

Bylaws of the Unitarian Universalist Congregation Santa Rosa

(Showing proposed changes, as of Nov 1, 2024)

Red text = proposed additions, not yet approved by the congregation

Struck out text = proposed deletions, not yet approved by the congregation

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**BYLAWS OF THE
UNITARIAN UNIVERSALIST CONGREGATION
SANTA ROSA**

Incorporated under the Nonprofit Religious Corporation Law of California

ARTICLE I. NAME AND AFFILIATION

Section 1. Organization Name

The name of this religious organization shall be the Unitarian Universalist Congregation, Santa Rosa (hereinafter referred to as "the Congregation").

Section 2. Affiliation with Denomination and Region

This Congregation shall be affiliated with the Unitarian Universalist Association of Congregations (UUA) and the Pacific Western Region (PWR) of that association.

ARTICLE II. PURPOSE

Section 1. Purpose

- a. The purpose of this Congregation is to sustain and further a program of religious worship and education, which shall affirm and promote the principles and teachings of Unitarian Universalism.
- b. This Congregation acts in accordance with the following Covenant, Mission, and Vision:

- UUCSR Covenant and Mission

We pledge to seek unity in our diversity, to welcome and respect divergent opinions and beliefs, to listen to one another with open hearts and minds, to acknowledge our own shortcomings and be quick to forgive them in others, and to focus on our mission:

- ☐ Celebrating Life
- ☐ Empowering People,
- ☐ Caring for One Another
- ☐ Helping to Build a Better World

- UUCSR Vision
To live as fully as possible our Unitarian Universalist principles and to nurture a liberal religious community in Sonoma County.

Section 2. Activities of the Congregation

To these ends, this Congregation shall:

- a. Establish, maintain and conduct a religious community and other social and educational groups appropriate to and compatible with the purposes of the Congregation.
- b. Purchase, construct, lease, rent, or otherwise acquire the facilities suitable for the purpose of establishing, maintaining, and conducting religious activities and do the things necessary and proper for carrying out the purposes and objectives of the Congregation as provided in the Articles of Incorporation and the Nonprofit Religious Corporation Law of the State of California.

Section 3. Affiliation with Other Organizations

This Congregation shall cooperate with like-minded organizations in order to strengthen one another in the study and practice of religious values, in the religious development of children, in diffusing knowledge of Unitarian Universalism, and in the furtherance of its principles.

Section 4. Inclusivity and Nondiscrimination

The Congregation shall not discriminate based on, but not limited to, age, citizenship status, color, economic status, ethnicity, gender, gender identity or expression, language, mental or physical capacity, national origin, racial identity, or sexual or affectional orientation.

ARTICLE III. GOVERNANCE

The Unitarian Universalist Congregation Santa Rosa is an independent corporation accountable for the financial and operational management of its assets and programs.

The ultimate authority of the Congregation shall reside in the Congregation and its members. Actions taken at duly called Congregational meetings shall be binding on the Board of Trustees, the Minister, and staff.

The elected Board of Trustees shall be the governing body of the Congregation, and shall propose goals, establish policies, and monitor their implementation, as directed by and in fulfillment of the mission and vision of the Congregation.

The Senior Called Minister (or Interim or other Minister, if there is no Called Minister) shall, unless otherwise agreed, be Head of Staff, and shall be responsible for leading the Congregation in discerning the goals and activities that will most effectively fulfill its Mission and Vision, and for implementing those goals and activities in agreement with the Board.

ARTICLE IV. MEMBERSHIP

Section 1. Requirements for Membership

The Congregation promotes the full participation of all members in its activities, and in the full range of human endeavor, ~~without regard to race, color, gender, disability, affectional or sexual orientation, age, or national origin, and~~ without requiring adherence to any particular interpretation of religion, or to any particular religious belief or creed.

Section 2. General Membership

- a. General membership is available to those who meet the following requirements:
 - Is in sympathy with the purposes, goals, and programs of this organization;
 - Is sixteen years of age or older;
 - Has met with the minister or, in the long-term absence of the minister, with a delegate of the Board of Trustees;
 - Has attended any required orientation program;
 - Participates in Congregation activities;
 - Makes an annual recorded contribution of financial support to the Congregation's operating budget;
 - Signs the membership book.
- b. Any person who meets the above qualifications, as certified by the Membership committee or other delegate of the Board of Trustees, may become a General member of this Congregation and will be included in the annual Membership Certification.
- c. A General Member unable to meet the financial support or participation requirements may request or receive a waiver from the Minister. Waivers must be reviewed annually.

Section 3. Emeritus Membership

Emeritus membership status may be granted to any member who becomes in the long term no longer able to participate in Congregation activities or to make a recorded contribution of financial support, but who still wishes to maintain membership. With the consent of the member or their agent, the ~~Board of Trustees~~ Member Certification Team (see Section 7

below) or other delegate of the Board of Trustees may approve a member for Emeritus status.

Section 4. Youth Membership

- a. Youth membership is available to youth who meet the following requirements:
 - Is of the age of 13 through 17 years (inclusive);
 - Is in sympathy with the purposes, goals, and programs of this organization;
 - Has met with the minister or, in the long-term absence of the minister, with a delegate of the Board of Trustees;
 - Has attended any required orientation program;
 - Participates in Congregation activities;
 - Signs the membership book.
- b. Any youth who meets the above qualifications, as certified by the Religious Education committee or other delegate of the Board of Trustees, may become a Youth member of this Congregation. Youth members are encouraged but not required to make an annual recorded contribution of financial support.
- c. Youth membership expires when the Youth member either turns 18 or becomes a General member.

Section 5. ~~Pledging~~ Supporting Friends

A ~~Pledging~~ Supporting Friend is any person who, while not a member, is in general sympathy with the purposes, goals, and programs of the Congregation, and who makes a ~~financial pledge or contribution of record.~~ an annual recorded contribution of financial support to the Congregation's operating budget.

Section 6. Voting Membership

~~Certified~~ General Members are eligible to vote on Congregational matters. Emeritus Members, Youth Members, and ~~Pledging~~ Supporting Friends are not eligible to vote on Congregational matters.

Section 7. Membership Certification

- a. The Corporate Secretary and the Congregational Administrator, in consultation with the Minister, shall conduct and verify the annual Membership Certification before each annual membership count is submitted to the UUA. Any member who has not fulfilled the membership requirement of Section 2 of this Article) made a recorded contribution of financial support to the Congregation's operating budget (as required in Section 2 of this Article) within the current or since the beginning of the prior fiscal year shall be informed of this in writing at their last address of record and given at least thirty (30)

days notice to comply with this requirement of membership. If after expiry of that notice they remain out of compliance, they shall be removed from the annual Membership Certification, and their membership and voting privileges shall be suspended, **unless granted a waiver (see Section 2c, above).**

- b. Emeritus Members, Youth Members, and ~~Pledging~~ **Supporting** Friends shall not be included in the annual Membership Certification, but they shall be eligible for inclusion in the member directory.

Section 8. Separation from Congregational Membership

- a. Any member may separate from Congregational membership by written notice to the **Congregational Administrator, or to the Board President, the Minister, or the Corporate Secretary.**
- b. The Board of Trustees may separate a person from membership for cause, as determined by a confidential vote of two-thirds of the Board in Executive Session, **after all relevant congregational policies have been followed, and after** ~~in~~ consultation with the Minister, **the member, and any advocate(s) chosen by the member.** ~~and the Committee on Shared Ministry.~~ The member has the right to a confidential appeal to the Board of Trustees, either at the time, or in the future, if the member's circumstances have changed.
- c. ~~A person who fails to meet the membership requirements during the annual Membership Certification may be separated from membership.~~

ARTICLE V. CONGREGATIONAL MEETINGS

Section 1. Rules and Parliamentary

The Congregation shall foster inclusive decision-making processes that take into account different perspectives, including minority and majority viewpoints. ~~The rules contained in a current edition of Robert's Rules of Order shall~~ **normally** be observed for the conduct of business at Congregational meetings, provided that they are not inconsistent with these bylaws ~~nor any special rules of order the membership may adopt.~~ **However, the membership may adopt, by a two-thirds vote at any duly called Congregational meeting, other rules of order or other methods of decision-making, or another form of governance.** A Parliamentarian shall be appointed by the Board President.

Section 2. Purposes, Times, and Agendas

- a. Congregational Meetings shall include any business or policy matters requiring membership action or resolution. Additional agenda items may be developed by the Board and included in the Call to the meeting.
- b. A minimum of two (2) Congregational meetings will be held annually, one in January and one in June. The Board of Trustees may, at its discretion, call additional

Congregational meetings as needed (see Section 4, below).

- c. The following items shall be on the agenda of each January and June meeting:
 - i. A presentation of the status of the Board of Trustees' goals and any current or pending issues under consideration.
 - ii. A report of the Congregation's current financial situation.
- d. In addition to the above, the following specific items shall be on the agenda for each of the following meetings: *[Revised as follows if we go to all elections in June]*
 - January Meeting:
 - i) ~~Election of Board of Trustees;~~ *[moved to June, wording slightly changed]*
 - ii) ~~Election of Endowment Committee;~~ *[moved to June, wording slightly changed]*
 - iii) ~~Election of delegates to regional and national assemblies;~~ *[remove if delegates appointed by the Board - see article on Nominating Committee, Section 1]*
 - iv) The Minister's reflection on the state of the Congregation;
 - v) Report on the prior fiscal year's financial results relative to the budget.
 - June Meeting:
 - i) **Elections to the Board of Trustees;**
 - ii) **Elections to the Endowment Committee**
 - iii) **Elections of to the Nominating Committee;**
 - iv) Presentation of Congregational Calendar for the coming program year, **including at a minimum the dates of congregational meetings.**
 - v) Presentation and vote on the budget for the coming fiscal year
 - i) ~~Election of delegates to regional and national assemblies if there are vacancies.~~

Section 3. Notification of Times and Agendas

A Call to each Congregational meeting, giving its time, place, voting business and supporting documentation shall be sent to each member at least two weeks prior to the meeting. The voting business conducted at all Congregational meetings shall be limited to that specified in the call to the meeting. At the end of each Congregational meeting, the Board shall announce the time and place for the next Congregational meeting.

Section 4. Calling Additional Congregational Meetings

Additional Congregational meetings for specific purposes may be called as deemed necessary by the Board of Trustees or by the petition of ten percent (10%) or more of the membership.

Section 5. Quorum

Twenty percent (20%) of the certified membership, attending in person or via live (synchronous) telecommunications, shall constitute a quorum for the transaction of business at any Congregational meeting, **except for the calling of a Minister or the**

termination of a called Minister, in which case the quorum shall be thirty percent (30%) of the membership. Lacking a quorum, informational agenda items may be presented, but no binding votes shall be taken.

Section 6. Voting Percentages Required for Various Actions

Any action or resolution passed at any Congregational meeting shall be a valid act of the Congregation, binding on all persons affected, only if it receives at least the following percentage of affirmative votes from those members attending (in person or virtually) and voting:

- a. The calling of a minister: ninety percent (90%) affirmative, by secret ballot.
- b. Conveying or encumbering real property in excess of 10% of the current operating budget: eighty percent (80%).
- c. Any financial expenditure or commitment in excess of 20% of the current operating budget as determined by the Board of Trustees in any given year or that may otherwise have a significant operational or economic impact on the Congregation: eighty percent (80%).
- ~~(d.) Actions affecting any provision in a called minister's tenure or Covenant and Letter of Agreement: sixty-seven percent (67%).~~
- d. Bylaws additions, deletions, or revisions: sixty-seven percent (67%).
- e. Public statements issued in the name of the Congregation: sixty-seven percent (67%).
- f. The dismissal of a Called Minister: a simple majority (50% plus one vote), by secret ballot.
- g. Any matters other than those listed above in (a) through (e): a simple majority (50% plus one vote).
- h. Any issues involving the Endowment Fund, including but not limited to amounts and purposes of distributions, are governed by the Endowment Policy.

Section 7. Proxy Voting

Proxy voting shall not be permitted at any Congregational meeting. Only members present, or attending via live (synchronous) telecommunications, may vote at such meetings.

Section 8. ~~Nominations from the Floor and Secret Ballots~~

- ~~a. Nominations for all elected positions may be made and seconded from the floor with the consent of the person nominated.~~
- b. Election for a given position shall be by secret ballot if there are more candidates than there are open positions. Secret ballots shall also be used for the calling of a minister (see above, Section 6(a)), or the dismissal of a called minister (see above, Section 6(f)).

In the event that a secret ballot is necessary (~~either through nominations from the floor or through multiple nominations from the Nominating Committee~~), a representative of the Nominating Committee shall prepare a ballot.

Section 9. Posting of Meeting Minutes

The Recording Secretary (see Article ~~V~~ **VI**, Section 5(h) and Board policies and procedures) shall take minutes at each Congregational meeting. Draft minutes shall be posted on the congregation's website and displayed in a conspicuous place within fifteen (15) days after the meeting. A summary of "actions taken" shall be published in the next issue of the ~~Congregation~~ **monthly** newsletter following the meeting. After approval at the next Congregational Meeting, draft minutes shall be replaced with final minutes on the congregation's website.

ARTICLE **VI**. BOARD OF TRUSTEES

Section 1. Charge

- ~~a.~~ The Board shall act as the congregation's ethical trustee, with oversight responsibility and authority over all activities and policies relating to Congregation property, programs, operations, **staffing**, and finances, which may be delegated per ~~Article V~~. Section 3 (below). **All committee policies shall be subject to Board approval.**
- ~~b.~~ ~~The Board may employ and/or discharge, at its discretion, any contractor or employee (other than a Minister called by the Congregation). The Board shall establish a Human Resources Committee which shall create policies for human resources management. The Board may delegate daily supervision of staff to the Minister(s), other staff members, or to other Congregation individuals or committees.~~ **[This paragraph has been replaced by new language in the new article on Paid Staff]**
- ~~c.~~ ~~The ultimate authority of the Congregation shall reside in the Congregation and its members. Actions taken at duly called Congregational meetings shall be binding on the Board.~~ **[This paragraph has been moved to new article on Governance]**

Section 2. Limitations

- a. The Board shall not have the power to adopt, amend, or repeal any of these Bylaws.
- b. The Nominating Committee shall report to the Congregation and shall be independent of Board control. Other groups or committees shall be free of Board control only if such independence is approved by a majority vote at a Congregational meeting.
- c. The Board shall not become involved in any social or political issue or controversy unless such involvement is consistent with a policy, position, or resolution that has been adopted or approved by the Congregation.

- d. With the exception of any special funds governed by Congregation-approved policies, the Board shall not enter into any notes, contracts, or commitments requiring unbudgeted expenditures in excess of \$10,000 or three percent (3%) of the operating budget, whichever is greater, without prior approval of 50% of the membership (see Article V, Section 6(g)).
- e. The Board shall not enter into any contracts relating to the conveyance or encumbrance of real property in excess of 20% 10% of the current operating budget without prior approval of 80% of the membership (see Article V, Section 6(b)).
- f. A Trustee who has a conflict of interest in any matter being considered by the Board shall disclose such interest prior to any related discussion. Such Trustee may participate in the discussion but may not vote on the matter.
- g. Any individual Trustee may exercise Board authority only with the prior consent of the Board.

Section 3. Delegation of Responsibility

The Board may delegate management of Congregation activities to one or more subordinate bodies, each with or without a Trustee member, to serve at the Board's discretion and under the ultimate direction of the Board. Any chairperson of a committee that is entitled to budget funding through operation funds shall be a Congregation member. Oversight of budget funding assigned to committees is the responsibility of the committee chair. Committees will make regular reports to the Board, with a minimum of once a year for inclusion in the Annual Report.

Section 4. Composition and Terms

- a. No person shall be elected or appointed a Trustee or an officer unless such person has been a voting Congregation member for at least two (2) years.
- b. The Board of Trustees shall consist of no fewer than eight (8) and no more than twelve (12) voting Trustees.
- c. ~~The term of office for each Trustee shall be two (2) years starting on July 1 and ending two years later on June 30. Trustees may stand for reelection, but shall not serve more than two full consecutive elected terms. After an interim period of two (2) years, a former Trustee may stand again for election to the Board. (Next para will become Paragraph c)~~
- d. To avoid conflicts of interest, a Board Member or any officer may not be a sitting member of the Nominating Committee (see Article ~~VH~~ IX, Section 2, below), nor an employee of the Congregation.

Section 5. Board Meetings

- a. The time and place of regular Board meetings shall be determined by the Board.
- b. Special Board meetings may be called by the Board President, the Vice President, the

Corporate Secretary, or by any two (2) Trustees upon personal notice (oral, telephone, or e-mail) to each Trustee, and any other person(s) who may be required to participate in the meeting.

- c. For all regular and special Board meetings, notice of the meeting, and the agenda, shall be posted in a conspicuous place and communicated electronically (e.g., newsletter, email) to the Congregation at least one week prior to the meeting. **Regular and special Board meetings shall be open to Congregation members, except as noted in Section 5(f), below.**
- d. A minimum of two-thirds attendance of ~~voting~~ Trustees shall constitute a quorum. This is defined:
 - Board membership of 8 or 9: Quorum is 6 members
 - Board membership of 10: Quorum is 7 members
 - Board membership of 11 or 12: Quorum is 8 members
- e. **Only Trustees may vote at Board meetings.** Any action approved by a majority of the Trustees at a duly called meeting shall be an act of the Board binding on all persons affected.
- f. ~~Only Trustees may vote at Board meetings. Regular and special Board meetings shall be open to Congregation members, except that closed sessions~~ **Meetings closed to Congregation members** (i.e., executive sessions) may be held to conduct business relating to personnel matters, conflict resolution, a member's private interests, and legal issues. **No advance notice of closed meetings (i.e., executive sessions) is required to be sent to the Congregation, although the Congregation must be informed within 7 days that a meeting was held by the Board, including the reason why the meeting was held in closed session.**
- g. In the event a Board vote is tied, ~~called UUCSR ministers may vote,~~ **the measure shall fail, and the matter may be tabled for more discussion.**
- h. The Board shall appoint a Recording Secretary, who shall not be a Board member, who shall take minutes of each Board meeting. Draft minutes shall be posted on the Congregation's website and displayed in a conspicuous place within fifteen (15) days after the meeting. A summary of "actions taken" shall be published in the next issue of the ~~Congregation~~ **monthly** newsletter following the meeting. After approval by the Board, but no later than forty five (45) days after the meeting, final minutes shall be posted on the congregation's website and displayed in a conspicuous place.

Section 6. Removing a Trustee

The Board may declare vacant the seat of any Trustee who fails to attend three (3) or more Board meetings in any twelve-month period, without just cause. The Board of Trustees may also remove a Trustee for cause, as determined by a confidential vote of two-thirds of the Board in Executive Session, in consultation with the Minister and the Committee on Shared Ministry. The Board's action to vacate a Trustee's seat shall be communicated, in writing, by the Corporate Secretary to the removed Trustee and shall

be announced, with as much reasonable explanation as possible or appropriate, in the next issue of the Congregation newsletter following the action. A removed Trustee shall have the right to have a statement published in the Congregation newsletter, in compliance with its editorial policies.

Section 7. Replacing a Trustee

In the event that a Trustee resigns or is removed by the Board, ~~the Board shall notify the Nominating Committee, and the provisions of Article VIII, Section 3(a) shall be followed.~~ the Board of Trustees shall determine the need for an immediate replacement Trustee. ~~If a replacement Trustee is needed, the Board of Trustees shall determine the skills sought from the replacement Trustee, and the Nominating Committee shall appoint a replacement Trustee. The name of the replacement Trustee shall be published in the next issue of the Congregation newsletter following the appointment and shall be confirmed by the members at the next Congregational meeting. Pending confirmation, an appointed Trustee shall have full voting privileges. Upon confirmation, an appointed Trustee shall serve until the expiration of the resigned or removed Trustee's term.~~

ARTICLE VII. OFFICERS

Section 1. Positions

The officers of the Congregation shall be a President, Vice President, Corporate Secretary, and Treasurer, ~~and such other officers as the Board may deem necessary from time to time to conduct the Congregation's business.~~ The Immediate Past President may be an ex-officio, non-voting member of the Board, serving as an adviser. ~~Any person may hold two or more offices, but neither the Corporate Secretary nor the Treasurer shall serve concurrently as the President or Vice President.~~ All officers shall be members of the Board, except that the Treasurer may be an appointed, non-voting officer, in which case a Board member may serve as Co-Treasurer (see Section 5, below). Any person elected to serve as Treasurer who is not also a Trustee, shall have the same qualifications as a Trustee. ~~Staff members may not serve as officers.~~

Section 2. Election of Trustee Officers

Following the election of new Board of Trustees members at the ~~January~~ June Congregational meeting, continuing and newly elected Trustees shall elect Trustee officers for the coming fiscal year. ~~Neither the Corporate Secretary nor the Treasurer need be Board members to serve. Any person elected to serve as an officer~~ Treasurer, who is not also a Trustee, shall have the same qualifications as a Trustee. The names of officers shall be published by the Corporate Secretary in the next issue of the Congregation ~~monthly~~

newsletter following their election.

Section 3. President

The President shall be responsible for organizing the agenda for all Regular and Special Board and Congregational Meetings, and shall have authority to sign on behalf of the Congregation any deeds, mortgages, bonds, contracts, or other legal instruments which the Board, and the Congregation, if required by these Bylaws, has authorized to be executed, unless such authority has been delegated by the Board or by these Bylaws to another officer or agent of the Congregation. In compliance with the laws of the State of California, the President of the Board of Trustees shall be the general manager and chief executive officer of ~~UUCSR~~ the Congregation, while, in keeping with UU principles, the President collaborates with the members of the Board of Trustees and with the Minister(s) in decision-making and other duties.

Section 4. Vice President

The Vice President shall, in the President's absence or at the President's request, perform the duties of the President, and shall assist the President as needed.

Section 5. Treasurer

The Treasurer shall be the chief financial officer of the Congregation and custodian of Congregation funds and books and records of account. The Treasurer shall oversee the financial functions of the Congregation and the preparation of books, records of account, and budgets. At the Board's request, the Treasurer shall provide it with financial statements, prepared in conformity with generally accepted accounting principles, which reasonably set forth the Congregation's assets and liabilities and its income and expenditures.

The Treasurer, working with the Finance Committee, shall prepare each year a proposed budget for the next fiscal year. After review and approval by the Board, it shall then be ratified by the membership at the June congregational meeting.

Following the close of each fiscal year's books, the Treasurer shall publish in the next available newsletter a final report on the financial results relative to the budget. This report may include an overview of any significant differences between the prior and current budgets.

A Treasurer who is not a Board member shall attend all Board meetings (other than Executive Sessions) without vote. A Board member who is appointed as a Co-Treasurer shall assist the Treasurer as needed, but may not serve as chief financial officer.

Section 6. Corporate Secretary

- a. The Corporate Secretary shall oversee the custody of:
 - Congregation Articles of Incorporation, ~~and the~~ Bylaws, ~~and the Endowment Policy~~, as amended;
 - An archive of previous Bylaws (including and subsequent to 2024);
 - Board and membership meeting minutes;
 - Contracts and agreements executed in the name of or on behalf of the Congregation;
 - Official membership records, ~~showing~~ including names and addresses;
 - Official correspondence of the Congregation and its officers.
- b. The Corporate Secretary shall oversee the annual membership certification (see Article ~~HH~~ IV, Section 7, above).
- c. The Corporate Secretary shall make the Annual Report available to the Congregation every October.
- d. The Corporate Secretary shall be custodian of the corporate seal and shall provide “true copies” of Congregation documents to members and others upon valid need.
- e. The Board of Trustees shall appoint a Recording Secretary or other delegate to assume the duties of recording, transcribing, and/or distributing meeting minutes, under the direction and authority of the Corporate Secretary (see Article VI, Section 5(h)).

Section 7. Inspection of Records

All Congregational financial and public records shall be open to inspection upon request of any member during normal UUCSR Office hours.

ARTICLE VIII. ELECTIONS, TERMS OF OFFICE, AND VACANCIES

Section 1. Elections.

- a. Elections for all open positions on the Board of Trustees, the Nominating Committee, and the Endowment Committee shall take place each year at the June congregational meeting. The Nominating Committee shall ~~be responsible for nominating candidates to be elected by the congregation~~ announce to the Congregation a slate of candidates for these positions by no later than April 1 of each year. ~~for positions on the Board of Trustees, the Endowment Committee, and the Nominating Committee, and it~~ In addition, the Nominating Committee shall at any time of year provide additional nominations, as needed, to fill vacancies therein throughout the year. ~~In addition, it shall nominate~~ ~~[change to “recruit and recommend to the Board”?] Pacific West Region (PWR) and UUA General Assembly (GA) delegates. [If we decide in Article V,~~

~~Section 2(d), to remove requirement that delegates be elected by the congregation.]~~

- b. In order to be candidates for ~~open~~ elected positions, nominees must consent to serve in the position for which they are nominated, and have the consent of the majority of the Nominating Committee. Nominees must be members in good standing as certified in the most recent Member Certification, and may not be employed by the Congregation. Sitting members of the Nominating Committee are not eligible for nomination to any other elected position.
- c. The committee's nominees for elected positions shall be published, with biographical material, in the call to the Congregational meeting at which the election(s) will be held.
- d. Additional nominees for any elected position may be submitted by petition signed by at least 30 members of the Congregation eligible to vote, and include the signature of and biographical information on the nominee. Such petitions for election must be presented to the Nominating Committee not less than thirty (30) days prior to the meeting at which the elections will be held. The Nominating Committee shall be responsible for verifying the validity of the signing members and the eligibility of the candidate(s), and if so verified, shall include the information in the same call to the meeting as in (c) above.
- e. The Nominating Committee shall be prepared to present secret ballots as needed during Congregational meetings, as described in Article ~~IV~~ V, Section 8 (~~"Nominations from the Floor and Secret Ballots"~~).

Section 2. Terms of Office

The terms of office for all elected positions shall start on July 1, and end on June 30. Terms of office shall be as follows:

- a) Members of the Board of Trustees, and the Nominating Committee, shall serve two-year terms. Upon completion of their first term, they are eligible to be elected to a second two-year term. Upon completion of their second term, there shall be a lapse of two years before they are eligible to be re-elected to the same position.
- b) Members of the Endowment Committee shall serve three-year terms. Upon completion of any such term, there shall be a lapse of one year before they are eligible to be re-elected to the same position.

Section 3. Vacancies

[The following proposed text would replace Article VI, Section 7 (replacing a Trustee] and Article IX, Section 4 (replacing a member of the Nominating Committee), both of which repeat essentially similar language, which is combined here]

- ~~a) In the event that a member of the Board of Trustees or Nominating Committee resigns or is removed, the Board or the Nominating Committee shall determine the need for a replacement member. If a replacement is needed, the Nominating Committee shall appoint the replacement. The name of the replacement member~~

~~shall be published in the next issue of the Congregation newsletter following the appointment, and shall be confirmed by vote of the membership at the next Congregational meeting, after having been included in the call to the meeting. Pending confirmation, an appointed replacement member shall have full voting privileges on the Board or Nominating Committee. Upon confirmation, an appointed replacement member shall serve until the expiration of the vacated term.~~

- b) ~~(New paragraph if Endowment Committee included in this article) In the event that a member of the Endowment Committee resigns or is removed, the Board (assisted by the Nominating Committee if needed) shall appoint a replacement to fill the vacancy until the next June congregational meeting, at which time the replacement member, or another candidate, may be elected by the Congregation to serve until the expiration of the vacated term.~~

a. In the event that a member of the Board of Trustees, Nominating Committee, or Endowment Committee resigns or is removed, and it is determined that a replacement is needed, the Nominating Committee shall appoint the replacement. The name of the replacement member shall be published in the next issue of the monthly newsletter following the appointment. If the vacated term will remain unexpired at the next Congregational meeting, and the replacement member is willing to serve the remaining portion of that term, their appointment to serve out that term shall be confirmed by vote of the membership at that meeting, after having been included in the call to the meeting. Alternatively, if the replacement member does not wish to serve beyond the next Congregational meeting, the Nominating Committee shall nominate another replacement candidate to be elected at that meeting, to serve the remainder of the unexpired term.

b. Pending confirmation by the Congregation, an appointed replacement member shall have full voting privileges on the Board of Trustees, Nominating Committee, or Endowment Committee.

- c) A replacement member of the Board of Trustees or Nominating Committee elected to fill an unexpired term shall be eligible, upon the expiration of that term, for election to a full two-year term; and after that, if they filled the unexpired term for less than half the term, they shall be eligible for re-election to a second full term.
- d) *(Suggested new paragraph added for consistency but with content not currently in the Endowment Policy)* A replacement member of the Endowment Committee elected to fill an unexpired term, if they filled the unexpired term for not more than one year, shall be eligible to be re-elected to a full term.

ARTICLE IX. NOMINATING COMMITTEE

Section 1. Charge

The Nominating Committee shall carry out the duties described above in Article VIII, Section 1. In addition, the committee shall recruit, and recommend to the Board, delegates to the Pacific West Region (PWR) annual meeting and the UUA General Assembly (GA), who shall be appointed by the Board. Only certified members may serve as delegates.

Section 2. Composition

The Nominating Committee shall consist of four (4) to six (6) members, who shall not be members of the Board (see Article ~~V~~ VI, Section 4(~~dc~~)) or the Endowment Committee, nor the staff, and shall be elected by the Congregation as described in Article V, Section 2(d) (“Congregational Meetings”).

Section 3. ~~Terms and Reelection~~

[Remove this section if Section 3, Terms of Office, of new Article on Elections is adopted]

~~Each Nominating Committee members shall be elected to serve a two (2) year term, with terms staggered to provide continuity. Each term shall start on July 1 and end two (2) years later on June 30, except as provided in Section 4 of this Article VII. Members may serve only two full consecutive elected terms. Serving as a replacement for less than a full term shall not be counted towards this 4-year limitation. Former members may stand for election again after a two year lapse. The Committee shall elect its chair.~~

Section 4. ~~Replacement~~

[Remove this section if Section 2, Vacancies, of new Article on Elections is adopted]

~~In the event of a midterm vacancy on the Nominating Committee, the Nominating Committee shall determine the need for a replacement. If so needed, the Nominating Committee shall appoint, by a majority vote, a replacement for the remainder of the term. Appointed members shall meet the qualifications of Section 2 of this Article VII and shall serve out the remainder of the vacated term. The name of the replacement Nominating Committee member shall be published in the next issue of the Congregation newsletter and shall be confirmed by the Congregation at the next Congregational meeting, after having been included in the call to the meeting.~~

ARTICLE X. ENDOWMENT COMMITTEE

Section 1. Purpose and Management

~~The Endowment Committee shall manage and maintain the Endowment Fund, An Endowment Fund and Endowment Fund policies may be established by the Congregation to provide for the stewardship of gifts from members and friends The fund shall be managed and maintained by an Endowment Committee for the continued support of the Congregation's mission.~~

Section 2. Policies

All Endowment Committee policies, or revisions thereof, shall be subject to membership approval at regularly scheduled Congregational meetings, ~~and shall be maintained and accessible in both electronic and hard copy formats.~~

Section 3. Composition and Oversight

~~The Endowment Committee shall consist of not fewer than five members and not more than eight members, and shall be elected by the Congregation as described in Article V, Section 2(d) ("Congregational Meetings"). Endowment Committee members shall be nominated by the Nominating Committee and elected by the membership as provided in Article IV, Section 2(d) ("Congregational Meetings").~~ *[Remove previous sentence as already stated in Section 2 of new Article on Elections and Vacancies, if adopted].* The Endowment Committee's activities and operations shall be subject to Board oversight.

Section 4. Limitations on Amounts and Purposes of Endowment Distributions

~~Limitations on amounts and purposes of distributions from the Endowment Fund, and required membership voting percentages relating thereto, shall be as specified in the Endowment Policy.~~

ARTICLE XI. MINISTERS

Section 1. Search Process

The Congregation may decide to begin a search process for one or more Called Ministers by a majority vote of the members at a duly called Congregational meeting. Upon an affirmative vote, the Board shall organize and instruct a Ministerial Search Committee to conduct the search process ~~in a way that solicits and responds to input from the Congregation per the membership's mandates.~~ The Board shall create a fair and transparent process for selecting members of the Ministerial Search Committee, and shall publicize it to the congregation, so that all members may have an opportunity to volunteer

to serve. Only certified voting members may serve on a Ministerial Search Committee. No sitting Board member shall serve on a Ministerial Search Committee.

Section 2. Covenant and Letter of Agreement ~~with the Congregation~~

After a ministerial candidate has been called by the Congregation as provided in Article ~~IV~~ V, Section 6a (“Voting Percentages Required for Various Actions”), a Covenant and Letter of Agreement, jointly prepared by the Ministerial Search Committee, the Board, and the candidate, shall be signed by the new Minister and the Board President. The terms of the agreement shall conform to these Bylaws. The ~~Covenant of Ministry and Letter of Agreement~~ shall be reviewed ~~and renewed~~ each year by ~~a Board-appointed committee, who shall discuss any concerns or changes with the~~ Minister and the Board of Trustees, ~~and with the Human Resources Committee, if necessary. After resolution of these (if any), the Covenant and Letter of Agreement shall be renewed by the Minister and the Board of Trustees.~~

Section 3. Term

The term of the ministry shall be indefinite. In the event that a Minister ~~voluntarily~~ resigns, ~~or the membership dismisses a Minister as specified in Article IV V, Section 6 (g),~~ ~~at least~~ three (3) months’ notice shall be provided by the ~~initiating party~~ Minister, unless a shorter period is mutually agreed upon ~~with the Board of Trustees.~~

Section 4. Responsibilities of Ministers

- a) ~~The Senior Minister shall be the spiritual leader of the congregation, in accordance with the congregation’s mission and vision, and The Minister shall be responsible for religious and spiritual matters as provided in the current Covenant and Letter of Agreement. The Minister shall have responsibility for the planning and execution of worship and the various ministries of the congregation.~~ The Minister shall be responsible to the Congregation for effective work performance and shall report ~~annually~~ ~~regularly~~ to the membership on the performance of ministerial responsibilities.
- b) The Senior Minister may, and in typical practice would, serve as Head of Staff (cf. Article XII). This role would normally be negotiated at time of calling or renewal of contract.
- c) The responsibilities of ministry may be carried out or shared by one or more ministers who are not called by the congregation, but who are hired or appointed as needed by the Board of Trustees. Interim or Contract Ministers hired to be the Senior Minister shall report to the Board of Trustees; other hired or appointed Ministers shall report to the Senior Minister or other Head of Staff.
- d) A Minister shall not authorize any unbudgeted expenditure, nor enter into or approve any contract that would encumber the congregation, without Board or Congregational approval.

- e) A Minister shall comply with the Bylaws of this Congregation, and with all policies and procedures approved by the Congregation or Board of Trustees.

Section 5. Freedom of the Pulpit

A Minister, as a religious leader of the Congregation, shall have freedom of the pulpit, as well as freedom to express personal opinions elsewhere.

When speaking publicly on behalf of the Congregation, Ministers may not express positions or opinions inconsistent with those adopted by the Congregation, as provided in Article V, Section 6(e).

Section 6. Intellectual Property

A Minister's sermons and other worship or inspirational materials developed by the Minister shall be the intellectual property of that Minister.

Section 7. Committee Duties

The Senior Minister may participate in any committee as an ex-officio, non-voting member, with the exception of the Nominating Committee and the Ministerial Search Committee. The Senior Minister is expected to attend Board meetings and to advise in areas of their concern and expertise.

~~Section 8. — Compliance~~ *(Note, this is now included above in Section 4(e))*

~~The Minister shall conform to the Bylaws of this Congregation.~~

Section 8. Suspension or Dismissal of a Called Minister

In the event that a Called Minister is alleged to have engaged in serious misconduct or dereliction of duty, the Board may suspend the Minister with pay while the matter is being investigated.

Any proceedings to ask for the resignation of, or to dismiss, a Called Minister shall follow a fair and democratic process, and may be initiated only after one of the following eventualities:

- a. In the event that concerns raised during the process of the Minister's annual performance review (as described in Section 3 above) are of such serious nature that they fail to be resolved and the Board cannot agree to renew the Minister's contract;
- b. In the event that the Minister is alleged to have engaged in serious misconduct or dereliction of duty, and the Board has conducted an inquiry into the matter in consultation with the Minister and any advocate(s) either party might choose, and subsequently the Board has voted that the performance or conduct of the Minister is deemed by the Board to be grounds for dismissal;

In either of these cases (2a or 2b), the Board shall immediately inform the Minister, without taking further action on the matter, and shall in a timely manner call a Congregational meeting to move that the Minister be dismissed. The quorum for a Congregational meeting at which such motion may be voted on shall be thirty percent (30%) of the certified members (see Article V, Section 5). A vote by the Congregation to dismiss a Minister shall be by simple majority by secret ballot (see Article V, Section 6 (f)). Following passage of such a vote, the termination of the Minister shall be effective immediately, and the separation shall comply with the Minister's contract, and, to the extent possible, with the "Procedures for Employee Termination" (appendix to the HR Personnel Manual).

ARTICLE XII. PAID STAFF

Section 1. Human Resources Committee

~~The Board may employ and/or discharge, at its discretion, any contractor or employee (other than a Minister called by the Congregation). The Board shall establish a Human Resources Committee which shall operate in accordance with a charter approved by the Board, and which shall create policies for human resources management. The Board may delegate daily supervision of staff to the Minister(s), other staff members, or to other Congregation individuals or committees.~~

Section 2. Role of the Minister

Unless otherwise agreed, the Senior Called Minister (or Interim or other Minister, if there is no Called Minister) shall fill the role of Head of Staff.

Section 3. Temporary Absence of a Minister

If the congregation is temporarily without a Minister, or other Head of Staff, the Board President shall fill the role of Head of Staff, until a new Head of Staff is appointed.

Section 4. Head of Staff

The Head of Staff shall be responsible for the daily administrative functioning of the Congregation. The Head of Staff shall delegate responsibilities to staff members according to their job descriptions, and shall oversee their job performance. The Head of Staff shall ensure that periodic performance reviews of all paid staff take place in accordance with personnel policy and related procedures. The Human Resources Committee shall confirm that these reviews take place in a timely manner.

Section 5. Staff Changes

The Board of Trustees has ultimate fiduciary and legal responsibility for congregational staffing decisions and management (see also Article VI, Section 1).

The Head of Staff, the Human Resources Committee, and the Finance Committee shall work together with the Board, in accordance with personnel policies, regarding staffing needs and changes.

ARTICLE XIII. FINANCIAL OVERSIGHT AND ACCOUNTABILITY

The Board shall establish a Finance Committee, which shall maintain policies for financial oversight and accountability, which shall be followed. These policies shall be maintained and accessible in both electronic and hard copy formats.

ARTICLE XIV. FISCAL YEAR

The fiscal year of this Congregation shall start on July 1 and end on June 30 of the following year.

ARTICLE XV. RESOLUTIONS AND STATEMENTS

No resolution or public statement may be issued in the name of the Congregation except on the authority of the membership as expressed in a specific vote in a congregational meeting as provided in ~~Article IV, Section 6e~~ *Article V, Section 6(e)* (“Voting Percentages Required for Various Actions”). The text or general tenor of a proposed resolution or statement shall be indicated in the call to the meeting.

ARTICLE XVI. BYLAWS REVISIONS AND AMENDMENTS

These Bylaws may be amended or revised as provided in ~~Article IV, Section 6e~~ *Article V, Section 6(d)* (“Voting Percentages Required for Various Actions”). Written notice of all proposed changes shall be communicated to members at least two (2) weeks prior to voting. The Corporate Secretary shall assure that the current, prevailing version of the Bylaws is maintained and accessible in both electronic and hard copy formats.

ARTICLE XVII. DISSOLUTION

~~As provided in the Articles of Incorporation~~ *[There is no reference to Dissolution in the Articles of Incorporation]* The Unitarian Universalist Congregation Santa Rosa, Inc. may be dissolved by a vote of at least two-thirds of the membership at a meeting duly called for that purpose. ~~In the case of dissolution of the Congregation for whatever~~

~~reason,~~ In the event of such dissolution, all ~~its~~ the Congregation's property real and personal, after paying all just claims upon it, shall ~~by default~~ be conveyed to and vested in the Unitarian Universalist Association or its legal successor. However, the Congregation may, by a majority vote of the membership, choose to convey all or some of its property to any other Unitarian Universalist ~~related~~ affiliated organization(s), in which case written consent for such disposition(s) must be obtained from the UUA's Board of Trustees (see UUA Bylaws, Admission Rule 3.3.5(f)) before the disposition may be put into effect. The Board of Trustees shall perform all actions necessary to effectuate the above provisions.

ARTICLE XVIII. EFFECTIVE DATE

These bylaws supersede all previous versions of the Bylaws of the Unitarian Universalist Congregation Santa Rosa, and are effective as of [date]_____.