

# Bylaws

As amended January 19, 2025

## UNITARIAN UNIVERSALIST WESTSIDE CONGREGATION

### Article I: Name

The name of this organization is the Unitarian Universalist Westside Congregation.

### Article II: Purpose and Principles

The Congregation's purpose is to develop a community based on Unitarian Universalist principles and practices of a free and responsible search for truth and meaning through shared spiritual growth guided by a dynamic living tradition.

We, the members of the Unitarian Universalist Westside Congregation, agree to affirm and promote:

1. The inherent worth and dignity of every person;
2. Justice, equity, and compassion in human relations;
3. Acceptance of one another and encouragement to spiritual growth;
4. A free and responsible search for truth and meaning;
5. The right of conscience and the use of the democratic process within our Congregation and in society at large;
6. The goal of world community with peace, liberty, and justice for all;
7. Respect for the interdependent web of all existence of which we are a part.

### Article III: Members

Membership in this Congregation is open to people of all ethnic, cultural, and religious backgrounds, all gender expressions and sexual orientations, and all abilities.

Section 1. Membership in this Congregation is open to anyone who agrees with the purpose and principles of the Unitarian Universalist Westside Congregation. A person becomes a Member of the Congregation by completing the process of the path to membership, as determined by the Minister, the Congregational Council, and the individual and by signing the Membership Book. A person maintains Membership by making an annual Pledge of Record (of at least \$1). Scholarships are available. Former members, when they rejoin, re-sign the Membership Book with the notation "see number... (prior Membership number)".

Minister and Council will set the schedule for Membership Classes to be held three (3) times per year and publish that schedule to the congregation in services, newsletters and other announcements. Attendance at one class is required as part of the path to membership. The third Membership Class each year and completion of the path to membership for all individuals who currently aspire to membership occurs no later than January 1 of the following year. (Exceptions may be made as determined by Minister and Council.)

Section 2. Voting members are any Members who signed the Membership Book and have made a current annual pledge. Voting members may vote on congregational issues of record provided they became members at least two weeks before the vote occurs. Inactive members must reactivate their voting status at least two weeks before the vote occurs, including notification to Council and pledging at least one dollar (\$1).

Section 3. A voting quorum shall consist of 33% (one-third) local active members. Local active members will be identified and notified by the Council two weeks before the vote. Non-quorum members are any members who cannot be present due to health, location, or other issues and will not be counted as part of the quorum. Non-quorum Members return to quorum status immediately if their circumstances change.

Section 4. All voting Members, regardless of quorum status, can use text, email, and written absentee votes to be counted if received by the Council Moderator by 11:59 pm the night before the quorum vote.

Section 5. Members may be signed out of the Membership Book if:

- A. Member has died. The date shall be noted in the Membership Book;
- B. Member has submitted a letter of resignation to the Council;
- C. Member has been voluntarily absent from all participation in Congregational life or has made no Pledge of Record. Reasonable efforts by the Minister or designated Council member to determine the person's wishes had been made and failed; or D. Member is dismissed from membership for cause (Article III, Section 7)

Section 6. Resigned or dismissed members must reapply for membership and follow the path to membership as prescribed by the Council and Minister (See Article III, Section 1).

Section 7. Members may be dismissed from membership for cause when the Committee on Ministry and Congregational Council reaches a consensus that this action is in the Congregation's best interest.

Section 8. Current members who have voluntarily asked, or have been asked by the Council, to be absent for a period of time from active participation in congregational life are placed in Inactive Status. Members desiring to return to active participation will contact the congregational

leadership to plan their reintegration into congregational life. This process may be initiated by contacting the Minister, the Council Moderator and/or a member of the Committee on Ministry, or attending a congregational open-to-the public event.

#### **Article IV: Congregational Council**

Section 1. The Congregational Council (hereafter referred to as Council) consists of four members elected by the Congregation. Members are elected to serve a 3-year term or until their successors are elected. Terms shall be staggered to prevent a whole Council turnover in a single year. Their term of office begins at the close of the annual meeting at which they are elected. The Congregational Council Member shall not serve more than two terms in a row. There must be a minimum of one year off before they can be re-elected to the Council.

In the event of an unfilled seat, the Council may recommend a one-year emergency plan that the Congregation ratifies by majority vote.

Section 2. The Treasurer is elected by the Congregation and serves with the Council as the fifth voting member. The Treasurer will serve a 3-year term (maximum of two consecutive terms before taking a minimum of one year off). In the event of an unfilled seat, the Council may recommend a one-year emergency plan that the Congregation ratifies by a majority vote. After the election, the former and elected Treasurer may work together for training.

The Treasurer shall report the Congregation's financial status every month.

Section 3. The Council shall select its leadership from its Members.

Section 4. *Ex officio* (non-voting) Council members are the Minister (if any) and the immediate past Moderator (as mutually agreed).

Section 5. The Council has general supervision of the affairs of the Congregation. It fixes the time and place of all Council meetings, makes recommendations to the Congregation, and performs other duties as specified in these Bylaws. The Council is subject to the will of the Congregation, and none of its acts shall conflict with votes approved by the Congregation.

Section 6. A quorum of three Council members is required to conduct Council business.

Section 7. Meeting minutes shall be recorded, approved by the Council, and posted and/or published.

Section 8. Regular Council meetings are held monthly unless requested by the Moderator. Special meetings of the Council may be called by the Moderator or by request of three Council

members. A minimum of seven days' notice of any regular meeting and 24-hour notice of any Special Meeting will be given to all Council members. Notice can be given by mail, electronically, or at the previous meeting. All Council meetings are open except for confidential issues, which will be discussed in Executive Session.

Section 9. The Council shall regularly review the Congregation's financial and membership status.

Section 10. Only Council members may sign checks for operating expenses in the Annual Operating Budget approved by the Membership. Two members of the Council must sign for checks written for expenditures not in the Budget or exceeding \$5,000.

Section 11. In the event of a vacancy occurring on the Council, a quorum of the Council may elect a replacement to serve until the next Congregational Meeting, at which time the Congregation will elect a replacement.

Section 12. The Council has the responsibility to modify the approved Annual Budget as needs dictate and present the revised Budget to the Congregation.

Section 13. Council members shall not be liable for financial losses except to the extent that such loss shall have been caused by criminal behavior. No member shall be personally liable as long as they act in good faith and with ordinary prudence.

### **Article V: Congregational Meetings**

Section 1. The annual meeting is held on the third Sunday of January.

Section 2. Other Congregational Voting Meetings (except for special meetings regarding the selection or dismissal of a minister) are held at the call of the Council or by written notice signed by *at least* ten Members. Special meetings regarding a Minister's selection or dismissal shall be held per Article VII, Section 2.

Section 3. Notice of Congregational Voting Meetings shall be mailed or emailed per Member's preference as indicated by notifying the Office Administrator. Notice will be at least fourteen days before the meeting. A draft agenda shall be included, and copies of the agenda shall be provided at the meeting. Notice of Special Meetings regarding the selection or dismissal of a Minister shall be given in accordance with Article VII, Section 2.

Section 4. A quorum is one-third ( $\frac{1}{3}$ ) of the Voting Members. See Article III, Section 5.

Section 5. Nominations from the floor are permissible for any elected committee position.

## **Article VI: Committees**

Section 1. At the Annual Meeting, the Congregation elects three members to the Nominating Committee for one year. Nominations from the floor are permissible for any elected position. If a vacancy occurs between Annual Meetings, a quorum of the Council may elect a replacement to serve until the next Congregational Voting Meeting, when the Membership will elect a replacement.

It is the duty of this committee to nominate candidates for all elected positions to be filled at the Annual Meeting for the following year.

Section 2. There shall be a Committee on Ministry consisting of three Members. The Council shall appoint members from a slate of candidates offered by the Minister. Members of the Committee shall be appointed for three-year terms. A replacement shall be appointed by the Council and in consensus with the Minister to complete that term. Committee members shall not be members of the Council.

The purpose of the Committee on Ministry shall be to strengthen the quality of ministry within the Congregation by facilitating communication among the Minister, the Council, and the members of the Congregation; advising and counseling the Minister; providing recommendations to the Council, and mediating issues within the Congregation.

Section 3. The Endowment Committee shall be the custodian of the Endowment Funds. This committee shall consist of three voting members of the Congregation. The term of each Member shall be three-years. The Treasurer and Moderator of the Council shall be advisory members of the Committee.

- A. At each Annual Meeting, the Congregation shall elect the number of members necessary to fill vacancies or expired terms of members of the committee. Members may be reelected, but no member may serve more than two consecutive terms. After a lapse of one year, former Committee members may be re-elected.
- B. A replacement shall be appointed by the Council to fulfill the term of the vacancy. The appointed Member will be affirmed by vote at the next Annual General Meeting.
- C. With the assistance of the financial professional and Treasurer, members of this committee shall keep complete and accurate accounts for the Funds. Committee members shall not be liable for any losses incurred upon the investment of the Funds' assets except to the extent that such loss shall have been caused by criminal behavior. No member shall be personally liable as long as they act in good faith and with ordinary prudence.

- D. The Endowment Committee shall meet twice yearly, and such additional meetings are required for the committee to complete its business. A quorum shall consist of three people: Three elected Committee members or two elected Committee members and one advisory Member. Minutes of all committee meetings shall be maintained, and copies given to the Council. At each Annual Meeting of the Congregation, the committee shall render a complete written account of the administration of the Funds during the preceding year.

Section 4. The Council appoints other committees, standing or ad hoc, as the Congregation or the Council deems necessary to carry on the work of the Congregation. The Council will define all Committees' duties. The Committee members will select committee leadership. Optionally, Council Member(s) and Minister, may choose to serve as ex officio (non-voting) members of each committee except for the Nominating Committee and the Committee on Shared Ministry. The ByLaws Committee is an ad hoc committee whose members are selected by the Council to serve in any year where ByLaws changes will be prepared and proposed at the following Annual Meeting.

The Community Care, Community Outreach, and Facilities Committees are standing committees that perform duties essential to UUWC's congregational life, mission and values.

Section 5. The time and place of committee meetings shall be posted on a congregational calendar.

## **Article VII: Ministry**

The members of the Congregation and a professional minister share the ministry of the UUWC. This shared ministry applies to all aspects of congregational life, including worship, fellowship, organization (i.e., Council, committees, etc.), community outreach, and religious education. The following sections pertain only to the professional minister.

Section 1. A new Minister shall be selected through a search and candidating procedure recommended by the Unitarian Universalist Association. The Search Committee shall have five voting Members nominated by the Nominating Committee. At least one Member of the Committee on Ministry shall be nominated and serve on the Search Committee. The Congregation shall elect the Search Committee. Should a vacancy occur, the Search Committee may request that a new member be appointed by the Council from a current list of voting Members.

After a Minister is hired, the Committee on Ministry will consist of one Member of the Search Committee and two other voting Members of the Congregation.

Section 2. The Minister shall be chosen and may be dismissed only by a vote of the voting Members at a special congregational meeting at which at least 40% of the voting Members participate according to established voting procedures (Article III, Section 2). Such a special or by petition of meeting can be called by a Majority vote of the Council 20% of the Voting Members. All voting Members must be sent a notice 30 days before the special congregational meeting. Said notification shall be emailed or mailed, as per the preference as indicated by notifying the Office Administrator.

Section 3. An 80% affirmative vote of those voting Members is required to call a Minister. An affirmative majority vote of voting Members is needed to dismiss a Minister.

Section 4. The Council shall outline the terms of the Minister's employment in the form of a written Letter of Agreement. The Letter of Agreement shall be reviewed annually and renegotiated as appropriate as outlined in the Letter of Agreement.

Section 5 Upon receiving approval at a special congregational meeting to employ an Interim Minister, the Council is empowered to choose an Interim Minister and to set the terms and conditions of the Interim Minister's employment.

Section 6. 5. A Contract Minister is chosen, hired, and dismissed by the Council per UUA policy.

### **Article VIII: Endowment**

Section 1. The term "Endowment Funds" (plural) refers to the umbrella Fund that includes two distinct and separate parts: the UU Westside Memorial Endowment Fund and the Joe Danclovic Leadership Fund. The Endowment Funds shall be invested in the Unitarian Universalist (UUA) Common Endowment Funds. Distributions from the Funds may be made annually or at other such times as deemed necessary and/or feasible to accomplish each of the Funds' designated purposes. The Endowment Committee shall be the Custodian of the Endowment Funds.

- A. The UU Westside Memorial Endowment Fund is designated to accomplish any of the following purposes: outreach into the community to promote social justice and/or greater awareness of liberal religious views, support for the programs of the Unitarian Universalist Service Committee and the Unitarian Universalist Association.
- B. The Joe Danclovic Leadership Fund is designated for scholarships, grants and support for training in religious leadership and service.
- C. The principal of the Funds shall remain intact and not be spent for any purpose except as designated above. The Endowment Funds are created to enhance the UUWC's mission apart from the general operating budget of the congregation. No

portion of the income from the Funds shall be used for the annual operating budget, except temporary, difficult, or unforeseen emergency circumstances. In such cases, the Voting Membership may decide, by a two-thirds majority, in an officially called Congregational meeting, to use the The UU Westside Memorial Endowment Fund income and appreciated value for operating expenses.

Section 2. Accounts shall be reviewed annually by the Treasurer or hired financial professional designated by the Council who is not a member of the Endowment Committee.

Section 3. Requests for distributions from the Fund shall be made in writing to the Endowment Committee. The balance of distributions from and contributions to a Fund held in the Congregation's checking account shall be indicated in a separate designated fund in the monthly Balance Sheet.

Section 4. Endowment gifts can be deposited in the unrestricted Fund or a designated fund. The committee shall abide by and keep a record of the terms and restrictions of all Endowment gifts. It shall determine the principal and income for each Fund according to the accepted accounting procedures. Distributions shall be made from the income from the Funds. All or a part of a Fund's income may be reinvested to increase principal.

Section 5. Gifts to each Fund shall accumulate until a fair market value of \$10,000 is achieved, after which annual distributions from that Fund may commence. However, should the fair market value of a Fund subsequently decline to less than \$10,000 no distributions can be made except as outlined in Article VIII, Section 1C.

## **Article X: Operating Mechanisms**

Meetings will be conducted according to the designated facilitator's directions.

## **Article XI: Dissolution of the Congregation**

Dissolution of the Congregation as a legal entity requires a two-thirds majority vote of the active voting members. Upon dissolution of the corporation known as the Unitarian Universalist Westside Congregation, all assets, funds, and property shall be used first to relieve all outstanding debts. All remaining funds and assets will be transferred to the Unitarian Universalist Social Justice Committee of the Unitarian Universalist Association, a religious corporation organized and existing under the laws of the Commonwealth of Massachusetts, with its principal office at 24 Farnsworth Street, Boston, MA 02210-1409. This provision does not apply to funds or property for which the donor has provided a separate written record for its use.



## **Article XII: Amendment of the Bylaws**

These bylaws may be amended by an affirmative two-thirds vote of the voting Members present at any Annual or Special Meetings of the Congregation, provided that the amendment has been distributed by mail or email (Article 5, Section 3) fourteen (14) days before the meeting scheduled for its adoption.