

**AMENDED AND RESTATED  
BYLAWS OF THE  
UNITARIAN UNIVERSALIST CHURCH OF SPOKANE**  
(approved **June 5, 2023** congregational meeting)  
(defined terms are in italics)

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## ARTICLE I

## NAME, PURPOSE AND GOVERNANCE

Section 1. The Unitarian Universalist Church of Spokane (*UUCS* or “*Church*”) is an active Washington non-profit corporation, subject to Washington state law Chapter 24.03A RCW, and designated a charitable organization pursuant to section 501(c)(3) of Internal Revenue Code. The purpose of *UUCS* is to maintain a liberal religious community in the Spokane, Washington area.

Section 2. *UUCS* brings together religious liberals to: foster the principles of individual freedom, moral integrity, human dignity, democracy and world community; seek the truth regardless of its source or direction; respect, in each other and in all, the right of individual conviction; and maintain a pulpit and church organization where these principles will be practiced and proclaimed. *Members* and *Friends* of *UUCS* are committed to creating community, finding meaning and working for justice. The *Congregation* and its *Members* are committed to supporting and caring for one another, embracing diversity of personal and spiritual paths, searching for truth and rational understanding and working for environmental stewardship.

Section 3. Recognizing that freedom of belief is inherent in the Unitarian Universalist tradition, nothing in these *Bylaws* shall ever be used to require a particular interpretation of religion or any particular religious belief, creed or practice.

Section 4. *UUCS* is a welcoming *Congregation* that affirms fellowship, association and employment without respect to race, color, age, physical capabilities, mental capabilities, gender, affectional or sexual orientation, or national origin.

Section 5. Initiation or withdrawal of *UUCS membership* in the Unitarian Universalist Association (*UUA*), or any other organization, shall be determined by at least a two thirds (2/3rds) majority approval of *Members* in attendance at a duly convened *Congregational Meeting*.

Section 6. *UUCS* shall govern by a form of policy governance incorporating these *Bylaws* and various governing policies and procedures adopted by the *Board of Trustees (Board)*. This form of policy governance may only be displaced by at least sixty percent (60%) of *Members* in attendance at a duly called *Congregational Meeting*.

Section 7. *UUCS* applies, in descending order of priority, the following as the basis for governance:

- a. the *UUCS* amended and restated Articles of Incorporation;
- b. these *Bylaws*; and
- c. policies and procedures adopted as amended and updated by the *Board of Trustees* and hereafter referred to as “*Policies and Procedures*.”

The current edition of *Robert’s Rules of Order Newly Revised (RONR)* shall govern in all circumstances NOT inconsistent with the amended and restated *UUCS* Articles of Incorporation,

these *Bylaws, Policies and Procedures* and any other standing or special rules adopted by the *Board* or the *Members* in a *Congregational Meeting*.

Section 8. Any *Congregant, Trustee of the Board (Trustee), Minister, team, committee* or group member or *UUCS Staff* person may participate in a duly convened meeting by means of any electronic method of communication, including but not limited to, telephone or video conferencing or similar, insofar as all participants at such a meeting can hear each other and fully participate. Such a meeting shall constitute in-person presence. The *Board* may designate appropriate means and methods of all electronic communications not otherwise addressed by these *Bylaws*.

Section 9. When a sudden, unexpected event requires an immediate response on behalf of the *Church*, such as: natural events including wildfire, violent storms, volcanic eruptions; force majeure; emergency declarations from any level of government; or any failure of utility systems on or off the property, a currently serving *Trustee, Minister, or Staff* is empowered to take whatever action is needed in response to the situation. As soon as possible, the person acting for the *Church* shall notify all other *Trustees, the Minister and the Staff* of the unilateral action. Nothing in these *Bylaws* shall prohibit the *Board* and/or the *Congregation* from responding quickly to address any threat to the safety of the *Congregation* or *Church* property.

## **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—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. (amended 6/4/23)

Section 2. Those persons who wish to participate in the life of the *Church*, but do not choose formal membership may be accorded '*Friend*.' status. (amended 6/4/23)

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. (amended 6/4/23)

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. (amended 6/4/23)

Section 5. 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 during the immediate past 365 days. The *Operations Manager* shall contact the *Member* regarding a potential administrative removal. (amended 6/4/23)

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*.

Section 6. At the discretion of the *Senior Minister* and the *Board*, a *Member* may request and be granted Lifetime Member status. In order to be considered for Lifetime Member status, a *Member* must have been a *UUCS Member in Good Standing* (Article II, Sections 1. and 3.) for at least 20 years, although not necessarily consecutively. A Lifetime Member retains all rights and privileges of membership, including being counted in the membership rolls and the right to vote. However, there will be no obligation to financially support the *Church*. This is an honorific status intended for *Members* who are no longer able to be active in the *Church* because of life-altering changes.

## ARTICLE III

## FINANCE

Section 1. The *Fiscal Year* of the *Church* shall be July 1-June 30 inclusive.

Section 2. The Church may neither enter into any contract involving expenditures of more than 20% of the current fiscal year operating budget, nor alienate, encumber or dispose of any non-real property of the Church valued at more than 20% of the current fiscal year operating budget without such action having a 2/3 majority approval of those present at a *Congregational Meeting* at which at least a 15% quorum of *Members* is present. For real property transactions, see Article IV, Section 5.

Section 3. The accounts of the *Church* shall be subject to review at the close of each *Fiscal Year* or to an audit or review at any time if requested by the *Board*, the Treasurer, or the Operations Team.

Section 4. In the event of dissolution of the *Church*, no *Trustee* or other person shall have any right or interest in any assets or property of the *Church*. No *Trustee* or other person shall be entitled to any right to or interest in the distribution of any assets of the *Church*. All assets shall, to the extent authorized by law, be donated to the following, in priority order:

- a. any 501(c)(3) (or corresponding section of any future federal tax code) organization(s); or
- b. a state or local government entity operating for public benefit.

Included in this distribution shall also be the assets of the *UUCS* Endowment Fund (Article XI). Such successor or designated recipient of distribution shall be made by a majority vote of the *Members* present and voting at the time of dissolution. There is no directive in these *Bylaws* to deliver assets to the *UUA* or any other entity.

Section 5. In the course of the *Fiscal Year*, after the *Members* have adopted a budget for the *Fiscal Year* at the *Annual Meeting*, the Operations Team, with the concurrence of the *Senior Minister* and the advice of the Treasurer and the Finance Team, shall have complete authority to manage the budget, making such adjustments as needed to reflect unanticipated income and/or expenses.

Section 6. The Finance Team (Article XIII) may assist in financial management as set forth by the *Policies and Procedures* regarding management of the finances of the *Church*, including working with and advising on the budgeting process and the annual stewardship/generosity campaign.

Section 7. Undesignated donations not associated with a pledge fulfillment that are monetary, securities or real estate 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.  
(amended 6/4/23)

Section 8. 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*.  
(amended 6/4/23)

#### **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*;
- i. establish the date of the *Annual Meeting* for the following year to ensure its addition to the *Church* calendar; and (amended 6/4/23)
- 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 as set forth in Article XVI. (amended 6/4/23)

Section 2. All other *Congregational Meetings* shall be called by the President of the *Board* or at the written request of any of the following:

- a. The *Senior Minister*;
- b. Three *Trustees*, other than the President; or
- c. At least twenty-five (25) *Members*.

An above request for a meeting shall state the purpose(s) for which the meeting is requested. Such meeting, with notice consistent with Section 4 below, shall be convened as soon as possible; but within thirty (30) calendar days of the request.

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. (amended 6/4/23)

Section 4. *Members of the Church* shall be notified of *Congregational Meetings* by the following methods:

- a. Notice of the meeting shall be distributed at least 14 days before the date set for the meeting. Such notification shall be done by as many methods as possible, which may include mail, e-mail, or church publications including paper products or any means of electronic or video messaging. The notice shall include a listing of the business matters to be considered at the meeting along with the names of and pertinent information about *Trustee* nominee(s), Nominating and Endowment Team nominee(s) and any other elected team nominee(s), if an election is involved. Notice of meetings for election of *Trustees*, Nominating and Endowment Team members and any other elected team members shall be governed by Article V, Section 1.
- b. Additionally, every attempt shall be made to announce the meeting from the pulpit the two Sundays before the meeting date.

Section 5. Quorums:

- a. Fifteen percent (15%) of the *Members* shall constitute a quorum at a *Congregational Meeting* at which a vote takes place, unless otherwise set forth in these bylaws. Proxy or absentee ballots/votes shall not be considered valid at a meeting to establish a quorum. However, absentee ballots may be allowed in a manner established by the *Board*.
- b. A thirty percent (30%) quorum is required to sell or buy real property. A positive two-thirds (2/3rds) majority is required to sell or buy real property.
- c. Quorum and voting requirements to call or dismiss a *Minister* are set forth in Article X.
- d. Quorum and voting requirements to dismiss a *Trustee* are set forth in Article VI.
- e. If a meeting is informational only or for which an informal, non-binding advisory vote takes place, no quorum is needed.

Section 6. Complete and correct minutes of each *Congregational Meeting* shall be transcribed by the Recording Secretary or other *Board* designee. The Secretary shall be responsible for correctly maintaining and filing such minutes, as per Article VII. All *Congregational Meeting* minutes shall be archived and available for examination by any *Member*.

Section 7. *Congregational Meetings*, other than the *Annual Meeting* shall be governed and conducted according to Section 2 above. Informal congregational gatherings need not comply

with formal *Congregational Meeting* standards, other than reasonable effort shall be made to notify members of the gathering.

## **ARTICLE V                      ELECTION OF TRUSTEES, NOMINATING AND ENDOWMENT TEAM MEMBERS**

Section 1. Nominations: Nominees for *Trustee* and Nominating Team vacancies shall be nominated either by the Nominating Team or by the *Members in Good Standing* pursuant to “a.” below. Endowment Team nominees will be nominated by the Endowment Team. The membership shall be informed of candidates put forward by the Nominating and Endowment Teams at least four (4) weeks before the *Annual Meeting*.

- a. *Members* may make additional *Trustee* and Nominating Team nominations by petition to the *Board* by submitting in writing the names of nominees endorsed by at least twenty (20) *Members in Good Standing* pursuant to Article II, Sections 1., 2. and 3., at least two (2) weeks before the *Annual Meeting*. The President shall cause notice of such nominations to be forwarded by electronic means to *Members* within two (2) business days; but, not less than 7 calendar days before the scheduled meeting.
- b. No nominations shall be made from the floor of the *Annual Meeting*, unless this rule is suspended by a two-thirds (2/3) majority of those *Members* present and voting.
- c. The Nominating Team will certify nominees as qualified candidates to stand for election. A nominee who is a *Member in Good Standing* and who has agreed to accept candidacy is deemed to be qualified. Candidates must meet the criteria for *Obligations of Membership* in Article II, Sections 1., 2. and 3. Brief biographical statements of all candidates shall accompany the announcement to the membership of candidates.

Section 2. Elections: Elections shall be conducted consistent with the following:

- a. The Nominating Team shall assign candidates to each soon-to-be-vacant position, affording each candidate their preference of position and drawing straws in the event there is more than one candidate preference for a position. Petition nominees may select which soon-to-be-vacant position they prefer.
- b. If there is only one candidate for a vacant position, the position shall be declared filled by the Moderator or the President as having won by acclamation.
- c. If there is more than one nominee for a vacant position, election shall be by secret ballot and be decided by majority vote of those present and voting using paper ballots or electronic means. If there is mail voting, a quorum is automatically achieved by virtue of mailing to all *Members* who qualify as a voter pursuant to Article II, Sections 1., 2. and 3. Preferential or Rank-Choice voting, pursuant to *RONR* shall be used, whether by mail or in-person voting. Additionally, procedures for conducting the voting and tallying, consistent with *RONR*, may be adopted upon approval of the *Board* President and the contesting candidates.



## ARTICLE VI

## BOARD OF TRUSTEES AND VOTING

Section 1. The *Board* is the governing body of *UUSC* and shall consist of seven *Members* of the *Church*. The term of each position shall be three years with elections staggered as set forth herein. A *Trustee* who has served two full terms is not eligible to serve a third consecutive term. Each *Trustee* position shall be numbered 1 thru 7: with positions 1-3 elected for 3 years in 2020 and every third year thereafter; positions 4 and 5 elected for 3 years in 2022 and every third year thereafter; and positions 6 and 7 elected for 3 years in 2021 and every third year thereafter. At each *Annual Meeting*, *Members* shall be elected to fill *Trustee* positions that are vacant, appointed, or expiring. Existing *Trustees* shall continue to serve until their successors take office at the beginning of the next *Fiscal Year*.

Section 2. The *Senior Minister* shall be a non-voting ex-officio member of the *Board* and may, at her/his choice attend all meetings, except *Executive Sessions* when he/she is the subject of discussion.

Section 3. By majority vote of the *Board*, past President(s) of the *Board* may be appointed as non-voting, ex-officio member(s) of the *Board* for the *Fiscal Year*.

Section 4. Vacant positions on the *Board* shall be filled by election at the next *Annual Meeting*, with the person elected completing the remainder of the position's term. The *Board* may fill vacancies temporarily by appointment by a majority vote, pending the voting to elect *Trustees* at the next *Annual Meeting* of the *Church*.

Section 5. If a *Trustee* is absent from three consecutive regular meetings or fails to maintain *Member* status, the President may declare the position vacant and the position filled in the prescribed manner. One or more *Trustees* may be dismissed and their position(s) declared vacated by a sixty (60%) majority vote of *Members* present at a duly convened *Congregational Meeting* at which notice has been given for such a vote and at which there is at least a thirty (30%) percent quorum.

Section 6. Two thirds (2/3rds) of the *Trustees* shall constitute a quorum for a meeting and voting, except as otherwise provided in these *Bylaws*.

Section 7. Passage of any motion shall be by a majority of those present and voting, except as may otherwise be provided by these *Bylaws*. The President may make motions and vote on all motions.

Section 8. *Members* of *UUCS* shall be notified of all *Board* meetings so that they may attend these meetings.

Section 9. Executive Sessions - The following shall apply to Executive Sessions:

- a. The Executive Session may only be used to discuss litigation, personnel matters or other issues of a confidential nature.

- b. An Executive Session may be called by a majority vote of Trustees present during a regularly scheduled Board meeting. The motion for the session must identify the subject to be discussed in the session.
- c. The Board may designate who in addition to the Trustees, may be present at the Executive Session. The Senior Minister shall attend unless excluded by vote of two thirds (2/3rds) of the Board present at the meeting.
- d. No final or formal actions may be taken while the Board is in an Executive Session.
- e. At the conclusion of an Executive Session, the regularly scheduled Board meeting shall be reconvened. The occurrence of the session and the purpose for which it was called shall be recorded in the minutes.
- f. Any vote associated with a topic discussed in the Executive Session shall be held during the regularly scheduled Board meeting.
- g. The records of an Executive Session shall not be made public (i.e., available to Members or Friends or others) unless required by law, regulation, or order of a court of competent jurisdiction.
- h. Executive Sessions may be held electronically, consistent with Article I, Section 9.

Section 10. The *Board* shall function with an *Executive Committee* comprising of the President, the Vice-President and one other *Trustee*; such *Trustee* to be agreed upon by the remaining *Trustees*, not including the President or Vice-President. The *Executive Committee* will meet prior to each *Board* meeting to set the agenda for the next *Board* meeting. *Policies and Procedures* may clarify duties and responsibilities of the *Executive Committee*; but, nothing shall prevent this Committee from being assigned tasks to aid the *Board* in gathering information and executing certain tasks specifically directed by a majority of the *Board*. Meetings may be held electronically, consistent with Article 1.

## **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. (amended 6/4/23)

Section 2. The *Board* shall articulate the vision of the *Congregation* in the *Ends statements* set forth in the *Policies and Procedures*. The *Ends statements* shall be reviewed and/or revised periodically with the participation of the *Congregation*.

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 the *Congregation*, but generally in a manner which allows maximum fiscal flexibility. (amended 6/4/23)

Section 4. The *Board* shall hold at least ten (10) regular meetings each year. Additional *Board* meetings may be called:

- a. at the President's discretion (or that of the Vice-President in absence of the President); or
- b. by verbal or written request of any three other (than the President) elected Trustees.

Section 5. The President or the *Senior Minister* may convene *Board* informational retreats which shall be only for the *Board* and invited *Staff* and/or guests. No votes or minutes will be taken at *Board* retreats.

Section 6. All *Board* meetings, and respective minutes thereof, with the exception of informational retreats and *Executive Sessions*, shall be open to any *Member in Good Standing*. The time, date and location of all regular and special meetings of the *Board* shall be announced in advance to the *Members* in at least one, if not all, of the regular and periodic *Church* communications, including electronic communications.

Section 7. The *Board* shall ensure 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*. (amended 6/4/23)

Section 8. At the beginning of each *Fiscal Year*, the *Board* shall convene and elect its officers: President, Vice President, Secretary and Treasurer. Each officer shall be a Trustee.

Section 9. The President shall preside at all meetings of the *Board* and shall sign all official documents of the *Church*. The President is the official representative of the expressed majority position of the *Board* to the *Membership* and outside entities.

Section 10. The Vice-President shall fulfill all the duties and responsibilities of the President, either in the short-term or long-term, in the event of the temporary or permanent unavailability of the President.

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;
- 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*. (amended 6/4/23)

Section 12. The Treasurer shall provide oversight regarding the finances of the *Church*. The Treasurer shall develop an understanding of the financial condition of the *Church* and work to

interpret and disseminate this information to the *Board* and the *Congregation*. The Treasurer shall be a member of the Finance Team. The tasks include:

- a. Shortly after assuming the office, meet with the Bookkeeper and the *Operations Manager* to learn about the *Church* bookkeeping system and nature of financial reports.
- b. Review each quarterly financial report prepared by the *Staff*. Analyze for budget variance and financial status and present a brief synopsis to the *Board*.
- c. Serve as liaison to the *Congregation* and the *Board* on financial matters, keeping them informed of the financial health of the *Church* and answering questions they may have.
- d. Present an Annual Financial Report at the *Annual Meeting*.

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*. 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 be a *Trustee*. (amended 6/4/23)
- c. Moderator - A Moderator shall be appointed to oversee the *Annual Meeting* and may oversee other *Congregational Meetings*. The Moderator may be a *Trustee*; but shall not be an employee of the *Church*. (amended 6/4/23)

Section 14. The Board:

- a. shall appoint *Members* to the Operations Team pursuant to Article VIII; (amended 6/4/23)
- b. shall appoint/reappoint *Members* to the Finance Team, pursuant to Article XIII; (amended 6/4/23)
- c. shall appoint a *Trustee* as liaison to the *Operations Team* for the purpose of regularly reporting to the *Board*; (amended 6/4/23)
- d. may appoint a parliamentarian or parliamentary advisor; (amended 6/4/23)
- e. shall provide advice and consent regarding appointment by the *Senior Minister* to the Personnel Team pursuant to Article XIV; and (amended 6/4/23)
- f. shall provide advice and consent regarding appointment by the *Senior Minister* to the *Shared Ministry* Team pursuant to Article XV. (amended 6/4/23)

## ARTICLE VIII OPERATIONS TEAM

Section 1. The Operations Team shall work in close cooperation with the *Board*. However, it is the intent of the *UUCS* governance policy concept that the day-to-day operations of the *Church* rest with the Team, including the management and execution of the adopted budget.

Section 2. The Operations Team shall consist of the following: the *Senior Minister*, the *Operations Manager* and two to four *Members* of the *Congregation* appointed by the *Board*. *UUCS Staff Members* serving on the Team shall cease their participation immediately upon no longer being employed.

Section 3. The Board shall appoint *Members* to the Operations Team to serve two (2) year terms which begin at the start of the *Fiscal Year*. The appointments shall occur on alternating years and a *Member* shall serve no more than two consecutive terms. *Members* cannot concurrently serve on the *Board* and the Team.

Section 4. *Member* vacancies prior to the expiration of a term shall be filled by appointment in the same manner set forth in Section 2. above.

Section 5. The Operations Team shall meet at least monthly. The time, date, and location of all regular Team meetings shall be announced in all regular *Church* communications, including electronic, email, social media and paper means. Special meetings of the Team may be called by the *Senior Minister* or any three Team members, with proper notice being given.

Section 6. All Team meetings and minutes shall be open/available to *Members* of the *Church*.

Section 7. The Operations Team shall decide whether to recognize/approve or reestablish, as affiliated with *UUCS*, a proposed or preexisting team or group. The Team shall not appoint teams or *Members* of teams set forth in Articles XI, XII, XIII, XIV and XV. Any group or body recognized/approved by the Team, with permission of the Team, may establish its own rules of operation and protocols.

Section 8. The Operations Team shall adhere to the Team limitations as defined elsewhere in these *Bylaws* and in the *Policies and Procedures*.

Section 9. The Operations Team may make decisions between meetings by phone, electronic/video means or email consistent with Article I, Section 9. Any such decisions must be included in the next meeting's minutes.

Section 10. The Operations Team shall make every effort to operate by consensus. In the event consensus can't be reached on an issue, the Team shall accept the decision of the *Senior Minister* in his/her role as *Chief Executive*.

Section 11. A *Board* liaison may be appointed to the Operations Team. Such liaison shall transmit information between the *Board* and the Team; but, shall not participate in the decision-making process of the Team. Additionally, other *Board* members may observe Team meetings and be asked to share information; but, shall not interfere with the Team's conduct of its business.

Section 12. Further details regarding the Team may be found in *Policies and Procedures* and in the Team's internal policies.

## **ARTICLE IX                      PUBLIC RELATIONS**

Section 1. No *Staff*, *Minister*, Team, group, *Member*, *Friend* or *Trustee* of the *Church* may represent *UUCS* or the *UUA*, issue written statements, or make media releases in the name of or containing the name of *UUCS* or *UUA* unless approved by the *Board*.

Section 2. The Operations Team may issue public announcements advertising events in the name of or containing the name of the *Church*.

## **ARTICLE X                      MINISTER(S)**

Section 1. The *Senior Minister* shall work in close cooperation with the *Board*. The *Senior Minister* shall perform the duties customary to that position in liberal churches, consistent with the terms of the *Ministerial Agreement*, and shall have primary responsibility for the theological, spiritual, intellectual, and ethical guidance of the *Congregation*.

Section 2. The *Senior Minister* shall have the freedom to speak his/her conscience even when in conflict with the official *Church* position or that of the *UUA* or any of its affiliate organizations.

Section 3. 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*.

Section 4. The *Senior Minister* may solicit funds for a discretionary *Senior Minister's* fund, which shall be maintained as a separate fund. The *Senior Minister* shall have sole discretion, authority, and responsibility to disburse the funds.

Section 5. The financial compensation package of the *Senior Minister* shall be approved by the *Congregation* as part of the annual budget.

Section 6. The *Senior Minister* is entitled to periodic sabbaticals, sick leave and vacation at the expense of the *Church*. The terms, conditions and frequency of sabbaticals, sick leave and vacation shall be set forth in the *Ministerial Agreement*.

Section 7. The *Senior Minister* shall be called to serve by at least a ninety percent (90%) affirmative vote of the *Members* present at a *Congregational Meeting* at which a 30% quorum is present. The notice of such meeting shall specifically establish the calling of the *Senior Minister* as an item of business.

Section 8. Unless otherwise provided by the current *Ministerial Agreement*, the *Senior Minister* shall serve until resignation, dismissal, retirement, death or incapacitation, subject to the following:

- a. Resignation: By written notice to the *Board* and acceptance by vote of at least two thirds (2/3) of the *Trustees* in an open *Board* meeting with at least 10 days notice of such meeting to *Members of record*. Actual resignation shall occur 90 days after such notice unless a different date is mutually agreed to in writing by a majority of the *Board* and the *Senior Minister*.
- b. Dismissal: After an affirmative *Congregational* vote for dismissal, actual termination of the *Senior Minister* shall occur 90 days after such a vote unless a lesser time frame is mutually agreed to in writing by a majority of the *Board* and the *Senior Minister*. Consideration of a dismissal shall occur at a *Congregational Meeting* specifically called for a dismissal consideration. Dismissal shall be by a positive vote of a two thirds (2/3rds) majority of *Members* present and voting and at which there is at least a thirty (30) percent quorum.
- c. Retirement, incapacitation or death: These shall be dealt with as per the *Ministerial Agreement* or by majority vote of *Members* at a *Congregational Meeting*.

All benefits in the current *Ministerial Agreement*, other than those pertaining to sabbatical, shall remain in place for ninety (90) days, or a lesser time frame, if mutually agreed to in writing by a majority of the *Board* and the *Senior Minister*.

Section 9. The *Senior Minister* and the *Board* on behalf of the *Congregation* shall be subject to a written agreement, known as the *Ministerial Agreement*, setting forth details of the formal relationship between the *Senior Minister* and the *Church*. The *Ministerial Agreement* shall be regularly reviewed according to the terms set forth in the *Ministerial Agreement*.

Section 10. The hiring of an associate minister(s) shall follow the same process as the hiring of the *Senior Minister*.

## **ARTICLE XI                      ENDOWMENT FUND and ENDOWMENT TEAM**

Section 1. The *UUCS* shall maintain a permanent Endowment Fund. The purpose is to assure long-term financial stability of the *Church*, by providing monies annually, sustainably, and in perpetuity to the *Church's* general operating fund.

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. (amended 6/4/23)

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*. (amended 6/4/23)

Section 4. Principal is defined as the total dollar amount contributed to the Endowment Fund and does not include growth due to earnings.

Section 5. Endowment Fund donations may be in the form of monetary contributions, testamentary bequests, insurance benefits, real estate, tangible property or tradable securities. The Board has the authority to refuse any Endowment Fund donation.

Section 6. The funds and properties constituting the principal of the Endowment Fund shall be segregated from all other funds and properties of the *Church* and shall be so identified in the books of account and records of the *Church*.

Section 7. The principal of the Endowment Fund, as set forth in this Article, Section 3, shall be permanently preserved as an endowment.

Section 8. The Endowment Team shall act reasonably with respect to administering and meeting the expenses of the Endowment Fund.

Section 9. The Endowment Team annually shall determine the percentage of the Endowment Fund holdings to be disbursed to the *Church* in support of *Congregation*-approved budget. The mechanism used to determine the amount to be disbursed shall be reported to the *Board*, and the *Board* shall report this to the *Congregation* at the *Annual Meeting*.

Section 10. In the event of dissolution of *UUCS*, the Endowment Fund shall be dispersed in the manner set forth in Article III, Section 4 of these *Bylaws*.

Section 11. The *Church* Treasurer shall present an annual financial report of the status of the Endowment Fund and the activities of the Endowment Team to the *Board* and the *Congregation*.

## **ARTICLE XII                                      NOMINATING TEAM**

Section 1. The Nominating Team shall be nominated and elected consistent with Article V of these *Bylaws*.



Section 2. The Nominating Team shall consist of three (3) *Members*. Additionally, a past president of the *Board*, preferably the immediate past President, shall be an ex-officio, nonvoting member of the Team. The Team shall establish a process of staggered terms and election years to the end that there are overlapping terms. *Members* shall serve no more than two (2) consecutive three (3) year terms, after which a *Member* may be reelected as long as there is a two (2) year hiatus.

Section 3. Vacancies due to unforeseen circumstances shall be filled by a *Member* appointed by the *Senior Minister* and approved by a majority of the *Board*.

Section 4. Further details regarding the Team may be found in *Policies and Procedures* and in internal policies of the Team.

## **ARTICLE XIII                      FINANCE TEAM**

Section 1. The Finance Team shall be *Members*. The Team shall be appointed by the *Board* and work with the *Board*, the *Senior Minister*, the Operations Team and the administrative *Staff* in coordination and execution of Article III. Duties may also include drafting/revising/recommending financial policies and procedures, making budget recommendations, and review of financial reports. The Team shall assist the *Operations Manager* with the budgeting process in the preparation of budgets.

Section 2. The Team shall include the Treasurer and at least two (2) others. Members should have an understanding of budget matters. There is no limitation of the length of time Team members may serve. The *Senior Minister* or her/his appointee shall be an ex-officio non-voting member of the Team.

Section 3. Further details regarding the Team may be found in internal policies of the Team. (amended 6/4/23)

## **ARTICLE XIV                      PERSONNEL TEAM**

Section 1. The Personnel Team shall consist of at least two (2) *Members* appointed by the *Senior Minister* and approved by a majority of the *Board*. Each Team member of shall serve for three (3) years and may be reappointed for a second term. As the Team may see the need for additional member(s), other Team members may be appointed by the above process. The Team shall develop a process of staggered terms and replacement of Team members to the end that there is overlap and continuity over time. Any vacancy occurring during a term shall be filled for the remainder of the term in the same manner as the original appointment.

Section 2. The *Senior Minister* shall be an ex-officio, non-voting member of the Team.

Section 3. The Team shall meet as needed.

Section 4. The Team shall work with any third party vendor the *Board* and/or the Operations Team may engage to manage the personnel details related to requirements of various federal, state and local rules and regulations associated with personnel.

Section 5. The duties and responsibilities of the Team, in the capacity of offering support and counsel to the *Senior Minister* and the *Board*, may include any or all of the following:

- a. hiring procedure
- b. salaries
- c. performance evaluation
- d. employee benefits
- e. conflicts of interest
- f. sexual harassment
- g. general harassment and discrimination
- h. substance abuse
- i. employee grievances
- j. disciplinary issues and guidelines
- k. workplace threats and violence
- l. professional behavior
- m. health and safety

Section 6. The Team shall be guided by the 'Personnel Policies and Procedures Manual,' as it exists or may be modified, and any other operational processes found in the *Policies and Procedures* adopted by the *Board*. The Team shall also assist the *Senior Minister* in his/her role as *Chief Executive* as set forth in the *Ministerial Agreement*.

## **ARTICLE XV                      SHARED MINISTRY TEAM**

Section 1. The Team shall consist of at least four (4) *Members* selected consistent with Article VII.

- a. Replacement Team members, shall be appointed by the same above process.
- b. The *Senior Minister* shall serve on the Team in a collaborative effort with the team.
- c. The Team shall encourage input from *Congregants* and share impressions, observations, concerns and recommendations with the *Board* verbally at least in the spring and fall. (amended 6/5/22)
- d. The Team shall present a synthesis and summary of impressions, observations, concerns and recommendations with the *Members* at the *Annual Meeting*.
- e. The Team shall keep apprised of the *Bylaws*, the *Policies and Procedures* and the *Ministerial Agreement* with respect to the *Shared Ministry*, advising all parties when the Team sees inconsistencies and the potential for conflict.

Section 2. The Team shall be responsible for monitoring the relational health and the overall ministry of the *Church*. The Team is also responsible for making recommendations needed to promote a healthy and meaningful *Shared Ministry*, as set forth in the *Ends statements*

established by the *Board*. Other responsibilities may be any of the following in so far as they address the relational health of the church:

- a. support the *Minister(s)*, advising her/him/them on issues judged as warranting attention, including concerns from *Members*; and
- b. enhance the *Congregation's* understanding of *Shared Ministry*.

## ARTICLE XVI

## AMENDMENTS

Section 1. Whenever judged necessary by the *Board*, it shall cause the Articles of Incorporation and/or these *Bylaws* to be studied and evaluated for recommended changes. Such recommendations shall be brought before the *Congregation* for consideration at a properly convened *Congregational Meeting*, at which the *Board* may require the *Moderator* to preside.

Section 2. The Articles of Incorporation may be amended as set forth in that document and such amendments shall be noted on the document, including the date of amendment.

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*, 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 6/4/23)

Section 4. These *Bylaws* may be amended by a two-thirds (2/3) majority vote of the *Members* present at a properly noticed *Congregational Meeting*, provided that the proposed amendment(s) or change(s) shall be included in writing in the notice for the meeting. In the event these *Bylaws* are subject to "substantial revision," as judged by at least five (5) *Trustees*, it shall not be necessary, but may be done, to present a "deletion/addition" format version, as long as the proposed, restated version is presented to the *Congregation* orally or in writing with adequate explanation of the proposed amendments. However, if a "deletion/addition" version is presented, the *Board* or a designated *Member* shall answer questions and present oral explanations. Amendment dates shall be noted on the document after each amended section.

Section 5. All previous *Bylaws* of *UUCS* are hereby superseded by these *Bylaws* adopted as of April 24, 2022 at a duly convened *Congregational Meeting* for the purpose of considering and adopting these amended and restated *Bylaws*.

## DEFINITIONS

**Annual Meeting** - The yearly *Congregational Meeting* of the *Membership* as required by WA law and held during the last month of the *Fiscal Year*.

**Board of Trustees** - The seven (7) member elected governing body of *UUCS*.

**Bylaws** - The set of rules of governance established as required by WA law; this document!

**Chief Executive** - The *Senior Minister*, operating in accord with these *Bylaws* and his/her *Ministerial Agreement*.

**Congregant(s)** - One or more individual *Members* of the *Congregation* - interchangeable with *Member(s)*.

**Congregation** - The *Membership* as set forth in Article II of these *Bylaws*.

**Congregational Meeting** - Any officially-called meeting of the *Membership*, including the *Annual Meeting*, that fulfills the notification requirement contained within Article IV of these *Bylaws* and is convened for the purpose(s) stated in the notification.

**Ends statements** - The statements of mission, purpose, and ethical norms of *UUCS* that comprise the first section of the *Policies and Procedure*.

**Executive Session** - A special *Board* meeting as set forth in Article VI, attended solely by *Board* members and *Board*-invited individuals.

**Executive Committee** - The *Board* President, Vice President and one another *Trustee* as set forth in Article VI.

**Fiscal Year** - July 1 - June 30 inclusive.

**Friend** - A nonmember person affiliated with *UUCS*, as set forth in these *Bylaws*. (amended 6/4/23)

**Member, Member in Good Standing, Membership or Member of Record** - A person qualifying as a *UUCS Member* as per Article II.

**Minister** - A person called by the *Congregation* to serve as clergy with and for *UUCS*.

**Ministerial Agreement** - The written contract between a *Minister* and the *Board* which is binding on both parties and spells out the terms of the relationship between the *Minister* and all aspects of the *UUCS* community, including the *Board*, the *Congregation* and the *Staff*.

**Obligations of Membership** - As set forth in Article II.

**Operations Manager** - The administrative office manager.

**Policies and Procedures** - Adopted by the *Board of Trustees (Board)* for governance.

**RONR** - The most current edition of *Robert's Rules of Order Newly Revised* .

**Senior Minister** - The *Minister* in the event there is only one minister; or, in the event there is more than one minister, the *Chief Executive* as set forth in his/her *Ministerial Agreement*.

**Shared Ministry** - Refers to engagement of *Members*, the *Congregation*, the *Board*, *Minister(s)*, teams, and other groups as they collaborate with one another to achieve the *UUCS Ends statements*, including *UUCS's* involvement in the larger Spokane community. Shared Ministry is the 'life' of the *Church*.

**Staff Member (or Staff)** - A person employed by the *Church*, as distinguished from a volunteer.

**Trustee** - An elected or appointed *Member* of the *UUCS Board of Trustees*.

**UUA** - The Unitarian Universalist Association.

**UUCS and/or Church** - The Unitarian Universalist Church of Spokane.