will be selected The Ministerial Search Committee must follow the ministerial search guidelines of the Unitarian Universalist Association and operate in a confidential manner.
Ministerial Search Committee members may not serve on the committee and the Board at the same time and may not be a family member or person in the same

## Unitarian Universalist Community of the Mountains <br> Bylaws

household as a Board member or another Ministerial Search Committee member.

### 8.4. Call and Letter of Agreement

When the Ministerial Search Committee has selected a suitable candidate, it must arrange to present the candidate's credentials to the Community in a Community Business Meeting assembled for that purpose. The Minister is called to serve the Community upon recommendation of the Ministerial Search Committee and by an affirmative vote of the membership as defined in Article 7. A Letter of Agreement specifies the duties and compensation of the Minister and is signed by the called Minister and the President.
8.5. Dismissal

The Minister may be dismissed by a vote of the Members as defined in Article 7.
8.6. Resignation

The Minister must give ninety (90) days' notice to resign, except that the Board may allow shorter notice.

## 9. Committees

Committees exist to help the Board to govern, are under the direction of the Board, and are accountable to the Board for their performance. Committees are established and disbanded by the Board to further the mission of the Community.
Unless otherwise specified in these bylaws, the Board appoints committee chairs and committee members. Committee chairs and committee members must be Community Members qualified to vote.
All meetings of committees shall be open unless the need for confidentiality requires a closed session.
The following committees are required:
9.1. Committee on Shared Ministry

The purpose of the Committee on Shared Ministry is 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 systematically assesses, reports on, and makes recommendations regarding the effectiveness of the Community's entire ministry in all of its interrelated facets.
The Committee on Shared Ministry consists of the Minister and three (3) Members of the Community appointed to staggered three-year terms. Candidates are nominated by the Minister and appointed by the Board. Committee members cannot concurrently serve on the Board or in a staff position. Committee members cannot serve two (2) consecutive terms unless their first appointment was to fill an unfinished term and the duration of the unfinished term was less than one (1) year.

### 9.2. Finance Committee

The purpose of the Finance Committee is to assist the Board in managing the Community's finances, investments, and assets. The committee leads the development of the Annual Budget through collaboration with the Board and Minister.

## Unitarian Universalist Community of the Mountains <br> Bylaws

The Finance Committee consists of four to six (4-6) members appointed by the Board to staggered three (3) year terms. Members may be reappointed once for a three (3) year term.

### 9.3. Endowment Committee

The purpose of the Endowment Committee is to encourage, receive and administer The Community's Endowment Fund in a manner consistent with the loyalty and devotion expressed by the donors and in accord with the policies of this Community.

The Committee consists of three to five (3-5) members. The Board initially appoints members of the Endowment Committee as follows: a maximum of two (2) members for a term of three (3) years, a maximum of two (2) members for a term of two (2)years, and one (1) member for a term of one (1) year. Subsequently, the Board appoints the necessary number for a term of three (3) years. No member serves more than two (2) consecutive three (3) year terms.
9.4. Nominating Committee

The Nominating Committee nominates Board members as specified in Article 6 and nominates the next Nominating Committee.
The Committee consists of five (5) members who are elected at the Annual Community Business Meeting for a one (1) year term and may be nominated and elected for one additional one (1) year term. Committee members will not be a member of the Board. A Committee member will not participate in the candidate selection process when a family member or person in the same household is being considered for nomination of any elected position.

## Article 10

## 10. Covenant Not to Discriminate

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

## 11. Dissolution

If the Community is dissolved, any just claims upon it will be paid. All of its property, real and personal, must then be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of the Community shall perform all actions necessary to effectuate such conveyance.

## Article 12

## 12. Indemnification

The Community will indemnify any person who is or was an employee, trustee, agent, representative, or member of the Board, against any liability asserted against such person and incurred in the course and scope of their duties or functions with the Community to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that was intentional, willful or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of

# Unitarian Universalist Community of the Mountains <br> Bylaws 

this Article are not exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, or vote of the Community's Members.

## Article 13

## 13. Insurance

The Community will purchase and maintain insurance on behalf of any person who is or was a Community 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 whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## Article 14

## 14. Amendments and Replacement

These bylaws may be amended or replaced at any Community Business Meeting subject to the requirements in Article 7.

### 14.1. Proposing Amendments

Amendments to these bylaws may be proposed:

- By the Board, acting on its own motion, or,
- On the petition of at least ten percent (10\%) of Community Members submitted to the Board at a Board Business Meeting not less than forty-five (45) days before a Community Business Meeting.
14.2. Adopting Amendments

Amendments to these bylaws may be adopted at any duly called Community Business Meeting in accordance with Article 7 of these bylaws. Amendments to these bylaws will be published to Members at least fourteen (14) days before the meeting to adopt. The Board will decide the methods of communication, including by electronic means and newsletters, to achieve notice to the greatest number of the Community. Approved amendment(s) take effect immediately after adoption, unless otherwise stated in the amendment.

## Article 15

## 15. Effective Date of Original bylaws (1995)

These bylaws became effective August 6, 1995 upon a unanimous vote at the Community Business Meeting.

## Amendments

Amended and approved at the Community Business Meeting of May 19, 2002
Amended and approved at the Community Business Meeting of May 22, 2005
Amended and approved at the Community Business Meeting of May 18, 2008
Amended and approved at the Community Business Meeting of May 18, 2014
Amended and approved at the Community Business Meeting of January 25, 2015
Amended and approved at the Community Business Meeting of May 31, 2015
Amended and approved at the Community Business Meeting of May 22, 2016
Amended and approved at the Community Business Meeting of January 29, 2017
Amended and approved at the Community Business Meeting of May 20, 2018
Amended and approved at the Community Business Meeting of January 26, 2020
Amended and approved at the Community Business Meeting of May 31, 2020
Amended and approved at the Community Business Meeting of January 24, 2021

