

1 **Proposed Revision of OUUC Bylaws**

2 January 13, 2012

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5 Dear Members of OUUC,

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7 This proposed revision of OUUC’s bylaws was developed at the request of the Board to
8 implement our new governance structure. The drafting committee identified issues related to
9 governance and other topics and recommended this draft for consideration. Committee members
10 were Steve Tilley, Carol McKinley, Melissa Denton, and Tory Henderson.

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12 The Board would appreciate your comments. We don’t believe the proposal is perfect yet and
13 hope you will take time to help improve it. If you would like to discuss the proposal, please
14 contact Steve, Melissa, Carol, Tory, or any member of the Board.

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16 **Please give us your comments by Wednesday, February 15.** Send your comments to
17 Steve Tilley at wstnow-steve@yahoo.com or leave them in the Administrator’s office.

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19 **After February 15,** the Bylaws Committee and the Board will review the comments. The Board
20 will provide a final bylaws proposal to the Congregation in late March to consider for adoption at
21 the annual meeting in late April 2012.

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23 **Highlights of proposed changes**

- 24 a. Add membership for persons under the age of 18
25 b. Add a statement about member stewardship obligations
26 c. Encourage participation by “friends of the Congregation”
27 d. Add a petition process for calling a special congregational meeting
28 e. Allow the Board to borrow a certain amount of money
29 f. Allow the Board to amend the annual budget up to a certain amount
30 g. Allow the Board to buy, sell or mortgage property up to a certain amount
31 h. Allow the Board to delegate management of church affairs
32 i. Create a Leadership Development Committee (updated Nominating Committee) and
33 charge them to encourage development of leaders and to nominate candidates for office
34 j. Create a Program Council and an elected position of Program Council Chair
35 k. Define three types of ministers and procedures for calling and dismissal

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37 Thank you for participating in this important project.

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39 Respectfully,

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41 OUUC Board of Trustees

Name, Purpose and Affiliation

- A. The name of this religious society is "The Olympia Unitarian Universalist Congregation" (Congregation or OUUC).
- B. The purpose of OUUC shall be to demonstrate the principles of a free faith, as outlined by the Unitarian Universalist Association of Congregations (UUA), for religious, educational, and charitable purposes.
- C. OUUC is a member of and pledges to support the UUA.

Nondiscrimination

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

Membership

Qualifications

OUUC is constituted of its members. Membership in the Congregation is open to any person who is in general sympathy with the purpose and covenant of OUUC and has:

1. completed a prescribed orientation program;
2. made a financial pledge of support for the current fiscal year;
3. if under 18, completed a coming of age program as determined by OUUC's Director of Religious Education; and
4. signed the OUUC membership book.

Stewardship Obligations

A member shall accept responsibility for the well-being of the OUUC community through contributions of time, energy, and financial resources.

Privileges of Membership

- A. Thirty days after signing the membership book, a member shall have the following privileges:
 1. the right to vote at all congregational meetings;
 2. access to congregational facilities and ministerial services in accordance with policy of the Board of Trustees (Board);
 3. participation in Congregation-sponsored activities; and
 4. inclusion on the Congregation's mailing list.
- B. Congregation members who reside together as a family may pledge as a single unit. Each such member shall have all the privileges of membership, including the right to cast an individual vote.
- C. Members shall not represent themselves as speaking on behalf of the Congregation unless authorized in accordance with Board policy.

1 **Continuation and Termination of Membership**

- 2 A. Members shall reaffirm their status as members during the annual pledge drive by submitting
3 a pledge card or online form.
4 B. Membership may be terminated voluntarily.
5 C. Membership in OUUC may be canceled by majority vote of the Board for good cause. The
6 person whose membership is at issue shall have: the right to know the reasons for
7 cancellation; an opportunity to speak to the Board before the vote on cancellation; and the
8 right to appeal cancellation to the next congregational meeting by requesting inclusion on the
9 meeting notice.

10 **Friends of the Congregation**

11 Individuals who are not members do participate in and contribute to the life of the Congregation.
12 These individuals are referred to as friends of the Congregation. As long as the Board does not
13 determine that a non-member individual is not welcome to participate in the life of OUUC, all
14 such friends are welcome and appreciated.

15 **Congregational Meetings**

16 **Annual Meeting**

17 The annual congregational meeting shall be held no earlier than December 1 of the prior year and
18 no later than May 1 of the year in question at a time and place to be determined by the Board.

19 **Special Meetings**

- 20 A. Special congregational meetings may be called by the Board, or
21 B. The Board shall call a special meeting to be held within 45 days of the receipt of a petition
22 that states the items to be considered and which is signed by at least 10% of the
23 Congregation's members.

24 **Meeting Notice**

25 Notice of any congregational meeting shall be posted conspicuously in the church building, and
26 sent by United States mail or by electronic mail to members at their address of record at least 14
27 days prior to the meeting. Notice shall state the date, time, and location of the meeting, items to
28 be considered, and nominees for elected office. Only items of business and elections listed in the
29 meeting notice shall be acted on at any congregational meeting.

30 **Conduct of Business**

- 31 A. The latest revision of Robert's Rules of Order shall be used, where applicable, to guide the
32 conduct of business.
33 B. The presence of 20 percent of members eligible to vote shall constitute a quorum at any
34 properly called congregational meeting.
35 C. A simple majority shall constitute 50 percent plus 1 of voting members, including those
36 present and those voting by absentee ballot. A two-thirds majority shall constitute 67 percent
37 of voting members.

- 1 D. In the absence of a quorum, the presiding officer may continue the meeting to a future
- 2 particular day, time, and location which shall immediately be prominently posted in the
- 3 church building and otherwise publicized to the Congregation.
- 4 E. There shall be no proxy voting.
- 5 F. Absentee ballots shall be permitted for elections, calling or dismissing a minister, removing
- 6 a Board member, and resolutions that are submitted by the Board as written ballot questions.
- 7 Absentee ballots shall be filed pursuant to a written procedure established by the Board. All
- 8 absentee ballots on a particular question shall be automatically invalidated when a proposed
- 9 resolution is amended. Notice of potential invalidation shall appear on the absentee ballot.
- 10 G. All resolutions shall require a simple majority for adoption except the following matters
- 11 require approval by a 2/3 of voting members present:
 - 12 1. appropriating or borrowing sums exceeding 15 percent of the total annual budget in any
 - 13 single transaction;
 - 14 2. buying, selling, mortgaging or disposing of real property;
 - 15 3. amending these by-laws; and
 - 16 4. social action resolutions in the name of the Congregation when a member of the Board
 - 17 voted no on the resolution.
- 18 H. No official vote may be taken on any business not included in the notice of meeting.

19 **Board of Trustees**

20 **Powers, Duties and Limitations**

- 21 A. The business, property, and affairs of the Congregation shall be governed by the Board of
- 22 Trustees (Board). The Board is vested with the moral, ethical, and fiduciary duty to execute
- 23 the purposes of the Congregation, except the Congregation shall approve the following items
- 24 of business:
 - 25 1. adopting the annual budget;
 - 26 2. borrowing more than 7% of the annual budget in a fiscal year except for construction
 - 27 loans for a project approved by the Congregation;
 - 28 3. buying, selling, mortgaging or conveying real property of the Congregation if that
 - 29 property is worth more than 10% of the annual budget;
 - 30 4. adopting a social action resolution in the name of the Congregation when a member of
 - 31 the Board voted no on the resolution;
 - 32 5. amending the bylaws; and
 - 33 6. calling a minister, except the Board may appoint an interim minister for up to two years.
- 34 B. The Board functions on behalf of, and is at all times subject to the will of the membership.
- 35 The Board shall act in the best interest of the Congregation, consistent with OUUC's
- 36 Mission Statement.
- 37 C. The Board shall be composed of nine voting members plus the minister as a nonvoting
- 38 Member.
- 39 D. The Board shall determine the duties of Board officers consistent with these bylaws.
- 40 E. The Board shall provide an annual report to the Congregation before the annual meeting on
- 41 results achieved and the health of the Congregation's finances.
- 42 F. The Board may amend the annual budget, provided that the sum of amendments does not
- 43 increase total expenditures by more than six percent in a year.

- 1 G. The Board shall write, maintain, and implement the Congregation's Governance Policies
2 consistent with the laws of the State of Washington, the OUUC Articles of Incorporation,
3 and these bylaws.
- 4 H. Delegation of Duties
 - 5 1. The Board may delegate management of the Congregation's property, funds, business
6 affairs and administration to an individual person or to a team of individuals.
 - 7 2. The Board shall see to it that duties of and limitations on delegees are established and
8 defined in the Congregation's Governance Policies.

9 **Eligibility and Terms**

- 10 A. To be eligible to serve on the Board, an individual must be at least eighteen years old and
11 have been a Member of the Congregation for at least twelve months.
- 12 B. Voting Board members shall serve for a period of three years and be elected, three at a time,
13 by the membership at each annual meeting.
- 14 C. Terms of Board members and officers begin at the first meeting after election or appointment
15 and end when the Member is replaced.
- 16 D. The Board may fill vacant Board member positions or Leadership Development Committee
17 positions for the remainder of an unexpired term or leave positions vacant to be filled by
18 election at the next annual meeting.
- 19 E. After having served two full terms or six consecutive years, a person is not eligible for Board
20 membership for one full year following their service.
- 21 F. At the first meeting following the election of members, the new Board shall elect officers as
22 its first order of business from among its membership. A President, a Vice-President, a
23 Secretary, and a Treasurer shall serve and perform their duties until replaced by a vote of the
24 Board.

25 **Resignation or Removal**

- 26 A. Failure of a Board member to attend three consecutive meetings of the Board shall constitute
27 resignation, unless the Board by resolution grants a leave of absence.
- 28 B. A Board member may be removed by a written ballot vote of the Congregation at a special or
29 annual meeting where notice of removal has been provided in the meeting notice.
- 30 C. An officer serves at the pleasure of the Board and may be removed as an officer when two
31 thirds or more Board members vote for removal.

32 **Meeting Notice and Procedure**

- 33 A. The Board shall meet at least 10 times per year.
- 34 B. Advance notice of Board meetings (time/date/location) shall be readily available to the
35 membership.
- 36 C. Under urgent circumstances three or more members of the Board may call a special Board
37 meeting without prior notice to the Congregation.
- 38 D. Meetings shall be open to the Congregation, except the Board may meet in executive session
39 to discuss personnel matters, to protect the privacy rights of an individual, or to protect the
40 financial or legal interests of the Congregation. The general purpose of the executive session
41 shall be announced in advance, and only those issues announced shall be discussed in
42 executive session.
- 43 E. Emergency issues may be handled between meetings by the Board officers. Actions must be
44 reconsidered at the next Board meeting.

- 1 F. A quorum consisting of more than half the total number of serving Board members shall
- 2 constitute a quorum for conducting business.
- 3 G. Resolutions shall be adopted by a majority vote of those present and voting.
- 4 H. The latest revision of Robert's Rules of Order shall be used, where applicable, to guide the
- 5 conduct of business. The rule of the Chair is final, except the members may, by a two-thirds
- 6 vote of those present, overrule the Chair and adopt any temporary rule of procedure that is
- 7 consistent with these bylaws.

8 **Liability**

9 An elected or appointed officer or Board member shall not be personally liable to the
10 Congregation or to anyone else for monetary damages except for their personal liability resulting
11 from acts or omissions not in good faith, intentional misconduct, or gross negligence.

12 **Program Council**

- 13 A. The Program Council shall consist of committee representatives as provided in Board
- 14 policy.
- 15 B. The Council shall advise the Board and those to whom the Board has delegated authority on
- 16 matters of concern to the Congregation such as the annual budget, committee charters, and
- 17 functioning of the Congregation and its constituent parts.
- 18 C. Program Council Chair
- 19 1. The chair shall be elected by the Congregation at the annual meeting for a term of two
- 20 years.
- 21 2. The chair may resign by giving written notice to the Board President or Secretary.
- 22 3. The chair may be removed from office in the same manner as a Board member.
- 23 4. In case of vacancy, the Board shall appoint a Congregation Member to act as chair until
- 24 the next annual meeting.

25 **Annual Budget and Fiscal Year**

- 26 A. OUUC's fiscal year is January 1 through December 31.
- 27 B. The Board shall recommend an annual budget to the Congregation. The proposed budget
- 28 shall be available to the Congregation at least seven days before the meeting at which
- 29 adoption is to be considered.
- 30 C. The Congregation shall adopt an annual budget no later than 30 days after the start of the
- 31 fiscal year. The Board is empowered to adopt the budget if there is not a quorum present at
- 32 the congregational meeting where the budget for the next church year is presented for
- 33 approval.

34 **Committees**

- 35 A. The Board shall authorize certain standing and temporary committees to perform designated
- 36 functions to further the purposes of the Congregation.
- 37 B. The Board shall authorize the composition and responsibility of each committee which shall
- 38 be set out in written policies.

- 1 C. Committees may have a chair or two co-chairs, at least one of whom shall be a member of
- 2 OUUC.
- 3 D. A chair shall serve a maximum of six consecutive years as chair for a particular committee,
- 4 with passage of a minimum of one full year before becoming eligible to again serve as chair
- 5 of that committee.
- 6 E. Upon establishment of a committee, the President of the Board or Board delagee shall
- 7 appoint the chair or chairs.
- 8 F. After a committee is established, committees shall elect their own chair(s), but the Board
- 9 shall be able to remove any chair or member of a committee for good cause by a Board
- 10 majority vote.

11 **Leadership Development Committee**

- 12 A. The Leadership Development Committee (Committee) shall work with the Board, ministers,
- 13 volunteer coordinator, and others to identify people with leadership potential and to
- 14 encourage and support their involvement in congregational affairs and development of their
- 15 leadership skills.
- 16 B. The Committee's function is not to exclude nominees. Any Congregation member may
- 17 recommend nominations to the Committee. Any qualified person may be nominated, with
- 18 their consent, as long as said nomination is made known to the Committee before its last
- 19 meeting before the deadline for the notice of the congregational meeting. The Committee
- 20 shall evaluate all the candidates for eligibility and offer a full slate to the Congregation.
- 21 C. Nominations for office from the Leadership Development Committee shall be delivered to
- 22 the Secretary of the Board and made known to the Congregation in the meeting notice at least
- 23 two weeks in advance of the election.
- 24 D. The Committee shall nominate at least one candidate for each open position on the Board, on
- 25 the Leadership Development Committee, and for a Program Council Chair.
- 26 E. The Committee shall have five members who serve for two years. Three members shall be
- 27 elected at the annual meeting in one year and two members shall be elected the following
- 28 year.
- 29 F. This Committee operates independently of the Board and all other committees.
- 30 G. The Committee shall select a chairperson from among its membership. Any Congregation
- 31 member, except current ministers, staff and Board members may serve on the Committee.
- 32 H. A member of the Committee may resign by giving written notice to the President or
- 33 Secretary. A member may be removed from office in the same manner as a Board member.
- 34 The Committee shall appoint a Congregation member to fill a vacant seat for the balance of
- 35 the term.

36 **Ministers**

37 **Definitions and Responsibilities**

- 38 A. The Senior Minister serves as head of staff and is responsible for the spiritual welfare of the
- 39 Congregation and for worship services.
- 40 B. The Associate Minister reports to the Senior Minister and shares responsibility for
- 41 ministering to the Congregation. Duties shall be designated by the Senior Minister and the
- 42 Board.

- 1 C. Affiliated Ministers' primary ministries are outside the Congregation. An Affiliated
2 Minister's relationship with the Congregation and with the Senior and Associate Ministers
3 will be described in a written covenant to be approved by the Board.
- 4 D. Each minister is accountable to the Congregation and is assessed by a Committee on
5 Ministry.

6 **Calling a Senior or Associate Minister**

- 7 A. When a position of Senior or Associate Minister is vacant, the Board shall appoint a search
8 committee from a list of members recommended by the Leadership Development Committee.
9 The search committee shall recommend candidates to the Board and, upon approval by the
10 Board, to the voting members.
- 11 B. Calling a minister shall require an 80 percent affirmative vote of the voting members of the
12 Congregation present at a congregational meeting legally called for this purpose. A quorum
13 for the meeting shall be 50 percent of the voting membership of the Congregation.

14 **Terms and Conditions of Service**

- 15 A. A called minister shall serve for an indefinite period.
- 16 B. Interim ministers and any others who are hired by the Board shall serve for the fixed period
17 of their contracts.
- 18 C. The Board shall establish the employment agreements with Senior and Associate Ministers,
19 including annual salary, benefits, and housing allowance. These agreements shall be
20 reviewed annually.
- 21 D. The Board shall not abridge a minister's right to freedom of speech and association.

22 **Dismissal**

- 23 A. Only the Congregation, at a legally convened congregational meeting, may dismiss a called
24 minister.
- 25 B. A dismissal shall be by a majority of written ballots cast and the total of the ballots cast shall
26 constitute at least 40 percent of Congregation members.

27 **Employment with OUUC**

- 28 A. Eligibility for employment by the Olympia Unitarian Universalist Congregation shall not be
29 restricted on the basis of age, gender, sexual orientation, race, or any other stereotypical
30 category of exclusion.
- 31 B. The church administrator, music director, and director of religious education and any other
32 permanent staff shall all have written contracts for definite periods of time.
- 33 C. Terms of employment for other individuals employed by OUUC shall be as negotiated by the
34 individual and the hiring authority.

35 **Dissolution**

36 In the event of the dissolution of the Olympia Unitarian Universalist Congregation, all
37 outstanding debts shall be paid and the remaining assets, both real and personal, including all
38 property heretofore and hereinafter donated to said church, shall become the property of the
39 Unitarian Universalist Association, 25 Beacon Street, Boston, MA, or its successor, subject to all
40 applicable laws.