

Mission Peak Unitarian Universalist Congregation Bylaws as approved on June 5, 2011 and amended on June 5, 2016

Preamble

We, the members of Mission Peak Unitarian Universalist Congregation, reaffirm our commitment to our Unitarian Universalist tradition. In furtherance of this objective, we intend:

- To foster opportunities for personal and spiritual growth and fulfillment;
- To encourage sustained participation of members and friends in the life of the Congregation;
- To create an institution with an organizational structure that is efficient and flexible in recognizing and responding to the needs of members, friends, and the larger community;
- To be mindful that our needs and goals will always be in process and that these bylaws are intended to serve us rather than to hinder our work, and that when they fail to do so they should be amended.

Article I. Name

The name of this religious society is Mission Peak Unitarian Universalist Congregation.

Article II. Purpose

The purpose of this Congregation is to foster liberal religious living through worship, study, service and fellowship. We seek the enjoyment and practice of religion founded upon devotion to individual freedom of belief. Relying upon reason as our guide, and upon the democratic process as our method, we seek to grow in understanding of ourselves and of our world, to promote and serve the universal human family.

Article III. Denominational Affiliation

This Congregation is a member of the Unitarian Universalist Association (UUA) and of its Pacific Central District. It is the intention of this Congregation to make annual financial contributions to the Association and the District. The Board shall appoint delegates to the annual district meeting and UUA General Assembly.

Article IV. Membership

A. Eligibility

Membership is open to all persons regardless of race, age, gender, sexual orientation, ethnic and national origin, social status, economic status, marital status, or disability. There is no creedal test for membership.

B. Types

A member may be active or inactive.

- 1) An active member is one who has signed the membership book and made a contribution of record. An active member may vote 60 days after signing the book. Active members are the only ones included in the population count of the Congregation.
- 2) To maintain active membership, a member must do one of the following each fiscal year: (a) make a contribution of record (financial or time and talent), or (b) make a written request to continue as an active member.
- 3) An inactive member is one who has not maintained active membership according to Section B.2. of this Article. Inactive members may not vote.
- 4) An inactive member may resume active membership upon request to the Membership Committee. Voting rights will resume 60 days after reactivation.

C. Termination

- 1) The resignation or death of a member is noted in the official record of the Congregation.
- 2) A person who behaves in an offensive or abusive manner may be removed from membership and may also be banned from attending Mission Peak functions by a vote of six (6) of the seven (7) members of the Board, provided that previously established Board policies for removal of members are followed. The Board policies must include at least the following provisions:
 - (a) Warning that the member's behavior may result in removal.
 - (b) An offer of counseling by the Minister or other person designated by the Board.
 - (c) Criteria and process for reinstatement.

Article V. Congregational Meetings

A. Annual and Special Meetings

The Annual Congregational meeting is held in May or the first fourteen (14) days of June at a time and place chosen by the Board. At this time, the Board will present the budget for the Congregation's ratification and the Congregation will conduct other business as appropriate. The Board may call a Special Meeting at any time. The Board must call a Special Meeting upon written request signed by five percent (5%) of the Active Members.

B. Notice

The business to be transacted at an Annual or Special Meeting shall be set forth in a written notice of the meeting, which shall be sent to all members by regular mail, email, newsletter, or delivered in person at least fourteen (14) days prior to the meeting. Members may state their preference. The fourteen-day notice requirement may be waived by the Board if the matter is deemed urgent.

C. Quorum and Voting

- 1) Twenty percent (20%) of the Active Members present in person constitutes a quorum except for decisions specified in Section C.3 below. A simple majority of those members present in person or by absentee ballot is needed for a vote to pass except for decisions specified in Sections C.2 or C.3 below.
- 2) A two-thirds (2/3) majority of those members present in person or by absentee ballot is needed to adopt a public position on an issue.
- 3) Forty percent (40%) of the Active Members present in person constitutes a quorum for the following decisions: buying or selling real property, calling or dismissing a Minister, or amending or replacing the Bylaws. A two-thirds (2/3) majority of those present in person or by absentee ballot is needed to amend or replace the Bylaws. A four-fifths (4/5) majority of those present in person or by absentee ballot is needed to buy or sell real property or to call a Minister.
- 4) Only active members may vote.
- 5) An absentee ballot may be requested from the Secretary if a member is unable to attend a Congregational meeting. Absentee ballots, signed and sealed in an envelope, must be returned to the Secretary in advance of the meeting. The Secretary or his or her designee shall count the absentee ballots immediately after the vote at the meeting and include them in the final vote count. Absentee ballots shall not be used to provide the number necessary for a quorum to conduct business. No proxies are allowed.

Article VI. Officers and Board

A. Board Membership

The Board is composed of the following active members:

- 1) A President, with a one (1) year term. **The President serves as Chair of the Board of Trustees.** *Added that the President is the Chair of the Board to remove any uncertainty about the Past President's role.*

- 2) A President-Elect, with a one (1) year term. The President-Elect will perform the duties of the President of the Board if the President is absent or otherwise unable to perform the duties of the office. *This is a name change from Vice-President to President-Elect and clarification that the President-Elect performs the role of the President if needed.*
- 3) An Immediate Past President, with a one (1) year term. *This is an addition to include the Past President as part of the Board.*
- 4) A Treasurer, with a one (1) year term.
- 5) A Secretary, with a one (1) year term.
- 6) Two (2) Trustees at large, each with a two (2) year term. *This is a change from 3 trustees to 2 trustees to maintain the Board at 7 members.*

The President, President-Elect, Immediate Past President, Treasurer, and Secretary are Officers of the Board. The Officers shall perform the duties defined in their job descriptions, as developed by the Board. *Wording changed to reflect the changes to the Board above.*

B. Election of Board Members

The President-Elect, Treasurer, and Secretary shall be elected at the annual meeting each year. The candidates will be proposed by the Leadership Development Committee and additional nominations may be made from the floor. The Trustees at large shall be elected at the annual meeting, one (1) on even numbered years and one (1) on odd numbered years. The terms of office of Board members shall commence at the first regular Board meeting on or after July 1 after the election. The President-Elect is elected to serve a three (3) year term consisting of a one (1) year term in each of the following positions in the order indicated: President-Elect, President, Immediate Past President. If the President-Elect is unable to fulfill their elected commitment the Congregation shall elect a member to fill the President position if needed. The most recent Past President will fill the role of Immediate Past President if needed. The President-Elect may serve no more than two (2) consecutive three (3) year terms. The Trustees at large may serve no more than two (2) consecutive terms in the same office. The Treasurer and Secretary may serve no more than three (3) consecutive terms in the same office. *Paragraph changed to reflect how the President-Elect is elected, term limit and procedure if the President-Elect does not serve their full term. Also changed Nominating Committee to Leadership Development Committee and changed how Trustees at Large are elected to account for only 2 Trustees at large.*

C. Board's Authority and Responsibilities

- 1) The Board has general charge of the property of the Congregation, the conduct of its business affairs, and the control of its administration, including the establishment of Committees and Councils, which includes approving their Charters. *Added a reference to Councils and clarified that the Board approves all Charters.*

- 2) The Board shall provide for biennial review of the Congregation's finances and financial procedures.
- 3) The Board shall determine procedures for calling an Interim Minister.
- 4) The Board may authorize changes and/or budgetary expenditures to the current operating budget approved by the Congregation to a maximum aggregate during any fiscal year of ten percent (10%) of the approved operating budget. Any change beyond ten percent (10%) of the approved budget shall require Congregational approval.
- 5) The Board can take a public position on an issue consistent with our principles by concurrence of six (6) of the seven (7) Board members.
- 6) The President-Elect, President and Immediate Past President shall comprise the Executive Team. The President chairs the Executive Team and each member of the Executive Team chairs one of the Councils. The Executive Team also collaborates to set the agendas for the Council and Board meetings. *New section which establishes the Executive Team, which is a subset of the Board.*
- 7) The Board may fill Board or Leadership Development Committee vacancies with persons who shall serve until the next annual meeting. *Changed Nominating Committee to Leadership Development Committee*
- 8) Except as noted elsewhere in these Bylaws, the ultimate authority for all matters pertaining to the operation of the Congregation shall rest with the Congregation. The Board does not have the authority to buy or sell real property, to call or dismiss a Minister, or to amend or replace the bylaws, these being reserved to the membership.

D. Quorum for Board Meeting

A quorum for a Board meeting requires the following:

- 1) The President or President-Elect must be present, *changed from Vice-President to President-Elect*
- 2) A minimum of two (2) Officers must be present, and
- 3) A minimum of four (4) Board members must be present.

E. Bimonthly Board Meetings

The Board shall meet every other month at a time and place chosen by the Board members. The Board may call for additional meetings if needed. Board meetings shall be open to any active Member of the Congregation who would like to attend. The Board may conduct a closed

session for handling personnel issues, legal issues, termination of a member, or real-estate negotiations. The Secretary shall keep and maintain all minutes of closed sessions. Information contained in such minutes may only be revealed upon a majority vote of the Board. *Changed to indicate that the Board will meet every other month (Council meetings will occur on the opposite months).*

F. Notice of Regular **Bimonthly** Meetings

The Congregation shall be notified of the date, time and place of the regular **bimonthly** Board meeting at least fourteen (14) days prior to the meeting. *Changed to match the bimonthly Board meetings.*

G. Emergency Session Board Meetings

The Board may meet in emergency session without advance notification to the Congregation. The Board may conduct a meeting by remote communication methods in accordance with written policies it has adopted in advance. All Board members must be notified of emergency session Board meetings and the Congregation must be notified as soon as practical.

H. Conflict of Interest

Whenever a Trustee or Officer has a financial interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussing and voting on the matter. If necessary, the Board shall be the final arbiter of whether there is a conflict of interest. Any transaction or vote involving a conflict of interest shall be approved only when the appropriate number of disinterested Trustees determine that it is in the best interest of the Congregation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

I. Suspension/Removal of Board Members

A Board member, including an Officer, may be removed from his or her position as follows:

- 1) Three absences from regularly scheduled Board meetings within the term of office, unless excused under procedures established in advance by the Board, shall result in automatic removal.
- 2) Non performance of assigned duties or abuse of authority may result in suspension and/or removal provided:
 - (a) The Minister will meet with the individual(s) requesting action and the individual subject to the request, and attempt to resolve the issues. In the absence of a Settled or Interim Minister, the Board will designate a person to perform this function, seeking one most agreeable to those involved.

(b) Should resolution attempts not be successful, the Board may vote to suspend the member and reassign his or her duties. A minimum of five votes are needed for suspension.

(c) A suspended Board member may appeal the suspension to the Congregation, in which case the Board will call a Congregational Meeting for the sole purpose of deciding if the suspended Board member should be removed from the Board or reinstated. A suspension shall become a removal in 30 days if not so appealed.

Article VII. Committees

A. Leadership Development Committee

A Leadership Development Committee of six (6) members who are not members of the Board shall be elected at the annual meeting to serve staggered three-year terms. Two Committee members shall be elected each year so that every year the Committee will have two (2) members in the third year of their term, two (2) members in the second year of their term, and two (2) members in the first year of their term. The Leadership Development Committee shall nominate Board members as specified in Section VI.B as well as the next two (2) members of the Leadership Development Committee. Leadership Development Committee members are limited to 2 consecutive 3-year terms on the Leadership Development Committee. The Committee also provides leadership development opportunities to all Congregation members and assists in committee succession planning as specified in the Leadership Development Committee Charter. Meetings may be closed at the option of the committee. *Changed the name from Nominating to Leadership Development. Changed the membership and election process.*

B. Ministerial Search

1) Whenever a vacancy occurs in the position of Settled Minister, the Board shall initiate processes to appoint an Interim Minister. The Board may follow the procedures recommended by the UUA as a guide. The length of time of interim ministry shall be decided by Congregational vote.

2) A Ministerial Search Committee of at least 3 active members shall be appointed by the Board when a ministerial vacancy occurs and shall serve until a Settled Minister has been called. The committee shall screen candidates in order to make recommendations to the Congregation. Meetings may be closed at the option of the committee.

C. Committee on Ministry

The Committee on Ministry (COM) serves as an independent standing committee of at least three (3) members charged with monitoring and reviewing the lay and professional ministry of the Congregation. The term of each member shall be two (2) years. Members shall not serve more than four (4) consecutive years, but may serve again after an absence of two (2) years. The COM will operate under a charter approved by the Board.

D. Other Committees

The Board shall establish a Membership Committee to administer the membership procedures of the Congregation and a Stewardship Committee whose function shall include solicitation of pledges from the Congregation. The Board may establish and disband other committees as the Board may deem useful to further the interests of the Congregation. Unless these bylaws or a committee's charter specifies otherwise, the President selects committee chairs in consultation with the Minister and subject to approval by the Board.

Article VIII. Councils

The Board shall establish Councils to assist in the Congregational governance process. These Councils shall consist of groups of Committees identified by similar areas of influence within the Congregation as defined by each Council charter, for example, Personnel, Ministry and Operations. Every Council will meet every other month, in the months without regular Board meetings. Each Council is chaired by a member of the Executive Team, as identified in Article VI, Section C 6. The Board shall establish Board policies that authorize each Council to make day-to-day, routine decisions for the Congregation on behalf of the Board. *Section to establish the 3 councils and give the Board discretion in setting them up. I tried not to make this too restrictive but I wanted to give structure since this is a new process.*

Article IX. Ministers and Staff

A. Non-Discrimination in Calling and Hiring

The Congregation does not discriminate in the calling of a Minister or in hiring practices on the basis of race, age, gender, sexual orientation, ethnic and national origin, social status, economic status, marital status, or disability.

B. Rights and Responsibilities

The Minister and the Congregation share responsibility for the religious meetings and overall program of the Congregation. The Board and the Minister are jointly responsible for an annual evaluation of the Congregation's program and ministry.

The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.

The Minister is an ex-officio non-voting member of the Board and of any committees that the Board designates.

C. Ministerial Call and Employment Contract

The Minister shall be called upon recommendation of the Ministerial Search Committee by a four-fifths (4/5) majority of the active members of the Congregation present or by absentee

ballot at a meeting called for the purpose; a quorum for such a meeting is 40% of the active members. The ministerial call and employment contract will specify the duties and compensation of the Minister.

D. Dismissal

The Minister may be dismissed by a majority vote of the active members of the Congregation present at a meeting called for such purpose; a quorum for such a meeting is 40% of the active members.

E. Resignation

The Minister must give 90 days notice to resign, except that the Board may allow shorter notice.

F. Staff

The Board has the authority to determine the procedures for hiring, termination and supervision of staff.

Article X. Policies and Procedures

A. Non-discrimination in Governance

The Congregation does not discriminate in its governance, its activities, or the use of its facilities on the basis of race, age, gender, sexual orientation, ethnic and national origin, social status, economic status, marital status, or disability.

B. Fiscal Year

The fiscal year begins on July 1 and ends on the following June 30.

C Records

Minutes of all Congregational meetings and Board meetings, except closed sessions, shall be available to all members.

C. Parliamentary Authority

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

E Dissolution

In the case of dissolution of the Congregation, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association

or its legal successor, and the Board of the Congregation shall perform all actions necessary to effectuate such conveyance.

Article XI. Amendments and Replacement

These by-laws may be amended or replaced at any meeting of the Congregation subject to the conditions in Article V (Congregational Meetings).

Draft Transition Plans If the By-Law Changes are Approved

Transition the Nominating Committee to the Leadership Development Committee:

2016 slate will be for 6 people, 2 elected for 1 year, 2 elected for 2 years, 2 elected for 3 years.
Starting in 2017 2 people will be elected each year
If the By-Laws do not change we will elect 3 people for the Nominating Committee

Transition the Board from the old format to the new format:

2016 vote will be to elect the following positions: President, President-Elect, Treasurer, Secretary, 3 trustees at large
2017 vote will be to elect President-Elect, Treasurer, Secretary, 2 trustees at large, with the President and Past-President continuing on the Board from the 2016 election.
In 2016 1 Trustee is completing the second year of a term, in 2017 there will only be 2 trustees
If the By-Laws do not change we will elect a Vice President instead of a President-Elect

Transition to the new governance structure (implements the Councils):

Executive Team begins meeting to determine agendas for each Board and Council meeting starting with July Board meeting
September 2016 legacy Program Council meeting with breakout sessions into new Councils to discuss a few identified topics. Board drafts the Charters for each Council after this "dry run".
January 2017 "Program Council" meeting divided into the 3 councils, Council Charters are validated at this meeting. If they have not already done so, Leadership Development talks about committee needs for training and succession planning.
March 2017 3 Council meetings with a defined schedule for Council meetings going forward.
No Board meeting
May 2017 3 Council meetings. No Board meeting

Goal: new structure in place by June 2017