

# **Olympia Unitarian Universalist Congregation Bylaws**

## **1. 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.
- D. OUUC operates under principles of congregational polity.

## **2. 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.

## **3. Membership**

### **I. 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:

- A. Completed a prescribed orientation program or received a waiver for the orientation from the minister;
- B. Made a financial pledge of support for the current fiscal year; or is included in a pledge made on behalf of a pledging unit;
- C. If under 18, completed a coming of age program as determined by OUUC's Director of Religious Education; and
- D. Has either (1) signed the OUUC membership book or (2), if unavailable to sign the OUUC membership book, has authorized in writing another person, such as a friend, a partner, or the Minister, to sign on the new person's behalf.

### **II. Responsibilities of Membership**

- A. A member shall accept responsibility for the well-being of the OUUC community through contributions of time, energy, and financial resources.
- B. Members shall not represent themselves as speaking on behalf of the Congregation unless authorized in accordance with Board of Trustees (Board) policy.

### **III. 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; and
  - 3. Participation in Congregation-sponsored activities.
- B. Members of the Congregation 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.

### **IV. Continuation and Termination of Membership**

- A. Members shall maintain their membership status by submitting an annual pledge or requesting for waiver from an annual pledge.

B. Members who have not renewed their annual pledge may be removed from the list of current OUUC members.

C. Members may voluntarily terminate their OUUC membership.

D. Membership in OUUC may be canceled by majority vote of the Board for good cause. The person whose membership is at issue shall have: the right to know the reasons for cancellation; and an opportunity to speak to the Board before the vote on cancellation.

#### **V. Friends of the Congregation**

Friends of the Congregation are non-members who contribute to the life of the Congregation. Friends of the Congregation are welcome to participate in the life of OUUC. The Board may determine that a person is not welcome to participate as a friend.

### **4. Congregational Meetings**

#### **I. Annual Meeting**

The annual congregational meeting shall be held no later than June 30 of each year, at a time and place to be determined by the Board for the purpose of electing members of the Board and conducting other business.

#### **II. Special Meetings**

A. Special congregational meetings may be called by the Board for the purpose of conducting business that requires a vote of the OUUC membership.

B. The Board shall call a special meeting to be held within 45 days of the receipt of a petition that states the items to be considered and which is signed by at least 10 percent of the Congregation's members.

#### **III. Meeting Notice**

Notice of annual and special congregational meeting shall be posted conspicuously in the church building and sent by United States mail or by electronic mail to members at their address of record at least 14 days prior to the meeting. Notice shall state the date, time, and location of the meeting, items to be considered, and nominees for elected office.

#### **IV. Conduct of Business**

A. The President of the Board shall preside at Congregational meetings or designate another member of the Board to preside.

B. Robert's Rules of Order, Newly Revised 11th Edition shall be the parliamentary authority. The Presiding Officer may also look to Robert's Rules of Order Newly Revised in Brief 2nd edition to govern all procedural issues during meetings.

C. The Congregation may adopt additional standing rules of procedure that apply to all Congregational meetings, or special rules of procedure that apply to a single Congregational meeting, that take precedence over Robert's Rules.

D. The presence of 20 percent of the number of members last reported to the UUA who are eligible to vote shall constitute a quorum at any properly called congregational meeting.

E. In the absence of a quorum, the presiding officer may continue the meeting to a future date, time, and location which shall immediately be prominently posted in the church building and otherwise publicized to the Congregation.

F. Voting by proxy is prohibited.

G. Absentee ballots shall be permitted for elections, removing a Board member, and resolutions that are submitted by the Board for Congregational vote. Absentee ballots shall be filed pursuant to a written procedure established by the Board. 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.

H. Absentee ballots shall not be permitted for the purpose of calling or dismissing a minister.

I. A simple majority shall consist of more than half the votes cast, including those present and those voting by absentee ballot. A two-thirds majority shall consist of at least two-thirds of the votes cast, including those present and those voting by absentee ballot which are not invalidated by the amendment of a proposed resolution at the Congregational meeting.

J. Resolutions require a simple majority for adoption except those concerning the following matters that require approval by a two-thirds majority:

1. Appropriating or borrowing sums exceeding 15 percent of the total annual budget in any single transaction;
2. Buying, selling, mortgaging or disposing of real property with a value over 15 percent of the annual budget;
3. Amending these by-laws; and
4. Social action resolutions in the name of the Congregation when a member of the Board voted no on the resolution.

K. No official vote may be taken on business that is not included in the notice of the meeting.

## **5. Board of Trustees**

### **I. Powers, Duties and Limitations**

A. The Board functions on behalf of and is at all times subject to the will of the membership. The Board shall act in the best interest of the Congregation.

B. The business, property, and affairs of the Congregation shall be the responsibility of the Board. The Board is vested with the moral, ethical, and fiduciary duty to execute the purposes of the Congregation, except the Congregation shall approve the following items of business:

1. Adopting the annual budget;
2. Borrowing more than seven percent of the annual budget in a fiscal year except for construction loans for a project approved by the Congregation;
3. Buying, selling, mortgaging or conveying real property of the Congregation that is worth more than 15 percent of the annual budget;
4. Adopting a social action resolution in the name of the Congregation when a member of the Board voted no on the resolution;
5. Amending the bylaws; and
6. Calling a minister, except the Board may appoint an interim minister for up to two years.

C. The Board shall be composed of nine voting members plus the minister as a nonvoting member.

D. The Board shall determine the duties of Board officers consistent with these bylaws.

E. The Board shall provide an annual report to the Congregation before the annual spring meeting on progress in pursuit of Ends. The Minister shall provide for a report on the Congregation's finances.

F. The Board may amend the annual budget, provided that the sum of amendments does not increase total expenditures by more than seven percent in a year.

G. The Board shall write, maintain, and implement the Congregation's Governance Policies consistent with the laws of the State of Washington, the OUUC Articles of Incorporation, and these bylaws.

### **II. Delegation of Duties**

A. The Board may delegate management of the Congregation's property, funds, business affairs and administration to the Minister.

B. The Board shall see to it that duties of and limitations on the Minister are established and defined in the congregation's governance policies.

### **III. Eligibility and Terms**

A. To be eligible to serve on the Board, an individual must be at least eighteen years old and have been a member of the Congregation for at least twelve months.

B. Voting Board members shall serve for a period of three years and be elected, three at a time, by the membership at each annual meeting.

- C. Terms of Board members and officers begin at the first meeting after election or appointment and end when the member is replaced.
- D. After having served two full terms or six consecutive years, a person is not eligible for Board membership for one full year following their service.
- E. The Board may fill a vacant Board member position for the remainder of an unexpired term. If the Board leaves a position vacant, the vacancy shall be filled by election at the next annual meeting with a person who will serve the remainder of the unexpired term.
- F. In the event the board grants a leave of absence to a board member, the board may appoint a temporary board member for the duration of the leave of absence.
- G. A person who serves the remainder of an expired term, either by appointment or election, will be eligible to serve one subsequent three year term. After serving these two terms, this person is not eligible for Board membership for one full year following their service.
- H. At the first meeting following the election of members, the new Board shall elect officers as its first order of business from among its membership. A President, a Vice-President, a Secretary, and a Treasurer shall serve and perform their duties until replaced by a vote of the Board.

#### **IV. Resignation or Removal**

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

#### **V. Meeting Notice and Procedure**

- A. The Board shall meet at least 10 times per year.
- B. Advance notice of Board meetings (time/date/location) shall be readily available to the membership.
- C. Under urgent circumstances three or more members of the Board may call a special Board meeting without prior notice to the Congregation.
- D. Meetings shall be open to the Congregation, except the Board may meet in executive session to discuss personnel matters, to protect the privacy rights of an individual, or to protect the financial or legal interests of the Congregation. The general purpose of the executive session shall be announced in advance to all present at the meeting immediately prior to convening the executive session, and only those issues announced shall be discussed in executive session.
- E. Emergency issues may be handled between meetings by the Board officers. Actions must be reconsidered at the next Board meeting.
- F. A quorum for conducting business shall consist of more than half the total number of serving Board members.
- G. Resolutions shall be adopted by a majority vote of those present and voting.
- H. Roberts Rules of Order Newly Revised, 11th Edition will govern procedure at Board meetings and shall be the parliamentary authority. The Board may look to Robert's Rules of Order Newly Revised in Brief 2d edition to govern all procedural issues during meetings.

#### **VI. Liability**

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

#### **6. Committees**

- A. The Board may authorize certain standing and temporary committees to perform designated functions to further the work of the Board.

The Board shall establish written governance policies for standing committees and written guidelines for temporary committees.

## **7. Leadership Development Committee**

A. The Leadership Development Committee (LDC) has three primary roles.

1. Preparing the list of candidates for election of Board members and LDC members.
2. Working with the Board, ministers, and others to identify people with leadership potential and to encourage and support their involvement in congregational affairs and development of their leadership skills.
3. Development of an annual leadership training plan.

B. The LDC is ultimately responsible to the Congregation and operates independently of the Board and all other committees.

C. The LDC's function is to develop diverse, inclusive, and representative leadership. All nominations submitted to the LDC before its last meeting before the deadline for the notice of the congregational meeting will be evaluated by the LDC to determine if they are qualified. All qualified nominees who accept their nomination will be included in the list of candidates.

D. Any Congregation member may recommend nominations to the LDC. Any qualified person may be nominated, with their consent, as long as said nomination is made known to the LDC before its last meeting before the deadline for the notice of the congregational meeting. The LDC shall evaluate all the candidates for eligibility and offer a full slate to the Congregation.

E. Nominations for office from the LDC shall be delivered to the Secretary of the Board and made known to the Congregation in the meeting notice at least two weeks in advance of the election.

F. The LDC shall nominate at least one candidate for each open position on the Board and on the LDC.

G. The LDC shall have five members who serve for two years. Three members shall be elected at the annual meeting in one year and two members shall be elected the following year.

H. The LDC shall select a chairperson from among its membership. Any Congregation member, except current ministers, staff and Board members may serve on the LDC.

I. A member of the LDC may resign by giving written notice to the President or Secretary. A member may be removed from office in the same manner as a Board member. The LDC shall appoint a Congregation member to fill a vacant seat for the balance of the term.

## **8. Ministers**

### **I. Definitions and Responsibilities**

A. The Minister has overall responsibility for the spiritual welfare and pastoral care of the Congregation and for the conduct of worship services.

B. The Minister shall:

1. Serve as head of staff and be accountable for the hiring, supervision and dismissal of staff.
2. Be accountable for the coordination and oversight of ministry teams and volunteers; and
3. Be accountable for the business affairs and day to day operations and fiscal matters of the church.

C. The Minister shall be accountable to the Board of Trustees for the reasonable interpretation of and compliance with board established governance policies.

D. The Minister's performance shall be assessed through an ongoing monitoring process established in governance policies by the Board of Trustees based on accomplishment of congregational Ends and compliance with governance policies.

E. Associate Ministers report to the Minister and share responsibility for ministering to the Congregation. Duties shall be designated by the Minister. Associate Ministers are accountable to and evaluated by the Minister.

F. An affiliated Minister's primary ministry is outside the Congregation. An Affiliated Minister's relationship with the Congregation and with the Minister shall be described in a written covenant between the ministers. Affiliated Ministers shall be accountable to the Minister.

G. The Congregation may, by a vote of 90% of those present at a Congregational meeting, confer the title Minister Emeritus, Minister Emerita, or Minister Emerit on a former minister to honor long and meritorious service to OUUC where the Minister has given devoted ministerial leadership and has been nominated according to the policies adopted by the Board.

## **II. Calling a Senior or Associate Minister**

A. When a position of Minister or Associate Minister is vacant, the Board shall appoint a search committee from a list of members recommended by the Leadership Development Committee. The search committee shall recommend candidates to the Board and, upon approval by the Board, to the voting members.

B. A minister can be called only at a special congregational meeting called for this purpose. A quorum for the meeting shall be 50 percent of the voting membership of the Congregation. Calling a minister shall require an 80 percent affirmative vote.

### **C. Terms and Conditions of Service**

1. A called minister shall serve for an indefinite period.
2. Interim ministers and any others who are hired by the Board shall serve for the fixed period of their contracts.
3. The Board shall establish the employment agreements with Senior and Associate Ministers, including annual salary, benefits, and housing allowance. These agreements shall be reviewed annually.
4. The Board shall not abridge a minister's right to freedom of speech and association.

## **III. Dismissal**

A. Only the Congregation, at a special congregational meeting, may dismiss a called minister.

B. For a valid vote, 40 percent of the Congregation must cast written ballots. A dismissal shall be by a simple majority of the written ballots cast.

## **9. Annual Budget and Fiscal Year**

A. OUUC's fiscal Year is July 1 through June 30.

B. The Board shall recommend an annual operational budget to the Congregation. The proposed operational budget shall be available to the Congregation at least seven days before the meeting at which adoption is to be considered.

C. The Congregation shall adopt an annual operational budget no later than 30 days after the start of the fiscal year. The Board is empowered to adopt the budget if there is not a quorum present at the congregational meeting where the budget for the next church year is presented for approval. If a quorum is present and the Congregation does not vote to adopt the budget, the Board shall schedule a special congregational meeting to consider a revised budget proposal.

D. The Board shall adopt policies for the spending of reserve funds for capital projects.

E. The Board may authorize a continuing resolution for 30 days after the start of a fiscal year if unable to adopt an annual budget prior to the start of the fiscal year. A continuing resolution may only authorize spending at levels equal to those of the previous fiscal year. The Board may extend a continuing resolution in 30 day increments by a majority vote.

## **10. Employment with OUUC**

A. Consistent with OUUC's policy of non-discrimination, eligibility for employment by the Olympia Unitarian Universalist Congregation shall not be restricted on the basis of age, gender, sexual orientation, race, or any other stereotypical category of exclusion.

B. Permanent staff shall all have written contracts for definite periods of time.

C. Terms of employment for other individuals employed by OUUC shall be as negotiated by the individual and the hiring authority.

#### **11. Dissolution**

In the event of the dissolution of the Olympia Unitarian Universalist Congregation, all outstanding debts shall be paid and the remaining assets, both real and personal, including all property heretofore and hereinafter donated to said church, shall become the property of the Unitarian Universalist Association, 24 Farnsworth Street, Boston, MA, or its successor, subject to all applicable laws.

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