

Tahoma Unitarian Universalist Congregation Bylaws

PREAMBLE

These bylaws are intended to make possible the efficient operation and management of the Congregation in support of our aspirations listed in the church's mission statement.

ARTICLE I. NAME

This organization, incorporated to conduct business as a church, shall be known as the "Tahoma Unitarian Universalist Congregation" (TUUC or Congregation).

ARTICLE II. PURPOSE

The purpose of this Congregation is to welcome all with love and compassion; celebrate the diversity in our common humanity; inspire the spirit, heart, and mind; engage the wider community in working for justice; and live and promote Unitarian Universalist principles.

ARTICLE III. AFFILIATION

This Congregation is a member congregation of the Unitarian Universalist Association and the Pacific Northwest District or its successor.

ARTICLE IV. MEMBERSHIP

Section 1. Membership in this Congregation shall be open to any person who is in general agreement with the purpose and ministry of this Congregation, who is at least 16 years of age, without reference to gender, race, ethnicity, national origin, sexual orientation, gender identity, or physical ability, and who has (a) completed a prescribed orientation program; (b) made a pledge of record or have received a waiver in lieu of making a pledge for the current fiscal year; and (c) made an identified financial contribution toward their pledge within the fiscal year; and (d) signed the membership book. In addition, the Board may establish special categories of non-voting membership or affiliation.

Section 2. Membership in the Congregation shall be retained by annually making a written financial pledge and paying that pledge for the ongoing support of the Congregation. Exceptions, for members unable to make any pledge, may be arranged by private request directed to the Minister or Board President. Any member who receives such an exception shall retain the right to vote, and shall be expected to support the Congregation in some other way, such as providing a service. Adjustment to a pledge, when a member's financial situation has changed, should be made in writing to the Treasurer.

Section 3. Membership may be terminated by request. In the case of such a resignation, or the death of a member, the member's name will immediately be taken off the rolls. Names of members who fail to make a pledge in connection with the annual canvass, and who do not make a financial contribution of record in the next six months, will be placed on a list of inactive, non-voting members. Such an inactive member may reinstate his or her active, voting status by both making a pledge of support and making a financial contribution of record.

Section 4. A person may be removed from membership under extraordinary circumstances, such as failure to adhere to the basic principles of the Congregation, only by specific action of the Board

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following the Board's consideration of recommendations from either the Minister or the Committee on Ministry. Board action under this section shall be based upon a confidential written finding by the Board. The member shall be provided with a copy of the finding and afforded an opportunity to respond.

ARTICLE V. AUTHORITY

Section 1. All authority in the Congregation is vested in its membership and is exercised through authorized meetings of the Board of Trustees, except as is delegated in these Bylaws.

Section 2. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Congregation may adopt.

ARTICLE VI. CONGREGATIONAL MEETINGS

Section 1. At least one regular meeting shall be held annually, at a date set by the Board within 60 days of the end of the fiscal year. The fiscal year shall run July 1 through June 30. Business shall include:

- A. Election of the President and Board members.
- B. Election of a member to the Nominating Committee.
- C. Presentation of the Annual Report.
- D. Presentation and adoption of the Annual Budget.
- E. Election of any other Congregational positions as may be provided in these bylaws (such as Endowment Trustees).
- F. The conducting of any other necessary business matters.

Section 2. Special meetings may be called by the Board or upon written request of at least fifteen per cent of the voting members to the Secretary. If the Board determines to call a special meeting, or is petitioned to do so, the business to be considered shall be stated, and the meeting shall be limited to that business. Such meetings shall be held within forty-five days of the Board's decision or the members' request.

Section 3. Notices of any congregational meeting shall be in the following form: "A meeting has been set for (date, time, and place) at the request of (the Board or the named individuals). The business to be considered at the meeting shall be limited to (list purposes of the meeting)." Both Regular and Special Meetings shall be announced in a written form thirty days in advance.

Section 4. Only those who have been members of the Congregation for a period of thirty days prior to the date of a congregational meeting and have made an identifiable financial contribution during the current fiscal year may vote. Those whose financial contribution has been waived may vote. (See Article IV, Section 2.)

Section 5. A quorum at any regular or special congregational meeting shall consist of thirty per cent of the voting membership.

Section 6. Absentee ballots and proxies shall not be authorized or accepted for any election or congregational vote. However, those present at the meeting may consider and defer to the written opinions, concerns, or objections of absent members who have submitted same in advance to the presiding officer, in order that they may be read aloud or distributed at the meeting.

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Section 7. All voting and elections shall be determined by a simple majority of the people present and voting, except as noted in these bylaws. (Refer to Article XII Finances – Section 3. Building Fund; Article XIV Relocation; Article XV The Minister; and Article XVI Bylaws.)

Section 8. Nomination procedures (see Article XI, Section 4). Election of officers (see Article VII Board of Trustees, Section 5).

ARTICLE VII. BOARD OF TRUSTEES (BOARD)

Section 1. Function. The function of the Board shall be to manage the business, property, and affairs of the Congregation, subject to the direction of the membership as expressed at duly convened meetings of the Congregation. In addition, the Board shall provide leadership in implementing the vision and mission of the Congregation, identifying the short and long range goals of the Congregation, and then evaluating the Congregation's progress in achieving those goals.

Section 2. Composition. The Board shall consist of seven elected members, who are voting members of the congregation and shall be voting members of the Board, plus the Treasurer and the Minister, who do not vote.

Section 3. Qualifications. A candidate for the Board shall have been a voting member of the congregation for at least one year and shall have served on at least one committee, or equivalent group within member organizations of the Unitarian Universalist Association, for at least six months.

Section 4. Terms. Trustees shall serve terms of three years, or until their successors are elected and assume office, with three positions expiring in one year, and two expiring in each of the next two years. Terms of office coincide with the fiscal year. A trustee appointed to fill a vacancy must stand for election to the remainder of the unexpired term at the next annual meeting. Trustees may not be re-elected until one year after their terms have expired. However, a trustee appointed to and elected to fill less than half of a three-year term may be re-elected.

Section 5. Officers. From among the candidates eligible to serve on the Board, including those continuing in office, the Nominating Committee shall name one or more candidates for the office of President. The Congregation shall elect a President, who shall serve in that office for one year. After election of the President, the Congregation shall elect Trustees to fill the remaining open positions on the Board. A Vice President and a Secretary shall be selected by and from the Board. Officers shall serve terms of one year, or until their successors are elected and assume office. Officers may be re-elected and re-appointed as long as they are eligible to serve on the Board.

Section 6. Vacancies. Vacancies to the Board shall be filled by appointment by the President, subject to Board approval. The balance of the unexpired terms created by such vacancies shall be filled by election at the next Annual Meeting. Appointees may run for the elective position. Persons so appointed shall serve until they or their successors are elected and assume office.

Section 7. Meetings of the Board

- A. All meetings shall be open to members of the Congregation unless the Board elects to go into an executive session. The Board may meet in executive session only to discuss personnel matters or the sale of real property, to receive legal advice, or to discuss a situation involving a member or friend of the church who is behaving in such a way that problems are caused for other members or staff.

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- B. Any member of the Congregation may address the Board with the permission of the President.
- C. The Board shall meet at least ten times per year. Additional meetings may be scheduled to allow the Board to give sufficient consideration to its work. Advance notice of the date, time, and place of Board meetings shall be given each member of the Board and to the membership.
- D. Board meetings shall be official if a majority of the Board and at least one officer are in attendance.

Section 8. Executive Committee. An Executive Committee, composed of the President, Vice President and Secretary, is authorized to make decisions in emergencies and to handle specific issues when timeliness does not allow for the full Board to be involved in the decision-making process. A quorum of the Executive Committee shall be two members. Any action taken by the Executive Committee must be discussed by the full Board at its next meeting. The full Board has the responsibility to approve or not approve any decision of the Executive Committee.

ARTICLE VIII. DUTIES AND FUNCTIONS OF BOARD MEMBERS

Section 1. The President

- A. Shall preside at meetings of the Board and the Congregation, but shall not vote except in the case of a tie vote.
- B. Shall appoint, with Board approval, the Treasurer, delegates to external meetings, committee chairs and program area representatives.
- C. Shall hire employees, with the exception of the Minister, on the recommendation of the Human Resources Committee, with Board approval.
- D. Shall delegate other responsibilities as necessary.
- E. May remove, with Board approval, any Board member who has been absent from three or more Board meetings during the fiscal year.
- F. Shall make an Annual Report to the Congregation.
- G. May appoint a Parliamentarian and such other persons as may be necessary to assist at Congregational and Board meetings. Any member of the Congregation, including a member of the Board, may serve as parliamentarian.
- H. Shall represent the Congregation on all appropriate occasions and circumstances.
- I. Shall be the leader of the Congregation and is empowered to make routine day-to-day business decisions for the church.

Section 2. The Vice-President

- A. Shall discharge the duties of the President in the President's absence.
- B. Shall succeed to the Presidency for the unexpired portion of the term upon the President's death or resignation.

Section 3. The Secretary

- A. Shall take the official minutes of any Congregational or Board meeting.

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- B. Shall maintain or supervise the maintenance of any policy handbooks set up at the direction of the Board and maintain or delegate the maintenance of any historical files.
- C. A secretary pro tem who is not a member of the Board may be appointed by the Board to take official minutes, but the Board Secretary will be responsible for their contents.

Section 4. All voting members of the Board shall serve in capacities as determined by the Board, as the need arises, or as appointed by the President for special functions. One Board member shall serve on the Human Resources Committee. One Board member shall be responsible for overseeing accuracy of membership rolls used to determine voting status at congregational meetings. One Board member shall be appointed as liaison to the Program Council.

Section 5. The Treasurer shall be appointed by the President, on the advice of the Nominating Committee and with Board approval, as a non-voting member of the Board. The Treasurer, working with the Finance Committee and staff, shall manage the finances of the Congregation, reporting the state of the finances to the Board of Trustees and the Congregation in a timely manner.

ARTICLE IX. PROGRAM COUNCIL

Section 1. Whether working in committees, other groups, or as individuals, all those acting on behalf of the congregation are charged with implementing TUUC's mission, vision, and purpose. Collections of such individuals, groups, and committees engaged in related functions of church activities are grouped in program areas. Representatives of each program area meet together as the Program Council to coordinate, connect, facilitate, communicate and integrate the work of all such functions. Program areas may be expanded, contracted and re-aligned at any time by mutual agreement of the Board and the Program Council.

Section 2. The Program Council

- A. Shall be comprised of the Program Council area representatives and the Minister, a non-voting member who advises the Program Council.
- B. The Program Council shall endeavor to coordinate the activities of each program area and to facilitate communication.
- C. Program Council members shall operate by consensus and in collaboration with their constituent areas.

Section 3. Programs shall operate independently of the Board, but are subject to Board oversight. In addition to reports to the Board of its activities following each Program Council meeting, the council shall make two annual reports to the Board.

- A. Toward the beginning of the fiscal year, the description and configuration of each program area mission shall be updated by the Program Council area representative for review by the Council and forwarding to the Board.
- B. Toward the end of each fiscal year, Program Council area representatives shall submit annual reports to the Council to be forwarded to the Board for the Annual Meeting.

Section 4. Program Council Area Representatives

- A. Program Council area representatives shall be voting members of the Congregation.

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- B. Program Council area representatives shall organize and structure their program areas, regularly communicate with all persons working and serving within their program areas, assist all groups within their program areas, and may recruit committee members.
- C. Program Council area representatives shall be appointed by the President, with the approval of the Board, for terms of negotiable duration.
- D. A Program Council area representative may be removed for cause by the President with the approval of the Board.

Section 5. Meetings of the Program Council

- A. All meetings of the Program Council shall be open to members of the Congregation.
- B. Any member of the Congregation may address the Program Council with the permission of the meeting convener.
- C. The Program Council shall meet at least four times a year, and more often as necessary.
- D. Program Council meetings shall be called and chaired by the convener chosen by council members.
- E. Advance notice of the date, time, and place of Program Council meetings shall be given to Program Council area representatives, the Minister, members of the Board, and the membership.

ARTICLE X. AFFILIATED GROUPS

Section 1. Groups that wish to function or affiliate with the Congregation shall present to the Board their proposed purpose(s), nature of membership, and program.

Section 2. The Board must approve co-functioning or affiliation before the group may affiliate with the Congregation.

Section 3. The Board shall review the affiliation status of all affiliated groups annually, or as deemed necessary by the Board.

ARTICLE XI. COMMITTEES

Section 1. Kinds of Committees

- A. Unspecified size, open to anyone. Many committees center around ongoing or new interests, and their members may be self-selected. These committees are not required to have specific numbers of members, and although their chairs must be voting members of the congregation, non-members are allowed to participate, since it is hoped that their involvement may lead to their joining the congregation. These committees participate in the Program Council through Program Council area representatives. Descriptions and configurations of the program areas are updated annually, and the Board and Program Council may re-align the areas by mutual agreement (see Article IX).
- B. Specific size, appointed or elected. Duties of other committees, whose entire membership is appointed or elected, along with other details of how such committees are to operate, are specified in this article. These are the Committee on Ministry, Human Resources Committee, Nominating Committee, and Finance Committee, all of which report to the Board, although their participation may be invited by the Program Council.

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- C. Additional committees. Other committees may be established by the Board as the need arises, either on a short-term or permanent basis, without a requirement for amendments to these Bylaws, unless their membership is restricted in the same ways as are those of the committees noted in Section 1.B above.

Section 2. Committee on Ministry (COM)

- A. The committee shall be comprised of three Congregation members and the Minister. Members shall serve for a term of two years. No member may serve longer than two consecutive terms. Members shall be appointed by the President with Board approval in consultation with the Nominating Committee and the Minister.
- B. The committee shall select its own chair.
- C. The committee's duties include:
 - 1. Promoting the standards and strengthening the quality of ministry set by the Congregation. This includes advocating for staff compensation and working conditions that are consistent with the Congregation's values.
 - 2. Providing a resource for resolving concerns about the Minister.
 - 3. Evaluating congregational and professional ministry periodically. The evaluation process shall be developed according to the needs of the Congregation, the current resources available to the committee, and the guidelines jointly developed by the UUA and other professional resources. The purpose of the evaluation shall be to assess how well the Congregation is implementing its covenant, vision, and mission commitments.
 - 4. Providing consultation about the Congregation's ministry.
 - 5. All other duties as assigned.
- D. The committee shall meet at least quarterly.

Section 3. Human Resources Committee

- A. The committee shall assist and guide the Board regarding the management of all employees, except for the Minister. Salaried employees shall be hired and have their employment terminated by the President, with Board approval, in consultation with the Minister.
- B. The committee shall include a Board member and two or more congregational members, all appointed or reappointed annually by the President, with Board approval, and the Minister, who shall be a non-voting member. The committee members shall select their own chair.
- C. Duties of the committee shall be:
 - 1. Developing and updating Human Resource policies for approval of the Board.
 - 2. Serving as a recruitment and screening committee in all hiring activities other than that of the Minister. At least one committee member shall serve on such a screening committee, and the prospective employee's future supervisor and stakeholders may be invited to participate as well.
 - 3. Hearing and attempting to resolve grievances of employees (other than the Minister). Should a grievance decision be appealed to the Board, the Board member serving on the Human Resources Committee shall recuse him- or herself from participating in the Board's grievance process.

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4. Recommending to the Board compensation, benefits, and disciplinary action related to employees.
5. Coordinating, budgeting for, and encouraging staff development.
6. Consulting with the Minister on staff performance issues.
7. Assuring that an annual performance evaluation is completed for each employee.
8. All other duties as assigned.

Section 4. Nominating Committee

- A. The committee shall consist of three members of the Congregation, not including the Minister, each serving a three-year term, with one person elected each year at the Annual Meeting. Initially one committee member shall be elected for a full three-year term, one for a two-year term, and one for a one-year term. The committee shall select its own chair.
- B. The committee's duties shall include:
 1. Recruiting new Board members, nominating at least one person for each position to be filled at the Annual Meeting, and nominating one or more persons for the office of President.
 2. Recruiting new members of the Nominating Committee for any vacancies on that committee and nominating at least one person for each position to be filled at the Annual Meeting.
 3. Recruiting new Endowment Trustees when vacancies occur, nominating at least one person for each position to be filled at the Annual Meeting.
 4. Making a recommendation to the Board President for Treasurer.
 5. Acting in an advisory capacity to the President by suggesting candidates to fill vacancies for unexpired terms on the Board, the Nominating Committee and/or the Endowment Committee.
 6. Assisting the President to recruit Program Council area representatives and persons to serve on special committees or task forces when requested.
 7. Assisting the Congregation in identifying, developing, and mentoring leaders.
 8. Striving, through the nominating process, for a Board that represents the diverse programs, needed expertise, and church interests of the Congregation.
 9. All other duties as assigned.
- C. The committee shall throughout its tenure seek recommendations and self-nominations from the Congregation for all such positions, in addition to its own efforts.
- D. The Committee shall serve as clerks for congregational elections and all other votes at the Annual Meeting or Special Meetings of the Congregation.
- E. The Committee shall report to the Board. Its report on nominations for all of the positions to be voted on at the Annual Meeting shall be available in time for preparation of the notice announcing business to be conducted then.
- F. Nominations for any position may also be made by petition of at least fifteen per cent of voting members to the Nominating Committee, at least two weeks prior to the election. Any such nomination is to be promptly circulated by electronic newsletter and posted on church bulletin boards.

Section 5. Finance Committee

- A. The committee will assist the Board with budget preparation, fiscal and investment policies, and oversight of long-term investments.

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- B. The committee will conduct an annual review of financial practices and transactions, examining them for accuracy and completeness.
- C. The committee may also advise those charged with major fund-raising, such as the canvass, capital and endowment funds, and minor fund-raising.
- D. The committee shall also undertake all other duties as may be assigned.
- E. The committee shall consist of two to five voting members of the congregation, appointed or re-appointed annually by the President with the approval of the Board. The Treasurer will be an ex officio member.

Section 6. Other committees may be established by the Board as the need arises, either on a short-term or permanent basis, without a requirement for amendments to these Bylaws. Chairs of such committees shall be voting members of the Congregation and shall be appointed by the President, with Board approval. Such committees shall generally report to the Program Council, unless the Board specifies reporting directly to the Board.

ARTICLE XII. FINANCES

Section 1. Operating Fund

- A. The Board shall prepare and the Congregation shall approve an annual budget for the Operating Fund.
- B. All routine operating expenses, including staff compensation, shall be taken from this fund.
- C. The Board may re-allocate not more than 3% of the annual budget from the Operating Fund on any transaction without approval of the Congregation, provided such money is available in the Operating Fund.

Section 2. Reserve Fund

- A. The Treasurer shall establish and maintain a Reserve Fund.
- B. The Congregation shall have sole power to authorize the Treasurer to disburse money from this fund except as provided in subsections C and G.
- C. Expenditures of \$3,000 or less may be spent at the discretion of the Board. Expenditures over \$3,000 shall require approval of the Congregation.
- D. All Operating Fund moneys remaining unused at the end of the fiscal year shall be deposited in this fund. No specific action by the Congregation is needed to authorize or approve a deposit to the Reserve Fund.
- E. Interest income generated in this fund shall be retained in this fund.
- F. At any duly called meeting, the Congregation may authorize the expenditure of all or part of this fund.
- G. When delays necessary to call a Special Meeting of the Congregation authorizing use of Reserve Funds would result in obvious and substantial loss of property value, create substantial health or safety risks, or expose the Congregation to substantial unnecessary liability, the Board is authorized to spend up to \$20,000 from the Reserve Fund to undertake emergency repairs and maintenance to Congregational property. Such authorizations are limited to property uses only.

Section 3. Building Fund

- A. The Congregation may establish and maintain a Building Fund separate from the Operating Fund and the Reserve Fund.

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- B. Expenditures from this fund shall be made solely for the purpose of church relocation, real property acquisition, remodeling, or planning for such.
- C. Recommendations for expenditures shall be forwarded by the Board to the Congregation, which shall have sole power to authorize the Treasurer to disburse money from this fund.
- D. At any duly called meeting, the Congregation may authorize the expenditure of all or part of this fund.
- E. Funds acquired by sale or condemnation of real property owned by the Congregation shall be placed in this fund.
- F. In extraordinary circumstances, loans from this fund may be made to the Operating Fund. Such loans must be recommended by the Board and approved by a two-thirds of the vote cast at a meeting of the Congregation. Any such loan must meet the following requirements:
 - The interest rate will equal to that paid on U.S. Treasury notes or bonds of the same maturity at the time the loan is made.
 - Loan payments must be included in the Congregation's operating budget.
 - Any "prepayment" of principal through a capital campaign or other method will cause a recalculation of the payment schedule that will amortize the remaining principal over the life of the loan.
 - In the event the Congregation fails to make the required loan payments, no loans can be made from the fund until the required payments are made.

Section 4. Endowment Fund [See Article XIII]

Section 5. In the event of the dissolution of the Tahoma 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, 25 Beacon Street, Boston, Massachusetts, or its successor, subject to all applicable laws.

ARTICLE XIII. ENDOWMENT FUND

Section 1. Name and Purposes

- A. Name. The Tahoma Unitarian Universalist Congregation shall hold and administer an endowment fund of permanent duration which shall be known as the Tahoma Unitarian Universalist Congregation Endowment Fund (the AFund").
- B. Purpose. The purpose of the Fund is to further the purposes of the Congregation by providing a suitable receptacle for receipt, management, and distribution of gifts where the intent of the donor is to make a lasting contribution to support the Congregation and the practice or principles of the Unitarian Universalist faith in the area it serves.

Section 2. Administration of Fund

- A. Endowment Trustees. The Fund shall be administered by three Endowment Trustees, subject to the provisions of this Article. All shall have been members of the Congregation for at least five years, and none shall be members of the Board of Trustees or paid employees of the Congregation; provided, however, that members of the Board of Trustees may serve as Endowment Trustees until the Fund reaches a level that permits distributions under Section 4.A.

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- B. Election and Term of Office. The Congregation at their annual meeting shall elect the Endowment Trustees. The term of office for each Endowment Trustee shall be six years, but initially one Endowment Trustee shall be elected for a full six-year term, one for a four-year term, and one for a two-year term. An Endowment Trustee whose term is expiring shall be eligible for reelection. An Endowment Trustee may be removed from office by the Board upon written recommendation signed by a majority of the other Endowment Trustees.
- C. Powers and Duties. The Endowment Trustees shall have the powers and duties granted to trustees of a religious, educational, or charitable institutional fund by the Uniform Prudent Management of Institutional Funds Act and Washington State law. They shall encourage members and friends of the Congregation to contribute to the Fund.
- D. Service Without Compensation. Endowment Trustees shall not receive compensation for their services but may be reimbursed, with Board of Trustees' approval, from the Fund (if not reimbursed from the General Fund) for their reasonable expenses incurred serving as such.
- E. Vacancies. Any vacancy occurring for any reason in the position of an Endowment Trustee shall be filled by an interim appointment by the Board of Trustees for a period ending at the next annual meeting of the Congregation. Any remaining period of such term shall be filled by election by the Congregation at that annual meeting.

Section 3. Fund Property; Restricted Gifts

- A. Property and Funds. The Endowment Trustees may accept such funds and property as may be tendered to the Fund from any source. All bequests and other gifts that at a donor's death transfer to the Congregation shall be added to the Fund unless the donor directed otherwise. The Endowment Trustees may decline to accept any tendered property that in their opinion would not be appropriate and suitable for the Fund.
- B. Restrictions by Donors. Donors may impose reasonable restrictions on the use of tendered gifts. However, the Endowment Trustees may decline to accept any tendered gift which is subject to restrictions which, in their opinion, are not consistent with the purposes of the Fund or the tax-exempt status of the Congregation and Fund, or in light of the value of the gift, are not practical to comply with and administer. If the Endowment Trustees accept a restricted gift, its restrictions shall prevail over any inconsistent provision of this or any other document governing the Fund.

Section 4. Distributions from Fund

- A. Early Growth Stage of Fund. The Endowment Trustees shall make no distributions from the Fund until the total value of the Fund equals at least fifty percent of the Congregation's annual operating budget. When the total value of the Fund reaches at least one hundred percent of the Congregation's annual operating budget, then the Endowment Trustees may make normal distributions, as described in this section, from the Fund. While the total value of the Fund is a percentage between fifty and one hundred of the Congregation's operating budget, the Endowment Trustees may make up to that same percentage of normal distributions from the Fund.
- B. Normal Distributions. Normal distributions from the Fund each year shall be five percent (5%) of the fair market value of the Fund determined, using the "Harvard Method," on the

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basis of market values of a unit of the Fund averaged over thirteen prior quarters. The Endowment Trustees may decrease the distribution percentage, or may increase it up to seven percent (7%), if in their judgment doing so does not impair the permanency of the Fund.

- C. Extraordinary Distributions. Only upon the recommendation of the Endowment Trustees and with approval of two-thirds of the members of the Congregation present at a meeting called for the purpose may the Endowment Trustees distribute in any year more than seven percent (7%) of the fair market value of the Fund determined in the manner for Normal Distributions.
- D. Application of Distributions. All distributions from the Fund shall be applied as determined by the Board of Trustees of the Congregation. Because churches dependent on endowments for operating funds tend to decline, no more than ten percent (10%) of the Congregation's annual operating budget may be funded by distributions from the Fund. Exceptions to that limit may be made to support expansions in the Congregation's programs and ministries for up to four consecutive years. The Board of Trustees may apply distributions from the Fund toward the Congregation's operating budget (up to but not exceeding the stated limit) or to any purpose that supports the practice or principles of the Unitarian Universalist faith in the area it serves.
- E. Fund Operating Expenses. The Endowment Trustees shall pay operating expenses of the Fund from the unrestricted assets of the Fund, but may use restricted assets of the Fund to pay expenses specifically incurred by the particular restricted assets.

Section 5. Procedures of the Endowment Trustees

- A. Investment and Custodianship. The Endowment Trustees shall direct the Treasurer of the Congregation concerning investments of the Fund and disbursements from it, and the Treasurer shall follow those directions. The Endowment Trustees in writing may delegate investment responsibility for the Fund to the Finance Committee or Treasurer of the Congregation.
- B. Procedures. Each Endowment Trustee shall have complete access to all records of the Fund. All decisions of the Endowment Trustees shall be made by a majority vote only after each has had an opportunity to be heard by the others on the matter. They shall maintain minutes or other records of all decisions, and such records and financial records of the Fund shall be reasonably available for inspection and copying by any member of the Congregation.
- C. Annual Report. The Endowment Trustees shall present to the Congregation at its annual meeting a written report summarizing the status and activities of the Fund.
- D. Maintenance of Records. The Endowment Trustees shall maintain records of all assets and investments of the Fund, including records of the dates on which assets were received by the Endowment Trustees, the nature of these assets, the donors (unless anonymity has been requested by the donor), and any terms agreed to at the time of their acceptance.

Section 6. Financial Review

The Board of Trustees of the Congregation shall arrange for a periodic financial review, by either one or more volunteers or paid professionals, of the records of the Fund, and that report shall be reasonably available for review and copying by any member of the Congregation.

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ARTICLE XIV. RELOCATION

Section 1. At any time the necessity or desirability of seeking a new physical location or facility for the church building of the Congregation is determined by affirmative vote at a duly convened meeting of the Congregation, the Board shall undertake:

- A. To find an appropriate site and method for relocation.
- B. To present a special budget for relocation to the Congregation for approval at a Special Meeting called for that purpose.
- C. At the direction of the Congregation, to perform negotiations to secure the new site and facilitate the relocation.

Section 2. Approval by two-thirds of the vote cast at a meeting of the Congregation shall be required to authorize relocation expenditure from the Building Fund of the financial and legal obligations therefore.

ARTICLE XV. THE MINISTER

Section 1. The Relationship and Responsibilities of the Minister with the Congregation

- A. The Minister and the members of the Congregation share responsibility for the church and its spiritual interest and activities. The Congregation looks to the Minister for spiritual leadership, assistance in setting and articulating its vision, providing pastoral care, supervising church staff, and performing such other duties as may be specified in his/her contract, and for accomplishing the Congregation's goals by providing professional, inspired administration of the church. The Minister has decisive responsibility for all services of worship conducted by the Congregation or its members on church premises. This principle includes religious rituals such as dedications, weddings, funerals and memorials.
- B. The Minister is a member of the Board, the Program Council, and all committees (except the Nominating Committee and the Ministerial Search Committee), but does not have a vote on any of these bodies.

Section 2. Hiring a Minister

- A. Engagement of a Called Minister
 1. A Ministerial Search Committee shall search out and recommend to the membership a minister for the church. This Committee shall work in cooperation with the appropriate office of the Unitarian Universalist Association.
 2. The committee shall have seven members, elected by a majority of the members at a meeting of the congregation called for that purpose. The Nominating Committee shall present a slate of names for the Search Committee to the Congregation for selection.
 3. When the Search Committee's candidate has been presented to the Congregation, the Congregation will vote on whether the candidate should be called as the church's settled minister. The motion must be approved by two-thirds of the vote cast at the special meeting. The Search Committee shall have negotiated an initial job description and the

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terms of employment with the candidate and shall present both in a draft Letter of Agreement to the Board. The Search Committee shall be dissolved after the Minister is settled.

B. Engagement of Non-called Ministers

Any other minister that is not called by the Congregation shall be proposed by the Board. This would include any non-settled, non-called minister, such as Interim, Contract and Consulting ministers. Any non-called minister proposed for the position with primary duties that extend significantly beyond a single church program area and that expect a significant focus on preaching and performing ministerial functions shall require approval by the Board. In such cases, the Minister must, within four years from the date of hiring, either a) be invited to candidate as a Called Minister, or b) complete his/her service to the church in that position.

Section 3. Employment and Termination of Minister

A. Conditions of Employment

The Minister's compensation is recommended by the Board and approved by the Congregation. The Minister's letter of agreement, specifying compensation, periodic assessment of both the Minister and the ministry of the Congregation, conditions of voluntary and involuntary termination, etc., shall be written in conformity with these bylaws and the Joint Recommendations on Ministerial Agreements issued by the Unitarian Universalist Association and the UUA. The letter shall be executed by the President, subject to approval by the Board. The Minister shall be and remain in fellowship with the Unitarian Universalist Association. The Minister shall be guaranteed freedom of the pulpit. The duties and responsibilities of any additional ministerial staff must be subject to the collaborative approval of the Called Minister and the Board.

B. Resignation or Removal

Notice by the Minister of resignation or by the Congregation of dismissal must observe requirements of the Joint Recommendations document specified above. The Minister's services may be terminated by two-thirds of the vote cast by secret ballot at a meeting of the Congregation. Such a meeting may be called by the Board or upon written petition of fifteen per cent of voting members.

ARTICLE XVI. BYLAWS

Section 1. These Bylaws shall supersede all previous Bylaws.

Section 2. Amendments to these Bylaws may be proposed by the Board, by a committee appointed by the Board, or by petition to the Board of at least fifteen per cent of voting members. Any such suggested changes shall be reviewed by the Board, which shall consider endorsing them, and shall place them on the agenda of the next regular or special meeting so that the Congregation may vote on whether to approve the proposed changes. (See Article VI, Section 3 for timelines.)

Section 3. These Bylaws may be revised or amended when approved by a two-thirds of the vote cast at a meeting of the Congregation. Specific proposed bylaw changes must be posted on Congregation bulletin boards or in other conspicuous designated sites.