

# UNITARIAN UNIVERSALIST CONGREGATION OF SALEM BYLAWS

Adopted 5 May 2013.

## ARTICLE I. NAME

The name of this religious fellowship (an Oregon Non-profit Corporation) shall be “Unitarian Universalist Congregation of Salem.”

## ARTICLE II. PURPOSE

### Section 1. Purpose:

The purpose of the Unitarian Universalist Congregation of Salem (Congregation) is to create and maintain a co-operative congregation dedicated to freedom of religious thought, freedom of individual belief, continuing search for truth, mutual respect in all human relationships, and care and concern for our planet and its life.

### Section 2. Principles and Purpose:

As a free Congregation, we covenant to affirm and promote:

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

### Section 3. Community:

In addition to providing the supportive community described in Section 1, Purpose above, the congregation also recognizes that it is part of a larger community and seeks to associate with and support those congregations within the Unitarian Universalist Association movement as well as all other religious and secular groups sharing similar values and beliefs.

### Section 4. A Welcoming Congregation:

This Congregation welcomes all persons without regard to affectional or sexual orientation, age, color, gender identity or expression, nationality, origin, physical or mental ability, race, sex, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

**Section 5. Operation:** The Congregation operates under Articles of Incorporation filed in its name with the Secretary of State of Oregon and these bylaws. The Congregation hereby affirms to operate in conformance with applicable state and federal law pertaining to 501(c)(3) corporations.

### **ARTICLE III. UNITARIAN UNIVERSALIST AFFILIATION**

The Congregation shall be a member of the Unitarian Universalist Association (UUA) and the Pacific Northwest District (PNWD) of the Unitarian Universalist Association.

### **ARTICLE IV. MEMBERSHIP**

#### **Section 1. Members:**

Members must be 16 years of age or over, have shown sympathy with the Congregation's purpose as stated in Article II by signing the membership book, and have within the last twelve months made a financial pledge and an identifiable financial contribution. The Minister, in consultation with the Board Chair, may grant exceptions to the financial requirement. The Minister, on the recommendation of the Director of Religious Education, may grant exceptions to the age requirement.

#### **Section 2. Nonmember:**

Nonmembers are welcome at all church activities and may participate on certain Committees and Teams; however, they may not serve on the Board (See Article V, Section 1), vote at congregational meetings, or speak at congregational meetings except at the pleasure of the Chair.

#### **Section 3. New Members:**

New members may not vote in a meeting for which the official notice has been published before they became members.

#### **Section 4. Withdrawal from Membership:**

Members may terminate their membership by notifying the Congregation's office. Former members are encouraged to fulfill their pledge commitments.

#### **Section 5. Cancellation of Membership:**

The Board shall have the power to cancel the membership of any person whose conduct the Board deems to be detrimental to the congregation. Such person shall be given reasonable notice of the proposed action, the reason(s) for it, and an opportunity for a Board hearing prior to a vote by the Board to cancel membership. A motion for cancellation of membership shall require an affirmative vote of three fourths (3/4ths) of the members of the Board to pass.

### **ARTICLE V. BOARD OF DIRECTORS**

#### **Section 1. Eligibility to Serve:**

To be eligible to serve on the Board of Directors (Board) as an Officer or a Director, an individual must be at least eighteen (18) years old and have been a member of the congregation for at least twelve (12) months. No member shall serve simultaneously in more than one (1) position on the Board.

No person may be a member of the Board who has a family relationship with a paid employee. "Family relationship" means spouse, partner, parent, child or sibling. The Board, by an affirmative vote of two-thirds of all its members, may waive this provision in the case of a person hired on a temporary basis.

**Section 2. Board Composition;**

The eleven (11) member Board of the Congregation shall consist of:

- A. The Chair, who:
  - 1. Serves as Executive Officer of the Board;
  - 2. Presides at all Board meetings;
  - 3. Presides at all Congregational meetings;
  - 4. Serves ex officio, non-voting, on any committee excepting the Nominating Committee as he/she deems necessary;
  - 5. May appoint ad hoc committees, as needed, in consultation with the Board of Directors.
  - 6. With other officers of the Board, exercises or directs the powers of the Corporation with respect to any matter which may create a legal obligation to which the Corporation is a party.
  
- B. The Vice-Chair, who shall perform the duties of the Chair in the latter's absence, and shall perform such specific assignments as the Chair and the Board shall request.
  
- C. The Secretary, who shall cause to be kept records of transactions of the Congregation and of the Board, and shall conduct official correspondence.
  
- D. The Treasurer who is the fiscal officer of the congregation and is:
  - 1. Responsible for the accurate accounting and recordkeeping of all funds and financial accounts related to the Congregation. This includes investments, the endowment fund, memorial financial gifts, youth and other Congregation group accounts, as well as the general checking and banking accounts of the Congregation, and
  - 2. Responsible for following policies and establishing procedures for management of all Congregation funds with Board approval,
  - 3. Responsible for establishing procedures for prudent financial management for Board adoption, and
  - 4. Authorized to appoint such assistants as he/she may require.
  
- E. Six (6) Directors who shall serve two (2) year, staggered terms. Directors may serve only two (2) consecutive elected full terms in addition to a partial term before being off of the board for at least two (2) years before assuming any Board position.

- F. The Past Chair, who shall serve for one (1) year as a voting Board member following his/her term of office.
- G. Voting members of the Board are the Chair, Vice-Chair, Secretary Treasurer, Directors, and Past Chair.

**Section 3. Duties:**

Between meetings of the Congregation, the Board is responsible for all matters of the Congregation. It relies on the Board Directors, teams, committees and employees of the Congregation to do their appointed work and carry out their tasks. The Board's role is to direct implementation of the Congregations business under these bylaws and set policy and procedures in keeping with the vision and mission of the Congregation as well as these bylaws. It delegates authority for business implementation and decision-making to the individual Board Officers or Directors, teams and committees by way of Board adopted policies and procedures and specific purpose statements of each team and/or committee.

The Board shall represent and act for the Congregation, and in setting policy and in the general business of the Congregation shall:

- A. Carry out such duties as the Congregation may assign to it;
- B. Provide a place for holding of regular services; provide such other facilities as the Congregation may decide upon; and assure the services of a Minister, subject to the action of the membership as provided in these Bylaws;
- C. Meet in open meetings at regular intervals to be determined by its members to set church policy and receive committee reports. The Chair may call executive sessions of the Board at his or her discretion. Topics presented for discussion and decisions at the Executive Sessions will be limited to addressing subjects where confidentiality is needed to protect personal privacy or congregational interests, such as personnel, legal, and business matters. Attendees are limited to officers and members of the Board, the Minister, unless he or she is the subject of discussion, and other persons designated by the chair. Discussions are to be kept confidential by all participants, subject to the chairs' approval of release of information, but all votes taken in an Executive Session shall be recorded in the minutes available to congregation members.
- D. Appoint staff members such as the Religious Exploration staff, Office Administrator and staff, and Custodian, and ensure that there be an annual review of their performances.
- E. Support the Minister and the Director of Religious Exploration in carrying out their duties;

- F. Administer the finances and physical properties of the Congregation in accordance with the wishes of the Congregation and the "Prudent Person Rule," including arrangement for yearly independent financial review or audit of financial records and provision of a formal statement summarizing the result to the Congregation one (1) month before the annual meeting;
- G. Assume or cause to be assumed those functions normally performed by the Minister when the Congregation is without ministerial services;
- H. Appoint delegates to continental and regional assemblies and councils, with two (2) weeks' notice to the congregation; and
- I. Maintain a Manual of the Policies and Procedures that have been approved by the Board.

**Section 4. Elections:**

At the Annual Meeting of the Congregation, the Congregation will elect three (3) Directors to serve two (2) year terms and such additional Directors as are required to fill unexpired terms. The congregation will also elect a Chair, Vice Chair, and Secretary for one (1) year terms, but officers can serve an additional second year if re-elected to the same position. Officers can be elected to other positions after their terms, but must be off the Board for at least two (2) years before being elected to the same position. A Treasurer will be elected every third year to serve a three (3) year term or as required to fill an unexpired term. Officers and Directors will take office effective July 1.

**Section 5. Quorum at Board Meetings:**

When the total number of voting Board members is an odd number, the quorum will be a simple majority greater than fifty percent (50%). When the total number of voting Board members is an even number, the quorum will be half of the total number of voting members plus one (1).

**Section 6. Removal of Board Members:**

The Board shall have the power to remove from its membership any person whose conduct the Board deems detrimental to the Congregation or to the regular and orderly functioning of the Board. Such person shall be given reasonable notice of the proposed action; the reason(s) for it, and an opportunity for a hearing before the Board prior to a removal vote.

**Section 7. Voting:**

The Board is authorized to establish policies regarding the form of discussions and voting on issues before it. Such Policies shall, at the discretion of the Board Chair or Acting Chair, permit votes to be taken outside of formal Board meetings. All votes shall be recorded in the minutes and reported to the Congregation.

- A. Approval of a motion for regular business of the Board shall require an affirmative vote of a majority of the voting Directors where there is a quorum at any meeting of the Board, or other vote as allowed by previously adopted Board policy.
- B. Approval of a motion for removal of a Board member shall require an affirmative vote of three fourths (3/4ths) of the Directors and Officers of the Board to pass.

## **ARTICLE VI. MEETINGS**

### **Section 1. Annual Meeting:**

The Annual Meeting of the Congregation shall be held in May. The conduct of business at a minimum shall be:

- A. Election of Board members, as specified in Article V, Section 4.D., above.
- B. Election of members to the Nominating Committee, as specified in Article VIII, Section 3.A. below.
- C. Receive annual reports of officers, the Minister, and the Director of Religious Exploration;
- D. Receive annual reports of committees as designated by the Board.
- E. Approval of the coming fiscal year budget.

### **Section 2. Special Meetings:**

- A. Special meetings for the conduct of business by the Congregation may be called by the Board or on petition by ten (10) percent of the certified members to the Secretary.
- B. A special meeting shall be held for any congregational vote on the encumbrance, sale or transfer of any real property of the Congregation, or the calling or dismissal of the sitting minister.

### **Section 3. Submission of a Petition for a Resolution:**

- A. Each petition for a resolution may be proposed by members and placed on the agenda of either an Annual Meeting or a Special Meeting. A petition for a resolution must include the signatures of at least ten percent of the certified membership. Each petition can focus on only one (1) subject for the congregation to vote on.
- B. Each petition for a resolution must specify which teams, committees and/or employees of the Congregation will be affected by the proposed action. Proponents must confer with appropriate team leaders, committee chairs or employees to verify that the action requested is within the scope of an existing

- unit of the Congregation. If a requested action is not clearly within the scope of a currently existing unit of the Congregation, then the resolution must make notice of that fact.
- C. Each petition for a resolution must contain a discussion of the economic costs of implementing the proposed action.
  - D. Each petition for a resolution that calls for any on-going action must include an offer to monitor the triggering conditions of the action, and must provide for the communication of updates on the status of the triggering conditions at six-month intervals to the Board.
  - E. The Treasurer will certify the membership of the people who sign a complete petition for a resolution. The Treasurer will determine if the number of valid signatures is sufficient to place the resolution on the agenda for an Annual or Special Meeting.
  - F. The Secretary will review the text of each proposed resolution to make sure that the language used is synchronized with the Congregations Charter, Bylaws, and team/committee structure.

**Section 4. Meeting Notices:**

Written notice of the annual and special meetings describing the specific business to be conducted shall be received by the certified membership of the Congregation at least two (2) weeks prior to the scheduled dates. Publication of the notices in the newsletter within the designated time shall be deemed adequate written notice, provided that certified Congregation members receive the newsletter at least two (2) weeks prior to the scheduled dates.

**Section 5. Quorum:**

A quorum at any regular or special Congregational meeting shall consist of twenty-five percent (25%) of the Treasurer certified membership.

If the required quorum of the voting members is not present at the meeting, called by the Board, the meeting shall be adjourned and postponed until such time as is convenient to the Board and until the required percentage of voting members is in attendance.

**Section 6. Budget:**

The budget will be approved by the Congregation at a regular or special meeting prior to the commencement of the fiscal year (July 1).

**Section 7. Absentee Ballots and Proxies:**

- A. Except as otherwise specifically provided, members may vote by absentee ballot or by proxy if unable to attend a meeting.

- B. Absentee or proxy ballot votes shall not be counted (1) in determining the existence of a quorum; (2) on a motion to adjourn; (3) in the calling of a Minister; (4) in the dismissal of the Minister; (5) in the buying, selling or financing of real property; and (6) in the amendment or revocation of the whole or part of these Bylaws.
- C. Absentee ballots and proxies must be filed with the Secretary of the Congregation prior to the beginning of each meeting.

### **Section 8. Voting**

- A. The vote on any matter before the congregation shall be by member voice vote or a show of hands in the affirmative, in dissent, or in abstention. The count of the vote for each position taken on each motion shall be recorded in the minutes of the Congregation meeting.
- B. Approval of a motion for regular business of the Congregation shall require an affirmative vote of a majority of a quorum of qualified members at a Regular or Special Meeting.

### **Section 8. Rules of Order:**

Roberts Rules of Order shall govern the procedure at meetings except as specifically affected by these Bylaws.

## **ARTICLE VII. MINISTER**

### **Section 1. Employment:**

- A. Recruitment and candidating for the position of Minister will normally be guided by the currently recommended practices of the UUA Department of the Ministry and the UUA Congregational Handbook.
- B. The Ministerial Search Committee shall be composed of seven (7) members of the Congregation, four (4) of whom are appointed by the Board of Directors, Three (3) members shall be elected at a special Congregational meeting, called for that purpose. Board members may be members of the search committee, either by Board appointment or by congregational election.
- C. The Minister shall be called upon the recommendation of the Ministerial Search Committee to the Congregation, followed by a four-fifths (4/5ths) majority vote by the members present at a meeting lawfully called for that purpose; however, the quorum of such a meeting is to be constituted by forty percent (40%) of the membership.



- D. The Board shall negotiate the terms of the Minister's employment behalf of the Congregation. The Minister, the Chair and the Secretary of the Board shall sign a written contract of employment.

**Section 2. Tenure:**

- A. The Minister shall hold indefinite tenure.
- B. The Minister shall provide six (6) months notice of the termination of his/her services when presenting his/her resignation unless otherwise mutually agreed upon.
- C. The contract of employment may be terminated by a majority vote at a meeting of the members lawfully called to consider such action; however, the quorum for such a meeting is to be constituted by forty percent (40%) of the members of the Congregation.
- D. In the event of termination, the remuneration of the Minister shall be continued for a period of not less than six (6) months after the date of the affirmative vote for his/her termination.

**Section 3. Duties:**

- A. The Minister shall perform such duties as are usually performed by ministers and authorized by law.
- B. The Minister shall be responsible for the religious duties in the church. He/She shall implement Board policies as its administrative agent and be responsive to the needs of the Congregation.
- C. The Minister shall be expected to attend all regular Board meetings and may be an ex-officio member of any appointive committee except the Nominating Committee.

**Section 4. Committee on Ministry:**

The purpose of the Committee on Ministry is to enhance the quality of the ministry within the Congregation. This committee of four (4) or more persons shall serve as a support group for the Minister and the Congregation. Committee members shall serve staggered two-year terms, which begin on January 1. For each vacancy, the Minister shall suggest two (2) names, of which the Board shall select one (1). If the Board cannot agree on one (1), it may request two (2) more suggestions from the Minister.

**Section 5. Free Pulpit:**

In keeping with the liberal tradition, the Minister shall be free at all times to express his/her opinion on any subject, both in and out of a pulpit, with the understanding that the Minister does not necessarily speak for the entire congregation.

### **Section 6. Review:**

Since regular reviews of the contributions all parties make to a relationship are essential to its health, the Minister and the Board shall discuss and assess the status of their shared ministry at least once a year. The discussion shall include any written recommendations signed by members, Teams, Committees, or other staff and operating units.

## **ARTICLE VIII. COMMITTEES AND STAFF AND OTHER OPERATING UNITS**

### **Section 1. Teams and Committees**

The Board may create and define teams, committees, task groups, operating units and staff to carry out the business of the Congregation and the policies of the Board. Team or Committee leadership may include Congregation members, staff or others as nominated by the Nominating Committee and approved by the board. Unless otherwise specified, these bodies shall serve during the fiscal year following appointment.

### **Section 2. Executive Committee**

The Executive Committee of the Board will consist of five (5) members of the Board including the Chair, Vice-Chair, Secretary, Treasurer and an ad hoc Board member. The Executive Committee shall be responsible for the business decisions of the congregation between meetings of the Board. The Board may assign or delegate to the Executive Committee other duties by policy.

- A. The Chair, or a Board Director or Officer designated by the Chair, shall call for any meeting of the Executive Committee.
- B. Three (3) members of the Executive Committee shall constitute a quorum under conditions of immediate necessity as determined by the Chair.
- C. Minutes of Executive Committee meetings shall be kept. Those minutes will be published for congregational review to the extent allowable by Oregon law.
- D. Actions taken or decisions made by the Executive Committee shall stand until the next regularly scheduled Board meeting.
- E. All actions taken or decisions made by the Executive Committee shall be submitted to the Board to be either ratified or disavowed at the next regularly scheduled Board meeting.

### **Section 3. Nominating Committee**

No member of the Board of Directors may serve on the Nominating Committee. The Nominating Committee will be a standing committee with the following composition and responsibilities:

- A. The Nominating Committee will be comprised of three (3) voting members of the Congregation. Each member will be elected for a three (3) year term. When a member does not serve out the full three (3) term, the Board, after consultation with the minister and the remaining Nominating Committee members, shall appoint a new member to the Nominating Committee to serve out the remainder of the specified term. Nominating Committee members can serve no more than

- two (2) elected consecutive terms and will be eligible for re-election after two (2) years. The provisions in Article V. Board of Directors, Section 1, Eligibility to serve, apply also to election of members to the Nominating Committee.
- B. Prior to each annual meeting of the congregation, the Nominating Committee will prepare a ballot that will include the names of nominees for vacancies on the Board. The Nominating Committee will also prepare a ballot to elect one (1) member of the Nominating Committee. At the committee's discretion, it may submit a slate with a single list of candidates or a slate with multiple candidates. In order to identify a variety of qualified candidates, the Nominating Committee will confer with the Minister and with the Chair of the Board about potential candidates for all elected positions, and will invite suggestions from the Congregation.
  - C. The Nominating Committee will submit its report to the Secretary in sufficient time to allow the Secretary to send the proposed slates of candidates to all Congregation members. Additional nominations may be made by self-nomination or by nomination from another member, so long as the nominee has agreed to be a candidate. The Nominating Committee will accept all eligible nominations made by members. Each candidate must agree to serve in the position if elected.
  - D. Each candidate will submit in writing a brief summary of his/her qualifications and objectives for the office to the Nominating Committee. Material about the candidates will be made available to the Secretary in sufficient time to be included in the mailing sent to all members notifying them of the annual meeting. Nominations may be made from the floor during the Annual Meeting only if there is an affirmative vote of a majority of the members present.
  - E. Prior to the annual meeting, the Treasurer will prepare a list of eligible voting members. The Nominating Committee will be responsible for the supervision of elections and balloting procedures at the Annual Meeting.
  - F. The Nominating Committee will, with support from the Membership Team (i.e. membership interest profiles) actively monitor new and existing members for consideration for leadership positions within the Congregation, including nominees for the Nominating Committee and chairs and members of all other committees and teams within the Congregation.
  - G. The Nominating Committee shall recruit and nominate for all team and/or committee leadership vacancies and will submit names of people to fill all non-elected vacancies to the Board for approval in a timely manner.
  - H. The Nominating Committee shall not be responsible for filling vacancies of self-sustaining affiliated interest groups of the Congregation.

- I. The Nominating Committee shall consult with the Minister and Board Chair as may be prudent or necessary in making nominations for any leader or member vacancies; however, the Nominating Committee shall retain ultimate authority in making all nominations.
- J. The Board will consult with the Nominating Committee before a leadership vacancy on any board, team, committee, or task force is filled. The Nominating Committee will fill by temporary appointment any vacancy on the Board of Directors, subject to Board approval. Appointees, approved by the Board will serve until the next annual meeting.

#### **Section 4. Finance Team**

The Finance Team, in consultation with the Treasurer, is responsible for monitoring and managing the financial status and processes of the Congregation. By reason of the office, the Treasurer is a non-voting member of the Finance Team. The Board has the ultimate authority and responsibility to adhere to the congregation's approved budget and oversee and approve of all matters financial. The responsibilities of the Finance Team include:

- A. Proposes the annual budget to the Board for review and/or modification, who forwards the proposed budget to the Congregation for approval at the annual meeting.
- B. Monitors expenditures and revenues to ensure conformance with the Congregation budget.
- C. Establishes, in cooperation with the Treasurer, accounting policies and procedures to provide prudent administration of financial processes that are subject to adoption by the Board. Policies and procedures of congregational financial processes, shall include but are not limited to:
  - 1. Budget development,
  - 2. Stewardship campaign,
  - 3. Expenditure monitoring,
  - 4. Investments,
  - 5. Endowments,
  - 6. Memorials,
  - 7. Congregational fundraising, and
  - 8. Independent review of accounts.

- D. Routinely verifies the accuracy and thoroughness of the Congregations accounting and financial reporting as per policies and procedures proposed by the Finance Team and adopted by the Board.

**Section 5. Indemnification**

The Board may indemnify any person who is or was an employee, agent, representative, member of the Board, or volunteer of the Congregation against any liability asserted against such person and incurred in the course and scope of his or her duties or functions on behalf of the Congregation to the extent allowable under Oregon law. Indemnity may be granted if the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, done with conscious indifference or reckless disregard for the safety of others, or intentional misconduct or a knowing violation of the law.

**ARTICLE IX. FISCAL YEAR**

The fiscal year for the Congregation shall begin on July 1 of each year. Pledges for the support of the Congregation are due within each fiscal year.

**ARTICLE X. BYLAWS**

These Bylaws may be amended or revoked at any annual or special meeting of the Congregation by a two-thirds (2/3rds) vote of the members present and voting. (See Article VI. Section 3, as to notice).

**ARTICLE XI. ENDOWMENT AND GIFTS**

**Section I. Establishment:**

There shall be an Endowment Fund created and maintained to enhance and support an enriched program for the Congregation.

**Section 2. Governing Instrument:**

The operation and policies of the Endowment Fund are specified in its Governing Instrument. Adoption of an initial Governing Instrument and future changes thereto shall require an affirmative vote of seven (7) members of the Board.

**Section 3. Accounting:**

The Endowment Fund shall be accounted for separately from other funds of the Congregation. With respect to income and principal, the restricted or unrestricted nature of accounts within the Endowment Fund shall be subject to the requirements of the Fund's Governing Instrument at the time the transaction in question is executed.

**Section 4. Gifts:**

Gifts of cash, real or tangible property are accepted by a vote of the Board. Restricted gifts of cash, or the proceeds from the sale of real property may be accepted provided there are no limitations attached to the gift that are in conflict with UUA principles, the

Congregations mission, vision and values, or goals of the congregation. The Board may adopt policies regarding the conditions and/or criteria to determine if restricted gifts are to be received by the congregation.

## **ARTICLE XII. REVERSIONARY CLAUSE**

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