

MOTION 1

(Board of Trustees)

BACKGROUND: As a *Board*-appointed committee reviewed the current UUCS Policy Governance Document for consistency with the *UUCS* Articles of Incorporation and the *UUCS Bylaws*, it became apparent that some amendments to the *Bylaws* are needed. Therefore, the *Board* proposes the following amendments to the current *UUCS Bylaws*. Deletions are shown as ~~red strike-outs~~ and additions are shown as blue text. Below each proposed amendment in purple text is an explanation/justification identified as “EXPLANATION.”

THIS MOTION is a compilation of numerous basically **HOUSEKEEPING** amendments; that is, these amendments don't change the status quo of the existing *Bylaws*. Rather, the proposed amendments modify the *Bylaws* to better suit UUCS current and future needs/operations or smooths-out a potential conflict with the *Policies and Procedures*.

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ARTICLE II MEMBERSHIP AND VOTING PRIVILEGE

Section 2. Those persons who wish to participate in the life of the *Church*, ~~including financial support,~~ but do not choose formal membership may be accorded ‘*Friend*.’ ~~status as set forth in these *Bylaws* and the *Policies and Procedures*.~~

EXPLANATION: The *Board* recommends that ‘financial support’ not be required for *Friend* status. The *Bylaws* fully address *Friend* status and there is no need for this reference to the *Policies and Procedures*.

Section 3. *Obligations of Membership* include meaningful giving of one’s resources, both time and financial, and regular participation in the life of the *Church*. *Members* who have a record of regular annual financial contribution or been granted a waiver of financial contributions shall be considered *Members in Good Standing*. Anyone failing to achieve these criteria for *Obligations of Membership* set forth herein, shall only regain membership status by complying with Section 6 below. ~~Further details may be set forth in the *Policies and Procedures*.~~

EXPLANATION: The *Bylaws* fully address this and there is no need for this reference to the *Policies and Procedures*.

Section 4. Benefits of *Membership* include use of the *Church* for life celebrations for actual costs only for the *Member* and immediate family (life partners(s), spouse(s), parents and children of the *Member*). Life celebrations include birthdays, weddings/commitment ceremonies, milestone anniversaries, and memorial services. As long as *UUCS* is affiliated with *UUA*, *UUCS Members* are also members of *UUA*. Furthermore, *Members* shall receive *UUA* publications (as long as *UUCS* is affiliated with *UUA*), all *UUCS* communications, including paper publications, and all types of electronic and video communications. ~~*Friends* shall have privileges as set forth in the *Policies and Procedures*.~~

EXPLANATION: The *Bylaws* fully address this and there is no need for this reference to the *Policies and Procedures*.

~~Section 5. A Member has a voting privilege in a Congregational Meeting only if having been a Member in Good Standing for at least three months prior to the day of the meeting. ((renumber rest of Article II))~~

EXPLANATION: Section 5 is closely related to Section 1 and should be consolidated into Section 1.

Section 56. It is important to maintain accurate *Membership* records to establish correct quorum numbers for voting during *Congregational Meetings*. *Membership* resignation/withdrawal/removal from the *UUCS Congregation* occurs by either *Member* initiation or by administrative removal of a *Member* no longer meeting the *Obligations of Membership* set forth in Section 3 above. The following provisions also apply:

- a. Formal resignation/withdrawal of *Member* status by an individual occurs when the *Member* notifies a *Trustee*, the *Operations Manager* (or equivalent) or the *Senior Minister*, in writing, of their decision to resign/withdraw.
- b. Administrative removal occurs when a *Member* is determined by the *Operations Team*, based upon recommendation of the *Operations Manager* and the *Senior Minister*, to have not fulfilled the *Obligations of Membership* set forth in Section 3 above ~~and any other criteria set forth in the *Policies and Procedures*~~ during the immediate past 365 days. The *Operations Manager* shall contact the *Member* regarding a potential administrative removal.

Because the *Church* may benefit from knowing the reason and background of a resignation/withdrawal, the *Senior Minister*, a *Trustee* or their designee shall attempt a follow-up contact, including by mail if the resigned/withdrawn person cannot otherwise be reached, regarding potential reinstatement of membership. Reinstatement of membership shall be as set forth in the *Policies and Procedures*.

((renumber rest of Article II))

EXPLANATION: The *Bylaws* fully address this and there is no need for this reference to the *Policies and Procedures*.

ARTICLE IV CONGREGATIONAL MEETINGS

Section 1. An *Annual Meeting* of the *Church* shall be held during the final month of the *Fiscal Year* to:

- a. elect *Trustees* to the *Board*;
- b. elect Nominating Team members;
- c. elect Endowment Team members;
- d. elect any other Team Members as necessary;
- e. receive an annual report from the *Board*, describing major accomplishment, major decisions, and changes to the *Policies and Procedures*;

- f. receive an annual report from the *Senior Minister*, including pertinent information from/regarding the Operations Team and the *Shared Ministry* Team;
- g. receive a past *Fiscal Year* summary financial report from the Treasurer, including the status of the Endowment Fund;
- h. consider and adopt a budget for the next *Fiscal Year*; **and**
- i. **establish the date of the *Annual Meeting* of the following year to ensure its addition to the *Church's* calendar; and**
- j. consider such other business as may properly come before the *Congregation*, such as *Bylaw* amendments which have been submitted to the Board in sufficient time to be included in the formal notice of the meeting.

EXPLANATION: It is critical to planning some *Church* functions over the next year to know what is the date of the next *Annual Meeting*.

Section 3. The *Annual Meeting* shall be conducted by the Moderator, who shall be appointed by the President of the *Board*, pursuant to Article VII, Section 13.c. Other official *Congregational Meetings* may be conducted by the Moderator. All other *Congregational* gatherings shall not be subject to a Moderator, unless so stated by the *Board* President. ~~A parliamentarian or parliamentary advisor may be appointed by the *Board*.~~

EXPLANATION: This statement of a possible appointment by the *Board* belongs in Article VII, Section 14, where other appointments are identified.

ARTICLE VII BOARD OF TRUSTEES AND BOARD APPOINTEES

Section 1. The *Board* and the *Minister(s)* shall work in close cooperation with each other and in accordance with the current *Ministerial Agreement(s)*. These *Bylaws* recognize that a *Ministerial Agreement* is a contract that binds the *Board* and the *Minister* to terms that are independent from these *Bylaws* **and *Policies and Procedures***, and therefore, the *Board* must review any proposed *Bylaw(s)* **and *Policies and Procedures*** change(s) that may conflict with the *Ministerial Agreement*. The *Board* shall not create or adopt a *Ministerial Agreement* that conflicts with these *Bylaws*. See Article XVI.

EXPLANATION: The additional inclusion of the *Policies and Procedures* remedies an oversight that clarifies that the *Policies and Procedures*, as are the *Bylaws*, are independent of the *Ministerial Agreement(s)* between the *Board* and the *Minister(s)*.

Section 3. The *Board* shall stipulate in its *Policies and Procedures* the manner in which an annual revenue/expense budget shall be **presented to and** adopted ~~by~~**with input from** the *Congregation*, but generally in a manner which allows maximum fiscal flexibility.

EXPLANATION: This just clarifies that the *Board's* role in the budget development process is the current and recent past budget process. That is, the *Board* isn't the budget vehicle itself. Rather, the *Board* sees to it that a budget-building process occurs and a budget is presented to the *Congregation* at the *Annual Meeting*.

Section 7. The *Board* shall ensure ~~maintain an active role in the~~ fundraising and pledging efforts occur as set forth in ~~these Bylaws and~~ the *Policies and Procedures* that promote and support the *Ends statements* (as set forth in the *Policies and Procedures*), purpose and mission of the Church.

EXPLANATION: This clarifies that the *Board*, as the governing body, is not intimately involved in the fundraising and pledging effort. Rather, it clarifies that the role of the *Board* is to ensure that these functions happen and that the *Board* is not performing the tasks; and further that the *Board's* adopted *Ends statements* are promoted and supported by the budgeting process.

Section 11. The Secretary is responsible for:

- a. assuring that accurate and complete minutes and other records are maintained and legal requirements are met, including oversight of annual filings with the state; ~~and~~
- b. maintaining and tracking, all *Trustee* positions and terms (both elected and/or appointed) for the current fiscal year, as well as the newly elected *Trustees* and their terms, with such information being recorded in the *Board* minutes; ~~and~~
- c. ensuring that policies approved, deleted or altered by the *Board* are reflected in the *Policies and Procedures*.

EXPLANATION: Adding 'c.' to the Secretary's responsibilities remedies a long-standing problem of *Board*-adopted policies not ending up in the *Policies and Procedures*.

Section 13. The President, with the consent of the majority of the *Board*, shall appoint a Historian, Recording Secretary, and Moderator, each of whom shall have the following duties and responsibilities; although the *Board* may make adjustments to their duties based upon skills, special circumstances and availability:

- a. Historian - The Historian shall be a *Member* and be appointed for the *Fiscal Year*. The Historian is responsible for the archival storage, both paper and electronic, and retrieval of the Church's historical documents, especially regarding those events and activities that should be recorded for the benefit of the future *Members* of the *Congregation*. The Historian may or may not be a *Trustee*.
- b. Recording Secretary - The Recording Secretary shall be appointed for the *Fiscal Year*. ~~Under the direction of the Secretary, the~~ The Recording Secretary shall record the official proceedings of the *Board*, preparing formal minutes of each meeting for review and acceptance at a subsequent meeting. The Recording Secretary may ~~shall not~~ be a *Trustee*.
- c. Moderator - A Moderator shall be appointed to oversee the *Annual Meeting* and may oversee other *Congregational Meetings*. The Moderator ~~shall not may~~ be a *Trustee*; ~~but shall not be~~ an employee of the Church.

~~Additionally, the Board shall appoint or reappoint two Member(s) to the Finance Team.~~

EXPLANATION: The changes to the Recording Secretary and the Moderator portions are to create flexibility so that a *Trustee* can serve in these positions. Also, the reference

to appointing or reappointing two *Members* to the Finance Team is better located in Section 14 of this Article.

Section 14. The Board ~~shall~~:

- a. ~~A~~shall appoint *Members* to the Operations Team pursuant to Article VIII;
- b. ~~A~~shall appoint/~~reappoint~~ *Members* to the Finance Team, pursuant to Article XIII ~~and consistent with the *Policies and Procedures*~~;
- c. shall appoint a *Trustee* as liaison to the *Operations Team* for the purpose of regularly reporting to the *Board*;
- d. may appoint a parliamentarian or parliamentary advisor;
- e. shall ~~P~~provide advice and consent regarding appointment by the *Senior Minister* to the Personnel Team pursuant to Article XIV ~~and the *Policies and Procedures*~~; and
- f. shall ~~P~~provide advice and consent regarding appointment by the *Senior Minister* to the *Shared Ministry* Team pursuant to Article XV ~~and the *Policies and Procedures*~~.

EXPLANATION: The *Bylaws* are complete enough that no reference to the *Policies and Procedures* is needed. The *Board* finds great value in one of its members attending the *Operations Team* and regularly reporting to the *Board*. Although there is some word-smithing here to authorize the *Board* to “MAY appoint” a parliamentarian or parliamentary advisor, the original SHALL appoint/provide advice is retained for the other appointees.

ARTICLE X MINISTER(S)

~~Section 2. The *Board*, charged with assuring conformity with Article VII, shall neither create nor authorize any conflict between the *Ministerial Agreement*, these *Bylaws* and/or *Policies and Procedures*.~~

((renumber rest of Article X))

EXPLANATION: This matter is adequately addressed in Article VII and therefore this Section 2 isn't necessary.

ARTICLE XI ENDOWMENT FUND and ENDOWMENT TEAM

Section 2. The Endowment Team, consisting of a minimum of five *Members*, is responsible for growth and supervision of the Endowment Fund. The Team shall maintain policies for investment and supervision of such investments and Team procedures. Further details regarding the Team may be found in internal policies of the Team. ~~The Team shall comply with any *Board governance policies regarding the Endowment Fund*.~~

Section 3. The Team shall establish a process of staggered terms and election years to the end that there are overlapping terms. This shall be maintained by the Team in a table format and be available for review upon request. *Members* shall serve no more than two consecutive three year terms, not counting appointments to fill a vacant position, after which a *Member* may be reelected as long as there is a one year hiatus. Appointments to fill vacancies and nomination for vacant positions shall be made by the Team. Appointments to fill vacant positions shall be

ratified by the *Board* at the next *Board* meeting. Elections to the Team shall be by the *Members* at an *Annual Meeting*. Position terms shall be for the fiscal year after an *Annual Meeting*. Re-election/ratification of a 2nd term for a given position shall occur at an *Annual Meeting*.

((renumber rest of Article XI))

EXPLANATION: The Endowment Team is basically an independent body and no *Policies and Procedures* addressing the Endowment Fund or Team are needed since, with the adoption of this amendment, the Bylaws address most matters related to the Team and the Fund. The addition of this new Section 3. simply places in the *Bylaws* the existing internal Team policies regarding the process of electing Team members and the filling of vacant positions, etc. This establishes consistency with the *Bylaw* language related to the *Board* and the Nominating Team - the two other bodies that have *Congregation*-elected members.

ARTICLE XIII

FINANCE TEAM

Section 3. Further details regarding the Team may be found in ~~*Policies and Procedures*~~ and in internal policies of the Team.

EXPLANATION: There is nothing in the existing policy governance document regarding the Finance Team and the Team has internal policies.

DEFINITIONS

Friend - A nonmember person affiliated with *UUCS*, as set forth in ~~Article II~~ of these *Bylaws*.

EXPLANATION: ‘*Friend*’ is mentioned in more than one section and therefore simple reference to the *Bylaws* is sufficient.

MOTION 2

(Board of Trustees)

BACKGROUND: As a *Board*-appointed committee reviewed the current UUCS Policy Governance Document for consistency with the *UUCS* Articles of Incorporation and the *UUCS Bylaws*, it became apparent the some amendments to the *Bylaws* are needed. Therefore, the *Board* proposes the following amendments to the current *UUCS Bylaws*. Deletions are shown as ~~red-strike-outs~~ and additions are shown as blue text. Below each proposed amendment as purple text is an explanation/justification identified as “EXPLANATION.”

THIS MOTION expands the time for a *Member(s)* to work with a *Board* designated person(s) to make sure a *Member(s)* proposed Articles of Incorporation or *Bylaw* amendment is a viable amendment in continuity with the rest of the *Bylaws*. It also establishes that a *Member(s)* proposed amendment(s) submitted to the *Board* must be supported by at least 10 *Members*.

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ARTICLE XVI AMENDMENTS

Section 3. During a *Congregational Meeting* a *Member* may propose an amendment to the Articles of Incorporation or these *Bylaws*, only if the proposed amendment has been previously submitted to the *Board*, ~~four~~ six weeks prior to the meeting date, and if the proposed amendment submitted to the *Board* is accompanied by at least ten supporting *Member* signatures or emails specifically referencing the proposed amendment. The ‘six weeks’ is for the purpose of the *Board* or *Board* designated person(s) to examine the proposed amendment for continuity with existing governance documents and, as needed, work with the person(s) proposing the amendment in an effort to maintain consistency/continuity. (amended 6/5/22)

EXPLANATION: The *Board* feels the amendment process will benefit from the above proposed wording. *Six* (verses *four*) weeks allows a full four weeks of review and includes the necessary two weeks notice prior to the actual *Congregational Meeting*. During some past *Congregational Meetings* there have been several amendments put forth which have been soundly defeated by almost unanimous majorities; and debate has taken up substantial portions of the meeting. The *Board* feels the *Membership* will be best served by this amendment requiring at least 10 *Members* in support of a proposed amendment. If, during the *Board*’s review of the proposed amendment, the amendment is reworded, separated into more that one amendment, etc., 10 supporting *Members* must agree to any revised wording. The clarification of the ‘six weeks’ *Board* review of a proposed amendment is to assure that the proposed amendment doesn’t have any unintended consequences or ripple-effect and that it is sound and understandable. Further, it clarifies that the *Board* will assist the amendment proponent(s) to achieve a sound and understandable amendment proposal.

MOTION 3

(Board of Trustees)

BACKGROUND: As a *Board*-appointed committee reviewed the current UUCS Policy Governance Document for consistency with the *UUCS* Articles of Incorporation and the *UUCS Bylaws*, it became apparent the some amendments to the *Bylaws* are needed. Therefore, the *Board* proposes the following amendments to the current *UUCS Bylaws*. Deletions are shown as ~~red strike-outs~~ and additions are shown as blue text. Below each proposed amendment as brown text is an explanation/justification identified as “EXPLANATION.”

THIS MOTION essentially updates Membership and voting regarding proxy membership, persons from other UU churches and reinstatement of previously resigned members..

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ARTICLE II MEMBERSHIP AND VOTING PRIVILEGE

Section 1. Persons at least 16 years of age may become *Members* of the *Church* by: participating in orientation activities; aligning themselves with the purpose, mission, and principles of the *Church*; signing the membership book; and accepting the *Obligations of Membership*, as set forth in Article II, Section 3 ~~and the *Policies and Procedures*. Persons with prior Unitarian Universalist membership elsewhere, after review/approval by the Senior Minister, may be granted membership without orientation.~~ A new or rejoining Member has voting privileges in a Congregational Meeting only after having been a Member in Good Standing for at least ninety (90) days prior to the day of the meeting.

- a. The Senior Minister may sign the membership book by proxy for persons becoming Members who are not able to be present to sign the membership book
- b. Persons with prior Unitarian Universalist membership elsewhere, after review/approval by the Senior Minister, maybe granted membership without orientation.
- c. A Member or Friend who formally withdrew from the Church may rejoin at any time by notifying the Operations Manager or the Senior Minister in writing of their desire to rejoin and rescind their withdrawal. Once a rejoining Member or Friend meets the Obligations of Membership, they will become a Member (or Friend) in Good Standing.

EXPLANATION: Recommending consolidating Section 5 into Section 1. Also, with persons becoming *Members* who are not able to be present in Spokane, this amendment provides a clearly stated process for meeting the requirement of signing the membership book by proxy. Further, this amendment also provides the means whereby any former *Member* or *Friend* who resigned from the *Church* may be reinstated, clarifying that a *Member* must be reinstated for at least 90 days in order to vote in a *Congregational Meeting*.

MOTION 4

(Board of Trustees)

BACKGROUND: As a *Board*-appointed committee reviewed the current UUCS Policy Governance Document for consistency with the *UUCS* Articles of Incorporation and the *UUCS Bylaws*, it became apparent that some amendments to the *Bylaws* are needed. Therefore, the *Board* proposes the following amendments to the current *UUCS Bylaws*. Deletions are shown as ~~red-strike-outs~~ and additions are shown as blue text. Below each proposed amendment in purple text is an explanation/justification identified as “EXPLANATION.”

THIS MOTION addresses the subtle distinction between undesignated donations - monetary, securities or real estate. Furthermore, the proposed amendment provides a process for other types of donations to be processed and is centered around the Operations Team rather than the Board of Trustees.

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ARTICLE III FINANCE

Section 7. Undesignated donations not associated with a pledge fulfillment that are monetary, securities or real estate ~~or can be monetized~~ shall be dealt with as follows:

- a. Collections from Sunday morning service shall go toward the operating fund.
- b. Undesignated donations of \$1000 or less shall go toward the operating fund.
- c. Undesignated donations in excess of \$1000 shall be retained for scrutiny as to donor or the intent. In the event the donor or the intent cannot be determined, the donation shall go toward the Endowment Fund.
- d. Any donation designated as “in memoriam,” “in honor of” or similar will be investigated as to the donor’s intent and so applied. In the event the donor intent cannot be determined, such donation shall go toward to the Endowment Fund.

EXPLANATION: This is related to the proposed amendment to Section 8 immediately below. The *Board* realized, during discussion of these matters that a distinction/clarification needs to be made regarding SECURITIES and REAL ESTATE.

Section 8. ~~The Board has the authority to refuse any donation.~~ Any donation not subject to Section 7. above shall initially be brought to the attention of the *Operations Team*. The donation shall be referred to the appropriate team or committee for evaluation of use/utility/appropriateness. The decision of the team or committee shall be reported back to the *Operations Team* for further consideration and notification of the donor. Guidance for acceptance or rejection, whether by the *Operations Team*, a team or committee or the *Board*, shall be found in the *Policies and Procedures*.

EXPLANATION: The *Board* feels that its role in Policy Governance should not routinely involve making this level of decision - that is, such a decision typically isn't a policy matter. Instead, the *Board* proposes that donations not subject to Section 7 of this Article should be handled by the *Operations Team* and/or the most relevant team or committee and only rarely be forwarded to the *Board*. Regardless, guidance for the deciding entity is found in the *Policies and Procedures*.

MOTION 5

Proposed by Jean Larson

ARTICLE IV CONGREGATIONAL MEETINGS

Section 1. An *Annual Meeting* of the *Church* shall be held during the final month of the *Fiscal Year* to: ...

...i. consider such other business as may properly come before the *Congregation*, such as *Bylaw* amendments which have been submitted to the Board in sufficient time to be included in the formal notice of the meeting [as set forth in Article XVI](#).

(Article XVI is “Amendments”)

The Board of Trustees recommends voting **FOR**.

MOTION 6

Proposed by Jean Larson, et al

Please add this amendment to:

ARTICLE VII, BOARD OF TRUSTEES AND BOARD APPOINTEES

Section 14: The Board shall:

e. Assure that there will always be a Memorial Garden Team. The suggested number of members on the team is 3 to 5, with no limit to the duration of their terms of service.

Jean Larson, Gordon Larson, Linda Greene, Lila Girvin, George Girvin, Doug Deaton, Mary Jokela, Bill Morkill, Barb Morkill, Nancy Avery, Sue Stirtz, Sunny Cook, Bob Cook, Don Willingham, Millie Roberts, Nancy Freitag

The Board of Trustees recommends voting **AGAINST**.

MOTION 7

Proposed by David Eagle

ARTICLE X MINISTER(S)

Section 4. The Senior Minister, as set forth in the Ministerial Agreement, shall function as the Chief Executive of the Church, including oversight of the staff and the Operations Team as set forth in the Ministerial Agreement. [In the event the UUCS has no senior minister, the Board shall appoint someone to be acting Chief Executive, and the Chair of the Board shall be the acting Chief Executive until the Board makes that appointment.](#)

The Board of Trustees recommends voting **AGAINST**.