

**AMENDED AND RESTATED  
BYLAWS  
OF THE  
UNITARIAN UNIVERSALIST CHURCH OF SPOKANE  
2011**

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## **ARTICLE I PURPOSE**

Section 1. The Unitarian Universalist Church of Spokane (the “Church”) shall maintain and operate a liberal church in Spokane, Washington and shall be a member of the Unitarian Universalist Association (UUA).

Section 2. This Church brings together religious liberals to foster the principles of individual freedom, moral integrity, human dignity and world community; to seek the truth regardless of its source or direction; to respect, in each other and in all, the right of individual conviction; and to maintain a pulpit and church organization where these principles will be practiced and proclaimed.

Section 3. Recognizing that freedom of belief is inherent in the Unitarian Universalist tradition, nothing in this purpose shall ever be used to require a particular interpretation of religion or any particular religious belief or creed.

Section 4. The Church affirms fellowship, association and employment without respect to race, color, age, physical capabilities, mental capabilities, gender, affectional or sexual orientation, or national origin.

## **ARTICLE II MEMBERSHIP AND VOTING**

Section 1. Members join the church by attending orientation classes; aligning themselves with the purpose, mission, and principles of this church, and signing the membership book, as well as accepting the obligations of membership. Those who participate in the life of the church but do not choose formal membership will be accorded Friend status.

Section 2. Members shall be at least sixteen (16) years old.

Section 3. Obligations of membership include: giving of one’s resources, both time and financial, and regular participation in the life of the church. Each member shall record and pay a financial pledge annually or been granted a waiver confirming his or her continued commitment to the church.

Section 4. Benefits of membership include use of the Church for life celebrations for actual costs only for the member and immediate family (parents and children of the member, plus member’s spouse/partner if not a member). Life celebrations include birthdays, weddings/commitment ceremonies, milestone anniversaries, and memorial services. Members also receive the Church’s newsletter and membership in UUA and Pacific Northwest District (PNWD), and receipt of the UUA publication, *UU World*.

Section 5. One must be a member for at least three (3) months and have a current financial pledge or waiver before voting at any meeting in which a voting privilege can be exercised.

Section 6. Formal withdrawal is important to keep membership roles updated annually to conform with UUA and PNWD obligations and to establish correct quorum numbers for voting. Withdrawal of membership will occur when a member notifies the Board, Administrator, or Minister of their intent to withdraw. Members may also be removed from membership if they

have not fulfilled the obligations of membership for at least one year. In either case, the Minister, Board, or their designees shall attempt a follow-up contact, including by mail if they cannot be reached otherwise.

Section 7. At the discretion of the Minister, and/or Board of Trustees, a member may be granted Lifetime Member status. In order to be considered for Lifetime Member status a member must have been a member in good standing for at least 20 years, not necessarily consecutively. A Lifetime Member retains all rights and privileges of membership including being counted in the membership rolls and the right to vote. However, there will be no obligation to pledge. This is an honorific status intended for members who are no longer able to be active in the church because of life-altering changes.

### **ARTICLE III FINANCE**

Section 1. The fiscal year of the Church shall be July 1-June 30 inclusive.

Section 2. The Board may neither enter into any contract involving expenditures of more than \$25,000, nor alienate, encumber or dispose of any property of the Church valued at more than \$25,000 without such action having the approval of a positive 2/3 majority of the 30% quorum present and voting at a regular or special meeting.

Section 3. The accounts of the Church may be subject to an audit or review at the close of each fiscal year or at any other time, if requested by the Board, the Treasurer, or the Finance Team.

Section 4. In the event of dissolution of the Church, no Board Member, Officer, or other person shall have any right to or interest in any assets or property of the Church. No Board Member, Officer, or other person shall be entitled to any right to or interest in the distribution of any assets of the Church. All assets shall, to the extent authorized by law, be donated to any successor church with the same purposes as this Church, but if no such successor Church exists, then to any fellowship, society, church, district or continental organization of the Unitarian Universalist Association.

### **ARTICLE IV CONGREGATIONAL MEETINGS**

Section 1. An annual general business meeting of the Church shall be held before the end of the fiscal year to:

- a. elect Trustees to the Board and
- b. elect the Nominating Team for the next year's Trustees
- c. elect the Endowment Team
- d. report to the congregation the year's activities;
- e. consider and adopt a budget for the next fiscal year; and
- f. consider such other business as may properly come before the congregation.

Section 2. All business meetings shall be called by the President of the Board at:

- a. the prerogative of the President; or,
- b. the request of the Minister(s); or,
- c. the verbal or written request of three Trustees; or,
- d. the verbal or written request of at least twenty-five (25) members.

Section 3. All business meetings shall be conducted by a Moderator, who shall be appointed by the President of the Board and serve at the pleasure of the Board, pursuant to Article VII, Section 9.d.

Section 4. Members of the Church shall be notified of business meetings by both of the following methods:

- a. Written notice of the meeting shall be mailed to each member by letter and/or distributed to each member in the SUUN, at least 14 days before the date set for the meeting. The notice shall include a listing of the business matters to be considered at the meeting along with the names of and pertinent information about Trustee, Nominating Committee and Endowment Team candidates, if an election is involved. Notice of meetings for election of Trustees, Nominating Committee members and Endowment Team members shall be governed by Article V, Section 1.
- b. The meeting shall be announced from the pulpit the two Sundays before the meeting date.

Section 5. Fifteen percent (15%) of the members shall normally constitute a quorum at a business meeting. Proxy or absentee ballots/votes shall not be considered valid at a business meeting to establish a quorum. However, absentee ballots may be allowed in a manner established by the Board. A thirty percent (30%) quorum is required to call or dismiss a Minister or to sell or buy real property. A positive two-thirds (2/3) majority is required to sell or buy real property.

Section 6. Complete and correct minutes of each business meeting shall be kept by the Recording Secretary of the Board of Trustees. A copy shall be available in the Church office for examination by any member of the Church for at least one year after each meeting.

Section 7. The rules contained in *Robert's Rules of Order, Revised* shall govern in all matters where the Articles of Incorporation and these bylaws have not established otherwise and which are not inconsistent with any special rules adopted in the course of any meeting.

## **ARTICLE V ELECTION OF TRUSTEES AND NOMINATING TEAM MEMBERS**

Section 1. Candidates for Trustee and Nominating Team vacancies may be nominated by the Nominating Team or by the congregation at large:

- a. The congregation shall be informed of candidates nominated by the Nominating Team at least four (4) weeks before the annual general business meeting.
- b. The congregation may make additional nominations to the Board by submitting the names of candidates endorsed by at least twenty (20) members to the President at least two (2) weeks before the annual general business meeting.
- c. No nominations shall be made from the floor of the annual general business meeting, unless this rule is suspended by a two-thirds (2/3) majority of those present and voting.
- d. Brief resumés of all candidates shall accompany announcement of the candidates to the congregation; except that information regarding candidates nominated by petition may be introduced at the annual general business meeting.

- e. Endowment Team nominees will be nominated by the standing Endowment Team; a slate of at least three (3) persons will be presented.

Section 2. If the number of candidates exceeds the number of vacancies, election shall be as established by secret ballot and be decided by majority vote of those present and voting.

## **ARTICLE VI BOARD OF TRUSTEES, OFFICERS AND VOTING**

Section 1. The Board of Trustees shall consist of nine members of the Church. The terms of office will be three years, and a Trustee who has served two complete terms is not eligible to serve a third consecutive term.

Section 2. Each term of office shall begin as of the first of the fiscal year. Terms of office shall be rotated with three beginning each year. At each annual general business meeting, members shall be elected to Trustee vacancies. Trustees shall continue to serve until their successors take office.

Section 3. Vacancies on the Board shall be filled by election at the next annual general business meeting of the Church, with the person elected completing the remainder of the term. The Board is empowered to fill vacancies temporarily, pending the voting at the next annual general business meeting of the Church.

Section 4. If a Trustee is absent from three consecutive regular meetings or fails to maintain member status, the President may declare a vacancy and the position may be filled in the prescribed manner.

Section 5. Five Trustees shall normally constitute a quorum for voting.

Section 6. Passage of any motion shall be by a simple majority of those present and voting, except as may otherwise be provided by these bylaws.

Section 7. The Minister, Administrator, Religious Educator and Management Team members are ex-officio, nonvoting members of the Board. They will be notified of all Board meetings and invited to attend unless the President requests their absence.

Section 8. The Board shall function with an Executive Committee comprised of the President, the Vice-President and one other Trustee.

## **ARTICLE VII BOARD OF TRUSTEES AND BOARD APPOINTEES**

Section 1. The Board shall work in close cooperation with the Minister.

Section 2. The Board articulates the vision of the Church in covenant with the congregation.

Section 3. The Board shall stipulate in the governance policies the manner in which an annual revenue/expense budget shall be adopted by the congregation, but generally in a manner which allows maximum fiscal flexibility.

Section 4. The Board shall hold at least ten (10) regular meetings each year. Additional Board meetings may be called by the President or Vice-President, in absence of the President:

- a. at the President's discretion (or Vice-President in his/her absence); or
- b. by any three Trustees' verbal or written request.

Section 5. All Board meetings and respective minutes thereof shall be open to any member of the Church, except for executive sessions as declared by the President. The time, date and location of all regular meetings of the Board shall be announced in the Church newsletter.

Section 6. The Board shall maintain an active role in the stewardship effort, overseeing the Stewardship Team, to the end that the stewardship activities support the purpose and mission of the Church.

Section 7. The President shall preside at all meetings of the Board and act on behalf of the Board and the Church in regard to official matters. The President shall be a Trustee.

Section 8. The Vice-President shall be President-elect of the Board and in the President's absence, the Vice-President shall preside. The Vice-President shall be a Trustee.

Section 9. The President, with the Board's consent, shall appoint a Treasurer, Historian, Secretary, and Moderator who will have the following duties and responsibilities:

- a. Treasurer - The Treasurer shall be appointed for a three year term. The term will start at the beginning of a fiscal year. The Treasurer may or may not be a Trustee. The Treasurer may be a paid employee, as determined by the Board, but if a paid person, shall not be a Trustee.  
The Treasurer, working with the Administrator, shall oversee the receipt/expenditure of, and accounting procedures for, all funds of the Church, and make regular reports to the Board, the Finance Team and the membership, except as directed otherwise by the Board. The Treasurer may be bonded for an amount set by the Board, with the premium on the bond paid by the Church.
- b. Historian - The Historian shall be appointed for the fiscal year. The Historian is responsible for the archival storage and retrieval of the Church's history, past, present and future; especially those events and activities that should be recorded for the benefit of the future members of the congregation. The Historian may or may not be a Trustee.
- c. Recording Secretary - The Recording Secretary shall be appointed for the fiscal year. The Recording Secretary shall record the official proceedings of the Board, preparing formal minutes of a meeting for review and acceptance at a subsequent meeting. The Recording Secretary shall not be a Trustee.
- d. Moderator - The Moderator shall be appointed for the fiscal year, shall be a member, and shall oversee congregational meetings. The Moderator may not be Trustee or an employee of the Church.

## **ARTICLE VIII MANAGEMENT TEAM**

Section 1. The Management Team shall work in close cooperation with the Board.

Section 2. The Management Team shall consist of 3-5 members including the Minister, the Administrator, the Director of Religious Education, and at least one member from the congregation appointed by the Board of Trustees. Congregational members cannot concurrently serve on the Board of Trustees and the Management Team.

Section 3. The Minister, Director of Religious Education, and Administrator shall serve while employed by the Church. Additional members can be appointed by the Board. The term of office for appointed members will be two years and shall begin at the start of the fiscal year. An appointed member who has served two consecutive, two-year terms shall not be eligible to serve a third consecutive term. All members will continue to serve until their successors begin their term.

Section 4. Vacancies shall be filled by appointment, with the person appointed completing the remainder of the term. The Board is empowered to fill vacancies temporarily.

Section 5. Passage of any motion shall be by a simple majority of those present and voting, except as may otherwise be provided by these bylaws.

Section 6. The Management Team shall ratify all hiring decisions of all employees of the Church made by the Minister or their designee. This is not applicable to the Minister, who is called by the congregation as a whole.

Section 7. The Management Team shall meet at least monthly. Additional Management Team meetings may be called by any member of the Management Team. The time, date, and location of all regular Management Team meetings shall be announced in the Church newsletter.

Section 8. All Management Team meetings and minutes shall be open to any member of the Church, except for meetings regarding personnel issues which are declared closed to members by the Minister.

Section 9. The Management Team shall decide whether to recognize a proposed team or group.

Section 10. The Management Team shall adhere to the Management Team limitations as defined in the Board of Trustees Governance Policies.

## **ARTICLE IX STANDING ADMINISTRATIVE MINISTRIES AND TEAMS**

Section 1. Neither the staff, an ad hoc committee, a ministry, a team, other member, or friend of the Church may represent the Church or the Unitarian Universalist Association (UUA), issue written statements, or make media releases in the name of or containing the name of the Church or the UUA unless approved respectively by the Management Team or congregation or resolved by the UUA.

## **ARTICLE X SPECIAL AD HOC COMMITTEES**

Special Ad Hoc Committees as may or may not be needed from time to time may be established or eliminated by the Board. These committees usually are limited in use and duration.

## **ARTICLE XI AFFILIATED ORGANIZATIONS**

Any group of members that wishes to constitute itself as an affiliated organization related to the Church shall draft and submit to the Board a statement of purpose, a plan for organization and a proposed program. If the Board finds that the proposed organization is appropriate and compatible with the purpose, mission and programs of the Church, it may vote recognition.

## **ARTICLE XII MINISTER**

Section 1. The Minister shall work in close cooperation with the Board.

Section 2. The Minister shall perform the duties customary to that office in liberal churches and shall have primary responsibility for the theological, spiritual, intellectual, and ethical guidance of the congregation.

Section 3. The Minister shall have freedom of the pulpit to speak his/her conscience even when in conflict with the official church position. The Minister, with previous approval of the Board or the congregation, may speak for the Church on a specific issue or issues.

Section 4. The Minister shall function as the head of all administrative staff and Chief Executive Officer (CEO) of the Management Team.

Section 5. The duties of the Minister shall include making a report at the annual general business meeting to bring to the attention of the Board and the membership any matters that seem pertinent to the general welfare of the Church, to make recommendations and to summarize the year's progress in general.

Section 6. The Minister may solicit funds for the Minister's Discretionary Fund, which shall be maintained as one of the regular funds. The Minister shall have sole discretion, authority, and responsibility to disburse the funds.

Section 7. The financial compensation package of the Minister shall be approved by the congregation as part of the annual budget.

Section 8. The Minister is entitled to periodic sabbaticals at the expense of the Church. Sabbaticals will be taken at the mutual convenience of, and agreement between, the Board and the Minister. Monies will be regularly allocated by the operating fund to cover the expense to the Church during these sabbaticals. The terms and frequency of the sabbaticals shall be addressed in the written agreement between the congregation, as represented by the Board and the Minister.

Section 9. The Minister shall be called to serve by a ninety percent (90%) affirmative vote of the members present at a regular or special congregational business meeting at which a proper quorum is present.

Section 10. Unless otherwise provided by agreement, the Minister shall serve for an indefinite period. The relationship may be terminated in writing, by the Minister or the congregation, subject to ninety (90) days advance notice. Action upon a motion for dismissal shall be by a secret ballot of either at least two-thirds (2/3) of the members present and voting at a meeting at which a proper quorum is present or at least twenty percent (20%) of the membership of record at the time of the meeting, whichever is greater. A dismissal vote may be taken only at a meeting called for that purpose. If the Minister resigns in writing, the Board may accept the resignation with a majority approval of six (6) votes.

Section 11. Covenants exist between the congregation and the Minister and between the Board and the Minister and may be reaffirmed annually. Such covenants represent promises of the heart, pledges of mutual respect and commitments to one another. Additionally, the Minister and the congregation, as represented by the Board, shall be subject to a written agreement at all times to express updated details of the formal relationship initially established in the original written agreement between the Minister and the Search Committee or Board. This agreement should be renewed at the beginning of each fiscal year and, if not renewed, the most recent past agreement shall serve.

### **ARTICLE XIII      ENDOWMENT**

Section 1. The Church shall maintain a permanent endowment or trust fund called the Unitarian Universalist Church of Spokane Endowment Fund, and such shall be available for the use of the Church as limited by these bylaws.

Section 2. The Endowment Fund Team shall be charged with the development and coordination of the establishment, growth, and supervision of endowments. The Endowment Team shall have policies for investment and supervision of such investments.

Section 3. The principal of the Endowment Fund shall consist of all funds and properties accepted for it by the Endowment Fund Team. Gifts may be in the form of testamentary bequests, insurance benefits, real estate, stocks and bonds, or other gifts. The Board of Trustees has the authority to refuse any gift.

Section 4. The funds and properties constituting the principal of the Endowment Fund shall be segregated from all other funds and properties of the Church and shall be so identified in the books of account and records of the Church.

Section 5. The principal of the Endowment fund shall be permanently preserved as an endowment. The Endowment Team shall have the authority to determine the amount of earnings which shall be required to be maintained as part of the permanent endowment each year in order to prevent erosion of the principal.

Section 6. The Endowment Fund Team shall act reasonably and in accordance with reasonable accounting principles in administering and in meeting the expenses of the Endowment Fund.

Section 7. The Endowment Fund Team shall have the authority to calculate and determine annually the amount of income available from the fund in excess of the amount required to maintain the principal. This amount shall be reported by the Endowment Team to the Board of Trustees by March 1 of each year, along with the Endowment Team's recommendations for the Board's approval for a project or projects to be funded by such income. The Endowment Team may solicit suggestions for projects from other teams, the Board of Trustees and members of the congregation. It may select from among these suggestions, or determine its recommendations for projects based on the Team's policies for funding and its evaluation of needs.

Section 8. In the event of dissolution of the Unitarian Universalist Church of Spokane, the Endowment Fund shall be dispersed in the manner set forth in Article III, Section 5 of these bylaws.

Section 9. The Endowment Fund Team shall present an annual financial report of the status of the Endowment Fund and the activities of the Endowment Fund Team to the Board of Trustees and the congregation.

#### **ARTCILE XIV      AMENDMENTS**

Section 1. Whenever judged necessary by the Board, it shall cause the Articles of Incorporation and/or these bylaws to be studied and evaluated for recommended changes and be reported to the membership of the Church.

Section 2. The Articles of Incorporation may be amended as set forth in that document. These bylaws may be amended by a two-thirds (2/3) majority vote of the members present at a regular or special congregational business meeting of the Church, provided that the proposed amendment or change shall be included in writing in the call for the meeting. In the event these bylaws are subject to substantial revision, as judged by at least five (5) Trustees, it shall not be necessary to prepare a "deletion/addition" format version, as long as the proposed, restated version is presented to the congregation verbally or in writing with adequate explanation of the proposed amendments.

Section 3. All previous bylaws of this Church are hereby superseded by these bylaws adopted as of May 22, 2011, at a congregational meeting convened for the purpose of considering adoption of amended and restated bylaws.