

BYLAWS OF THE UNITARIAN UNIVERSALIST CHURCH OF DAVIS

Adopted: December 4, 2011

ARTICLE 1. NAME

The name of this religious society shall be the Unitarian Universalist Church of Davis, hereinafter referred to as the Church.

ARTICLE 2. PURPOSE

(a) Purpose. The purpose of the Church shall be to unite in our individual search for religious meaning in life without restraint of creed or dogma, to share our pleasure in the things that inspire us, to declare our faith in the dignity of the free mind, to improve the condition of humanity, to take care of our planet to the best of our ability, and to foster within our community an understanding of the principles of liberal religion, its history, growth and influence.

(b) Mission. The mission of the Church shall be to welcome each and all, cultivating the spirit, serving others in our quest for justice.

(c) Principles. The Church affirms and promotes the principles adopted by the Unitarian Universalist Association (UUA).

(d) Sources. The Church draws on the many sources of living tradition identified and recognized by the UUA.

ARTICLE 3. AFFILIATION

The Church shall be a member of the UUA and the Pacific Central District (PCD) of the UUA. It is the intention of this congregation to make annual financial contributions equal to its full Fair Share as determined by the UUA and the PCD.

ARTICLE 4. MEMBERSHIP

(a) Membership Covenant. Membership in this Church is understood to be a covenantal relationship in which members come together as a community to learn and grow, to worship and serve, and to grieve and celebrate. Members agree to participate in the life of the Church and to support it with their gifts of time, talent, care, and money. The Church, in turn, pledges to support each member's spiritual journey by making possible rich and varied opportunities for shared worship, religious exploration, community service, social justice, and social action.

(b) Members. Any person eighteen years of age or older may become a member of the Church by signing the membership book in the presence of a minister, provided that the person meets all of the following requirements:

(1) Has participated in some form of new member orientation (such as "Path to Membership"), including, but not limited to, discussion of the Church's purpose, mission and ends.

(2) Assents to the purpose of the Church (as outlined in Article 2, above).

(3) Agrees to support the Church in a spirit of generosity, through personal participation and an annual pledge or financial contribution of record.

(c) Non-discrimination. Persons shall be welcomed into membership in this Church without regard to race, gender, ethnicity, sexual orientation, gender identity and expression, physical or mental challenges, national origin, or financial ability.

(d) Voting Privilege. Only members of the Church who have been members for at least thirty days and have made a pledge or financial contribution of record to the Church during the preceding twelve months may vote or be counted for the purpose of establishing a quorum at membership meetings of the Church.

(e) Family Membership. Children of members (up to the age of eighteen years) shall enjoy all the rights and responsibilities of membership in this Church, as is appropriate for their age, with the exception of voting. Parents (guardians) shall be encouraged to bring their children to Church on a regular basis and to participate as a family in worship, religious exploration, stewardship and community service, as circumstances permit. In turn, the Church pledges to welcome and involve children and families in the life of the congregation.

(f) Youth Membership. Youth may become members by completing an orientation program (such as "Coming of Age") and signing the membership book in the presence of a minister. The expectation for an annual pledge or financial contribution of record and the privilege of voting will not be active until the youth turns eighteen.

(g) Continuing Membership. Members who have been active in the life of the Church for many years but have ceased to participate because of advanced age, frailty, illness, or other difficulty will retain their place on our membership roster and all privileges of membership. Eligibility for continuing membership shall be determined in accordance with the Board's membership policy.

(h) Removal from Membership. The name of a member shall be removed from the membership roster if any of the following occur:

(1) A written request from the member.

(2) Death of the member.

(3) A determination, in accordance with the membership policy of the Board of Trustees (hereinafter referred to as the Board), that the member is no longer interested in membership.

(i) Review of the Membership Roster. The Church's membership roster will be reviewed annually in accordance with the Board's membership policy.

ARTICLE 5. MEMBERSHIP MEETINGS

(a) Annual Membership Meeting. The Church shall hold an annual membership meeting in May or June of each year to elect Trustees, to approve the Nominating Committee, to approve the Church budget for the following year, and to conduct other business presented by the Board. The annual meeting may be continued, as necessary, to a later meeting date prior to the end of the fiscal year on June 30.

(b) Other Membership Meetings. A majority of the Board may call a special meeting of the membership at any time. The Board shall call a membership meeting upon receiving a written request signed by ten percent of members who are eligible to vote. Such special meeting shall be

held no later than three weeks following the first regular Board meeting after the receipt of the request. No business shall be transacted at a special meeting other than that for which it is called.

(c) Notification.

(1) The Board shall give at least two weeks written notice of all membership meetings, with the exception of the annual membership meeting which shall require three weeks written notice. The notice shall include the meeting place, date, time, and agenda.

(2) If the Board determines that a particular agenda item will be subject only to a “Yes” or “No” vote (that is, that no amendments shall be accepted from the floor), it shall include that limitation in the notice. If such an agenda item is not approved at the membership meeting, it shall be returned to the Board for reconsideration. However, typographical and mathematical errors and omissions may be corrected at the meeting.

(d) Quorum. To achieve a quorum for membership meetings, at least fifteen percent of members eligible to vote must be present, unless otherwise prescribed in these Bylaws.

(e) Rules. *Robert's Revised Rules of Order* shall govern Church membership meetings; however, the Board may adopt other, simplified rules of order to govern membership meetings (such as *Democratic Rules of Order* or *Roberta's Rules of Order*). If a change is made in the rules of order, the Board shall take that action not less than thirty days prior to the first meeting where the new rules are to be applied and shall notify the congregation of the change. Decisions by the membership shall be made by majority vote except as otherwise prescribed in these Bylaws or by the applicable rules of order.

(f) Meeting Process. All membership meetings shall reflect our purpose as a religious organization, and the meeting process shall encourage respectful listening and reflection.

(g) Presiding Officer. The Chair of the Board shall preside at membership meetings. If the Chair is not available, the Vice Chair shall preside.

(h) Voting. Voting will be by show of hands unless a written ballot is requested by the presiding officer or by any two voting members. Absentee voting (by mail or by other means of delivery of a ballot prior to the meeting) is permitted for any membership meeting, except for a vote on calling or removing minister(s). The deadline for receiving ballots (and other requirements applicable to absentee voting) shall be specified in a Board policy. Proxy voting is not permitted.

ARTICLE 6. BOARD OF TRUSTEES

(a) Duties. The Board of Trustees (designated as Directors in the Articles of Incorporation) shall be elected by the congregation and shall consist of seven members. The business, property, and affairs of the corporation, including the approval of the annual budget, shall be governed by the Board, which shall promulgate policies for the conduct of the affairs of the corporation consistent with the laws of the State of California, the Articles of Incorporation, and these Bylaws. The duties of the Board shall include all of the following:

(1) Provide leadership to the Church in articulating and living out its purpose, mission, and ends within the congregation and in the larger community.

(2) Implement shared ministry by working collaboratively with the minister(s), staff, and leadership groups.

(3) Develop, adopt, and maintain policies that ensure the Church is a welcoming, caring religious community, a responsible steward of the congregation's resources, and a fair employer.

(4) Monitor the institutional health and well-being of the Church and the implementation of its mission, purpose, ends, and policies.

(5) Ensure that the Church's financial and legal responsibilities as a not-for-profit religious organization are met in a timely and prudent fashion.

(b) Powers. The Board shall exercise all of the powers of the Church, except as otherwise specified or delegated. The powers of the Board shall include all of the following:

(1) Appointing and removing non-ministerial staff.

(2) Approving and signing contracts, except when the Board delegates this responsibility to the Financial Officer or to others.

(3) Preparing an annual budget and bringing it to the congregation for approval at the annual membership meeting. If the congregation does not approve the budget at this meeting, it shall be returned to the Board for revision. However, typographical and mathematical errors and omissions may be corrected at the meeting. The revised budget shall then be presented for congregational approval at a continuation of the annual meeting, as prescribed in Article 5(a).

(4) Appointing an independent auditor.

(5) Creating new leadership groups within the Church community.

(6) Selecting members of the Nominating Committee.

(7) Approving members of the Committee on Ministry.

(8) Having general charge of the properties of the Church.

(9) Establishing the Church's governance structure and governance policies.

(c) Property and Assets. The Board shall obtain approval of a majority of members at a membership meeting before taking any of the following actions:

(1) Selling, encumbering, or otherwise disposing of the real estate of the Church.

(2) Borrowing money for Church operating or capital costs.

(3) Authorizing aggregate expenditures in excess of ten percent of the approved annual budget.

(4) Authorizing total indebtedness that would result in an increase of more than ten percent over the amount reported in the annual financial reports for the prior fiscal year.

(d) Terms of Office. The terms of office for Trustees shall be as follows:

(1) Trustees shall be elected for three-year terms. Trustees' terms of office shall commence on the first day of the Church fiscal year following the annual meeting at which they were elected.

(2) A Trustee may serve on the Board for no more than six consecutive years without taking a break in service of at least two years. Time served as a Trustee following appointment to fill a vacancy pursuant to paragraph (d)(4) shall not be counted as service subject to this paragraph.

(3) At least two Trustees shall be elected at each annual membership meeting.

(4) If a vacancy occurs on the Board, the Board may appoint a member of the Church to hold that office until the next annual membership meeting, at which time the congregation shall elect a Trustee to fill the unexpired term. The member appointed shall be experienced in leadership and operations of the Church.

(5) A Trustee may resign from the Board by sending written notice to the Chair.

(6) A Trustee may be removed from the Board by a majority of the Trustees then in office if that member is absent from three consecutive meetings of the Board without a good and sufficient reason as determined by the Board.

(e) Meetings and Quorum. The Board of Trustees shall hold regular monthly meetings at least eight times per year. A special Board meeting may be called by the Chair or by any two Trustees. A majority of voting Trustees shall be considered a quorum. Board meetings shall be open to attendance by members of the congregation, but may be closed for discussions that involve personnel or other confidential matters. Agendas shall be made available to the congregation in advance of each meeting, and minutes shall be made available to the congregation after each meeting.

(f) Election of Trustees. Trustees shall be selected in the following manner:

(1) Candidates for election to the Board of Trustees shall be nominated and announced to the congregation by the Nominating Committee seven Sundays prior to the election at the Church's annual membership meeting. Additional nominees may be added through a written petition signed by at least twenty voting members of the Church and delivered to the Vice Chair at least five Sundays prior to the election.

(2) All nominees shall have been members of the Church for at least one year prior to being nominated and shall have made a financial contribution of record to the Church in the preceding twelve months.

(3) All nominees shall indicate their willingness and ability to serve and participate in an orientation meeting with the Nominating Committee prior to the election.

(4) The nominating process shall be concluded and a final slate of nominees for the Board and Nominating Committee announced at least four Sundays prior to the election. Nominations from the floor will not be accepted at the annual membership meeting.

(g) Minister(s). The minister(s) shall be ex-officio members of the Board but shall not propose motions for Board action or vote on proposed motions or other actions of the Board.

ARTICLE 7. NOMINATING COMMITTEE

(a) Subject to the provisions of this article, the Nominating Committee shall select candidates for nomination to the Board and, at the request of the Board, for other positions.

(b) For each Church year, the Nominating Committee shall be selected by the Board and approved

by the congregation at the annual membership meeting.

(c) The Nominating Committee shall be comprised of five members. Two members shall be members of the Board (including the Vice Chair of the Board). The other three members shall be experienced in leadership and operations of the Church.

(d) The Vice Chair of the Board shall chair the Nominating Committee.

(e) The Board members of the Nominating Committee shall serve for one-year terms; the other three members shall serve for two-year terms. No Nominating Committee member may serve more than one term without taking a break in service of at least two years.

(f) The Board may fill any vacancies on the Nominating Committee if members resign or are otherwise unavailable to serve.

(g) The Nominating Committee shall provide opportunities for congregants to meet with and learn about the candidates being considered for the Board prior to the annual membership meeting.

ARTICLE 8. OFFICERS

(a) Officers of the Board of Trustees.

(1) Officers of the Board shall be the Chair and the Vice Chair. The Board shall select from within its membership the Chair and the Vice Chair. Deliberations on the selection of the officers may be conducted in a closed session of the Board.

(2) The Chair shall be the presiding officer of the Board and shall represent the Church on appropriate occasions. Whenever feasible, the Chair shall have been the Vice Chair the previous year.

(3) The terms of office for the Chair and Vice Chair shall be one year, and neither may serve more than two consecutive terms in the same office.

(4) The Vice Chair shall act in the place of the Chair when the Chair is absent, serve as the Chair of the Nominating Committee, and take on special projects consistent with the Board's powers and duties.

(b) Secretary and Financial Officer. The Board shall appoint a Secretary and a Financial Officer, who are members of the Church, but who are not Trustees.

(1) The Secretary shall keep an accurate record of the meetings of the Church and Board of Trustees, compile and update policies adopted by the Board, assist the Chair in preparing for congregational meetings, and insure that required meeting notices are duly given.

(2) The Financial Officer shall, in consultation with the Finance Team, review the Church's financial reports and documents for completeness and accuracy; sign checks and other financial documents for which such authority has been delegated pursuant to subparagraph 6(b)(2); advise the Board of any emerging financial needs, concerns, or policy issues meriting attention; and prepare an annual financial report at the end of each fiscal year. The chair or co-chairs of the Finance Team shall act in the place of the Financial Officer if the Financial Officer is absent.

(3) The term of office for the Secretary shall be one year. The Secretary may not serve more than six years in the same office without taking a break in service of at least two years. The term of

office for the Financial Officer shall be three years. The Financial Officer may not serve more than six years in the same office without taking a break in service of at least two years.

ARTICLE 9. SHARED MINISTRY

(a) Ministries. As part of its responsibility to determine the Church's organizational structure, the Board shall establish ministry areas in the Church. Ministries may include (but are not limited to) worship, pastoral care, religious exploration, stewardship and generosity, and community outreach.

(b) Leadership Groups. Each ministry area shall include a variety of leadership groups (e.g., clusters, committees, teams, task forces, study groups) charged by the Board to fulfill the Church's mission in designated ways. Each leadership group shall work collaboratively with one another and with the minister(s), the Board, the staff, and the congregation in the spirit of shared ministry. Each leadership group shall have a designated chair or co-chairs selected by the members of the group and approved by the Board. The Board may establish a Program Council (or similar group) consisting of the leadership group chairs and appoint Council leaders to coordinate the Council's work.

(c) New Leadership Groups. New leadership groups may be created, subject to Board approval, to assist the Church in fulfilling its mission. Each new leadership group shall have a charge and a designated chair or co-chairs, approved by the Board, before being officially recognized and supported by the Church.

ARTICLE 10. MINISTER(S)

(a) Calling of the Minister(s). The minister(s) shall be called to serve the congregation by a minimum four-fifths vote of the members present at a membership meeting duly called for this purpose and noticed by mail at least thirty days prior to the meeting. The vote shall be by ballot. Members must be present at the meeting in order to vote. Forty percent of the voting members shall constitute a quorum.

(b) Ministerial Covenant(s). The terms of employment, hereafter referred to as the ministerial covenant/letter of agreement, shall be specified in writing by the Board of Trustees at the time a minister accepts the Church's call and shall be signed by both parties. Provisions for the resignation or dismissal of a minister shall be included in this letter of agreement.

(c) Shared Ministry. The minister(s) and members of the Church share the ministry of this Church. The Church looks to its minister(s) for spiritual guidance, for assistance in articulating its mission and purpose, and for creative, collaborative, and professional leadership in all aspects of the Church's ministry.

(d) Freedom of Expression. In keeping with the traditions of our religious movement, the minister(s) shall have freedom of expression within the Church and larger community.

(e) Conduct. The conduct of the minister(s) and the ministerial covenant(s) with the Church shall be in accordance with the *Code of Professional Ethics* adopted by the Unitarian Universalist Ministers Association and available in published form.

(f) Removal of the Minister(s). The covenant between the minister(s) and the Church may be ended in either of the following ways:

- (1)** By mutual agreement or by three months' written notice by either party.

(2) By vote of a majority of members of the Church present at a membership meeting, duly called and conducted as provided in Article 5, to consider the ending of such covenant and noticed by mail at least thirty days prior to the meeting.

ARTICLE 11. COMMITTEE ON MINISTRY

The Committee on Ministry, whose members are approved by the Board, shall monitor the spiritual health of the congregation in accordance with Board policies. The Committee shall also work with the minister(s), Board, and Church on all matters related to ministerial covenants and conduct. Members shall serve three years and no longer than four consecutive years.

ARTICLE 12. GENERAL PROVISIONS

(a) Church Funds. All funds and property received by or coming into the custody of the Church belong solely to the Unitarian Universalist Church of Davis, to be held and expended in accordance with policies approved by the Board.

(b) Fiscal Standards. The financial affairs of the Church shall be conducted with the care, diligence, prudence and skill associated with modern, customary business practices insofar as those practices are consistent with the mission of the Church.

(c) Endowment Fund. The Church shall have an Endowment Fund (the Fund). The Fund shall include all donations given to the Church for investment purposes. Investments made on behalf of the Church shall be consistent with the Church's purposes, mission, and ends and with the principles adopted by the UUA. The Fund shall be managed in accordance with the Board's Endowment Fund policy.

(d) Financial Audit. The financial records of the Church shall be audited or reviewed by an independent auditor when determined necessary by the Board. When such an audit or review occurs, a report shall be submitted to the Board and to the congregation.

ARTICLE 13. AMENDMENT OF THE BYLAWS

These Bylaws may be amended by a two-thirds vote of the eligible members present at any membership meeting, called and conducted as provided in Article 5. Notice of the proposed amendment(s) must be given in the notice of the meeting. All copies of the Bylaws shall carry the date of the latest amendment(s) immediately under the title.

ARTICLE 14. DISSOLUTION

In the case of dissolution of the Church, all of its property, real and personal, after paying just claim upon it, shall be conveyed to and vested in the UUA or its legal successor, or to any Unitarian Universalist related organization, and the Board of Trustees of the Church shall perform all actions necessary to effectuate such conveyance.