

# **The BYLAWS of SHORELINE UNITARIAN UNIVERSALIST CHURCH**

## **ARTICLE I. NAME**

Section 1. The name of this church will be Shoreline Unitarian Universalist Church, a corporation duly registered in the State of Washington as defined in its Articles of Incorporation. Throughout this document it will be referred to as SUUC.

## **ARTICLE II. PURPOSE**

- Section 1. Our Purpose is:
- To provide a setting for the practice of liberal religion in this geographical area;
  - To recreate ourselves and our caring church community;
  - To uphold the worth and dignity of all persons and to strive toward justice and freedom for all;
  - To explore the truth and wisdom of all cultures;
  - To develop appreciation for our universe and the interconnected web of all existence;
  - To deepen our concern for humanity, while caring for one another;
  - To act upon our values and beliefs in the surrounding community and the wider world; and
  - To keep our purpose open that it may grow with us.
- Section 2. In recognition of the inherent worth and dignity of all persons, SUUC promotes and celebrates the full participation of all persons in all of its activities; including membership, programming, hiring practices, and the calling of religious professionals; without regard to race, color, ethnicity, gender, disabilities, affectional or sexual orientation, marital status, age or national origin.

## **ARTICLE III. GOVERNANCE AND DENOMINATIONAL AFFILIATION**

- Section 1. SUUC is a congregational church, i.e., an independent and self-governing body. Final authority in the affairs of SUUC is vested in its membership as defined in Article IV except as may be defined otherwise in these bylaws.
- Section. 2 SUUC will be a member of the Unitarian Universalist Association (UUA), and the Western Region of the UUA.

## **ARTICLE IV. MEMBERSHIP**

- Section 1.A. Any person in sympathy with the purpose of this church and who meets the following requirements may become a voting member and sustain that membership by:
- a. being at least 18 years of age;
  - b. attending an orientation session as defined by the Board of Trustees;
  - c. signing the membership roll;
  - d. making and fulfilling an annual financial pledge of record each calendar year.
- Section 1.B. Youth Membership: Any person under the age of 18 who is in sympathy with the purpose of this church and who meets the following requirements may become a Youth Member and sustain that membership by:
- a. being 14 through 17 years of age;
  - b. graduating from the Coming of Age (COA) program (recommended) or attending an orientation session as defined by the Board of Trustees;

- c. making an annual financial pledge of record each calendar year and/or participating in church community activities; and signing the membership roll.

Youth members are able to vote on all church matters except those involving financial commitments.

- Section 2. In order to vote a member will have been a voting member at least thirty (30) days before voting at a congregational meeting;
- a. The Board of Trustees will be responsible for the classification of the voting status of members in accordance with Section 1 of this Article prior to any congregational meeting. The latest list of voting members will be posted on the bulletin board at least twenty-eight (28) days in advance of such meetings. Any person omitted from such list may appeal the action to the Board of Trustees.
- Section 3. Final voting status of each member must be determined and a list of eligible voters posted at least seven (7) days prior to any congregational meeting.
- Section 4. A member may be removed from the membership list in the following ways:
- a. Upon his/her request directed to the Board of Trustees;
  - b. By the Board of Trustees at its discretion if any of the following circumstances exist:
    - (1) Member is not meeting the requirements for sustained membership as specified in Article IV;
    - (2) Member is not in conformance with the principles and purposes of SUUC.
- Section 5. A Friend of the Church is one who makes an annual financial pledge. A Friend shall have all the advantages and privileges of SUUC except the right to vote and the right to hold office as defined later in these Bylaws.
- Section 6. There shall be a non-voting membership category for those persons satisfying the requirements of Article IV, Section 1A, a, b, and c, but not making a financial pledge for whatever reason. Non-voting members' names will not be submitted in the Annual Report to the UUA for accounting purposes.

## **ARTICLE V. CONGREGATIONAL MEETINGS**

- Section 1. There will be two regularly scheduled congregational meetings each calendar year as set by the Board of Trustees. The first meeting will be held in the month of May, designated the Annual Meeting. The second meeting will be held in the month of December, primarily for the purpose of approving the next year's budget.
- Section 2. Special congregational meetings may be called at other times, for any purpose by the President of the Board of Trustees, a majority vote of the Board of Trustees, or by petition of ten (10) voting members.
- Section 3. The Board of Trustees will be responsible for the distribution of notice, in the official church newsletter or otherwise, of any congregational meeting to voting members at least fourteen (14) days prior to said meeting. Said notice will state the purpose and list the agenda of the meeting.
- Section 4. At the Annual Meeting, the Vice President/Finance shall present a detailed report of the financial condition and transactions of SUUC during the past year. The members shall elect the required number of trustees for the Board of Trustees, and members for the Endowment Committee, Congregational Life Committee and the Moderator as hereinafter provided. All elected persons serve at the pleasure and discretion of the congregation.
- Section 5. A quorum at a congregational meeting will consist of twenty (20) per cent of the voting membership of SUUC but in any event not less than forty (40) voting members.
- Section 6. A two-thirds vote of those present and eligible to vote at any Congregational Meeting will be required to:
- a. Amend the Articles of Incorporation;
  - b. Adopt the annual budget;

- c. Buy, sell, lease for a period longer than one year, or otherwise dispose of real property;
  - d. Amend these bylaws;
  - e. Authorize the Board of Trustees, a committee or affiliated organization of SUUC to commit, or to represent, or act on, or to speak on behalf of SUUC on statements of attitude or social actions to be publicly announced. The public display of the SUUC banner, however, will be regulated by the Board of Trustees
- Section 7. A majority vote of those present and voting will be required for all other business.
- Section 8. Absentee voting or voting by proxy is not allowed.

## **ARTICLE VI. ELECTIONS**

- Section 1. Candidates for the Board of Trustees, the Moderator, the Congregational Life Committee and Endowment Committee shall be nominated by the Congregational Life Committee, or may be nominated by petition of ten (10) voting members, said petition to be submitted to the Congregational Life Committee no later than twenty-one (21) days prior to the Annual Meeting. There is no restriction on the number of candidates a voting member may endorse for nomination.
- a. Candidates for all positions must be voting members.
  - b. All persons elected will take office immediately or, in the case of the Moderator, at the next congregational meeting.
- Section 2. Members of the Board of Trustees, Endowment Committee, the Moderator and the Congregational Life Committee shall be elected by written ballot in all cases where there are more candidates than positions to be filled.
- Section 3. Congregational Life Committee members shall serve three-year terms and may serve a maximum of two consecutive terms. The terms of three positions shall expire in odd-numbered years and the terms of the other positions shall expire in even-numbered years. The Congregational Life Committee shall present the list of eligible candidates to the Secretary to be included in the notice of the Annual (May) Congregational Meeting.
- Section 4. If a vacancy should occur in any elected position, such vacancy shall be filled by a voting member of the congregation appointed by the Board of Trustees to serve until the next Annual Meeting.
- Section 5. The Moderator (or his/her designee) presides at all Congregational Meetings, serves for a three-year term, and may serve for a maximum of two consecutive terms.

## **ARTICLE VII. BOARD OF TRUSTEES**

- Section 1. The executive power of the church will be vested in the Board of Trustees, consisting of seven (7) voting members of the church as provided in Section 1 of Article VI, and in Section 6.a of this Article.
- Section 2. The church shall authorize the defense and indemnification of members of its Board of Trustees, including payment of reasonable legal defense costs incurred by a trustee for any personal liability claims filed against the trustee involving negligent acts or omissions made in good faith by the trustee on behalf of SUUC. This defense and indemnification does not eliminate or limit the liability of a trustee for acts or omissions that involve intentional misconduct or a knowing violation of law.
- Section 3. All matters of policy concerning the welfare and functioning of SUUC will rest with the Board of Trustees. It will be the continuing responsibility of the Board of Trustees to evaluate the overall functioning of SUUC to assure that the purpose of SUUC is being served.
- Section 4. The Board of Trustees will have charge of all business affairs of SUUC. The Board shall control church administration and shall be responsible for publishing and maintaining a SUUC Operations Handbook, containing SUUC policies and procedures for broad congregational use.

- a. Checks, drafts and orders for payment of money shall be signed in the name of the Corporation by the officers or agents designated by the Board of Trustees.
- b. Contracts, Conveyances and Other Legal Documents. When a contract, conveyance or other legal document has been authorized by the Board of Trustees without specifying the executing officer, the President or one of the Vice Presidents may execute it in the name of the Corporation.

Section 5. Except for the minister, the Board of Trustees will employ all paid staff and will determine the terms of employment. Supervision of employees will be in accordance with SUUC policy.

Section 6. Election to and resignation from the Board of Trustees.

- a. Either two or three trustees will be elected at each regularly scheduled May congregational meeting for a term of three (3) years, each member serving a maximum of two consecutive terms. The number of trustees elected will depend on the number of three-year terms expiring that year.
- b. Failure of a trustee to attend any three regularly scheduled consecutive meetings of the Board of Trustees will be the equivalent to a resignation from the office except in the case of illness or leave of absence granted by the Board.

Section 7. In accordance with the Articles of Incorporation, the officers of SUUC will be President, Vice President, Vice President/Finance, and Secretary of the Board of Trustees.

- a. At its first meeting following the regularly scheduled Annual Meeting, the Board of Trustees will elect from its members a President, Vice President, Vice President/Finance and Secretary of the Board of SUUC respectively and each will serve in that capacity for one year or until their respective successors shall have been elected.
- b. The duties of the President, Vice President and Secretary of the Board of Trustees will be those usual to their respective offices.
- c. The Vice President/Finance shall be responsible for all financial affairs of the church. He or she will present a written monthly financial report to the Board, and an annual report to the congregation at the Annual Meeting. He or she will be responsible for preparing an annual budget for Board approval. He or she may be bonded at the expense of SUUC. The Vice President/Finance may be assisted by a Treasurer and/or bookkeeper, recruited by the VP/Finance and approved by the Board.
- d. The Secretary of the Board of Trustees will be responsible for making copies of these bylaws available.

Section 8. The Board of Trustees will meet at least monthly at SUUC or another location, provided such other location is conspicuously posted.

- a. Four trustees will constitute a quorum for the transaction of business.
- b. The act of a majority of trustees present at a meeting at which a quorum is present shall be the act of the Board.
- c. Trustees may participate in Board Meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section 9. The Board may take action without a meeting if a resolution setting forth the action to be taken is approved by each and every trustee. The communication of the resolution to each trustee, and of each trustee's vote on the resolution, may be carried out using mail, fax, or electronic mail. The written resolution plus the signature or return email approval of each and every trustee, documenting unanimous approval, is filed with the minutes. If the resolution is not approved by each and every trustee, the resolution fails to pass.

## **ARTICLE VIII. MINISTER**

- Section 1. A minister called by SUUC will share with the congregation responsibility for the religious meetings of the congregation and its spiritual interests and activities. The length of the minister's term shall be indefinite.
- Section 2. A minister will have freedom of the pulpit as well as freedom to express personal opinions outside the pulpit.
- Section 3. The minister will be an ex-officio member of the Board of Trustees, and other bodies as the Board of Trustees may designate.
- Section 4. The power to call or dismiss a minister will reside in the voting members of SUUC. Calling a minister will be by written ballot and will require a two-thirds affirmative vote by those present and voting at a special congregational meeting called specifically for that purpose, provided that at least forty per cent (40%) of the voting members of SUUC are in attendance. Dismissing a minister will be by written ballot and will require a simple majority vote in favor of dismissal by those present and voting at a special congregational meeting called specifically for that purpose provided that at least forty per cent (40%) of the voting members of SUUC are in attendance.
- Section 5. Notice of dismissal or resignation of the minister will be given at least ninety (90) days in advance of the date on which the dismissal or resignation will take effect, except that the Board of Trustees and minister may agree otherwise.
- Section 6. The minister will have a written Letter of Agreement with SUUC.
- Section 7. Temporary Ministerial Associates, Assistants, or Intern Ministers. Any persons who shall serve temporarily as an associate minister, assistant minister, or intern minister will be recommended by the minister and Board of Trustees and approved by the congregation. Terms of employment shall be set by the minister and Board of Trustees and a majority of those voting at a congregational meeting. Full-time positions of associate or assistant ministers will follow the procedures outlined in Section 4 of this Article, provided that the senior minister's recommendation will be part of the Search Committee's consideration.
- Section 8. Permanent positions of associate or assistant ministers will follow the procedures outlined in Section 4 of this Article, provided that the senior minister's recommendation will be part of the Search Committee's consideration.
- Section 9. To call a permanent minister, a Ministerial Search Committee, composed of seven (7) voting members of SUUC shall be convened; these individuals shall be elected at a special congregational meeting called for that purpose. Individuals eligible to serve on this committee shall be nominated by the Congregational Life Committee or by petition of ten (10) voting members, said petition to be submitted to the Secretary of the Board of Trustees not later than twenty-one (21) days prior to the special congregational meeting. After the Ministerial Search Committee is elected, the Board of Trustees may appoint up to two new members to keep the committee at the stated size should vacancies occur.
- Section 10. The congregation, by a majority vote at any congregational meeting, may confer upon a minister called by SUUC the honorific status of Minister Emeritus/Emerita. The honorary title implies no financial relationship between the Minister Emeritus/Emerita and the congregation.

## **ARTICLE IX. FINANCE**

- Section 1. A primary responsibility of the voting members of SUUC and their elected representatives, the Board of Trustees (including the VP/Finance), and the Endowment Committee, will be to ensure the financial health and well-being of SUUC.
- Section 2. The fiscal year of SUUC will be January 1 through December 31.
- Section 3. Operating Budget Procedures. The procedures for adoption of the annual budget are as follows:

- a. A proposed budget is prepared by the Vice President/Finance and submitted to the Board of Trustees.
- b. The Board of Trustees will review the proposed budget and recommend it for action at a congregational meeting on the basis of funds pledged or reasonably expected to be available during the budget period.
- c. The voting members approve or vote to change the recommended proposed budget.
- d. If the congregation is unable to approve a budget because of the lack of a quorum, the Board of Trustees may vote to enact an interim budget until a budget can be approved by the congregation.
- e. The Board of Trustees may modify the operating budget from time to time, as in their judgment may be required, subject to the limitation of the total sum of the approved budget, unless supplemental income is obtained in the amount of the increase.

Section 4. Limitation on Expenditures.

The Board of Trustees shall not make any expenditure in excess of 5% of the approved operating budget unless specifically included in that budget, or approved by the congregation. Funds obtained or designated for specific capital expenditures may not be used for any other purpose without the approval of the congregation.

## ARTICLE X. ENDOWMENT FUNDS

Section 1. There shall be two Endowment Funds for Shoreline Unitarian Universalist Church (SUUC).

1. One endowment fund shall be called the Shoreline Unitarian Universalist Church (SUUC) Support and Enhancement Endowment Fund (SEE Fund). The purpose of this fund shall be to provide a permanent financial resource for support and enhancement of the mission of the church. The endowment capital is to be protected in long-term investments. Returns in excess of the financial base may be used each year for reinvestment in the fund or as deemed appropriate to its purpose by the congregation, in accordance with Section 4 of this Article.
2. Another endowment fund shall be called the Shoreline Unitarian Universalist Church (SUUC) Social Responsibility Endowment Fund (SRE Fund). The purpose of this fund shall be to provide a permanent financial resource with annual income for the social justice activities, causes, and charities of the church. The endowment capital is to be protected in long-term investments. Income received from these investments, such as distributions of dividends, interest, and capital gains, may be used each year for donations or gifts to social causes or charities, or for reinvestment in the fund, as determined by the SUUC Social Action Committee, subject to review by the Board of Trustees, in accordance with Section 4 of this article.

Section 2. There shall be an Endowment Committee, which will serve as trustee of these endowment funds, subject to review by the Board of Trustees, under policies approved by the SUUC Board of Trustees. The Endowment Committee shall be composed of five (5) members, who are voting members of the Church, each elected for a three-year term by the congregation.

1. The Endowment Committee shall be composed of five (5) members elected by the congregation for a three-year period.
2. Terms shall be staggered.

Each member may serve a maximum of two consecutive terms.

3. The members of the Endowment Committee shall elect their own chair from among themselves.
4. The Endowment Committee shall meet at least twice yearly.

5. The quorum of Endowment Committee members required to conduct a legal meeting shall be no less than three members. Decision shall be made by vote of a majority of the quorum.
6. The Endowment Committee shall submit a written report on each endowment fund to the SUUC Board of Trustees semi-annually for the Board to consider for the congregational meetings. The Endowment Committee shall submit an annual report on each endowment to the congregation at the annual May congregational meeting.

Section 3. Contrary to the amendment and quorum requirements for these bylaws as stated in Article XIII, Section 1, this Article on the Endowment Fund can be amended only by a special meeting of the congregation called for that purpose at which at least twenty-five per cent (25%) of the voting membership is present and seventy-five percent (75%) or more of those voting members present vote in favor of the amendment.

Section 4. Each Endowment Fund will be operated in accordance a policy approved by the Board of Trustees.

1. The Support and Enhancement Fund (SEE Fund) shall be operated in accordance with the Support and Enhancement Endowment Policy.
2. The Social Responsibility Endowment Fund (SRE Fund) shall be operated in accordance with the Social Responsibility Endowment Policy.

## **ARTICLE XI. COMMITTEES AND AFFILIATED ORGANIZATIONS**

Section 1. The Board of Trustees is empowered to appoint such committees and affiliated organizations as it deems necessary to carry out the programs and activities of SUUC. Standing committees of Religious Education, Membership, Stewardship, Congregational Life, Personnel, Committee on Ministry, and Endowment shall be established each year.

Section 2. Each committee and affiliated organization of SUUC will work with and be subject to the approval of the Board of Trustees, unless created to be responsible to the congregation.

Section 3. The responsibilities of the Board-appointed committees will be determined by the Board of Trustees as set forth in the guidelines to the committee.

Section 4. The chairpersons of Board-appointed committees will be appointed by the Board of Trustees, or at the direction of the Board, will be elected by their committee.

Section 5. **Standing Committees.** The assigned function of a Standing Committee is to carry out activities within its area and to advise the Board. The duties shall include but not necessarily be limited to the following:

- a. **The Religious Education Committee** shall conduct the Church School and children/youth educational activities within the church. The Board of Trustees shall appoint and fix the compensation of the Director of Religious Education (DRE). Under the direction of the Religious Education Committee, the DRE shall carry into operation the policies and programs approved by the committee as defined in Article XI, Section 2.
- b. The Welcome Team is charged with attracting and sustaining membership in SUUC. The Welcome Team shall assist the minister with new member orientations and with the in-gatherings of new members. The Welcome Team shall make personal contacts with Sunday morning visitors, shall follow-up on new members' sense of connection with SUUC, and will make contact with all members who appear to be no longer active in the congregation. The Welcome Team shall meet monthly or as necessary. The Welcome Team also shall oversee the activities of the greeters, ushers, coffee servers, and any other activities deemed appropriate by the Team to accomplishing their mission.

- c. **The Stewardship Committee** shall be responsible for conducting an annual pledge drive and monitoring pledges and payments throughout the year.
- d. **The Congregational Life Committee** shall be composed of five (5) members elected at each Annual Meeting and shall submit as stipulated in Article VI, Section 1, nominations for Moderator, trustees for the Board of Trustees, and members for the Endowment Committee, Congregational Life Committee, and Search Committee if required.
- e. **The Personnel Committee** shall:
  - (1) develop job descriptions and recruit and recommend non-ministerial candidates for hire to the Board;
  - (2) review SUUC employees' conditions of employment and job descriptions, excluding any ministers;
  - (3) assist in maintaining effective management of personnel affairs by recommending to the Board personnel policies, procedures and persons to implement them;
  - (4) act as mediator and recommend resolutions to the Board.
- f. **The Committee on Ministry** shall:
  - (1) continually monitor the ministry of the congregation and the function and long-term vision of each ministry of the church, including the work of the minister and all major committees;
  - (2) assess each ministry at least once every 3 years and give reports of findings and recommendations in writing to the committee responsible for that ministry, the Board and Congregation. While the minister is responsible for evaluating staff members, staff shall receive feedback about the ministries they direct as part of these assessments;
  - (3) aid the minister, the Board and members of the congregation by being available as a sounding board for ideas and concerns in matters related to the ministries of the church;
  - (4) promote understanding within the congregation of conflict resolution processes, and maintain skills within the committee to mentor others in conflict resolution as needed;
  - (5) continually educate itself about ministry, support continuing education of the congregation to develop understanding and skill in shared ministry, and support the minister's plans for professional development by making recommendations to the board and congregation;
  - (6) be composed of 6 members who serve staggered three-year terms and who are ineligible to serve for one year after two consecutive terms. Members may not simultaneously serve on the Board of Trustees or chair a committee assessed by the Committee on Ministry. The committee shall be appointed by the Board of Trustees in consultation with the minister who shall serve as an ex officio member.
- g. **The Endowment Committee:** See Article X.

## ARTICLE XII. PARLIAMENTARY PROCEDURE

- Section 1. To the extent that they are not inconsistent with these Bylaws, the Articles of Incorporation of SUUC, or applicable law, Robert's Rules of Order, Newly Revised, current edition, shall be the applicable authority on matters of parliamentary procedure at all official meetings of the Board and Congregation.

## ARTICLE XIII. AMENDMENTS

- Section 1. These bylaws may be amended by a two-thirds majority of those present and entitled to vote at any congregational meeting, if the originally proposed text of such bylaws amendment or amendments is communicated to all voting members of the congregation in the manner specified in Article V, Section 3 of these bylaws.



*Carolyn A. Dinnard*

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President, Board of Trustees

- Changes: Bylaws of the Shoreline Unitarian Universalist Church, Seattle, Washington, amended May 15, 1967; January 30, 1972; May 11, 1975; May 2, 1976, May 13, 1979; May 4, 1980; May 16, 1982; May 15, 1983; May 18, 1986; May 17, 1987; May 17, 1992; May 21, 1995; May 18, 1997, May 23, 1999; May 14, 2003; November 23, 2003; May 20, 2007, May 23, 2010.
- Jan 23, 2011 Article 8 Section 7: Board of Trustees quorum changed from five to four.
- May 22, 2011: Inserted Article 9 Section 9 Paragraph 2 : After the Ministerial Search Committee is elected, the Board of Trustees may appoint up to two new members to keep the committee at the stated size should vacancies occur.
- May 22, 2011: Changed Article 6 Section 3 Sentence 1 to read: "Congregational Life Committee members shall serve two-year terms and may serve for a maximum of two consecutive terms. The terms of three positions shall expire in odd-numbered years and the terms of the other positions shall expire in even-numbered years."
- May 19, 2013: Changes to Article V, XI, XII: moving Budget meeting from January to December; changes to Support and Enhancement Endowment Fund; expansion of description of Committee on Ministry and one word change to Personnel Committee.
- May 18, 2014: Changes to Article V, VII & VIII, revise Article XIII (now XII)
- Dec 11, 2016: Change Nominating Committee name to Congregational Life Committee in all articles where it appeared. Also change two-year term to three-year term.
- May 28, 2017: Changes to Article III, section 2; Article IV, sections 1A and 1B; Article V, sections 3 and 4; Article VI, section 5; Article VII, section 6; Article VIII, section 6; Article IX, section 1; Article X section 2.
- Dec. 17, 2017: Changed Membership Committee name to Welcome Team and reworded responsibilities, Article XI, section 5b.