

**Bylaws of the Umpqua Unitarian Universalist Church
(dba Umpqua Unitarian Universalist Congregation)
Revised June 5, 2022**

I. Name The name of this corporation shall be the "Umpqua Unitarian Universalist Church (dba Umpqua Unitarian Universalist Congregation)", hereinafter the "Congregation".

II. Mission The mission of the Umpqua Unitarian Universalist Congregation is to create and maintain a diverse, caring community that encourages ethical, intellectual and spiritual growth. Through the practice of our faith, we promote social, economic and environmental justice and continue our legacy of respect and acceptance of each other and the interdependent web of all existence of which we are a part.

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

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

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

VI. Membership

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

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

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

52

53 **D. Resignations:** Members may withdraw from membership by submitting a written resignation
54 to the Board.

55

56 **E. Membership Status:** The Board will review the membership list by the beginning of July
57 each year for the purpose of the UUA census, and determine membership status.

58

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

72

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

75

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

79

80 **VIII. Congregational Meetings**

81

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

86

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

90

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

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

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

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

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

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

112 113 **IX. Officers**

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

117 118 **B. President:**

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

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

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

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

132 133 **D. Secretary:**

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

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

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

149 150 **X. Board of Directors**

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

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

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

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

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

182 any debt that is not consistent with the Congregation budget. The Board is responsible for hiring
183 and terminating all staff except the minister.

184
185 **E. Regular Meetings:** The Board shall meet monthly at such regular time as it shall determine.
186 Meetings shall be open to all members of the congregation and if practicable, members shall be
187 notified in advance of the meeting time and place. Provision shall be made at meetings for non-
188 Board members to address the Board. The Board may meet in executive session only to discuss
189 personnel matters or to receive legal advice. Regular and special meetings shall be held at the
190 regular worship facility unless the notice of the meeting states otherwise.

191
192 **F. Special Meetings:** Special meetings of the Board may be called by the President or a quorum
193 of the Board. Notice of meetings of the Board shall be given to the Board members at least two
194 days prior to such meetings.

195
196 **G. Virtual Meetings:** If an occasion arises which necessitates immediate action, remote
197 communications (email, telephone, etc.) may be utilized to make a decision. The President will
198 phone or email all members of the Board regarding the issue, proposed action if any, and the
199 specified deadline for response, which shall be a minimum of 24 hours. The President will
200 inform all responding Board members before acting on the vote. Results shall be reported at the
201 next regular Board meeting and recorded in the minutes.

202
203 **H. Quorum:** Four members of the Board, including two officers, shall comprise a quorum of the
204 Board for meetings, special meetings, and virtual meetings.

205
206 **I. Removal:**

207
208 1. **Attendance:** Failure of an officer or director to attend three (3) consecutive regular Board
209 meetings or four (4) of any six (6) regular Board meetings shall be understood to be a resignation
210 from the Board without further action or notice.

211
212 2. **For Cause:** A member of the Board of Directors may be removed for cause by vote of the
213 voting members of the congregation at a special congregational meeting. For such action, a
214 quorum shall consist of not less than fifty one percent (51%) of the voting members of the
215 Congregation and a vote of not less than fifty one percent (51%) of the voting members present
216 shall be needed for such action.

217
218 **XI. Administration**

219
220 **A. Delegation of Authority:** The Board of Directors may delegate limited authority to act on
221 behalf of the Board to officers, committees, employees, agents or independent contractors
222 engaged by the Board.

223
224 **B. Committees:** The Board may establish standing and temporary committees as it deems
225 necessary. Membership of all committees with the exception of Nominating, Committee on
226 Ministry, and Ministerial Search Committee, shall be open to all Congregation members and
227 friends. The President is an ad hoc member of all committees with the exception of Nominating

228 Committee, Committee on Ministry, and Ministerial Search Committee. Congregation members
229 and friends may volunteer or be recruited to committee membership. The committee members
230 will elect committee chairpersons.

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

235 236 **XII. Nominating Committee**

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

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

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

251
252 **C. Tenure:** The Nominating committee shall be elected for a term of one (1) year.

253 254 **D. Purpose:**

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

262 263 **XIII. Committee on Ministry (COM)**

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

274 for professional development, sabbaticals, etc. The Committee shall alert the Board to any
275 emerging concerns between the Minister and the Congregation. The Committee will also conduct
276 a performance review with the Minister every year and annually present a salary and benefits
277 package for the Minister to the Board.

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

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

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

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

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

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

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

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

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

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

327
328 **C. Dismissal and Termination of Called Minister:**

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

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

347
348 **XVI. Public Policy Issues**

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

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

362 Congregation. Any statement on behalf of the Congregation regarding a public issue shall be
363 consistent with the Principles and Purposes of the UUA and the mission of this Congregation.
364

365 C. The Board shall consider violation of any of the above as grounds for termination of the
366 member's membership status in the Congregation or termination of employment of any
367 employee of the Congregation.
368

369 **XVII. Fiscal Affairs**

370
371 **A. Fiscal Year:** The Fiscal year of the Congregation shall begin on July 1 of each year.
372

373 **B. Budget:** The Board shall present a budget to the membership at the Spring Annual Meeting.
374 At each annual business meeting, the Congregation Board shall submit an operating budget for
375 the coming fiscal year. The budgeted expenses may not exceed the anticipated income. A budget
376 is adopted by a simple majority vote of the voting members present at the meeting. Once a
377 budget is approved, the Board may authorize and expend the funds as budgeted. The Board may
378 reallocate funds based on necessity as determined by the Financial Committee and approved by
379 the Board.
380

381 **C. Capital Funds:** Funds designated in the budget for capital expenditures shall not be used for
382 Congregation operational expenses unless the Board determines that a financial emergency
383 justifies such expenditure. In that event, the Board shall prepare a budget for the succeeding
384 fiscal year that provides for repayment of the capital funds.
385

386 **D. Financial Review: The accounts of the Congregation,** including all endowment funds, shall
387 receive an outside financial review or limited audit of the past fiscal year by a certified public
388 accountant. The annual financial review or limited audit shall be available for Congregation
389 members' inspection.
390

391 **E. Social Responsibility:** In keeping with Unitarian Universalist Association Principles, in so far
392 as possible, purchases shall be from and investments shall be in companies: that do not produce
393 products, offer services, or operate in a manner which might be unsafe to the consumer or
394 threatening to our environment; that are not predominantly involved in the production of war
395 material; that are not dependent on discrimination on the basis of race, color, sex, disability,
396 affectional or sexual orientation, age, national origin, or religion; that do not exploit the poor or
397 deprived for their business success; and that provide safe and healthy work environments and fair
398 and equal employment opportunities for all persons in their labor force.
399

400 **XVIII. Amendments** These bylaws, so far as allowed by law, may be amended at any
401 congregational meeting (See provisions regarding congregational meetings above), provided that
402 a notice of the proposed amendments is sent to all voting members of the Congregation by letter
403 or email at their last known address at least two weeks prior to the date of the meeting. The
404 notice shall include the proposed language, the entire original article, issue to be addressed, and
405 the goal of the proposal.
406

407 **XIX. Dissolution:** Should this Congregation cease to function, any assets of the Congregation
408 may be transferred as a majority of the Congregation specifies, so long as the transfer complies
409 with all applicable state and federal laws and the articles of incorporation for the Congregation.
410

411 **XX. Endowment Fund** In matters dealing with the Endowment Fund, see the Endowment Fund
412 bylaws.
413

414 (Adopted – by Board 06/17/2018, Approved by the Congregation at the Congregational Meeting
415 of June 3, 2018.)

416 Approved by the Congregation at the Congregational Meeting of June 5, 2022