

1 **Bylaws** of the First Unitarian Universalist Church of Seattle
2 (dba Saltwater Unitarian Universalist Church)

3
4 **Article I - Name**

5 The legal name of this organization shall be: The First Unitarian
6 Universalist Church of Seattle. We shall be known as: Saltwater
7 Unitarian Universalist Church.

8 **Article II - Purpose**

9 The purpose of this Church shall be to nurture each other to find
10 meaning and connection within our lives and to contribute to our
11 communities with our hearts, minds, hands, and spirit. We also
12 commit human and financial resources to advance social justice and
13 environmental stewardship.

14 **Article III - Inclusion**

15 Section 1. This Congregation affirms and promotes the full
16 participation of persons in all our activities and endeavors, including
17 Membership, programming, and the calling and hiring practices of
18 religious professionals without regard to race, color, gender and
19 expression, affectional or sexual orientation, physical or mental
20 ability, age, class, or national origin.

21 Section 2. This Congregation affirms and promotes the full
22 participation of families with their minor children and youth in our
23 lifespan programs and varied activities.

24 **Article IV - Membership**

25 Section 1. Membership in this Church shall be open to all those in
26 sympathy with its purpose.

27 Section 2. Any person who meets the following requirements may
28 become a Member and sustain that Membership by:

- 29 a. being at least 14 years of age;
- 30 b. signing the Membership book;
- 31 c. making an annual financial ~~pledge~~ contribution; and
- 32 d. participating in the life of the congregation.

Commented [SA1]: An actual contribution needs to be made.

33 Section 3. In order to vote at a Congregational Business Meeting, one
34 must have been a Member for at least twenty (20) days before the
35 meeting.

- 36 a. The ~~Board of Directors~~ minister will be responsible for maintaining
37 a current, accurate list of Members.
- 38 b. The latest list of Members will be posted at least twenty (20) days

Commented [SA2]: Policy Governance

39 in advance of such meetings. Any person omitted from this list may
40 appeal the omission to the Board of Directors or its designee, who
41 may for good cause waive any provision of this section.

42 Section 4. A Member may be removed from membership in the
43 following ways:

44

- 45 a. upon one's own request. ~~directed to the Board of Directors;~~
- 46 b. by the Board of Directors if any of the following circumstances
47 exist:

Commented [SA3]: Unnecessary

- 48 1. Member is not meeting the requirements of sustained membership
49 as specified in Article IV Section 2.
- 50 2. Member is not in conformance with the purpose of Saltwater UU
51 Church as defined in Article II.
- 52 3. Member's behavior is repeatedly disruptive of church activities.

53 Section 5. A Member in financial hardship is requested to notify the
54 ~~Board of Directors~~ Minister of their financial hardship and by doing so
55 may ~~become~~ receive a waiver ~~exempt~~ from the requirement of an
56 annual ~~pledge~~ contribution of record. Waiver requests must be made
57 each year that a Member is unable to pledge. Members who neither
58 make a pledge nor request an exemption may be dropped from the
59 Membership list. The ~~Board of Directors~~ Minister will notify Members
60 electronically or by U.S. mail that they are no longer included in the
61 Membership list.

Commented [SA4]: Policy governance

Commented [SA5]: No one is exempt.

Commented [SA6]: Policy governance

62 Section 6. An individual removed from Membership according to the
63 provisions of Section 2c may rejoin the church without signing the
64 Membership book by submitting a pledge of record or requesting a
65 waiver due to financial hardship within one year of being removed
66 from Membership.

67 Section 7. Any person who pledges to the Church but does not sign
68 the Membership book is entitled to the full privileges of Membership
69 with the exception of voting at Congregational Business Meetings, or
70 holding church offices or other positions for which Membership is a
71 requirement.

72 Article V - Congregational Business Meeting

73 Section 1. The annual Congregational Business Meeting shall normally
74 be held in the spring at such time and place as shall be fixed by the
75 Board of Directors. Notice of the meeting shall be given by U.S. mail
76 or electronically to the Members at least ten (10) days prior to the

77 meeting. The notice shall contain the agenda of the meeting as
78 established by the Board of Directors.

Commented [SA7]: Clarifies who sets the agenda.

79 Section 2. A special Congregational Business Meeting may be called
80 by request of the President, Board of Directors, or by request of
81 twenty (20) Members of the Church. Notice and agenda of a special
82 meeting shall be given in the same manner as notice of the annual
83 Congregational Business Meeting.

84 Section 3. Twenty-five percent (25%) of the Members of the Church
85 shall constitute a quorum. Neither absentee ballots nor proxy voting
86 shall be allowed. If a quorum is not present at a Congregational
87 Business Meeting, a motion to adjourn may be made and a vote taken
88 to adjourn.

89 ~~Section 4. The rules contained in the current edition of Robert's Rules
90 of Order Newly Revised shall govern the Meeting in all cases to which
91 they are applicable and in which they are not inconsistent with these
92 bylaws and any special rules of order the organization may adopt.~~

Commented [SA8]: Duplicates Article X, section 1

93 Article VI - Board of Directors

94 Section 1. The Board of Directors shall consist of six (6) Directors, four
95 (4) of whom shall constitute a quorum for the transaction of business.
96 The Board, subject to the prime authority of the Congregation, is the
97 principal policy forming and administrative body of the Church. The
98 Board has full authority and responsibility, except as limited by these
99 bylaws, to act on the business of the Church. The Board may delegate
100 administrative functions to the minister as the executive officer of
101 the congregation.

Commented [SA9]: Policy Governance

Commented [SA10]: Policy Governance

102 Section 2. Election of Board of Directors: The Nominating Team will
103 select at least two candidates to stand for election to the Board of
104 Directors at the annual Congregational Business Meeting. Additional
105 nominations for Board of Directors may be made from the floor. Two
106 (2) Directors shall be elected by ballot. In the event of a contested
107 election where more than two candidates are standing for the two
108 open Board positions, the election shall be conducted by written
109 ballot. Otherwise, the vote shall be by a show of hands or voice vote.

Commented [SA11]: Avoids a public vote when the election is contested.

110 Candidates for the Board of Directors must have been Members of the
111 Congregation for at least one year. Terms will begin on July 1 of the
112 year of their election and end on June 30 of their third year or until
113 their successors are elected and qualified, whichever is later. Board
114 members who have served a three (3) year term shall not be eligible
115 to succeed themselves.

116 Section 3. The Nominating Team shall consist of four (4) members,
117 two of whom will be elected each year by the Congregation at the
118 annual Congregational Business Meeting, for a term of two years.
119 Candidates for the Team must have been Members of the
120 Congregation for at least one year.

121 Section 4. The position of a Board member may be declared vacant, at
122 the discretion of the Board, when said member has been absent from
123 three consecutive Board meetings.

124 Section 5. A Board member may be removed for cause by a vote of a
125 majority of the Board when he or she is unable or unwilling to
126 contribute to the purpose of the Church or when his or her actions
127 constitute breach of trust or gross misconduct.

128 Section 6. A Board member may be removed, with or without cause,
129 by a majority vote at a Congregational Business Meeting.

130 Section 7. The Board shall hold regular monthly meetings. Special
131 meetings may be called by the President or by three (3) members of
132 the Board of Directors by giving each Director twenty-four (24) hours'
133 notice.

134 ~~Section 8. The Board Minister shall approve the Leaders of all Teams.~~

Commented [SA12]: Be
longs in a job description.

135 Section 9 8. Board Vacancy - Unexpired Term of Office: Should a
136 Board member vacate an unexpired term of office, the Board, in
137 consultation with the Nominating Committee, shall appoint a
138 successor to complete the term, subject to approval by the
139 Congregation at the next Congregational Business Meeting.

140 **Article VII - Officers**

141 ~~Section 1.~~ The officers of this organization shall be a President, a
142 Vice-President, a Secretary, and a Treasurer. They shall be appointed
143 by the Board of Directors for a term of one year or until their
144 successors are appointed. The Secretary and Treasurer need not be
145 Directors. All officers must be Members.

146 ~~Section 2. The President shall preside over meetings of the Board of
147 Directors and over Congregational Business Meetings, and perform
148 such other duties as are usually performed by the presiding officer.~~

Commented [SA13]: All
sections belong in job
descriptions.

149 ~~Section 3. The Vice-President shall act in the absence of the
150 President.~~

151 Section 4. The Secretary shall keep accurate minutes of
152 Congregational Business Meetings and of meetings of the Board of
153 Directors, and shall perform such other duties as may be required by
154 the Board of Directors.

155 Section 5. The Treasurer shall: a. serve as financial officer of the
156 organization; b. monitor records of monthly income and expenses and
157 submit a report of financial accountability at the annual
158 Congregational Business Meeting.

159 Article VIII - Minister

160 Section 1. Procedure for calling: the Minister shall be called and his
161 or her remuneration determined at a Congregational Business Meeting
162 called convened in accordance with procedures in these bylaws and
163 designated for the purpose. A two-thirds (2/3) three-fourths (75%)
164 vote of Members present shall be necessary to call a Minister to the
165 charge of this Church.

Commented [SA14]: Re
muneration is negotiated
with the candidate.

Commented [SA15]: U
UA best practice

166 Section 2. Tenure: The Minister shall be considered to have indefinite
167 tenure.

168 Section 3. Termination: The Minister's services may be terminated by
169 a majority three-fourths (75%) vote of the Members of this Church
170 present at a Congregational Business Meeting. The termination shall
171 not become effective until three months after the vote.

Commented [SA16]: U
UA best practice

Commented [SA17]: De
termined by minister's
contract.

172 Section 4. Resignation: In the case of his or her resignation, the
173 Minister shall give three months' notice or such other time as is
174 mutually agreed upon.

Commented [SA18]: De
termined by minister's
contract.

175 Section 5 4. Upon notification of an immediate or future vacancy of
176 the Ministerial office, the Board of Directors may hire an Interim
177 Minister by a majority vote of the Board. Sections 1-4 and Section 6 of
178 this article do not apply to an Interim Minister. Sections 1-3 and
179 Section 5 of this article do not apply to an Interim Minister.

Commented [SA19]: Ad
justs section numbers.

180 Section 6 5. Ministerial Search Team: Upon notification of an
181 immediate or future vacancy of the Ministerial office, the Board shall
182 call a special Congregational Business Meeting for the purpose of
183 electing a Ministerial Search Team. Following best practices
184 established by the UUA, the Board shall present a slate of five (5)
185 candidates to the congregation. Additional nominations may be made
186 from the floor. Paid staff and contractual employees may not serve
187 on a Ministerial Search Team. If there are more than 5 nominees,

Commented [SA20]:
Provides greater flexibility
to form search teams.

188 voting procedures will allow each Member to vote for 5, and the top
189 five will form the Ministerial Search Team. Should a vacancy occur on
190 the Ministerial Search Team before its task is complete, the Board will
191 appoint a Member to fill the vacancy. A simple majority of those
192 present shall elect the slate.

193 Article IX -- Relationship between Board and Minister

194 Section 1. ~~The Board, in consultation with the Minister,~~ The Minister,
195 in consultation with the Board, shall have responsibility for the
196 administration of the Church.

Commented [SA21]: Policy governance

197 Section 2. The Minister, in consultation with the Board, ~~will~~ shall
198 have responsibility for the Ministry of the Church.

Commented [SA22]: Shall is more immediate.

199 Section 3. The Minister ~~will~~ shall have responsibility for supervising
200 and evaluating staff. ~~The Board, in consultation with the Minister,~~
201 The Minister, in consultation with the Board, ~~will~~ shall have
202 responsibility for hiring and terminating staff.

Commented [SA23]: Policy governance

Commented [SA24]: Shall is more immediate.

203 Section 4. The Minister shall be an ex-officio Member of this Church,
204 of the Board of Directors, and of all Teams and Committees of this
205 Church, but shall have no vote. If the Minister elects to become a
206 Member of the Church, he or she will have the same voting rights as
207 any other Member.

208 Article X - General Provisions

209 Section 1. ~~It shall be within the power of the President to appoint
210 such assistant as he or she may deem necessary, subject to the
211 approval of the Board of Directors.~~

Commented [SA25]: Unnecessary

212 Section 2 1. The rules contained in the current edition of Robert's
213 Rules of Order Newly Revised shall govern the organization in all cases
214 to which they are applicable and in which they are not inconsistent
215 with these bylaws and any special rules of order the organization may
216 adopt.

217 Section 3 2. The fiscal year shall be July 1 through June 30 of the
218 following year. ~~The Operations Group, in consultation with the Board
219 of Directors, shall prepare an annual budget for each fiscal year. The
220 Board of Directors shall approve and present this the budget to the
221 Membership at the annual a Congregational Business Meeting, to be
222 held prior to the end of the fiscal year. The Directors may select a
223 pledge year that differs from the fiscal year.~~

Commented [SA26]: Policy governance

Commented [SA27]: Provides flexibility.

224 Section 4 3. The financial books, records and accounts of the Church
225 Treasurer will shall be reviewed at the request of the Board.

Commented [SA28]: Clarifies whose records they are.

226 Section 5 4. This Congregation shall be a member of the Unitarian
227 Universalist Association of Congregations and of the Pacific Northwest
228 District Western Region of that Association and their successors. In
229 conducting business with the UUA, only Members as defined in Article
230 IV, Section 2 will be considered current church Members.

Commented [SA29]: Shall is more immediate.

Commented [SA30]: Updates name for Region.

231 Article XI-- Indemnification

232 The Church shall indemnify any person who is or was an employee,
233 agent, representative, or member of the Board of Directors against
234 any liability asserted against such person and incurred in the course
235 and scope of his or her duties or functions within the Church to the
236 maximum extent allowable by law, provided the person acted in good
237 faith and did not engage in an act or omission that is intentional,
238 willfully or wantonly negligent, or done with conscious indifference or
239 reckless disregard for the safety of others. The provisions of this
240 article shall not be deemed exclusive of any other rights to which
241 such person may be entitled under any bylaw, agreement, insurance
242 policy, vote of Members or otherwise.

243 Article XII--Dissolution

244 Any action to dissolve the Church must be approved by a two-thirds
245 (~~2/3~~) three-fourths (75%) vote of Members present at a Congregational
246 Business Meeting called to specifically consider such action, for which
247 meeting written notice has been issued to all Members in accordance
248 with the provisions of these bylaws. If the Members vote to disband,
249 all property and assets of the Church will be assigned to the Unitarian
250 Universalist Association or its successors after payment of debts. The
251 Board of Directors shall perform all actions necessary to effect such
252 conveyance.

Commented [SA31]: UUA best practice

253 Article XIII- Amendments

254 These bylaws may be altered, amended or repealed at any annual or
255 special Congregational Business Meeting by a two-thirds (2/3) vote of
256 those present; provided, however, that a written notice and copies of
257 the proposed amendments shall have been given to the Membership by
258 U.S. mail or electronically at least ~~ten (10)~~ twenty-one (21) days
259 prior to the Meeting, and posted conspicuously in the primary building
260 of the Church for the twenty-one (21) days preceding the meeting.

Commented [SA32]: Lengthens notice time and adds another means to publicize proposed changes.

261 *NOTE: These are the bylaws as amended at a congregational meeting*
262 *in March 2013.*