

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

## **ARTICLE I. NAME**

Section 1. Throughout this document Shoreline Unitarian Universalist Church will be referred to as SUUC. As a Washington nonprofit corporation, SUUC is subject to the Washington Nonprofit Corporation Act (RCW 24.03A), its Articles of Incorporation and these Bylaws.

## **ARTICLE II. PURPOSE**

Section 1. Our purpose is religious: to maintain and operate a liberal church. We intend to affirm and promote the seven Unitarian Universalist principles, as follows:

- 1) The inherent worth and dignity of every person;
- 2) Justice, equity and compassion in human relations;
- 3) Acceptance of one another and encouragement to spiritual growth in our congregation;
- 4) A free and responsible search for truth and meaning;
- 5) The right of conscience and the use of the democratic process within our congregations and in society at large;
- 6) The goal of world community with peace, liberty and justice for all; and
- 7) Respect for the interdependent web of all existence of which we are a part.

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 organization, 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 or applicable law.

Section 2. SUUC will be a member of the Unitarian Universalist Association (UUA), and the Pacific Western Region of the UUA.

## **ARTICLE IV. MEMBERSHIP**

Section 1.A. Any individual in sympathy with the purpose of SUUC 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; and
- d. making and fulfilling an annual financial pledge of record each calendar year.

SUUC's members and a meeting of members are sometimes referred to herein as the congregation and a congregational meeting, respectively.

- Section 1.B. Youth Membership: Any individual under the age of 18 who is in sympathy with the purpose of SUUC 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 SUUC community activities; and
  - d. signing the membership roll.
- Youth members are able to vote on all SUUC matters except those involving financial commitments.
- Section 1.C. Non-Voting Membership: There shall be a non-voting membership category for those individuals satisfying the requirements of Article IV, Section 1.A, 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.
- 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. 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 alphabetical list of voting members, including member addresses, will be made available by the Board of Trustees at each congregational meeting and during any adjournment thereof, and in advance of each congregational meeting beginning two business days after notice of the meeting. Any person omitted from such list may appeal to the Board of Trustees.
- Section 3. Final voting status of each member must be determined by the Board of Trustees and a list of eligible voters made available at least seven (7) days prior to any congregational meeting.
- Section 4. A member may be removed from the membership list by the Board of Trustees at its discretion if any of the following circumstances exist:
- a. The member is not meeting the requirements for sustained membership as specified in Article IV, Section 1;
  - b. The member is not in conformance with the principles and purposes of SUUC; or
  - c. Upon the member's request directed to the Board of Trustees.
- Section 5. A friend of SUUC is an individual who makes an annual financial pledge. A friend shall have all the advantages and privileges of a member except the right to vote and the right to hold office as defined later in these bylaws.

## **ARTICLE V. CONGREGATIONAL MEETINGS**

- Section 1. There will be two regularly scheduled meetings of members, referred to in these bylaws as congregational meetings, each calendar year as set by the Board of Trustees. Unless otherwise determined by the Board of Trustees, the first meeting will be held in the month of May, designated the Annual Meeting, and the second meeting will be held in the month of December, primarily for the purpose of approving the next year's budget. Unless otherwise determined by the Board of Trustees, each congregational meeting will be held at SUUC's principal address.
- Section 2. Special congregational meetings may be called at other times for any purpose by the President, the Board of Trustees, or by petition of ten (10) voting members or, if less, twenty-five percent (25%) of the voting members.
- Section 3. The President or Secretary will be responsible for the distribution of notice of any congregational meeting to voting members at least ten (10) days prior to said meeting (plus an additional five days if notice is provided only by United States mail or commercial delivery service) and not more than sixty (60) days prior to the meeting,

except that the notice for the second regularly scheduled congregational meeting for each year may be provided as early as immediately following the Annual Meeting. Said notice will state the place, day and hour of the meeting and, for any meeting at which members may participate by means of remote communication, complete instructions for participating in the meeting by remote communication. In the case of a special meeting, the notice will also state the purpose of the meeting, and only business within the purpose specified in the meeting notice may be conducted at the special meeting. The President or Secretary will, where possible, also include in such notice 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, the members for the Endowment Committee, the Congregational Life Committee and, if applicable, the Ministerial Search Committee, and the Moderator as hereinafter provided. All elected persons serve at the pleasure and discretion of the members.
- Section 5. A quorum at a congregational meeting will consist of twenty (20) percent of the voting membership of SUUC, except as provided in Article VIII, Sections 3 and 5, and Article X, Section 3. Members may participate in a congregational meeting by any means of remote communication through which members not physically present may participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions and make comments. Participation by that method constitutes presence in person at a meeting. If a meeting cannot be organized because a quorum of members entitled to vote is not present, then those members present may adjourn the meeting to such a time and place as they may determine. When a meeting that has been adjourned for lack of a quorum is reconvened, those members present, although less than a quorum, shall nonetheless constitute a quorum, if notice of the time and place of the reconvened meeting is provided by electronic transmission or in person to the members entitled to vote at least twenty-four hours before the reconvened meeting, in lieu of any other notice that would otherwise be required by RCW 24.03A.440 and regardless of any member's revocation of authority to use electronic transmission.
- 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, except as provided in Article X, Section 3;
  - e. Authorize the Board of Trustees, or 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;
  - f. Remove a trustee pursuant to Article VII, Section 6.e.; or
  - g. Engage a called minister or an additional minister as provided in Article VIII.
- Section 7. Candidates for the Board of Trustees, the Moderator, the Congregational Life Committee, the Endowment Committee and the Ministerial Search Committee are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.
- Section 8. A majority vote of those present and voting will be required for all other business, except as provided in Article X, Section 3 or as otherwise required by law.
- Section 9. 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, the Endowment Committee and the Ministerial Search Committee, if applicable, 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 (or, in the case of the Ministerial Search Committee, any other congregational meeting). There is no restriction on the number of candidates a voting member may endorse for nomination; however, all persons that are nominated shall be nominated for a specific seat on the relevant body.
- a. Candidates for all positions must be voting members.
  - b. The Congregational Life Committee shall present the list of members nominated by the Congregational Life Committee, as well as any nominations by petition received by the Congregational Life Committee, to the Secretary to be included in the notice of the Annual Meeting.
  - c. All persons elected will take office immediately or, in the case of the Moderator, at the next congregational meeting.
- Section 2. Unless otherwise determined by the Board of Trustees, 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. If a vacancy should occur in any elected position, such vacancy may be filled by a voting member of the congregation appointed by the Board of Trustees to serve until the next Annual Meeting, when the position shall be filled by congregational election. If the vacancy is on the Board of Trustees, the vacancy may be filled by the affirmative vote of a majority of the remaining Board of Trustees, even if less than a quorum.
- Section 4. The Moderator (or the Moderator's designee) presides as chair at all congregational meetings, serves for a three-year term, and may serve for a maximum of two consecutive terms. If a Moderator has been appointed or elected to fill a vacancy caused by the resignation or removal of the previous Moderator, that Moderator may, if elected, fill two complete terms in addition to the partial term completed as a result of that appointment. Notwithstanding the reference to a three-year term, a Moderator's term will continue until the Moderator's successor is elected, which would normally be expected to occur at the Annual Meeting held in the third year after the Annual Meeting in which the Moderator was elected.

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

- Section 1. The executive power of SUUC will be vested in the Board of Directors, which is referred to in these bylaws as the Board of Trustees, consisting of seven (7) voting members of SUUC as provided in Section 1 of Article VI, and in Section 6.a of this Article. Each member of the Board of Directors is referred to in these bylaws as a trustee. The lead or solo minister is an ex-officio member of the Board without a vote.
- Section 2. SUUC 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 acts or omissions made in good faith by the trustee on behalf of SUUC, to the extent permitted by the Washington Nonprofit Corporation Act. This right to defense and indemnification does not apply in the case of, or eliminate or limit the liability of a trustee for, a proceeding by or in the right of SUUC in which the trustee was adjudged liable on the basis that personal benefit was improperly received by the trustee, or any other proceeding charging improper personal benefit to the trustee, whether or not involving action in the trustee's official capacity, in which the trustee was adjudged liable on the basis that personal benefit was improperly received by the director. Prior to SUUC indemnifying any trustee pursuant to this provision, a determination must be made that indemnification is permissible, by any one of: (a) the Board of Trustees, by a majority vote of a quorum consisting of trustees not at the time parties to the proceeding, (b) if a quorum cannot be obtained under (a) of this subsection, by a majority vote of a duly designated committee of the Board of Trustees

consisting of at least two trustees, each of which is not a party to the proceeding, (c) by special legal counsel for SUUC selected to make such determination on behalf of SUUC (i) by the Board of Trustees or its committee in the manner prescribed in (a) or (b) or (ii) if all, or all but one, of the trustees is a party to the proceeding, by majority vote of the full Board of Trustees, or (d) any other manner permitted by the Washington Nonprofit Corporation Act.

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. Assessment and evaluation of specific aspects of SUUC functioning may be delegated to different committees and task forces for reporting to the Board and congregation.

Section 4. The Board of Trustees will have charge of all the business affairs of SUUC. The Board shall control SUUC administration and shall be responsible for publishing and maintaining a SUUC Policy Manual, 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 SUUC 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 SUUC.
- c. SUUC shall not lend money to, advance credit to, or guarantee the obligation of any trustee or officer of SUUC.

Section 5. Except as set forth in Article VIII, the Board of Trustees will employ all paid staff. The Board of Trustees will determine the terms of employment of all staff, including ministers. Supervision of employees will be in accordance with SUUC policy.

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

- a. Either two or three trustees will be elected at each regularly scheduled Annual Meeting for a term of three (3) years, each member serving a maximum of two consecutive terms. If a trustee has been appointed or elected to fill a vacancy caused by the resignation or removal of a member of the Board, that trustee may, if elected, fill two complete terms in addition to the partial term completed as a result of that appointment. The number of trustees elected will depend on the number of three-year terms expiring that year. Notwithstanding the reference to a three-year term, a trustee's term will continue until the trustee's successor is elected, which would normally be expected to occur at the Annual Meeting held in the third year after the Annual Meeting in which the trustee was elected.
- b. Notwithstanding the previous subsection, in the event that a trustee fails to complete the trustee's term and an Annual Meeting is held prior to the Annual Meeting at which such trustee's term was originally scheduled to expire, a trustee will be elected at such Annual Meeting for a term equal to the remainder of the former trustee's term.
- c. A trustee may resign by notice to the President or Secretary in the form of a record, or orally to the Board of Trustees at a meeting of the Board of Trustees.
- d. The Board of Trustees may remove a trustee:
  - (1) Who has been appointed a guardian under RCW 11.130.185 or a conservator under RCW 11.130.360, or who is subject to a written certification by their attending physician that in the physician's opinion the director is substantially unable to manage his or her financial resources or resist fraud or undue influence,
  - (2) Who has been convicted of a felony,
  - (3) Who has been found by a final order of any court of competent jurisdiction

to have breached a duty as a director under RCW 24.03A.495, or

(4) Who has missed three regularly scheduled consecutive meetings of the Board of Trustees, unless in the case of illness or leave of absence granted by the Board of Trustees.

e. A trustee may also be removed, with or without cause, by the vote of two-thirds of the members present and entitled to vote at a congregational meeting at which a quorum is present.

Section 7. The officers of SUUC will be the President, one or more Vice Presidents, the Vice President/Finance (who shall also be deemed the Treasurer), the Secretary and such other officers and assistant officers (if any) as may be elected or appointed by the Board of Trustees from time to time.

a. At its first meeting following the regularly scheduled Annual Meeting, which will be held immediately following the Annual Meeting, the Board of Trustees will elect the officers from among its members, and each will serve in that capacity for one year or until their respective successors shall have been elected. Any two or more offices may be held by the same person, except that the President and Secretary cannot be the same person.

b. The duties of the President, Vice Presidents and Secretary of the Board of Trustees will be those usual to their respective offices.

c. The Vice President/Finance shall also be deemed the Treasurer. The Vice President/Finance shall be responsible for all financial affairs of SUUC, will present a written monthly financial report to the Board, and an annual report to the congregation at the Annual Meeting, will be responsible for preparing an annual budget for Board approval, and may be bonded at the expense of SUUC. The Vice President/Finance may be assisted by a controller, assistant(s) and/or bookkeeper, approved by the Board.

d. The Secretary will be responsible for making copies of these bylaws available.

e. Other officers appointed by the Board of Trustees, if any, will have the duties determined by the Board.

f. An officer may resign from any officer position by written notice to the President (unless the person resigning is the President) or email to the Board of Trustees.

g. An officer will also be deemed to have resigned upon ceasing to be a trustee.

h. An officer may be removed from such office by the Board of Trustees, or a new officer may be elected by the Board of Trustees, whenever in the Board of Trustees' judgment the best interests of SUUC will be served thereby.

Section 8. The Board of Trustees will meet at least monthly at SUUC's principal address or another location selected by the President or by the Board of Trustees, 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 voting 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 any means of remote communication through which all of the trustees may simultaneously participate with each other during the meeting. Participation by that method constitutes presence in person at a meeting.

d. If the Board of Trustees has approved a regular, recurring meeting time that occurs at the same time each month, such meetings may be held without further notice to individual trustees. Otherwise, notice of the date, time and place of each meeting shall be provided to each trustee at least forty-eight (48) hours in advance (plus an additional five days if notice is provided only by United States mail or commercial delivery service), it being understood that where possible at least seven (7) days'

advance notice will be provided. For any meeting at which trustees may participate by means of remote communication, notice of the meeting must include complete instructions for participating in the meeting by remote communication.

- e. Meetings of the Board, except executive sessions, are open to members and friends of the congregation. Such visitors shall have no vote but may be given courtesy of the floor at the Board's discretion. Executive sessions are closed to all except Board members and guests invited by the Board and may be called at any time by a simple majority of voting Board members present. The purpose of executive sessions is to discuss confidential matters, such as contract negotiations, attorney-client discussions, and confidential personnel information. The lead or solo minister may be excluded from executive sessions that pertain to personnel matters involving the lead or solo minister position, whether the current occupant or possible future occupants of that position.
- f. As a matter of policy, the congregation will be given advance notice of the time and location of meetings of the Board of Trustees.

Section 9. The Board may take action without a meeting if each trustee entitled to vote with respect to the subject matter thereof signs or electronically transmits a consent describing the action to be taken and delivers it to SUUC, and the period between the date of the first consent and the date on which all voting trustees have consented is no longer than sixty days. The written resolution plus the signature or consent of each and every trustee, documenting unanimous approval, shall be filed with the minutes. Any trustee's consent that is delivered by electronic transmittal must include sufficient information to determine the sender's identity and intent to execute. If the resolution is not approved by each and every trustee, the resolution fails to pass.

## ARTICLE VIII. MINISTERS

Section 1. This Article addresses the role, appointment, terms of employment and termination of ministers of SUUC, distinguishing the following types of ministers:

- a. A solo or lead minister that is called by the congregation and is intended to serve SUUC for an indefinite period or a fixed period of more than two years (referred to herein as a **called minister**);
- b. A solo or lead minister that is intended to serve SUUC for a period not exceeding two years except by congregational vote to add a third year (referred to herein as a **transitional minister**). This may be a contract or interim minister;
- c. Any other type of minister that is intended to be paid by and to serve SUUC at a time when SUUC has two or more ministers, and is not intended to be the senior minister (referred to herein as an **additional minister**); and
- d. A minister that is not paid by SUUC but is affiliated with SUUC by agreement (referred to herein as an **affiliated community minister**).

Section 2. SUUC's called minister will:

- a. Report directly to the Board of Trustees and be ultimately responsible to the congregation;
- b. Serve as head of staff, supervising staff according to the policies adopted by the Board of Trustees;
- c. Share with the congregation responsibility and authority for the religious meetings of the congregation and its spiritual interests and activities;
- d. Have freedom of the pulpit as well as freedom to express personal opinions outside the pulpit;
- e. Be an ex-officio member, without a vote, of the Board of Trustees, and such other bodies as the Board of Trustees may designate; and
- f. Be subject to an annual assessment in accordance with the SUUC Policy Manual. This assessment process is intended to provide congregational feedback to the

minister and to inform the annual evaluation of the minister by the Board of Trustees.

Section 3. Calling or appointing a minister:

- a. Called minister.
  - (1) A Ministerial Search Committee shall be convened for the purpose of conducting a ministerial search and making recommendations to the congregation, as further described in Articles V, VI and XI.
  - (2) The power to engage a called minister will reside in the voting members of SUUC. Engaging a called minister will be by written ballot unless otherwise determined by the Board of Trustees, and will require a two-thirds affirmative vote by those present and eligible to vote at a special congregational meeting called specifically for that purpose, provided that at least forty percent (40%) of the voting members of SUUC are in attendance.
- b. Transitional minister. Any transitional minister must be approved by the Board of Trustees.
- c. Additional minister. Any additional minister must be appointed in the same manner as a solo or senior called minister, except that:
  - (1) The solo or senior minister must be consulted in the search and selection process before any additional minister candidate is recommended for approval by the congregation; and
  - (2) The Ministerial Search Committee need not be convened if the additional minister's service to SUUC is intended to be for a limited duration, not exceeding two years. In such a case, the Board of Trustees, assisted if the Board so chooses by a committee of members of the congregation appointed by the Board, shall conduct the search and the selection of the ministerial candidate to be recommended for approval by the congregation.
- d. Affiliated community minister. Any affiliated community minister must be approved by the solo or senior minister and by the Board of Trustees.

Section 4. Terms of employment or affiliation of a minister:

- a. The terms of employment or affiliation of each minister will be set forth in a written agreement between SUUC and the minister, and must be approved by the Board of Trustees.
- b. The terms of employment or affiliation of each minister must also be approved by a majority of those voting at a congregation meeting, unless (1) the minister is an affiliated community minister, or (2) the minister is a transitional minister, the congregation previously approved the annual budget, and Article IX, Section 4 does not require any additional congregational vote.

Section 5. Dismissal or resignation of a minister:

- a. Dismissing a called 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 percent (40%) of the voting members of SUUC are in attendance.
- b. Dismissal of any other minister shall be in accordance with the terms of the written agreement between SUUC and that minister.
- c. Resignation of any minister shall be in accordance with the terms of the written agreement between SUUC and that minister.

Section 6. The congregation, by a two-thirds affirmative vote by those present and eligible to vote at any congregational meeting called specifically for that purpose, may confer upon a minister called by SUUC the honorific status of minister emeritus/emerita. The honorary title implies no ministerial responsibilities or role in SUUC governance and 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 Vice President/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, together with any modifications approved by the Board of Trustees, 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, lack of agreement among members or inability to hold the December congregational meeting for approval of the annual budget before January 1, 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 Section 4 below.
- 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 SUUC.
- a. One endowment fund shall be called the 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 SUUC. 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 Board of Trustees, in accordance with Section 4 of this Article.
  - b. Another endowment fund shall be called the 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 SUUC. 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 recommended by the SUUC Social Action Committee, subject to review and approval 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 Board of Trustees. The Endowment Committee shall be composed of three (3) members, who are voting members of SUUC, each elected for a three-year term by the congregation.
- a. The Endowment Committee shall be composed of three (3) members elected by

the congregation for a three-year period.

- b. Terms shall be staggered.
- c. Each member may serve a maximum of two consecutive terms. If a committee member has been appointed or elected to fill a vacancy caused by the resignation or removal of a member of the committee, that member may, if elected, fill two complete terms in addition to the partial term completed as a result of that appointment. Notwithstanding the reference to a three-year term, a committee member's term will continue until the committee member's successor is elected, which would normally be expected to occur at the Annual Meeting held in the third year after the Annual Meeting in which the committee member was elected.
- d. The members of the Endowment Committee shall elect their own chair from among themselves.
- e. The Endowment Committee shall meet at least twice yearly.
- f. 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 members present.
- g. 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.
- h. Notwithstanding the foregoing, during the period between the 2023 and 2024 Annual Meetings, the Endowment Committee shall consist of four (4) members. One of the committee members whose term began in 2022 shall either resign or be elected to a new three-year term in 2024. If so elected, such member's shortened 2022-4 term shall not count toward such member's maximum two consecutive terms.

Section 3. Notwithstanding Article XIV, 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 percent (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 with a policy approved by the Board of Trustees.

- a. The Support and Enhancement Fund (SEE Fund) shall be operated in accordance with the Support and Enhancement Endowment Policy.
- b. 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. This Article addresses three types of committees and affiliated organizations within SUUC:

- a. **Committees of members**, which means the committees addressed by these bylaws that by their terms require that a person be a member of SUUC in order to be a member of such committee. The committees of members are currently the Congregational Life Committee, the Endowment Committee and, when required to be created pursuant to Article VIII, the Ministerial Search Committee. Additional committees of members cannot be established without amending these bylaws to discuss the creation, makeup, authority and operating procedures of such additional committees;
- b. **Committees of the Board of Trustees**, which means any committees created by the Board of Trustees that by their terms require that a person be a trustee to be a member of such committee; and
- c. **Other committees**, which means any other committees or affiliated organizations approved by the Board of Trustees. For clarity, the Social Action Committee referred

to in Article X is an other committee as defined in this paragraph.

Section 2.

**Committees of Members:**

- a. **The Congregational Life Committee** shall be composed of five (5) members elected at Annual Meetings as provided in Article VI, 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 Ministerial Search Committee if required. Congregational Life Committee members shall serve three-year terms and may serve a maximum of two consecutive terms. If a committee member has been appointed or elected to fill a vacancy caused by the resignation or removal of a member of the committee, that member may, if elected, fill two complete terms in addition to the partial term completed as the result of that appointment. The terms of three positions shall expire in odd-numbered years and the terms of the other positions shall expire in even-numbered years. Notwithstanding the reference to a three-year term, a committee member's term will continue until the committee member's successor is elected, which would normally be expected to occur at the Annual Meeting held in the third year after the Annual Meeting in which the committee member was elected.
- b. **The Endowment Committee:** See Article X.
- c. **A Ministerial Search Committee** shall be convened for each search for a new called minister or additional minister as required in Article VIII, Section 3. The Ministerial Search Committee shall be composed of seven (7) members elected at a congregational meeting as provided in Article VI. The Ministerial Search Committee shall conduct the called minister or additional minister search for which it was convened, and make its recommendations to the congregation for congregational approval. In fulfilling its duties, the Ministerial Search Committee shall coordinate its activities with the Board of Trustees, consistent with the requirement that the Board of Trustees approve the terms of employment or affiliation of each called minister or additional minister, and the written agreement between SUUC and each called minister or additional minister. Ministerial Search Committee members shall serve until the specific search for which the committee was convened has been completed, or a decision is made to discontinue such search, after which the Ministerial Search Committee will be disbanded.
- d. Unless provided otherwise in these bylaws, the following procedures shall govern all committees of members:
  - (1) Meetings of each committee shall be held at SUUC's principal location unless otherwise determined by the Board of Trustees, the congregation or the applicable committee.
  - (2) Members of any such committee may participate in a meeting of such committee by any means of remote communication through which all of the committee members may simultaneously participate with each other during the meeting. Participation by that method constitutes presence in person at a meeting.
  - (3) Notice of the date, time and place of any meeting of any committee shall be provided to each committee member at least forty-eight (48) hours in advance (plus an additional five days if notice is provided only by United States mail or commercial delivery service), it being understood that where possible at least seven (7) days' advance notice will be provided. For any meeting at which committee members may participate by means of remote communication, notice of the meeting must include complete instructions for participating in the meeting by remote communication.
  - (4) A majority of a committee's members shall constitute a quorum for any meeting. Decision shall be made by vote of a majority of the members present.
  - (5) A member of a committee may resign by notice to the chair of the committee, if any, to the President or to the Board of Trustees. In addition, a member of a committee shall be deemed to have resigned upon ceasing to be a member of SUUC.

- (6) Any member of a committee appointed by the Board of Trustees may be removed from such committee by the Board of Trustees whenever in their judgment the best interests of SUUC will be served thereby. Any member of a committee elected by the congregation may be removed, with or without cause, by the vote of two-thirds of the members present and entitled to vote at a congregational meeting at which a quorum is present.
- (7) Where the term of a committee member is for a specified number of years, the committee member's term will nevertheless continue until the committee member's successor is elected or appointed.
- (8) Notwithstanding the previous subsection, in the event that a committee member fails to complete the committee member's term, a replacement may be appointed by the Board of Trustees. Any such replacement may serve only until the next Annual Meeting, at which time, if the original committee member's term is not yet expired, a replacement shall be elected by the congregation for the remainder of such term.

Section 3. The Board of Trustees is empowered to appoint such **committees of the Board of Trustees**, or **other committees**, as it deems necessary to carry out the programs and activities of SUUC. Each such committee will work with and be subject to the approval of the Board of Trustees. The responsibilities of such committees will be determined by the Board of Trustees as set forth in the guidelines to the committee. The chairpersons of such committees will be appointed by the Board of Trustees, or at the direction of the Board, will be elected by their committee. Committees of the the Board shall also be subject to the following:

- a. The committee must have at least two members.
- b. The creation of the committee and the appointment of trustees to it shall require the approval of a majority of all the trustees in office when the action is taken.
- c. The Washington Nonprofit Corporation Act prohibits delegation of certain matters to a committee.
- d. The procedures set forth in these bylaws regarding notice of Board meetings, quorum, conduct and voting at Board meetings and Board actions by unanimous consent shall also apply to meetings and actions of committees of the Board to the greatest practicable extent.

## ARTICLE XII. METHOD OF GIVING NOTICE

Section 1. Any notice required to be given by these bylaws, and any material required or permitted to accompany such notice, may be provided by hand, orally (except oral notice is insufficient for notice of a meeting of members, or resignation as a trustee except at a meeting of the Board) or by United States mail, private courier service, electronic transmission, other methods of delivery used in conventional commercial practice, or any other method permitted by the Washington Nonprofit Corporation Act. Notwithstanding the foregoing, electronic transmission shall not be used for notice to a member in their capacity as a member if they have expressly instructed the Secretary that they do not consent to receive notice by electronic transmission, or if SUUC cannot deliver two consecutive notices or other communications to the member's address shown in SUUC's current record of members and the inability becomes known to the Secretary or other person responsible for giving the notice or other communication. .

Section 2. The foregoing restrictions shall not apply to notices of meetings of those committees that are defined in Article XI, Section 1.c. as other committees.

Section 2. The intention of SUUC is to permit notices by electronic transmission to the fullest extent permitted by Washington law. In the event that Washington law permits or is later amended to permit notice by electronic transmission in a manner that is less restrictive than Article XII, Section 1, such less restrictive provision shall supersede Article XII, Section 1.

### **ARTICLE XIII. 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 XIV. AMENDMENTS**

Section 1. Except as provided in Article X, Section 3, 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.

Bylaws of the Shoreline Unitarian Universalist Church, adopted January 29, 1966, and 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; January 23, 2011; May 22, 2011; May 19, 2013; May 18, 2014; December 11, 2016; May 28, 2017; December 17, 2017; December 15, 2019; February 28, 2021; December 18, 2022; May 21, 2023; and May 19, 2024.