

1 **Bylaws of the Umpqua Unitarian Universalist Congregation**
2 **Revised October 18, 2015**

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4 **I. Name** The name of this corporation shall be the "Umpqua Unitarian Universalist
5 Congregation", hereinafter the "Congregation".
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7 **II. Mission** The mission of the Umpqua Unitarian Universalist Congregation is to create and
8 maintain a diverse, caring community that encourages ethical, intellectual and spiritual growth.
9 Through the practice of our faith, we promote social, economic and environmental justice and
10 continue our legacy of respect and acceptance of each other and the interdependent web of all
11 existence of which we are a part.
12

13 **III. Denominational Affiliation** This Congregation shall be a member of the Unitarian
14 Universalist Association (UUA) and of its Pacific Northwest District (PNWD). This
15 Congregation shall endeavor in good faith to make annual financial contributions equal to its full
16 fair share as determined by the UUA and the PNWD.
17

18 **IV. Congregational Authority** The ultimate authority for all matters pertaining to the operation
19 of the Congregation shall rest with the Congregation, which shall consist of the active members
20 of the Congregation, and shall function as a legally constituted body at its regular and special
21 meetings. The Congregation shall elect the Board of Directors, the "Board", approve the
22 purchase or sale of real property, incurring debt outside the budget, and shall call the Minister. A
23 called Minister serves at the pleasure of the Congregation.
24

25 **V. Non-Discrimination Clause** It is specifically understood that membership and/or
26 employment in this Congregation is not and cannot be predicated upon race, color, sex, sexual
27 orientation, creed, national origin, citizenship status or physical/mental challenges.
28

29 **VI. Membership**
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31 **A. Member:** A person (1) 14 years of age or older, after completing the "Coming of Age
32 Program", or (2) A person eighteen (18) years of age or older, who has (a) signed the
33 membership book, (b) annually signs a pledge form making a financial commitment to the
34 Congregation and (c) is committed to being active in Congregation life and membership in good
35 faith. Membership for a person who has been a member for twenty (20) years and who is no
36 longer physically or financially able to meet the requirements of membership may be continued
37 by the Board.
38

39 **B. Voting Member:** A voting Member is any person who has fulfilled the Membership
40 requirements and has been a member of the Congregation for at least sixty (60) days and has
41 reached the age of eighteen (18) years or older. In order to serve on the Committee on Ministry
42 the individual must have been a voting Member of the Congregation for not less than one (1)
43 year. In order to serve on the Nominating Committee or the Ministerial Search Committee the
44 individual must have been a voting Member of the Congregation for not less than two (2) years.
45

46 **C. Friend:** A person who has declared an intention to have an ongoing relationship with the
47 UUU Congregation including receiving Congregation mailings, and who makes a financial
48 commitment adequate to cover Congregation mailings but has chosen not to become a voting
49 member; or if financially unable to make a financial commitment supports the Congregation
50 through meaningful volunteer services if physically able.
51

52 **D. Resignations:** Members may withdraw from membership by submitting a written resignation
53 to the Board.
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55 **E. Membership Status:** The Board will review the membership list by the beginning of July
56 each year for the purpose of the UUA census, and determine membership status.
57

58 A member's name shall be removed from the Membership Roll in case of: (1) the member's
59 death; (2) written request by the member to the Board; (3) a period of inactivity (failure to
60 contribute services or funds) over one year, pending review by the Board; or (4) removal by a
61 two-thirds (2/3) vote of the Board for actions that threaten the well-being of the Congregation as
62 outlined in XVI below. In all cases, if the Board tentatively determines that a person should be
63 removed from the membership list, the Secretary shall, not less than fifteen (15) days before the
64 proposed removal (no later than August 15th), mail a written notice of the proposed action to the
65 person's last known address, by first class or certified mail. The notice shall advise the reasons
66 for the proposed action and further advise that if the person wishes to remain a member, he or
67 she must contact the Minister or President within ten (10) days of receiving the notice and
68 arrange for an opportunity to meet with the Minister and/or President to discuss the proposed
69 membership termination. The Board will finalize membership status no later than the September
70 Board meeting.
71

72 **F. Address for Notice:** Each Member/Friend shall be responsible for notifying the Congregation
73 secretary in writing, of their current mailing address, email address and phone number.
74

75 **VII. Consensus:** The Congregation is committed to operating by consensus. If, however,
76 consensus cannot be reached, action shall be taken by majority vote except as otherwise
77 specified herein.
78

79 **VIII. Congregational Meetings**

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81 **A. Annual Meeting:** The Annual Meeting of the congregation shall be held in May. At the
82 Annual Meeting the congregation shall hold elections for officers, directors and the nominating
83 committee; adopt the annual budget; hear annual reports; approve directives to the Board; and
84 transact other business.
85

86 **B. Special Meetings:** Special congregational meetings may be called by the Board or by a
87 petition signed by a quorum of the members of the congregation. Before a special meeting will
88 be called on petition, the issue must have been presented to the Board.
89

90 **C. Notice:** Written notice of every meeting of the congregation shall be sent to each member at
91 the e-mail address provided by the member, or by regular mail to address provided by the

92 member if the member does not have email or has requested notice by regular mail at least two
93 weeks before the meeting. If practicable, such notice shall include an agenda for the meeting. In
94 addition to notice by email/mail, notice may be included in the Congregation newsletter and the
95 printed program for a Congregation service.

96
97 **D. Quorum:** Twenty-five percent (25%) of the voting members on the roll shall constitute a
98 quorum for a meeting of the congregation, except for calling or dismissal of a minister.

99
100 **E. Decisions:** All issues before the congregation shall be made by the vote of the voting
101 members present at the meeting. No proxy votes shall be allowed. Generally a simple majority of
102 the members present shall decide an issue, except that a two thirds (2/3) majority shall be
103 required for purchase or sale of real property, or to amend these bylaws. Decisions regarding
104 calling or dismissal of the minister shall be made as provided below.

105
106 **F. Procedures for Meetings:** All business at a meeting of the congregations shall be conducted
107 in accordance with Roberts Rules of Order or procedures established by the Board.

108
109 **G. Location of Meetings:** All meetings of the congregation shall be held at the regular worship
110 facility unless the notice of the meeting states otherwise.

111 112 **IX. Officers**

113
114 **A. Designation:** The officers shall be the President, the Vice President, the Secretary and the
115 Treasurer.

116 117 **B. President:**

118
119 1. The President shall preside at all meetings of the congregation and the Board, and shall
120 represent the Congregation on all appropriate occasions. The President is an ex-officio member
121 of the Board and all committees, except the Nominating Committee, Committee on Ministry, and
122 Search Committee. The President shall not participate in these three committees. The President
123 will only vote on the Board to relieve a tie.

124
125 2. The President shall have been a member of the Congregation for a minimum of three years.

126
127 3. The President shall have been a member of the Board of Directors for at least one year.

128
129 **C. Vice President:** The Vice President shall assist the President and perform the President's
130 duties in the Presidents absence.

131 132 **D. Secretary:**

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134 1. The Secretary shall maintain all Congregation records and shall provide minutes for all
135 meetings of the Board and the Congregation.

136

137 2. The Secretary will post the Board Minutes on the Congregation Bulletin Board as soon as
138 possible following Board approval; and, include a summary of the minutes in the Newsletter
139 following Board approval.

140
141 **E. Treasurer:** The Treasurer shall receive money, pay bills submitted, deposit money, prepare
142 accurate monthly reports for the Board of Directors on the current budget status and keep current
143 books and records as necessary for management of the Congregation's financial affairs. The
144 Treasurer shall prepare, or assist in the preparations of all reports, returns and other documents
145 required by federal, state or local tax laws. The Treasurer shall be a member of the Finance
146 Committee. The Finance Committee shall prepare preliminary budgets to be submitted to the
147 Board.

148
149 **X. Board of Directors**
150
151 **A. Composition:** The Board of Directors shall consist of the four officers and three directors at
152 large, all of whom shall be members of the Congregation. At least one of the directors at large
153 shall, at the time of election, have been a member of the Congregation for less than 18 months, if
154 feasible.

155
156 **B. Elections:** The Board of Directors shall be elected at the Spring Annual Meeting from
157 candidates nominated by the Nominating Committee or by any member at the meeting. The
158 Board of Directors shall take office on July 1.

159
160 **C. Term of Office:** All members of the Board shall be elected for a term of two years, and may
161 serve a maximum of two consecutive terms in a specific office, unless the Board determines that
162 no other qualified or volunteering candidate is available to replace the existing Board member.
163 Such extraordinary determinations require consensus of the Board **and** a concurring vote of at
164 least 2/3 of the voting members present at the Annual Congregational Meeting. Such extended
165 Board appointments must be reviewed annually, to determine if the same conditions apply. If
166 the conditions no longer apply at any annual meeting, then a regular replacement will be elected
167 according to the normal voting procedures.

168 The President, Vice-President and one director at large shall be elected in even-numbered years;
169 the Secretary, Treasurer, and two directors at large shall be elected in odd-numbered years. In the
170 event a member of the Board resigns or otherwise leaves office, the replacement shall be
171 appointed by the Board for the unexpired portion of the officer's term if the unexpired portion is
172 less than one year. If the unexpired portion is more than a year, the appointed person shall serve
173 only until the next annual congregational meeting; the normal nominating committee/election
174 process shall be followed for the one remaining year of that person's term.

175
176 **D. Authority and Responsibilities:** The Board is authorized to take all actions necessary for
177 general management of Congregation affairs consistent with these bylaws. The Board shall
178 implement all directives from the congregation. The Board shall be responsible for the
179 Congregation property and finances except that it may not purchase or sell real property or incur
180 any debt that is not consistent with the Congregation budget. The Board is responsible for hiring
181 and terminating all staff except the minister.

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E. Regular Meetings: The Board shall meet monthly at such regular time as it shall determine. Meetings shall be open to all members of the congregation and if practicable, members shall be notified in advance of the meeting time and place. Provision shall be made at meetings for non-Board members to address the Board. The Board may meet in executive session only to discuss personnel matters or to receive legal advice. Regular and special meetings shall be held at the regular worship facility unless the notice of the meeting states otherwise.

F. Special Meetings: Special meetings of the Board may be called by the President or a quorum of the Board. Notice of meetings of the Board shall be given to the Board members at least two days prior to such meetings.

G. Virtual Meetings: If an occasion arises which necessitates immediate action, remote communications (email, telephone, etc.) may be utilized to make a decision. The President will phone or email all members of the Board regarding the issue, proposed action if any, and the specified deadline for response, which shall be a minimum of 24 hours. The President will inform all responding Board members before acting on the vote. Results shall be reported at the next regular Board meeting and recorded in the minutes.

H. Quorum: Four members of the Board, including two officers, shall comprise a quorum of the Board for meetings, special meetings, and virtual meetings.

I. Removal:

1. **Attendance:** Failure of an officer or director to attend three (3) consecutive regular Board meetings or four (4) of any six (6) regular Board meetings shall be understood to be a resignation from the Board without further action or notice.

2. **For Cause:** A member of the Board of Directors may be removed for cause by vote of the voting members of the congregation at a special congregational meeting. For such action a quorum shall consist of not less than fifty one percent (51%) of the voting members of the Congregation and a vote of not less than fifty one percent (51%) of the voting members present shall be needed for such action.

XI. Administration

A. Delegation of Authority: The Board of Directors may delegate limited authority to act on behalf of the Board to officers, committees, employees, agents or independent contractors engaged by the Board.

B. Committees: The Board may establish standing and temporary committees as it deems necessary. Membership of all committees with the exception of Nominating, Committee on Ministry, and Ministerial Search Committee, shall be open to all Congregation members and friends. The President is an ad hoc member of all committees with the exception of Nominating Committee, Committee on Ministry, and Ministerial Search Committee. Congregation members

227 and friends may volunteer or be recruited to committee membership. The committee members
228 will elect committee chairpersons.

229
230 **C. Documents:** Contracts and other documents may be signed on behalf of the Congregation by
231 the President or the Vice President and one other officer if the transaction has been duly
232 approved by the Board of Directors and/or the congregation.

233 234 **XII. Nominating Committee**

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236 **A. Composition:** The Nominating committee shall consist of three (3) members of the
237 congregation not including Board members, and have the following qualities:

- 238 1. Active membership in the Congregation for two (2) or more years
- 239 2. Knowledge of the current needs of the Congregation
- 240 3. Adequate interviewing skills
- 241 4. Understanding of the qualities needed in a person to be effective in each position on the board

242
243 **B. Date of election and qualifications:** The Board shall present at the congregational meeting a
244 slate of 3 congregation members with the above qualifications. At least one of the nominees shall
245 have previously served on the Board. Together with any nominations from the floor, the
246 congregation shall elect the nominating committee. The Board shall appoint a member of the
247 congregation (but not a member of the standing Board) to fill any vacancy occurring on the
248 committee.

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250 **C. Tenure:** The Nominating committee shall be elected for a term of one (1) year.

251 252 **D. Purpose:**

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254 1. To nominate a slate of officers to fill expiring terms on the Board per article X- c of the By-
255 laws. The committee may not nominate any of its members for any position on the Board.
- 256
257 2. To nominate a slate of members for the Endowment committee per the by-laws of the
258 Endowment committee, Para. II, items 1, 2 & 3. The committee may not nominate any of its
259 members for any position on the Endowment Committee.

260 261 **XIII. Committee on Ministry (COM)**

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263 **A.** The Committee on Ministry is a continuing body whose purpose is to strengthen the quality
264 of ministry within the congregation. The committee will consist of three (3) voting members
265 serving staggered three (3) year terms, with one member's term ending each year. When
266 vacancies occur, the minister shall submit at least twice as many names as vacancies to the
267 Board, who shall select the new member(s) from this slate. No member of the Board may serve
268 on the Committee on Ministry. The Committee on Ministry shall meet at least quarterly in a non-
269 crisis, goal-oriented manner with an agenda to explore the various concerns and challenges of the
270 Minister/Congregation relationship and the Congregation's own role and agreed-responsibility in
271 shared ministry. The Committee on Ministry shall assist and support the Minister in her/his plans
272 for professional development, sabbaticals, etc. The Committee shall alert the Board to any

273 emerging concerns between the Minister and the Congregation. The Committee will also conduct
274 a performance review with the Minister every year and annually present a salary and benefits
275 package for the Minister to the Board.

276
277 B. When there is a ministerial vacancy, the existing Committee on Ministry is disbanded. After
278 the Calling of a new minister, the Board will select 3 members of the Ministerial Search
279 Committee to form a new Committee on Ministry that serves until the end of that fiscal year. At
280 that time, a new Committee on Ministry will be formed as specified in paragraph “A” above. The
281 Board will specify the terms of each member.

282
283 **XIV. The Minister** The minister shall be responsible for the conduct of worship within the
284 society and the society’s spiritual interests and affairs. The minister will serve members in their
285 needs for pastoral care. The minister shall have freedom of the pulpit as well as freedom to
286 express his or her opinion outside the pulpit. The minister shall be an *ex officio* member of the
287 Board of Directors and of all committees except Nominating and Ministerial Search Committee.
288 The Minister shall supervise all Congregation staff and programs. The minister will be called
289 under written contract with the Board which clearly stipulates the duties, compensation and other
290 conditions. The Minister shall be and remain in fellowship with the Unitarian Universalist
291 Association (UUA) as well as the Pacific North West District (PNWD). The above applies to a
292 called minister and may be modified by contract in the case of a contract minister.

293
294 **XV. Calling a Minister:** Replacement of a Minister (by calling or contractually)
295

296 **A. Ministerial Search Committee:** Upon awareness of an immediate or near-future vacancy of
297 the ministerial office, the Board shall call a Special Congregational Meeting, for the purpose of
298 electing a Ministerial Search Committee, which ultimately will consist of seven (7) members and
299 two (2) alternates who have a membership of at least one (1) year. The Board shall present a
300 slate of ten (10) or more prospective candidates for the congregation as a whole to consider, all
301 of whom will have indicated a willingness to serve in that position. Only one (1) member from
302 any one household may be presented on the slate of candidates. Additional nominees may be
303 made from the floor. A total of seven (7) members and two (2) alternates then will be selected,
304 by highest votes among all nominated candidates, via secret ballot of all members present.

305 1. The work of the Search Committee, once it has begun, will be regarded as
306 separate and independent from any/all Congregation functions and activities. The Board
307 will not attempt to exert any influence on the direction or actions of the Search
308 Committee.

309 2. The Search Committee will make monthly summary progress reports to the
310 Board, but the internal affairs of the Search Committee members will be maintained
311 under strict confidentiality.

312 3. The Search Committee will operate within the guidelines of the UUA.

313 4. The Search Committee will determine a final candidate to present to the Board
314 and then to the Congregation as the prospective new Minister.

315 5. Subject to the approval of the Ministerial Candidate by the Congregation, the
316 Committee shall negotiate an initial job description and employment contract with the
317 candidate and present both to the Board for approval.

318 **B. Quorum and Plurality of Call for Vote:** A special quorum of at least fifty one percent
319 (51%) of members in good standing will be required in order to vote on the ministerial candidate.
320 The new Minister of the Congregation shall be elected by at least a seventy five percent (75%)
321 positive vote of Members present. No proxy votes will be presented or recognized. Absentee
322 votes may be accepted only on forms specifically developed by the Board or Nominating
323 Committee. Such ballots must be received prior to the Congregational Meeting and must be
324 signed and dated by the voting member.

325
326 **C. Dismissal and Termination of Called Minister:**

327
328 1. The Minister shall give at least ninety (90) days-notice in writing to the Board of his/her
329 resignation or retirement. Compensation for the Minister terminates on the date of resignation or
330 retirement.

331
332 2. The Board shall give at least ninety (90) days-notice in writing to the Minister of his/her
333 proposed dismissal. Dismissal of a Minister shall be at a Special Congregational Meeting called
334 for that purpose. This meeting shall be called by the Board only upon the written request signed
335 by at least thirty-five percent (35%) of the voting members of the congregation. Notice of the
336 meeting shall be by letter or email sent to voting members of the Congregation at their last
337 known address. No notice shall be placed in the official Congregation newsletter or read from the
338 pulpit. The Minister shall be invited to speak at this meeting. Fifty one percent (51%) of the
339 members eligible to vote shall constitute a quorum at such Congregational Meeting. The Minister
340 of the Congregation shall be dismissed upon a vote for dismissal by eighty five percent (85%) of
341 those members voting in person at a Congregational Meeting called for such purpose. Absentee
342 votes may be accepted only on forms specifically developed by the Board or Nominating
343 Committee. Such ballots must be received prior to the Congregational Meeting and must be
344 signed and dated by the voting member.

345
346 **XVI. Public Policy Issues**

347
348 A. Neither the Congregation, its members, the Board, Minister, staff, employee, or consultant to
349 the Congregation shall take any action or allow any activity or use of Congregation property
350 which shall endanger the non-profit corporate status or charitable, tax-exempt status of the
351 Congregation or its property. Nothing in these bylaws shall be construed to allow a violation of
352 this section.

353
354 B. The President, Minister, staff, or any other member of the Congregation, who is specifically
355 authorized by the Congregation, or the Board of Directors, may represent the entire
356 Congregation in any public or private meeting. Any committee may, with approval of the Board
357 of Directors, act or speak on a public policy issue that has not been addressed by the
358 Congregation provided the action is consistent with Unitarian Universalist principles. Such
359 speech or action will represent the views of the committee, and not necessarily the entire

360 Congregation. Any statement on behalf of the Congregation regarding a public issue shall be
361 consistent with the Principles and Purposes of the UUA and the mission of this Congregation.
362

363 C. The Board shall consider violation of any of the above as grounds for termination of the
364 member's membership status in the Congregation or termination of employment of any
365 employee of the Congregation.
366

367 **XVII. Fiscal Affairs**

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369 **A. Fiscal Year:** The Fiscal year of the Congregation shall begin on July 1 of each year.
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371 **B. Budget:** The Board shall present a budget to the membership at the Spring Annual Meeting.
372 At each annual business meeting, the Congregation Board shall submit an operating budget for
373 the coming fiscal year. The budgeted expenses may not exceed the anticipated income. A budget
374 is adopted by a simple majority vote of the voting members present at the meeting. Once a
375 budget is approved, the Board may authorize and expend the funds as budgeted. The Board may
376 reallocate funds based on necessity as determined by the Financial Committee and approved by
377 the Board.
378

379 **C. Capital Funds:** Funds designated in the budget for capital expenditures shall not be used for
380 Congregation operational expenses unless the Board determines that a financial emergency
381 justifies such expenditure. In that event, the Board shall prepare a budget for the succeeding
382 fiscal year that provides for repayment of the capital funds.
383

384 **D. Financial Review: The accounts of the Congregation,** including all endowment funds, shall
385 receive an outside financial review or limited audit of the past fiscal year by a certified public
386 accountant. The annual financial review or limited audit shall be available for Congregation
387 members' inspection.
388

389 **E. Social Responsibility:** In keeping with Unitarian Universalist Association Principles, in so far
390 as possible, purchases shall be from and investments shall be in companies: that do not produce
391 products, offer services, or operate in a manner which might be unsafe to the consumer or
392 threatening to our environment; that are not predominantly involved in the production of war
393 material; that are not dependent on discrimination on the basis of race, color, sex, disability,
394 affectional or sexual orientation, age, national origin, or religion; that do not exploit the poor or
395 deprived for their business success; and that provide safe and healthy work environments and fair
396 and equal employment opportunities for all persons in their labor force.
397

398 **XVIII. Amendments** These bylaws, so far as allowed by law, may be amended at any
399 congregational meeting (See provisions regarding congregational meetings above), provided that
400 a notice of the proposed amendments is sent to all voting members of the Congregation by letter
401 or email at their last known address at least two weeks prior to the date of the meeting. The
402 notice shall include the proposed language, the entire original article, issue to be addressed, and
403 the goal of the proposal.
404

405 **XIX. Dissolution:** Should this Congregation cease to function, any assets of the Congregation
406 may be transferred as a majority of the Congregation specifies, so long as the transfer complies
407 with all applicable state and federal laws and the articles of incorporation for the Congregation.
408

409 **XX. Endowment Fund** In matters dealing with the Endowment Fund, see the Endowment Fund
410 bylaws.

411
412 (Adopted – by Board 09/21/2015, Approved by the Congregation at the Congregational Meeting
413 of October 18, 2015.)