

**BYLAWS THE UNITARIAN UNIVERSALIST CONGREGATION OF MARIN
amended May 23, 2010**

PREAMBLE

We unite in the free quest of the high values of religion and life.

ARTICLE I
NAME

The name of the organization shall be the Unitarian Universalist Congregation of Marin (UUCM).

ARTICLE II
MEMBERSHIP

Section 1. All authority rests in the membership and is exercised through meetings of the members except as is herein delegated. We welcome as members all who share our vision, regardless of creed, faith, national origin, race, sexual orientation or identity, health, financial situation or political affiliation.

Section 2. Membership in the Unitarian Universalist Congregation of Marin is open to any person who completes the steps for membership listed below:

- A. Attends an orientation seminar and discusses the meaning of membership with the minister or a person designated by the Board of Trustees for this purpose;
- B. Agrees to the Bylaws;
- C. Pledges an annual financial contribution to the Congregation. (This requirement may be waived on an individual basis by the Board of Trustees in consultation with the Minister);
- D. Is sixteen years of age, or older;
- E. Signs the membership book.

Section 3. Any member shall be entitled to vote at any Congregational Meeting duly called pursuant to these bylaws, with the following exception: members who are also under financial contract shall not vote on anything that directly affects their position. Whether the vote in question does so shall be decided by the Board of Trustees prior to each Congregational Meeting.

Section 4. Members who have not pledged to the annual operating fund for the current fiscal year by September 1 of each year, or have not requested and been approved for a waiver as set out in these Bylaws, will be notified in writing that their membership has lapsed. Membership will be reinstated if the member subsequently makes a pledge to the annual operating fund, or requests a waiver pursuant to these Bylaws.

Section 5. The Board of Trustees may, by two-thirds vote, remove from membership any person whose actions threaten the well-being of the congregation. The person being considered for removal will be advised in advance of the meeting, and has the right to be

present or be represented by a person of his/her choice.

ARTICLE III MEETINGS

Section 1. Each Congregational Meeting shall be presided over by the President of the Congregation, and minutes shall be taken by the Secretary of the Board.

Section 2. The Annual Congregational Meeting for the election of trustees, Leadership Development Committee, and other elected committees, approval of the budget and the transaction of other business shall be held in May or early June of each year.

Section 3. A special Congregational Meeting may be called at any time by the Board of Trustees, and must be called upon written request submitted to the Board by at least five percent of the members. Notice of any special meeting shall be the same as for regular meetings, as stated in these Bylaws.

Section 4. Notice of the date, time, place, and purpose of each Congregational Meeting shall be given during the regular Sunday service on the two Sundays preceding the meeting, and written notice shall be emailed or mailed to the membership at least two weeks prior to the meeting. Principal agenda items will be included in the mailings.

Section 5. The quorum for all Congregational Meetings shall be fifteen percent of the membership.

Section 6. The Board of Trustees shall establish rules for the conduct of all business meetings. In the absence of any other rules, Robert's Rules of Order shall be the parliamentary reference.

Section 7. The establishment or dissolution of endowment funds, or the amending of the provisions of their governing documents within the limits of the law, shall require a two-thirds vote of the members present and voting at a duly called Congregational Meeting after recommendation by a two-thirds vote of the Board of Trustees. Other requirements contained in the governing documents of endowment funds shall be followed.

Section 8. Voting by proxy shall not be allowed. Voting by mail may be authorized by the Board of Trustees and must be authorized if requested by at least five percent of the members a minimum of 20 days in advance of the meeting. When thus authorized, mail-in votes must be received in the office prior to the Congregational Meeting. Such mail-in votes would not be counted in any voting on amendments, nor would they be counted if the main motion has been amended in any substantive manner as determined by the presiding officer of the meeting.

ARTICLE IV TRUSTEES AND OFFICERS

Section 1. The Board of Trustees shall implement the decisions and policy of the membership. It shall have full powers and responsibility of administration for the affairs of the Congregation including implementing measures dealing with corporate structure and organization that are consistent with these Bylaws and with the Laws of the State of California.

Section 2. The Board of Trustees shall have nine voting members:

- A. Four officers: President, Vice-President, Secretary, and Treasurer, who shall serve as officers of the Board and of the Congregational Corporation.
- B. Five General Trustees, who shall act as liaisons to committees.

Beyond their specific responsibilities, all nine trustees shall act as committee liaisons and share in the deliberations and actions of the Board.

Section 2.1 The minister shall be an ex officio non-voting member of the Board of Trustees.

Section 2.2. Whenever necessary, the Board of Trustees may establish an Executive Committee consisting of the officers. The minister(s) shall serve as ex-officio non-voting member(s) of the Executive Committee.

- A. The Executive Committee shall transact the business of the Congregation, as authorized by the Board of Trustees, between board meetings.
- B. The Executive Committee shall not initiate the formation of a ministerial search committee, nor act on the resignation of the minister, nor hold hearings to determine whether the minister shall be removed, nor fill vacancies on the Board of Trustees, and shall not expend unbudgeted funds except in an emergency to protect the assets and properties of the Congregation.
- C. The Executive Committee shall report to the Board of Trustees at the next meeting on all actions taken and shall keep a record of its meetings, a copy of which shall be included in the minutes of the Board of Trustees.

Section 3. At the Annual Congregational Meeting, the Leadership Development Committee shall present a slate with at least one name for each Board position that will become vacant at the end of June. The Secretary shall email or mail the slate to the Membership two weeks before the Annual Meeting. Additional nominations may be made from the floor provided the person has assented to the nomination beforehand. Voting may be by written ballot if requested by five percent of the members present.

Section 4. Each Board member shall be elected to a three-year or two-year term. The Board may adjust Board terms prior to nomination so that about one-third of the members will be elected at each Annual Meeting. If a position becomes vacant, the President may fill it by appointment until the

following Annual Meeting, subject to approval by the Board of Trustees. The appointee may be elected at the Annual Meeting to a full three-year or two-year term if the vacancy occurred no more than six months before the end of the congregational year.

Otherwise, no person may serve more than five consecutive years on the Board.

Section 5. The Board of Trustees shall meet at least once a month with the possible exception for the December meeting and/or July meeting which shall be optional. Meetings shall be called by the President or another Officer, in order of authority (Vice-President, Secretary, Treasurer), in the absence of the President. Notice of time and place shall be given to each Board member and the same information shall be made available to the Membership. Board meetings shall be open to the Membership. A meeting or part of a meeting may be closed to consider pending litigation, personnel issues including evaluations, and/or other sensitive issues such as pledge waiver requests. Decisions made in closed session shall be announced at the same meeting or at a subsequent meeting.

Section 6. A majority of the voting members of the Board of Trustees shall constitute a quorum. The act of a majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board of Trustees.

Section 7. Whenever necessary, the Board of Trustees shall initiate the formation of a Ministerial Search Committee to be elected by the Congregation. The Board shall make recommendations to the Membership concerning the composition, scope, and function of such Committee. In making recommendations to the membership, the Board of Trustees shall consider the guidelines of the denomination provided for this purpose.

Section 8. The Board of Trustees may approve unbudgeted expenditures up to \$3,000, to be exceeded only in the case of emergencies. Any unbudgeted expenditures in excess of \$3,000, and any expenditures exceeding the budgetary provisions by \$3,000 or more, shall require approval of a majority of members present and voting at a duly called Congregational Meeting.

ARTICLE V DUTIES OF OFFICERS

Section 1. The duties of the Officers shall be those described in the Policy and Procedures Manual and other duties as assigned by the Board of Trustees. The duties shall include the following:

- A. The President shall preside at all meetings of the Board of Trustees and Congregation; shall act as Chief Executive Officer of the Corporation; and shall assume overall responsibility for all corporate business of the Congregation. The President serves, ex officio, as a non-voting member of all committees with the exception of the Leadership Development Committee, Committee on Ministry, and Ministerial Search Committee.
- B. The Vice-President shall replace the President in the event of the President's absence.

- C. The Secretary shall conduct all official correspondence as corporate secretary, and shall provide for the recording of all proceedings of the Board of Trustees and Congregational Meetings.
- D. The Treasurer shall make regular reports to the Board of Trustees, and at least annual reports to the Membership, shall oversee all fiscal activities and serve on the Endowment Committee.

ARTICLE VI MINISTER

Section 1. The Minister shall be settled by at least a two-thirds affirmative vote of the Membership present at a Congregational Meeting called for that purpose.

Section 2. Financial agreements shall be made yearly with the Minister by a Board-appointed committee composed of two members of the Finance Committee and two members of the Committee on Ministry. The agreement is subject to the approval of the Board of Trustees.

Section 3. The Minister shall exercise guidance over all religious activities of the Congregation, shall have freedom of and responsibility for the pulpit, and shall be an ex officio, non-voting member of the Board of Trustees and all committees with the exception of the Ministerial Search Committee.

Section 4. If a Minister resigns, the Board may accept the resignation. The Congregation may request the removal of a Minister by a two-thirds vote of the membership present at a regular meeting or at a specially called meeting. In establishing a severance arrangement, the parties should be mindful of the Unitarian Universalist Ministers' Association Guidelines. Said severance arrangement shall be subject to approval by the membership.

ARTICLE VII COMMITTEES

Section 1. The Leadership Development Committee shall consist of six members, each serving three year terms. One-third of the members shall be elected each year during the Annual Meeting. No member may serve more than three consecutive years on the Leadership Development Committee. The Committee shall carry out the following functions during the calendar year:

- A. Analyze the particular talents and representation necessary for a well-balanced Board of Trustees and a well-led Congregation. Gather names and biographical information of potential candidates.
- B. Prepare for the consideration of the membership a list of candidates for all elective positions. The list shall be placed in the hands of the Board Secretary to be mailed to the membership at least two weeks prior to the Annual Congregational Meeting.
- C. Recommend candidates to fill any mid-term vacancies when they occur.

- D. Arrange for leadership development workshops, seminars or programs (in conjunction with the minister and other leaders) to aid members in their leadership roles in the congregation and encourage overall volunteer participation.

Section 2. The Board of Trustees, in partnership with the Minister, is authorized to establish standing committees, special committees, and other working groups deemed necessary for conducting the business of the Congregation. The following shall be Standing Committees: the Finance Committee, the Endowment Committee, the Personnel Committee, the Committee on Ministry, and the Facilities Committee. A committee chair shall not be a member of the Board of Trustees with the exception of the Finance Committee, where the Treasurer may serve as chair. Unless otherwise provided in these Bylaws, each committee shall recruit its members and shall elect its chair.

A. The Finance Committee is composed of the Treasurer and at least four other members of the Congregation. It is responsible for aiding the Treasurer in the overall direction and control of finances. The Committee shall be responsible to the Board of Trustees in the following ways:

1. Providing guidelines for the preparation of the Annual Budget.
2. Preparing the Annual Budget.
3. Reviewing earned and contributed income.
4. Recommending to the Board the allocation of funds
5. Preparing financial reports.
6. Arranging for audits of the Congregation's finances at least every two years.
7. Making recommendations to the Treasurer when reporting financial matters to the Board of Trustees.
8. Forecasting income and expenses.
9. Establishing and maintaining consistent fiscal procedures.

B. The Endowment Committee is comprised of the President, the Treasurer, and three to five members of the Congregation appointed by the Board. The Committee shall manage the Endowment Fund, the Wesley Fund, the Karel F. Botermans Fund and the Religious Education Fund, and shall make periodic reports to the Board when requested to do so, and annually, to the Congregation. The Committee is governed by its own charter (March 2, 1986), by the charters for the Art Wesley Endowment Fund (March 2, 1986), the Karel F. Botermans Fund (June 2, 1974), the Religious Education Fund (February 27, 2000) and by the charter for the Endowment Fund (July 21, 1994).

C. The Personnel Committee is composed of four to six members of the Congregation, approved by the Board of Trustees, and is responsible for recommending policy to the Board of Trustees and implementing personnel policy for non-ministerial staff. The duties of this Committee include the following

1. Maintaining a Personnel Policy Manual.
2. Reviewing staff job descriptions and recommending staff selection procedures.
3. Recommending staff training activities.
4. Overseeing the annual work performance evaluation for each non-ministerial

staff member.

5. Fostering diversity in employment.

D. The Committee on Ministry is comprised of four to six members of the Congregation, appointed by the Board of Trustees in partnership with the Minister, to serve three-year terms for a maximum of six consecutive years as determined by the Board. No trustee shall serve on this Committee. The duties of this Committee include:

1. Monitoring the effectiveness of the Minister and the Congregation in pursuing the goals of the mission statement. This overview shall include all aspects of the program with particular attention to their coordination.
2. Providing for open communication between the Minister, the Board of Trustees, and the Congregation.
3. Monitoring the effectiveness of the ministry performed by the Congregation, as defined in the Policy Manual.
4. Reporting the above evaluations annually to the Congregation.
5. Assisting in conflicts between and among members of the congregation.

E. The Facilities Committee is composed of four to six members of the Congregation. It has the following duties:

1. It is responsible for building maintenance and improvements and for surveying, analyzing and evaluating the overall site development, e.g. as parking and landscaping.
2. It acts as liaison to the other property owners in the neighborhood and monitors city activity relevant to Congregational property.
3. It is responsible for long-term property planning, including maintenance of the facility and planned expansion.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present at a Congregational Meeting called for that purpose. Amendments may be proposed by the Board of Trustees or by five percent of the membership. Written notice of the proposed change or changes must be included in the emailed or mailed notice of the meeting, and posted for membership viewing.

ARTICLE IX DISSOLUTION

In the event of the dissolution of this Congregational Corporation, all its property, both real and personal, shall, after all just debts are paid, revert to the Unitarian Universalist Association, Boston, Massachusetts, to be used for the extension of liberal religion in the Pacific Coast region.