

UNITARIAN UNIVERSALIST ASSOCIATION
BYLAWS AND RULES
as amended through
JULY 1, 2009



Hard copy of these Bylaws and Rules available from
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UUA BYLAWS
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ARTICLE I Name

Section C-1.1. Name.

The name of this Association shall be Unitarian Universalist Association. It is the successor to the American Unitarian Association, which was founded in 1825 and incorporated in 1847, and the Universalist Church of America, which was founded in 1793 and incorporated in 1866.

ARTICLE II Principles and Purposes

*Section C-2.1. Principles.

We, the member congregations of the Unitarian Universalist Association, covenant to affirm and promote

- The inherent worth and dignity of every person;
 - Justice, equity and compassion in human relations;
 - Acceptance of one another and encouragement to spiritual growth in our congregations;
 - A free and responsible search for truth and meaning;
 - The right of conscience and the use of the democratic process within our congregations and in society at large;
 - The goal of world community with peace, liberty and justice for all;
 - Respect for the interdependent web of all existence of which we are a part.
- The living tradition which we share draws from many sources:
- Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life;
 - Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion and the transforming power of love;
 - Wisdom from the world's religions which inspires us in our ethical and spiritual life;
 - Jewish and Christian teachings which call us to respond to God's love by loving our neighbors as ourselves;
 - Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit;
 - Spiritual teachings of Earth-centered traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.
- Grateful for the religious pluralism which enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision. As free congregations we enter into this covenant, promising to one another our mutual trust and support.

Section C-2.2. Purposes.

The Unitarian Universalist Association shall devote its resources to and exercise its corporate powers for religious, educational and humanitarian purposes. The primary purpose of the Association is to serve the needs of its member congregations, organize new congregations, extend and strengthen Unitarian Universalist institutions and implement its principles.

Section C-2.3. Non-discrimination.

The Association declares and affirms its special responsibility, and that of its member congregations and organizations, to promote the full participation of persons in all of its and their activities and in the full range of human endeavor without regard to race, ethnicity, gender, disability, affectional or sexual orientation, age, language, citizenship status, economic status, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

Section C-2.4. Freedom of Belief.

Nothing herein shall be deemed to infringe upon the individual freedom of belief which is inherent in the Universalist and Unitarian heritages or to conflict with any statement of purpose, covenant, or bond of union used by any congregation unless such is used as a creedal test.

ARTICLE III Membership

Section C-3.1. Member Congregations.

The Unitarian Universalist Association is a voluntary association of autonomous, self-governing local churches and fellowships, referred to herein as member congregations, which have freely chosen to pursue common goals together.

Section C-3.2. Congregational Polity.

Nothing in these Bylaws shall be construed as infringing upon the congregational polity or internal self-government of member congregations, including the exclusive right of each such congregation to call and ordain its own minister or ministers, and to control its own property and funds. Any action by a member congregation called for by these Bylaws shall be deemed to have been taken if certified by an authorized officer of the congregation as having been duly and regularly taken in accordance with its own procedures and the laws which govern it.

*Section C-3.3. Admission to Membership.

A church or fellowship may become a member congregation upon acceptance by the Board of Trustees of the Association of its written application for membership in which it subscribes to the principles of and pledges to support the Association. The Board of Trustees shall adopt rules to carry out the intent of this Section.

Section 3.4. Church of the Larger Fellowship.

The Church of the Larger Fellowship, Unitarian Universalist, shall be a member congregation which is not considered to be located in any particular district.

*Section C-3.5. Certification of Membership.

A member congregation shall be recognized as certified during the fiscal year of the Association in which it becomes a member and during each subsequent fiscal year in which it established that during the immediately preceding fiscal year it:

- (a) conducted regular religious services;
- (b) held at least one business meeting of its members, elected its own officers and maintained adequate records of membership; and
- (c) made a financial contribution to the Association.

Member congregations must furnish the Association with a report of their activities showing compliance with subsection (a) and (b) above.

Compliance with subsection (c) above shall be determined by appropriate financial records of the Association. A member congregation shall also be considered to be certified for that part of any particular current fiscal year which precedes the deadline established by the Board of Trustees for submitting proof of compliance with subsection (a) and (b) above if during the next preceding fiscal year such a congregation made a financial contribution to the Association and filed the report required by this section during that year.

A member congregation which has not been certified for three consecutive fiscal years shall be deemed inactive and placed in an "inactive congregation" category.

The Board of Trustees shall make rules to carry out the intent of this section and shall determine which member congregations meet the requirements set forth herein for any fiscal year of the Association.

121 **Section C-3.6. Termination of Membership.**
 122 A church or fellowship upon written notification to the Association
 123 may withdraw from the Association at any time. The Board of
 124 Trustees may terminate the membership of any congregation that,
 125 pursuant to the provisions of Section C-3.5, has been placed in an
 126 "inactive congregation" category maintained by the Association but
 127 shall do so only after consultation with:

- 128 (a) the local congregation in question, whenever possible;
- 129 (b) the President of the district in which the congregation is
 130 located or such other authorized official as the district
 131 designates in writing to the Association; and
- 132 (c) the trustee representing the district in which the
 133 congregation is located.

134 ***Section C-3.7. Associate Member Qualifications.**
 135 The Board of Trustees may admit to associate membership in the
 136 Association any major organization whose membership or
 137 constituency consists of individuals located throughout the
 138 Association and whose purposes and programs it finds to be
 139 auxiliary to and supportive of the principles of the Association and
 140 which pledges itself to support the Association. The Board of
 141 Trustees may terminate such associate membership upon a
 142 finding that the organization no longer meets the foregoing
 143 qualifications.

144 The Board of Trustees may adopt rules governing the
 145 requirements for admission to and retention of associate
 146 membership. An associate member organization shall be
 147 recognized as certified during the fiscal year in which it becomes a
 148 member, and during each subsequent fiscal year if it has made a
 149 financial contribution to the Association during the immediately
 150 preceding fiscal year. The Association shall neither exercise
 151 control over nor assume responsibility for the programs, activities
 152 or finances of any associate member.

153 ***Section C-3.8. Independent Affiliate Organizations.**
 154 The Board of Trustees may admit to affiliated status those
 155 independently constituted and operated organizations whose
 156 purposes and intentions it finds to be in sympathy with the
 157 principles of the Association, and may terminate such status upon
 158 finding that the organization no longer meets the foregoing
 159 qualifications or is not in compliance with the rules relating to such
 160 organizations. The status granted is that of independent affiliate.
 161 The Board of Trustees shall adopt rules governing the
 162 requirements for admission to and retention of affiliated status.
 163 The requirements shall include financial support of the Association
 164 by payment of an annual contribution. The Association shall
 165 neither exercise control over nor assume responsibility for the
 166 programs, activities, or finances of any independent affiliate.

167 **Section C-3.9. Autonomy of Associate Member
 168 Organizations and Independent Affiliate
 169 Organizations.**
 170 Nothing in these Bylaws shall be construed as infringing upon the
 171 control of associate member organizations and independent
 172 affiliate organizations by their own membership.

173 **Section C-3.10 Members of Member Congregations.**
 174 For the purposes of these Bylaws, a member of a member
 175 congregation is any individual who pursuant to its procedures has
 176 full or partial voting rights at business meetings of the
 177 congregation and who is certified as such by an authorized officer
 178 of the congregation.

179 **ARTICLE IV General Assembly**

180 **Section C-4.1. Meetings of the Association.**
 181 Each meeting of the Association for the conduct of business shall
 182 be called a General Assembly.

183 **Section C-4.2. Powers and Duties.**
 184 General Assemblies shall make overall policy for carrying out the
 185 purposes of the Association and shall direct and control its affairs.

186 **Section 4.3. Regular General Assembly.**
 187 A regular General Assembly shall be held at such time during each
 188 fiscal year of the Association as the Board of Trustees shall
 189 determine.

190 **Section 4.4. Special General Assembly.**
 191 A special General Assembly may be called by the Board of
 192 Trustees at any time, and shall be called upon petition of not less
 193 than fifty certified member congregations by action of the governing
 194 boards or their congregations. No more than twenty of the fifty
 195 congregations may be from the same district.

196 **Section 4.5. Place of Meeting.**
 197 Each regular or special General Assembly shall be held at such
 198 place in the United States or Canada as the Board of Trustees
 199 shall determine.

200 ***Section 4.6. Notice of Meetings.**
 201 Notice of each regular and special General Assembly shall be
 202 given not less than sixty days before the date thereof in such form
 203 and manner as the Board of Trustees shall determine. Such notice
 204 shall state the place, date, and hour of the meeting. Notice of each
 205 special General Assembly shall indicate at whose direction it is
 206 being called.

207 ***Section C-4.7. Voting.**
 208 Voting at each regular and special General Assembly shall be by
 209 accredited delegates from certified member congregations, certified
 210 associate member organizations, and trustees.

211 Each delegate and trustee shall have only one vote, even if present
 212 in more than one capacity. Proxy voting is prohibited except when
 213 the amendment being processed is an amendment of the articles of
 214 organization.

215 **Section 4.8. Delegates.**
 216 (a) Member Delegates. Each certified member congregation is
 217 entitled to be represented at each General Assembly by
 218 delegates who are members of such congregation, selected
 219 in accordance with its bylaws or procedures. The Church of
 220 the Larger Fellowship is entitled to 22 such delegates. Other
 221 certified member congregations are entitled to that number
 222 of such delegates determined as follows: the number of
 223 delegates of a certified member congregation shall be equal
 224 to the number of members of the congregation divided by
 225 fifty, plus one delegate for any fraction remaining; provided
 226 that each certified member congregation shall be entitled to
 227 at least two delegates.

228	Membership of	Member
229	Member Congregation	Delegates
230	1-100	2
231	101-150	3
232	151-200	4
233	201-250	5
234	251-300	6
235	301-350	7
236	351-400	8
237	401-450	9
238	451-500	10
239	Over 500	One for each additional 50
240		members or fraction thereof.

241 The number of members of a certified member congregation
 242 which is a member of more than one denomination shall be
 243 determined for the purposes of this section either (i) by
 244 dividing the number of members of the federated church by
 245 the number of denominations included in the federation, or,
 246 at the option of the federated church, (ii) by reporting the

247 actual number of members who identify themselves as
248 Unitarian Universalists.

249 (b) Minister Delegates and Religious Education Director
250 Delegates. Each certified member congregation is also
251 entitled to be represented at each General Assembly by the
252 ordained minister or ministers in full or associate ministerial
253 fellowship with the Association settled in such congregation,
254 and by the director or directors of religious education having
255 achieved Credentialed Religious Education – Masters Level
256 status by the Association and employed in such congregation.
257 In addition, each certified member congregation is also
258 entitled to be represented at each General Assembly by any
259 minister emeritus or minister emerita of such congregation in
260 ministerial fellowship with the Association and by any director
261 of religious education emeritus or emerita having achieved
262 Credentialed Religious Education – Masters Level status by
263 the Association
264 designated as such by a vote at a meeting of the member
265 congregation not less than six months prior to the General
266 Assembly, provided that any such minister has been settled
267 previously in such congregation, and any such director of
268 religious education who has been previously employed in
269 such congregation.

270 (c) Associate Member Delegates. Each certified associate
271 member organization is entitled to be represented at each
272 General Assembly by two delegates who are members of a
273 certified congregation.

274 ***Section C-4.9. Accreditation of Delegates.**

275 The Board of Trustees shall make rules for the accreditation of
276 delegates and voting procedures. Such rules may include the
277 requirements of payment of a registration fee, a travel fund fee, or
278 both, in order to vote at a General Assembly, except that these
279 requirements shall not apply to the right to cast a ballot for any
280 elective position at large.

281 **Section 4.10. Quorum.**

282 Not less than 300 accredited delegates representing not less than
283 100 certified member congregations located in not less than 10
284 states or provinces shall constitute a quorum at any regular or
285 special General Assembly.

286 **Section 4.11. Tentative Agenda for Regular General
287 Assemblies.**

288 The General Assembly Planning Committee shall prepare a
289 Tentative Agenda for each regular General Assembly which shall
290 include:

- 291 (a) reports and other matters required by these Bylaws to be
292 submitted to the General Assembly;
- 293 (b) proposed amendments to these Bylaws which are submitted
294 as prescribed in Article XIV, Section 14.2;
- 295 (c) items referred by the preceding General Assembly;
- 296 (d) Business Resolutions and proposed amendments to Bylaws
297 and Rules submitted by the Commission on Appraisal;
- 298 (e) all proposed amendments to Rules and all Business
299 Resolutions as defined in Rule G-4.18.2, submitted by:
 - 300 (1) the Board of Trustees or the Executive Committee;
 - 301 (2) not less than fifteen certified member congregations
302 by action of their governing boards or their
303 congregations; or
 - 304 (3) a petition by not less than 250 members of certified
305 member congregations with no more than 10
306 members of any one member congregation counted
307 as part of the 250;
- 308 (f) proposed amendments to Rules and Business Resolutions
309 submitted by a district by official action at a duly called

310 meeting at which a quorum is present but not in excess of
311 three Business Resolutions per district; and

312 (g) Proposed Congregational Study/Action Issues submitted by
313 the Commission on Social Witness pursuant to Section
314 4.12(a).

315 Resolutions submitted under (d), (e)(2), (e)(3) and (f) must be
316 received by the Planning Committee by February 1 whenever the
317 regular General Assembly opens in June. If the General Assembly
318 opens in a month other than June, the Business Resolutions
319 submitted under (d), (e)(2), (e)(3) and (f) must be received no later
320 than 110 days before the date set for the opening of that General
321 Assembly. The UUA Statements of Conscience process
322 deadlines are established by Sections 4.12(a) and (c) and by the
323 Board of Trustees pursuant to Section 4.13 whenever one or more
324 regular General Assembly is scheduled to begin in a month other
325 than June. The Planning Committee shall include on the Tentative
326 Agenda all items so submitted. It may submit alternative versions of
327 Business Resolutions in addition to the original ones submitted if in
328 its judgment such alternatives clarify the resolutions and may make
329 such changes in the Business Resolutions as are necessary to
330 make each conform to a standard format. It may also submit one or
331 more alternative versions for the purpose of combining two or more
332 Business Resolutions. Adoption of Business Resolutions by a
333 General Assembly shall be by two-thirds vote. The Tentative
334 Agenda shall be mailed to each member congregation, associate
335 member organization and trustee by March 1 if the General
336 Assembly opens in June, otherwise, not less than 90 days before
337 the opening of the General Assembly.

338 ***Section 4.12. UUA Statements of Conscience.**

339 The purpose of the Congregational Study/Action Process is to provide
340 the member congregations of the Association with an opportunity to
341 mobilize energy, ideas, and resources around a common issue. The
342 end result will be a deeper understanding of our religious position on
343 the issue, a clear statement of Association policy as expressed in a
344 Statement of Conscience, and a greater capacity for the
345 congregations to take effective action. The process for adoption of
346 UUA Statements of Conscience shall be as follows:

347 (a) First Cycle Year

348 (1) Each member congregation, district, and sponsored
349 organization (as designated by the Board of Trustees),
350 may submit to the Commission on Social Witness by
351 October 1 in the year preceding a General Assembly one
352 proposed Congregational Study/Action Issue, such
353 proposed Congregational Study/Action Issue to be
354 approved at a duly called meeting of its members or its
355 governing board at which a quorum is present. This
356 commences the process of a four year UUA Statement of
357 Conscience cycle ("the Cycle"). A Cycle year ends at the
358 close of General Assembly.

359 (2) The Commission on Social Witness shall by November 1
360 of that year submit to the Planning Committee for inclusion
361 on the Tentative Agenda of the regular General Assembly
362 not more than ten proposed Congregational Study/Action
363 Issues, each of which shall be based in whole or in part on
364 the issues submitted to it as described in the previous
365 subsection. The Commission on Social Witness shall
366 verify with the proposing congregation, district, or
367 sponsored organization that the proposed Study/Action
368 Issue reflects the intent of the proposer prior to being
369 included in the poll ballot. The ten proposed
370 Congregational Study/Action Issues shall be included for
371 approval by the congregations on the Congregational Poll
372 ballot, such ballot to be available and congregations

373	notified of its availability by November 15 of the same	429	(1) Member congregations and the districts shall submit by
374	year. Congregational Poll ballots concerning the proposed	430	not later than March 1 of the third Cycle year comments
375	Congregational Study/Action Issue shall be due by	431	regarding the Congregational Study/Action Issue and the
376	February 1 of the following year (the first Cycle year).	432	related resource guide to the Commission on Social
		433	Witness.
377	(3) For the proposed Congregational Study/Action Issue to be		(2) During the General Assembly in the third Cycle year, the
378	placed on the Final Agenda of the General Assembly,	434	Commission on Social Witness shall conduct workshops
379	twenty-five percent (25%) of all certified congregations	435	on the Congregational Study/Action Issue. Following the
380	must participate in the ballot vote concerning the proposed	436	General Assembly, the Commission on Social Witness
381	Congregational Study/Action Issues.	437	shall then compose a draft UUA Statement of Conscience.
		438	
382	(4) The proposed Congregational Study/Action Issue shall be		(3) The draft UUA Statement of Conscience, a draft
383	ranked in the order of the votes received in the	439	Statement of Conscience congregational comment form,
384	Congregational Poll. The Study/Action Issues receiving	440	and a ballot to place the draft UUA Statement of
385	the most votes (not to exceed five in number) shall be	441	Conscience on the Final Agenda shall be included in the
386	submitted to the General Assembly as follows:	442	Congregational Poll, to be made available and
		443	congregations notified of its availability by November 15,
387	(i) Each of the Proposed Congregational Study/Action	444	following the General Assembly. Notice of the availability
388	Issues shall be presented to the General Assembly by	445	of these items shall be delivered to the congregations
389	a delegate, and one such proposed Congregational	446	through the mail and by electronic mail. Congregational
390	Study/Action Issue shall be referred for study by virtue	447	Poll ballots, and the congregational comment forms
391	of having received the highest number of votes among	448	concerning the draft UUA Statement of Conscience shall
392	all proposed Congregational Study/Action votes cast	449	be due by February 1 of the following year (the fourth
393	by the General Assembly, provided, however, that if	450	Cycle year).
394	no proposed Congregational Study/Action Issue	451	
395	receives a majority of the votes cast, then a second		(4) The Commission on Social Witness shall then prepare a
396	vote shall be taken between the two issues receiving	452	revised draft of the UUA Statement of Conscience taking
397	the highest number of votes cast in the initial election.	453	into consideration comments received by the member
		454	congregations and districts and place this revised draft of
398	(ii) After one Congregational Study/Action Issue has been	455	the UUA Statement of Conscience on the Final Agenda.
399	referred for study in accordance with (i) above, the	456	
400	Advocacy and Witness staff shall conduct a workshop		(5) For a draft UUA Statement of Conscience to be placed on
401	to discuss processes for study and action on the	457	the Final Agenda of the General Assembly, twenty-five
402	selected issue. By November 1 following the General	458	percent (25%) of all certified congregations must
403	Assembly, the Advocacy and Witness staff shall have	459	participate in the ballot vote concerning such draft UUA
404	developed a resource guide pertaining to the	460	Statement of Conscience.
405	Congregational Study/Action Issue selected by the	461	
406	General Assembly. The resource guide shall be made		(d) Fourth Cycle Year
407	available and congregations notified of its availability.	462	
			(1) If the draft UUA Statement of Conscience is placed on the
408	(5) If a UUA Statement of Conscience has been adopted in	463	Final Agenda for the next regular meeting of the General
409	the previous year, the regular meeting of the General	464	Assembly, then the next General Assembly must debate
410	Assembly shall also conduct workshops on the	465	and vote on the proposed UUA Statement of Conscience.
411	implementation of such UUA Statement of Conscience.	466	Adoption of the UUA Statement of Conscience shall
		467	require a two-thirds vote.
412	(6) If no proposed Congregation Study/Action Issues are on	468	
413	the Final Agenda in the first Cycle year, or if no		(2) If (i) the proposed UUA Statement of Conscience is not
414	Congregational Study/Action Issue is referred for study by	469	placed on the Final Agenda for the next regular meeting of
415	the General Assembly, then following the regular meeting	470	the General Assembly; or (ii) the General Assembly
416	of the General Assembly, the Cycle shall begin again as	471	chooses, by a two-thirds vote, to refer the proposed UUA
417	set forth in this subsection.	472	Statement of Conscience to the Commission on Social
		473	Witness for one additional year of study/action, then the
418	(b) Second Cycle Year	474	Commission of Social Witness shall continue the study
		475	and revision of the proposed UUA Statement of
419	(1) Member congregations and the districts shall submit by	476	Conscience for one more year. The revised UUA
420	not later than March 1 of the second Cycle year comments	477	Statement of Conscience may be placed on the Final
421	regarding the Congregational Study/Action Issue and the	478	Agenda for the next regular meeting of the General
422	related resource guide to the Commission on Social	479	Assembly pursuant to subsections (c)(3), (c)(4) and (c)(5)
423	Witness.	480	above. If by the regular meeting of the General Assembly
		481	following the additional year the Commission on Social
424	(2) During the meeting of the General Assembly in the second	482	Witness has been unable to find support to generate an
425	Cycle year the Commission on Social Witness shall	483	acceptable UUA Statement of Conscience, the
426	conduct workshops on the Congregational Study/Action	484	Congregational Study/Action Issue may be placed on the
427	Issue.	485	Final Agenda with a proposal to drop such Congregational
		486	Study/Action Issue.
		487	
428	(c) Third Cycle Year		

488 (3) Following the regular meeting of the General Assembly in
489 the fourth Cycle year, the Cycle shall begin again as set
490 forth in Section 4.12(a) above.

491 (e) The Cycle may begin again, as set forth in Section 4.12(a), only
492 after the General Assembly in the second Cycle year of a
493 Congregational Study/Action Issue, and as provided in Sections
494 4.12(a)(6) and 4.12(d)(3).

495 **Section 4.13. Revision of UUA Statements of**
496 **Conscience Process Schedule.**

497 If the Board of Trustees votes to schedule one or more regular
498 General Assemblies to begin in a month other than June, the
499 Board of Trustees shall forthwith revise the UUA Statements of
500 Conscience process schedule set forth in Section 4.12 accordingly
501 and shall immediately notify the member congregations, the
502 districts and the Commission on Social Witness of the revised
503 schedule in writing.

504 **Section 4.14. Final Agenda for Regular General**
505 **Assemblies.**

506 The Planning Committee shall prepare a Final Agenda for each
507 General Assembly which shall include:

508 (a) all reports and other matters required by these Bylaws to be
509 submitted to the General Assembly and all proposed
510 amendments to Bylaws and Rules appearing on the
511 Tentative Agenda that meet the requirements of Rule G-
512 4.18.3;

513 (b) those Business Resolutions, including alternative versions,
514 on the Tentative Agenda which meet the requirements of
515 Rule G-4.18.3;

516 (c) Business Resolutions, amendments to Rules or Bylaws or
517 other items submitted by the Planning Committee, the Board
518 of Trustees or the Executive Committee, which did not
519 originally appear on the Tentative Agenda, provided,
520 however, that any such items appear on the Final Agenda
521 accompanied by an explanation for the delayed submission;

522 (d) additional proposed amendments to Bylaws submitted by the
523 Commission on Appraisal;

524 (e) those proposed Congregational Study/Action Issues on the
525 Tentative Agenda which meet the requirements of Rule G-
526 4.18.3, and if applicable pursuant to Sections 4.12(a); and

527 (f) the UUA Statement of Conscience submitted by the
528 Commission on Social Witness pursuant to Section 4.12 (c)
529 and (d), if applicable.

530 The Planning Committee shall mail the Final Agenda to each
531 member congregation, associate member organization and trustee
532 not less than 30 days before the General Assembly.

533 **Section 4.15. Agenda for Special General Assemblies.**

534 The Board of Trustees shall prepare the agenda for each special
535 General Assembly which shall include resolutions and proposed
536 amendments to Rules submitted by:

537 (a) the Board of Trustees;

538 (b) the petition, if any, which calls the special General
539 Assembly; or

540 (c) not less than 50 certified member congregations by action of
541 their governing boards or their congregations, with no more
542 than 20 of the 50 congregations from the same district.

543 The agenda shall be mailed to each member congregation,
544 associate member organization and trustee not less than 30 days
545 before the General Assembly.

546 ***Section 4.16. Additions to the Agenda of Regular**
547 **General Assemblies.**

548 (a) Non-substantive items related to greetings and similar
549 matters may be admitted to the agenda by a regular General
550 Assembly.

551 (b) Not more than six General Assembly Actions of Immediate
552 Witness, (year) may be admitted to the agenda of a regular
553 General Assembly and acted upon.

554 (1) A General Assembly Action of Immediate Witness,
555 (year) is one concerned with a significant action,
556 event or development the timing or specificity of which
557 makes it inappropriate to be addressed by a UUA
558 Statement of Conscience pursuant to the Study/Action
559 process.

560 (2) The petition to admit such resolutions to the agenda
561 must be signed by 150 delegates from at least 25
562 congregations in at least five districts. If six petitions
563 or fewer are received, all petitions received that have
564 the requisite level of delegate and congregation
565 support are eligible to be considered for possible
566 admission to the Agenda. In the event more than six
567 petitions are submitted that satisfy the sponsorship
568 requirement, the Commission on Social Witness shall
569 select six from among those which meet the criteria
570 for a General Assembly Action of Immediate Witness,
571 (year) and shall submit those six actions to the
572 Agenda of the General Assembly (along with a
573 tentative designation of scope, i.e., U.S. or
574 Continental) for possible admission.

575 (3) The motion to admit each General Assembly (U.S. or
576 Continental) Action of Immediate Witness, (year) ruled
577 eligible is not debatable, but an opportunity for a two-
578 minute statement of advocacy to the General
579 Assembly for each eligible action by one of its
580 sponsors prior to any such motion shall be provided.
581 Admission of a General Assembly (U.S. or
582 Continental) Action of Immediate Witness, (year) shall
583 be by a two-thirds vote.

584 (4) During the General Assembly, a mini-assembly shall
585 be held during which each admitted action shall be
586 discussed and amendments shall be accepted in
587 writing. All such amendments shall be made available
588 in writing to the General Assembly. The Commission
589 on Social Witness shall finalize each General
590 Assembly (U.S. or Continental) Action of Immediate
591 Witness, (year), and the chairperson of the
592 Commission on Social Witness, in consultation with the
593 moderator of the General Assembly, the
594 parliamentarian and legal counsel, shall prioritize
595 unincorporated amendments for consideration by the
596 General Assembly.

597 (5) Adoption of a General Assembly (U.S. or Continental)
598 Action of Immediate Witness, (year) shall be by a two-
599 thirds vote.

600 (6) Actions submitted pursuant to this Section 4.16(b) must
601 be in writing and filed with the Chair of the Commission
602 on Social Witness or the Commission's designee by
603 the deadline established by the Commission and
604 announced at the opening session of the Assembly.

605 (c) Responsive Resolutions may be admitted to the agenda of a
606 regular General Assembly and acted upon.

607 (1) A Responsive Resolution is a resolution made in
608 response to a substantive portion of a report by an
609 officer or committee reporting to a regular General
610 Assembly.

611 (2) Adoption of a Responsive Resolution shall be by two-
612 thirds vote.

613 **Section 4.17. Items Admitted to Special General**
614 **Assembly Agenda.**

615 Except for non-substantive items related to greetings and similar
616 matters, no item not on the agenda for a Special General Assembly
617 shall be admitted to the agenda of that Assembly.

618 ***Section 4.18. Agenda Rules.**

619 General Assemblies shall adopt rules relating to the agenda.

620 ***Section 4.19. Rules of Procedure.**

621 Rules of procedure for the conduct of the meeting shall be adopted
622 at each General Assembly.

623 **ARTICLE V Committees of the Association**

624 **Section 5.1. Committees of the Association.**

625 The standing committees of the Association shall be:

- 626 (a) the Nominating Committee;
- 627 (b) the General Assembly Planning Committee;
- 628 (c) the Commission on Appraisal;
- 629 (d) the Commission on Social Witness; and
- 630 (e) the Board of Review.

631 **Section 5.2. Election and Terms of Office.**

632 Elected members of all Section 5.1 committees shall take office at
633 the close of the General Assembly at which they are elected and
634 shall serve until their successors are elected and qualified except
635 as otherwise provided herein.

636 One-half as nearly as possible of the elected members of the
637 General Assembly Planning Committee and the Commission on
638 Social Witness shall be elected at the regular General Assembly
639 held in each odd-numbered year. The elected members of the
640 General Assembly Planning Committee and the Commission on
641 Social Witness shall serve for terms of four years. One-third of
642 the members of the Nominating Committee and the Commission
643 on Appraisal shall be elected at the regular General Assembly
644 held in each odd-numbered year. The elected members of the
645 Nominating Committee and the Commission on Appraisal shall
646 serve for single terms of six years. Any member of the
647 Nominating Committee or the Commission on Appraisal in office
648 for a period of more than three years shall be deemed to have
649 completed a six-year term for the purposes of re-election.

650 **Section 5.3. Qualifications of Committee Members.**

651 In order to qualify to be appointed or to continue as a member of a
652 standing committee of the Association, a person must be a
653 member of a member congregation.

654 **Section 5.4. Removal of Committee Member.**

655 A member of any standing committee of the Association may be
656 removed by a three-fourths vote of the Board of Trustees at a
657 meeting at which not less than three-fourths of the Board is
658 present, if in the opinion of the Board the member is incapacitated
659 or otherwise unable to carry out the duties of the office.

660 **Section 5.5. Vacancies.**

661 A vacancy created by the death, disqualification, resignation, or
662 removal of an elected member of a standing committee of the
663 Association shall be filled by the Board of Trustees until the next
664 regular General Assembly held in an odd-numbered year. The
665 vacancy shall then be filled by election for the balance of the
666 unexpired term, if any.

667 **Section 5.6. Nominating Committee.**

668 The Nominating Committee shall consist of nine elected members.
669 A member shall not during the term of office hold any salaried
670 position in the Association, and shall not be eligible for re-election

671 to the Nominating Committee until after an interim of four years.
672 The Nominating Committee shall submit nominations for certain
673 elective positions of the Association, as provided in Article IX.

674 **Section 5.7. General Assembly Planning Committee.**

675 The General Assembly Planning Committee shall consist of eight
676 elected members and two members appointed by the Board of
677 Trustees at its first meeting following the regular General
678 Assembly in each odd-numbered year. No elected member shall
679 serve on the Committee for more than two four-year terms in
680 succession. The appointed members shall serve for terms of two
681 years and until their successors are appointed and qualified. The
682 Committee shall prepare the agenda for each regular General
683 Assembly and shall be responsible for arrangements for programs
684 and meetings to be held in connection therewith. It may establish
685 subcommittees of its members and may delegate part or all of its
686 powers to them.

687 **Section 5.8. Commission on Appraisal.**

688 The Commission on Appraisal shall consist of nine elected
689 members. A member shall not during the term of office serve as a
690 trustee or officer or hold a salaried position in the Association. The
691 Commission on Appraisal shall:

- 692 (a) review any function or activity of the Association which in its
693 judgment will benefit from an independent review and report
694 its conclusions to a regular General Assembly;
- 695 (b) study and suggest approaches to issues which may be of
696 concern to the Association; and
- 697 (c) report to a regular General Assembly at least once every four
698 years on the program and accomplishments of the
699 Association.

700 **Section 5.9. Commission on Social Witness.**

701 The Commission on Social Witness shall consist of three
702 members elected by the General Assembly and two members
703 appointed by the Board of Trustees. The election and appointment
704 of members shall occur only at regular General Assemblies held in
705 odd numbered years.

- 706 (a) Each appointment and election of a member to the
707 Commission will be for a term of four years;
- 708 (b) One member shall be appointed each odd-numbered year;
709 and
- 710 (c) No fewer than one nor more than two members shall be
711 elected each odd-numbered year, as is required to insure a
712 full complement of elected members.

713 No member shall serve on the Commission for more than two four-
714 year terms in succession. In the case of a vacancy in an appointed
715 position by reason of death, disqualification, resignation or removal,
716 the vacancy shall be filled at any time for the remainder of the term
717 by appointment by the Board of Trustees for the balance of the
718 term. The duties of the Commission are described in Section 4.12
719 and Section 4.16 of the Bylaws and Rules G-4.12.1, G-4.12.2, and
720 G-4.18.2.

721 **Section 5.10. Board of Review.**

- 722 (a) Members. The Board of Review shall consist of eight
723 members as follows:
 - 724 (1) Three members who are ministers, each of whom at the
725 time of election is in final ministerial fellowship with the
726 Association and has held such fellowship continuously
727 for the preceding seven years; and
 - 728 (2) One member who is a credentialed religious educator-
729 masters level; and
 - 730 (3) Four members who are not ministers or credentialed
731 religious educators, each of whom at the time of
732 election is a member of a certified member
733 congregation and has been a member of one or more

734 such congregations for not less than three years as an
735 officer or a member of the governing bodies of one or
736 more such congregations.

737 (b) Election and Term. At each regular General Assembly held in
738 an odd-numbered year one person who is neither a minister
739 nor a credentialed religious educator shall be elected and shall
740 serve for a term of eight years and until a successor is
741 elected and qualified. At each regular General Assembly
742 held in an odd-numbered year there shall be elected either a
743 minister, as described in subsection (a)(1) above, or a
744 credentialed religious educator-masters level as described in
745 section (a)(2) above, who shall serve for a term of eight years
746 and until a successor is elected and qualified. In the first
747 election in an odd-numbered year following the adoption of
748 the amendment to this subsection (b) as stated above, the
749 election shall be of a credentialed religious educator, and this
750 sentence shall thereafter be deleted from this subsection.

751 (c) Qualifications. No member of the Board of Review shall
752 during the term of office be a member of the Ministerial
753 Fellowship Committee, the Religious Education Credentialing
754 Committee, or hold any salaried position in the Association.

755 (d) Removal. A member of the Board of Review may be
756 removed without hearing by the vote of six other members.

757 **Section 5.11. Additional Committees.**

758 Additional committees may be created by any General Assembly
759 by adoption of a resolution which shall state the membership,
760 terms, qualification, method of selection, and duties thereof.

761 **Section 5.12. Presiding Officer.**

762 Each committee shall elect a presiding officer from among its
763 members at its first meeting following the regular General
764 Assembly in each odd-numbered year. In the absence of such
765 election the Board of Trustees may designate a temporary
766 presiding officer from among members of the committee.

767 **Section 5.13. Time and Place of Meetings.**

768 Each committee shall hold meetings at such times and places as it
769 may determine.

770 **Section 5.14. Call and Notice of Meetings.**

771 Meetings of committees may be called by the presiding officer and
772 shall be called by the presiding officer at the request of a majority
773 of the members of the entire committee. Notice of committee
774 meetings shall be given in writing not less than ten nor more than
775 sixty days before the meeting and shall state the time and place of
776 the meeting.

777 **ARTICLE VI Board of Trustees**

778 **Section C-6.1. Responsibility.**

779 The Board of Trustees shall conduct the affairs of the Association
780 and, subject to these Bylaws, shall carry out the Association's
781 policies and directives as provided by law.

782 **Section 6.2. Powers.**

783 The Board of Trustees shall act for the Association between
784 General Assemblies.

785 **Section 6.3. Membership.**

786 The Board of Trustees shall consist of:

787 (a) the President, without vote, the Moderator and the Financial
788 Advisor;

789 (b) Three trustees elected at large, and a youth trustee at large;

790 (c) one trustee representing each district.

791 ***Section 6.4. Election of Trustees.**

792 The youth trustee at large and one-half of the other number of
793 trustees at large shall be elected at the regular General Assembly
794 held in each odd-numbered year. One-half, as nearly as possible,

795 of the trustees representing districts shall be elected prior to each
796 such General Assembly. The Board of Trustees shall divide the
797 districts into two groups for purposes of electing trustees.

798 **Section 6.5. Term.**

799 Trustees shall take office immediately after the close of the
800 General Assembly at or prior to which they are elected and, with the
801 exception of the youth trustee at large, shall serve for terms of four
802 years or until their successors are elected and qualified. The youth
803 trustee at large shall serve for a term of two years or until his or her
804 successor is elected and qualified. Any partial term of more than
805 two years shall be considered a full term for purposes of this
806 section. No trustee may serve more than two successive full terms.
807 However, a trustee may at any time become one of the
808 elected officers of the Association and serve as long in that office
809 as if such trustee had not previously been a trustee. No person
810 who has served as elected officer for a full term shall thereafter be
811 elected a trustee without an interim of four years.

812 ***Section 6.6. Qualifications of Trustees.**

813 Each elected trustee shall be a member of a member congregation.
814 An elected trustee representing a district shall reside in that district
815 and shall be a member of a member congregation located in the
816 district. A trustee who ceases to meet these qualifications shall
817 be disqualified and the office declared vacant. The youth trustee at
818 large shall be an individual aged 14 to 20 inclusive years at the time
819 of election. Not more than one trustee shall be a member of the
820 same member congregation. If a trustee becomes a member of a
821 member congregation in which another trustee is already a
822 member, such trustee shall be disqualified and the office declared
823 vacant. The Board of Trustees shall adopt rules for the application
824 of this section to persons holding membership in more than one
825 member congregation.

826 **Section 6.7. Resignation and Removal of Trustees.**

827 A trustee may at any time resign by giving written notice to the
828 Board of Trustees. Such resignation shall take effect at the time
829 specified therein, or, if no time is specified, then on delivery. A
830 trustee may be removed by a three-fourths vote of the entire Board
831 at a meeting at which not less than three-fourths of the entire
832 Board is present if in the opinion of the Board such trustee is
833 incapacitated or otherwise unable to carry out the duties of the
834 office.

835 **Section 6.8. Vacancies.**

836 (a) Trustee at Large. A vacancy created by the death,
837 disqualification, resignation, or removal of a trustee at large
838 shall be filled by majority vote of the remaining trustees until
839 the next regular General Assembly at which an election can
840 be held. The vacancy shall then be filled by election for the
841 balance of the unexpired term, if any.

842 (b) Trustee Representing District. A vacancy created by death,
843 disqualification, resignation, or removal of a trustee
844 representing a district or by the creation of a new district
845 entitled to be represented by a trustee shall be governed by
846 the bylaws of the district and Section 9.11 of these Bylaws
847 subject to the following limitations:

848 (1) If fewer than two regular General Assemblies have
849 met and adjourned since the General Assembly at
850 which the trustee took office, the governing body of
851 the district shall make an interim appointment until the
852 position is filled by a special election within one year
853 from the date the vacancy occurs;

854 (2) If the vacancy occurs at any other point in the term,
855 either the governing body of the district shall fill the
856 vacancy for the remainder of the term or the District
857 shall provide for an interim appointment by its
858 governing body until the position is filled by a special
859 election.

860 An invalid election does not create a vacancy for purposes of this
861 section.

862 Section 6.9. Place of Meeting.

863 The Board of Trustees shall hold its meetings at such places as
864 the Board may determine.

865 Section 6.10. Regular Meetings.

866 Regular meetings of the Board of Trustees shall be held at such
867 times as the Board may determine. No fewer than three regular
868 meetings of the Board shall be held during each fiscal year of the
869 Association.

870 Section 6.11. Special Meetings.

871 Special meetings of the Board of Trustees may be called by the
872 Moderator or President, and shall be called by the Moderator at the
873 request of eight trustees. Notice of special meetings shall be given
874 in writing not less than five nor more than sixty days before the
875 meeting and shall state the agenda, time and place of the meeting.

876 Section 6.12. Waiver of Notice.

877 Notice of a meeting need not be given to any trustee who submits a
878 signed waiver of notice whether before or after the meeting, or who
879 attends the meeting without protesting, prior thereto or at its
880 commencement, the lack of notice.

881 Section 6.13. Quorum.

882 A majority plus one of the entire voting membership of the Board of
883 Trustees shall constitute a quorum for the transaction of business.

884 Section 6.14. Compensation.

885 Except for the President, members of the Board of Trustees shall
886 not receive compensation for their services but shall be reimbursed
887 as determined by the Board of Trustees for the expenses
888 reasonably incurred by them in the performance of their duties.

889 Section 6.15. Annual Report.

890 The Secretary shall on behalf of the Board of Trustees present an
891 annual report of its activities to the member congregations and at
892 each regular General Assembly.

ARTICLE VII

Committees of the Board of Trustees

895 Section 7.1. Committees of the Board of Trustees.

896 The standing committees of the Board of Trustees shall be:

- 897 (a) the Executive Committee;
- 898 (b) the Ministerial Fellowship Committee;
- 899 (c) the Finance Committee;
- 900 (d) the Investment Committee;
- 901 (e) the Religious Education Credentialing Committee; and
- 902 (f) the Audit Committee.

903 Section 7.2. Appointment and Term of Office.

904 Members of the Executive Committee, Finance Committee,
905 Investment Committee, Religious Education Credentialing
906 Committee, and board-appointed members of the Ministerial
907 Fellowship Committee and Audit Committee shall be appointed by
908 the Board at its first meeting following the regular General Assembly
909 in each odd-numbered year except as otherwise provided herein.
910 Members of such committees shall serve for terms of two years and
911 until their successors are appointed and qualified.

912 Section 7.3. Removal of Committee Member.

913 Standing committee members appointed by the Board of Trustees
914 serve at the pleasure of the Board and may be removed by it at any
915 time.

916 Section 7.4. Vacancies.

917 A vacancy on any committee of the Board among members
918 appointed by the Board of Trustees shall be filled by it.

919 Section 7.5. Executive Committee.

920 The Executive Committee shall consist of the Moderator, the First
921 Vice Moderator, the Secretary, the Financial Advisor, and the Chair
922 of the Finance Committee. The position on the committee
923 occupied by the First Vice Moderator shall be filled by the Second
924 Vice Moderator at any meeting of the committee from which the
925 First Vice Moderator is absent or at which the First Vice Moderator
926 is presiding in the absence of the Moderator. The position on the
927 committee occupied by the Secretary shall be filled by the
928 Assistant Secretary at any meeting of the committee from which
929 the Secretary is absent. The Executive Committee shall conduct
930 the current and ordinary business of the Association between
931 meetings of the Board of Trustees. If between meetings of the
932 Board of Trustees, matters arise which (1) in the opinion of the
933 Executive Committee are not current and ordinary business but in
934 the best interests of the Association must nevertheless be acted
935 upon, or (2) the Executive Committee has been authorized by the
936 Board to be acted upon, then the Executive Committee may act
937 thereon for the Board of Trustees, but only if four or more
938 members vote the action.

939 Section 7.6. Ministerial Fellowship Committee.

940 The Ministerial Fellowship Committee shall consist of fourteen
941 members as follows:

- 942 (a) six members who are not ministers appointed by the Board;
- 943 (b) six members who are ministers in final fellowship with the
944 Association, appointed by the Board; and
- 945 (c) two members appointed by the Unitarian Universalist
946 Ministers Association.

947 Two members of the committee, and only two, shall be trustees.
948 The committee shall have jurisdiction over ministerial fellowship
949 with the Association as provided in Article XI hereof. The Board of
950 Trustees shall designate a person who is not a member of the
951 committee to be its Executive Secretary and keep its records.

952 Section 7.7. Finance Committee.

953 The Finance Committee shall consist of the Financial Advisor, the
954 Treasurer, five trustees who shall not be members of the
955 Investment Committee, and the Moderator without vote. The duties
956 of the Finance Committee are set forth in Article X.

957 Section 7.8. Investment Committee.

958 The Investment Committee shall consist of the Financial Advisor,
959 the Treasurer, and five other persons, at least one of whom shall
960 be a trustee and none of whom shall be members of the Finance
961 Committee. The duties of the Investment Committee are set forth
962 in Article X.

963 Section 7.9. Additional Committees.

964 The Board of Trustees may appoint additional committees to serve
965 at its pleasure and shall determine the membership, qualifications,
966 and duties thereof.

967 Section 7.10. Presiding Officer.

968 The Board of Trustees shall appoint one member of each standing
969 committee of the Board to be its presiding officer.

970 Section 7.11. Time and Place of Meetings.

971 Each standing committee of the Board shall hold meetings at such
972 times and places as it may determine.

973 Section 7.12. Call and Notice of Meetings.

974 Meetings of standing committees of the Board may be called by the
975 presiding officer and shall be called by the presiding officer at the
976 request of a majority of the members of the entire committee.
977 Unless the Board of Trustees otherwise provides, notice of
978 meetings of each standing committee shall be given in such a
979 manner and within such time as the standing committee
980 determines.

981 **Section 7.13. Religious Education Credentialing**
982 **Committee.**
983 The Religious Education Credentialing Committee shall consist of
984 seven members as follows:
985 (a) three members, none of whom is a parish minister,
986 minister of religious education, community minister, a
987 credentialed religious educator, or a director of religious
988 education, appointed by the Board;
989 (b) one member who is a parish minister or community
990 minister, appointed by the Board;
991 (c) one member who is a minister of religious education,
992 appointed by the Board;
993 (d) one member who is a credentialed religious educator-
994 masters level, appointed by the Board; and
995 (e) one member nominated by the Board of the Liberal
996 Religious Educators Association and appointed by the
997 Board of Trustees.
998 The Committee shall have jurisdiction over religious education
999 credentialing with the Association as provided in Article XII
1000 thereof. The Board of Trustees shall designate a person who
1001 is not a member of the committee to be its Executive Secretary
1002 and keep its records.

1003 **Section 7.14. Audit Committee.**

1004 The Audit Committee shall consist of five members as follows:
1005 a. three persons appointed by the Board, none of whom are
1006 members of the Board or hold a salaried position with the
1007 Association;
1008 b. the Financial Advisor; and
1009 c. a member of the Finance Committee, who shall be
1010 appointed by the Board.
1011 No member of the Audit Committee shall serve for more than
1012 four terms on the Audit Committee.

1013 The duties of the Audit Committee are set forth in Article X.
1014

1015 **ARTICLE VIII Officers of the Association**

1016 ***Section 8.1. Officers Enumerated.**

1017 (a) Elected Officers. The elected officers of the Association shall
1018 be a Moderator, a President, and a Financial Advisor.
1019 (b) Appointed Non-salaried Officers. The appointed non- salaried
1020 officers of the Association shall include one or more Vice
1021 Moderators, a Secretary, and a Recording Secretary
1022 and may include such other officers as the Board of
1023 Trustees may appoint.
1024 (c) Appointed Salaried Officers. The appointed salaried officers
1025 of the Association shall include a Treasurer, and may
1026 include one or more vice presidents, assistant treasurers,
1027 and such other officers as the Board of Trustees may
1028 determine.

1029 **Section C-8.2. Control by Board of Trustees.**

1030 All officers shall be subject to the direction and control of the Board
1031 of Trustees. All appointed officers shall be appointed by the Board
1032 of Trustees and shall serve at its pleasure.

1033 **Section 8.3. Term of Office.**

1034 (a) Elected Officers. The elected officers shall be elected at a
1035 regular General Assembly in an odd-numbered year and
1036 shall take office immediately after the close of such General
1037 Assembly.

1038 (1) President. The President shall serve for a term of four
1039 years and until his or her successor is elected and
1040 qualified. No President shall serve more than two
1041 successive terms; and any partial term of more than
1042 two years served by reason of appointment and/or
1043 election to office pursuant to subsection 8.7(a) below
1044 shall be considered a full term for purposes of this
1045 subsection.
1046 (2) Moderator and Financial Advisor. The Moderator and
1047 Financial Advisor shall each serve for a term of four
1048 years and until his or her successor is elected and
1049 qualified. No Moderator or Financial Advisor shall
1050 serve more than two successive full terms; and any
1051 partial term of more than two years served by reason
1052 of appointment and/or election to office pursuant to
1053 subsection 8.7(a) below shall be considered a full
1054 term for purposes of this subsection.
1055 (b) Appointed Non-salaried Officers. The appointed non-
1056 salaried officers shall serve for one or more terms of two
1057 years and until their successors are appointed and qualified.

1058 **Section 8.4. Qualification of Officers.**

1059 Each officer of the Association shall be a member of a member
1060 congregation. If an officer ceases to be a member of any member
1061 congregation, such officer shall be disqualified and the office
1062 declared vacant.

1063 **Section 8.5. Removal of Officers.**

1064 (a) Elected Officers. An elected officer may be removed by a
1065 three-fourths vote of the entire Board of Trustees at a
1066 meeting at which not less than three-fourths of the entire
1067 Board is present if in the opinion of the Board such officer is
1068 incapacitated or unable to carry out the duties of the office.
1069 The President may also be removed by such a vote of the
1070 Board if it determines that such removal is in the best
1071 interests of the Association.
1072 (b) Appointed Officers. An appointed officer may be removed
1073 by the Board of Trustees at any time.

1074 **Section 8.6. Resignation.**

1075 An officer may resign at any time by giving written notice to the
1076 Moderator, who shall immediately forward copies to the Board of
1077 Trustees. Any such resignation shall take effect at the time
1078 specified therein, or, if no time is specified, then upon delivery.

1079 **Section 8.7. Vacancies.**

1080 (a) Elected Officers. A vacancy created by the death,
1081 disqualification, resignation, or removal of an elected officer
1082 shall be filled by the Board of Trustees until the next regular
1083 General Assembly at which an election can be held. The
1084 vacancy shall then be filled by election for the balance of the
1085 unexpired term, if any.
1086 (b) Appointed Non-salaried Officers. A vacancy created by the
1087 death, disqualification, resignation, or removal of an
1088 appointed non-salaried officer may be filled by the Board of
1089 Trustees for the balance of the unexpired term.

1090 **Section 8.8. Moderator.**

1091 The Moderator shall preside at General Assemblies and meetings
1092 of the Board of Trustees and the Executive Committee. The
1093 Moderator shall represent the Association on special occasions
1094 and shall assist in promoting its welfare. The Moderator shall serve
1095 as Chief Governance Officer of the Association.

1096 **Section 8.9. President.**

1097 The President shall be the chief executive officer of the Association
1098 and shall be a member, ex-officio, without vote, of all standing
1099 committees of the Association, except the Nominating Committee
1100 and the Board of Review, and of all standing committees of the

1101 Board except the Ministerial Fellowship Committee and the
1102 Religious Education Credentialing Committee.

1103 **Section 8.10. Financial Advisor.**

1104 The duties of the Financial Advisor are set forth in Article X.

1105 ***Section 8.11. Executive Vice President.**

1106 In the event an Executive Vice President should be appointed, the
1107 Board of Trustees shall describe his or her duties.

1108 **Section 8.12. Vice Moderators.**

1109 The Vice Moderator or Moderators shall be elected from among the
1110 members of the Board of Trustees by its members. In the absence
1111 of the Moderator a Vice Moderator shall preside at meetings and
1112 perform the duties of the Moderator. A Vice Moderator shall
1113 perform such other duties as may be assigned by the Board. In
1114 the event that more than one Vice Moderator is elected, one of the
1115 Vice Moderators shall be designated First Vice Moderator.

1116 **Section 8.13. Vice Presidents.**

1117 Any Vice President appointed shall have such powers and shall
1118 perform such duties as may be assigned by the Board of Trustees
1119 or as assigned by the President in conformity with any provisions
1120 of the Board appointment.

1121 **Section 8.14. Secretary.**

1122 The Secretary shall be appointed from among the members of the
1123 Board of Trustees and shall perform all duties usually pertaining to
1124 the office, except those of a Clerk under Massachusetts law. The
1125 Secretary shall represent the Association on special occasions and
1126 shall assist in promoting the welfare of the Association.

1127 **Section 8.15. Treasurer.**

1128 The duties of the Treasurer are set forth in Article X.

1129 **Section 8.16. Recording Secretary.**

1130 The Recording Secretary shall at all times be a resident of the
1131 Commonwealth of Massachusetts and upon being appointed shall
1132 be sworn to the faithful performance of the duties of the office. If
1133 the Recording Secretary ceases to be a resident of the
1134 Commonwealth of Massachusetts, such person shall be
1135 disqualified and the office declared vacant. The Recording
1136 Secretary shall keep an accurate record of all meetings of the
1137 Association and the Board of Trustees, shall perform such other
1138 duties as may be assigned by the Board, and shall perform the
1139 duties of a Clerk under Massachusetts law.

1140 **Section 8.17. Other Appointed Officers.**

1141 The Board of Trustees may appoint such other officers as it deems
1142 necessary and shall fix their powers and duties.

1143 **Section 8.18. Compensation.**

1144 The Moderator, the Financial Advisor, and the appointed non-
1145 salaried officers shall not receive compensation for their services
1146 but shall be reimbursed as determined by the Board of Trustees for
1147 expenses reasonably incurred by them in the performance of their
1148 duties.

1149 **Section 8.19. Reports by Officers.**

1150 The Moderator, the President, the Financial Advisor, and the
1151 Treasurer shall each make an annual report to the member
1152 congregations and to each regular General Assembly.

1153 **ARTICLE IX Nominations and Elections**

1154 **Section 9.1. Elective Positions.**

1155 The elective positions of the Association include the elective
1156 positions at large and those trustee positions where the election
1157 occurs at the district level. The elective positions at large of the
1158 Association are those of the elected officers, those trustees not
1159 elected at the district level, and the elected members of the
1160 standing committees of the Association. No person shall hold
1161 more than one elective position at a time whether by election or

1162 appointment. Ex officio positions for the purposes of this Bylaw
1163 provision shall be deemed part of the elected position from which
1164 the ex officio position is derived.

1165 **Section 9.2. Nomination Procedures.**

1166 The nomination procedures set forth in these Bylaws and the
1167 Rules adopted hereunder are exclusive, and no person who is not
1168 nominated in accordance with such procedures can be elected to
1169 any elective position.

1170 **Section 9.3. Notice by Nominating Committee.**

1171 On or before August 1 of each even-numbered year, the
1172 Nominating Committee shall notify all certified member
1173 congregations in writing of the elective positions at large and
1174 vacancies to be filled at the next regular General Assembly.

1175 **Section 9.4. Nomination by Nominating Committee.**

1176 The Nominating Committee shall submit one or more nominations
1177 for each elective position at large to be filled, except Moderator and
1178 President, including those to fill any vacancies occurring prior to
1179 October 1 of the year before the election. Only one person from
1180 any one member congregation shall be thus nominated to serve on
1181 the Nominating Committee. The report of the Nominating
1182 Committee shall be filed with the Secretary of the Association and
1183 be mailed to all certified member congregations, associate member
1184 organizations, and trustees on or before December 10 of each
1185 even-numbered year.

1186 **Section 9.5. Nomination by Petition.**

1187 (a) For Moderator and President. A nomination for the office of
1188 Moderator or President, or to fill a vacancy in an unexpired
1189 term occurring prior to December 1 of the year before the
1190 election shall be by petition signed by no fewer than twenty-
1191 five certified member congregations, including no fewer than
1192 five certified member congregations located in each of no
1193 fewer than five different districts. A certified member
1194 congregation may authorize the signing of a petition only by
1195 vote of its governing board or by vote at a duly called meeting
1196 of its members. Such a petition shall be filed with the
1197 Secretary of the Association, only in such form as the
1198 Secretary may prescribe, not later than February 1 of the
1199 year of the election and not earlier than the preceding March
1200 1. If no valid and timely nomination is made by certified
1201 member congregations, the Board of Trustees shall
1202 nominate one or more candidates for the office.

1203 (b) For Other Elective Positions at Large. A nomination for any
1204 other elective position at large or to fill a vacancy in an
1205 unexpired term occurring prior to December 1 of the year
1206 before the election may be by petition signed by not less
1207 than fifty members of certified member congregations, with
1208 no more than ten signatures of members of any one
1209 congregation counted toward the required fifty. A separate
1210 petition, in form prescribed by the Secretary, shall be filed for
1211 each nomination not later than February 1 of the year of the
1212 election and not earlier than the preceding October 1.
1213 Nominations for youth trustee at large shall be so designated.

1214 **Section 9.6. Qualifications of Nominees.**

1215 Each person nominated for an elective position at large shall be a
1216 member of a member congregation. No person shall be nominated
1217 for more than one such elective position. If a person is nominated
1218 for more than one such elective position, the Secretary of the
1219 Association shall so notify such person in writing and such person
1220 shall have twenty days from the date of the notice to select one
1221 nomination which is acceptable. In the absence of a timely
1222 selection, all such nominations shall be void and the person shall
1223 be so notified in writing by the Secretary.

1224 **Section 9.7. Vacancy in Nominations.**
1225 If all persons nominated for an elective position at large die, decline
1226 to serve or are disqualified after the time has expired for making
1227 any further nominations, or if no valid and timely nomination is
1228 made, the position shall be filled after the final adjournment of the
1229 regular General Assembly at which the election would have been
1230 held in the same manner as if the position had been filled by
1231 election and had then become vacant.

1232 **Section 9.8. Supervision of Elections.**
1233 The Secretary shall supervise all elections for elective positions at
1234 large. The Secretary may appoint a committee of tellers to count
1235 ballots and perform other routine duties. The Secretary shall
1236 decide any question arising during such an election concerning:

- 1237 (a) the interpretation of any provision of these Bylaws or of
1238 Rules made hereunder relating to election procedures;
 - 1239 (b) any procedural problem relating to the election which is not
1240 covered by these Bylaws or by the Rules; or
 - 1241 (c) the interpretation of the intent of a voter in marking the ballot.
- 1242 The Secretary's decision shall be final. The Secretary shall remain
1243 neutral in the election and shall not engage in electioneering, except
1244 for advocacy of his or her own candidacy for offices for which he or
1245 she is nominated.

1246 **Section 9.9. Conduct of Elections at Large.**
1247 (a) Election by Ballot. Voting shall be by written ballot, except
1248 that if only one person has been validly nominated for each
1249 elective position at large the persons so nominated shall be
1250 declared elected and no ballots shall be required.
1251 (b) Persons Entitled to Vote. Ballots shall be cast only by
1252 accredited delegates from certified member congregations
1253 and certified associate member organizations to the regular
1254 General Assembly at which the election is held and by
1255 trustees. No person shall cast more than one ballot.
1256 (c) Absentee Voting. Those entitled to cast ballots in an election
1257 may cast their ballots by mail. Absentee ballots shall be
1258 mailed at least forty five days prior to the General Assembly at
1259 which the election is being held. An absentee ballot must be
1260 received by the Secretary not less than seven calendar days
1261 before the General Assembly in order to be counted.

1262 ***Section 9.10. Counting of Ballots.**
1263 (a) For President. If there are no more than two duly nominated
1264 candidates for President, the candidate receiving the greater
1265 number of votes is elected. If there are more than two duly
1266 nominated candidates for President, the ballot shall be
1267 designed to permit the designation of first, second, third, etc.
1268 choice. If no candidate receives a majority of the first-choice
1269 votes cast, the candidate receiving the lowest first choice
1270 vote shall be eliminated and the ballots cast for such
1271 candidate shall be redistributed in accordance with the
1272 second choice indicated thereon. This process shall be
1273 repeated until one candidate receives a majority of all votes
1274 cast or until only two candidates remain, at which time the
1275 one receiving the greater number of votes is elected.
1276 (b) For Other Elective Positions at Large. If there is one elective
1277 position at large to be filled, the candidate receiving the
1278 greatest number of votes is elected. If there is more than
1279 one such elective position of the same kind to be filled, the
1280 candidates respectively receiving the greatest number of
1281 votes are elected.

1282 **Section 9.11. Nominations and Elections of Trustees**
1283 **Representing Districts.**
1284 (a) District Bylaws. Each district shall in its bylaws set forth the
1285 method by which the certified member congregations of the
1286 Association within that district shall nominate and elect a
1287 trustee. Where two or more districts are required to share a

1288 single trustee, each such district shall adopt compatible
1289 bylaw provisions. In the absence of valid district bylaw
1290 provisions, the trustee representing that district or group of
1291 districts shall be elected in accordance with the Bylaws and
1292 Rules_of the Association.

1293 (b) Time of Election. The election of a district trustee, except an
1294 election to fill a vacancy pursuant to Section 6.8(b), shall be
1295 held not less than 45 nor more than 300 days before the
1296 regular General Assembly following which such trustee is to
1297 take office.

1298 (c) Method of Nominations. The district bylaws shall provide
1299 that nominations may be made by a specific number of
1300 certified member congregations.

1301 (d) Method of Election. If a district's bylaws do not include a
1302 provision for the election of the trustee representing that
1303 district or the group of districts of which that district is a part,
1304 the trustee for that district or the group of districts of which
1305 that district is a part shall be elected using one of the
1306 following methods:

- 1307 (1) at large within the district, with each member of a
1308 certified member congregation casting a ballot by mail;
- 1309 (2) by delegates at a district meeting at which each
1310 certified member congregation is entitled to the same
1311 number of voting delegates as specified in Section
1312 4.8(a) of these Bylaws, with absentee ballots by the
1313 delegates permitted;
- 1314 (3) by each certified member congregation, acting at a
1315 legal meeting of such congregation, casting that
1316 number of votes equal to the number of delegates
1317 specified in Section 4.8(a) of these Bylaws, allocated
1318 among the candidates as it shall determine;
- 1319 (4) by delegates at a district meeting at which each
1320 certified member congregation is entitled to the same
1321 number and kind of voting delegates as specified in
1322 Section 4.8(a) and (b) of these Bylaws with absentee
1323 ballots by the delegates permitted; or
- 1324 (5) by each certified member congregation, acting at a
1325 legal meeting of such congregation, casting that
1326 number of votes equal to the number of delegates
1327 specified in Section 4.8(a) of these Bylaws, with the
1328 votes of the congregation allocated among the
1329 candidates as it shall determine and by each minister
1330 and Director of Religious Education, who meets the
1331 criteria for delegate status set forth in Section 4.8(b)
1332 of these Bylaws, casting a vote.

1333 (e) Certification of Election. The secretary of the district or such
1334 other district officer as may be designated in the district
1335 bylaws shall certify the results of the election to the
1336 Secretary of the Association as soon as they are available.
1337 Such certificate shall be conclusive that the person so
1338 certified has been duly elected if the district has adopted
1339 bylaws conforming to the requirements of this section. A
1340 trustee elected to fill a vacancy shall take office immediately
1341 upon such certification.

1342 (f) Invalid Election. If the procedures for the nomination or
1343 election of a district trustee violate the provisions of these
1344 Bylaws, the election shall be invalid and a new election shall
1345 be held not more than twelve months after the invalid
1346 election.

1347 ***Section 9.12. Rules for Nominations and Elections.**
1348 Rules relating to nomination and election procedures shall be
1349 adopted by a General Assembly. Such rules shall be applicable to
1350 elections held after the close of the General Assembly at which
1351 they are adopted.

1352 **ARTICLE X Finance and Contracts**
1353 ***Section 10.1. Annual Budget.**
1354 The annual budget of the Association shall be adopted and may
1355 subsequently be amended by the Board of Trustees. A budget or
1356 budgets for the coming year or years shall be presented to each
1357 regular General Assembly for its consideration and such
1358 recommendation of financial priorities as the General Assembly
1359 may wish to make.

1360 **Section 10.2. Duties of Finance Committee.**
1361 The Finance Committee shall submit proposed annual budgets for
1362 the Association to the Board of Trustees and make
1363 recommendations to the Board with respect to major financial
1364 policies of the Association other than those pertaining to
1365 investments. It shall review the use made of specific funds held by
1366 the Association and shall also recommend long-range financial
1367 plans.

1368 **Section 10.3. Duties of Financial Advisor.**
1369 The Financial Advisor shall advise the President and the Board of
1370 Trustees on financial policy and shall assist the Board in long-
1371 range planning by reviewing the sources of funds, the application
1372 of funds designated for specific purposes, the balance between
1373 foreseeable income and proposed expenditures, and the overall
1374 financial welfare of the Association. From time to time the
1375 Financial Advisor shall report to the President and the Board
1376 findings and recommendations respecting the current financial
1377 affairs of the Association and long-range planning.

1378 **Section 10.4 Duties of Treasurer and Assistant**
1379 **Treasurers.**
1380 The Treasurer shall have custody of the corporate seal and the
1381 funds and other properties of the Association and shall have the
1382 usual duties of the Treasurer of a corporation. The Treasurer or
1383 the Board of Trustees may from time to time delegate or assign to
1384 each Assistant Treasurer specified duties and authority; and any
1385 person, firm, organization or corporation dealing with the
1386 Association may assume that any act performed by an Assistant
1387 Treasurer, including the execution, sealing and delivery of any
1388 document, has been performed pursuant to an effective delegation
1389 or assignment of authority as aforesaid, and the Association shall
1390 be bound accordingly.

1391 **Section C-10.5. Raising of Funds.**
1392 The Association shall raise capital and operating funds to carry out
1393 its purposes. It may also raise capital and operating funds for
1394 associate member organizations and independent affiliate
1395 organizations.

1396 **Section C-10.6. Funds Held for Others.**
1397 With the approval of the Board of Trustees, the Association may
1398 hold for investment and distribution funds belonging to or given for
1399 the benefit of a member congregation, associate member
1400 organization, independent affiliate organization, or other
1401 organizations. Such funds may be invested in the General
1402 Investment Fund of the Association unless they are subject to
1403 specific restrictions which require some other form of investment.

1404 **Section C-10.7. Responsibility for Investments.**
1405 (a) Board of Trustees. The Board of Trustees shall have
1406 ultimate responsibility for investing the funds belonging to or
1407 held by the Association.
1408 (b) Investment Committee. The Investment Committee shall
1409 supervise the investments of the Association subject to
1410 control by the Board of Trustees.

1411 ***Section 10.8. Contracts and Securities.**
1412 The President, Secretary, Recording Secretary, Treasurer, and
1413 Assistant Treasurer may sign and attest deeds, mortgages,
1414 contracts, and other documents to which the Association is a party.

1415 **Section C-10.9. Pension System.**
1416 The Association shall establish and maintain a pension system for
1417 ministers in full fellowship with the Association.

1418 **Section 10.10. Fiscal Year.**
1419 The fiscal year of the Association shall be from July 1 to June 30.

1420 **Section C-10.11. Corporate Seal.**
1421 The seal of the Association shall be in such form as the Board of
1422 Trustees shall approve.

1423 **Section 10.12. Indemnification of Trustees, Officers,**
1424 **Employees, and Volunteers.**
1425 The Association, to the extent legally permissible, shall indemnify
1426 any trustee, officer, employee of the Association or volunteer
1427 elected by a General Assembly or appointed by the Board of
1428 Trustees of the Association to serve the Association, or persons
1429 formerly holding such positions, against all liabilities and expenses
1430 (including court costs, attorney's fees, and the amount of any
1431 judgment or reasonable settlement, fines and penalties) actually
1432 and necessarily incurred by any such person, subsequent to the
1433 adoption hereof, in connection with the defense of any claim
1434 asserted or threatened to be asserted against any such person, or
1435 any action, suit or proceeding in which any such person may be
1436 involved as a party, by reason of being or having been such
1437 trustee, officer, employee or volunteer or by reason of any action
1438 alleged to have been taken or omitted by any such person as such
1439 trustee, officer, employee or volunteer, except with respect to any
1440 matter as to which he or she shall have been adjudicated in any
1441 proceeding not to have acted in good faith in the reasonable belief
1442 that his or her action was in the best interests of the Association
1443 provided, however, that as to any matter disposed of by a
1444 compromise payment by such person, pursuant to a consent
1445 decree or otherwise, no indemnification either for said payment or
1446 for any other expenses shall be provided unless such compromise
1447 and indemnification therefore shall be approved:

1448 (a) by a majority vote of a quorum consisting of disinterested
1449 trustees;

1450 (b) if such quorum cannot be obtained, then by a majority vote of
1451 a committee of the Board of Trustees consisting of all the
1452 disinterested trustees;

1453 (c) if there are not two or more disinterested trustees in office,
1454 then by a majority of the trustees then in office, provided they
1455 have obtained a written finding by independent legal counsel
1456 appointed by a majority of the trustees to the effect that,
1457 based upon a reasonable investigation of the relevant facts
1458 as described such opinion, the person to be indemnified
1459 appears to have acted in good faith and in the reasonable
1460 belief that his or her action was in the best interests of the
1461 Association;

1462 (d) if not resolved by (a), (b) or (c), above, by a court of
1463 competent jurisdiction.

1464 If authorized in the same manner specified above for compromise
1465 payments, expenses, including attorney's fees actually and
1466 necessarily incurred by any such person in connection with the
1467 defense or disposition of any such action, suit or other proceeding
1468 may be paid from time to time by the Association in advance of the
1469 final disposition thereof upon receipt of (a) an affidavit of such
1470 individual of his or her good faith belief that he or she has met the
1471 standard of conduct necessary for indemnification under this
1472 Section and (b) an undertaking by such individual to repay the
1473 amount so paid to the Association if such person shall be
1474 adjudicated to be not entitled to indemnification under this Section,
1475 which undertaking may be accepted without reference to the
1476 financial ability of such person to make repayment. The right of
1477 indemnification herein provided shall inure to the benefit of the
1478 heirs, executors and administrators of each such trustee, [or]
1479 officer, employee or volunteer and shall not be deemed exclusive of

1480 any other rights to which any such person may be entitled under
1481 any statute, bylaw, agreement, vote of members or otherwise or to
1482 which any such person might have been entitled were it not for this
1483 provision. As used in this Section, an "interested" trustee or officer
1484 is one against whom in such capacity the proceeding in question,
1485 or other proceeding on the same or similar grounds, is then
1486 pending.

1487

1488 **Section 10.13. Duties of the Audit Committee.**

1489 The Audit Committee shall oversee the annual audit of the financial
1490 statements of the Association by an independent certified public
1491 accounting firm and monitor the establishment and implementation
1492 of accounting policies and internal controls. Specific duties of the
1493 Audit Committee shall be set forth in a charter adopted by the Board
1494 which may be amended by the Board from time to time.

1495 **ARTICLE XI Ministry**

1496 **Section C-11.1. Ministerial Fellowship.**

1497 Each member congregation has the exclusive right to call and
1498 ordain its own minister or ministers, but the Association has the
1499 exclusive right to admit ministers to ministerial fellowship with the
1500 Association. Fellowship may be for the purposes of parish,
1501 religious education and/or community ministry as determined by
1502 action of the Ministerial Fellowship Committee.

1503 No minister shall be required to subscribe to any particular creed,
1504 belief, or interpretation of religion in order to obtain and hold
1505 fellowship.

1506 ***Section 11.2. Ministerial Fellowship Committee.**

1507 The Ministerial Fellowship Committee shall have exclusive
1508 jurisdiction over ministerial fellowship except as otherwise provided
1509 in these bylaws. It shall make rules governing ministerial fellowship,
1510 subject
1511 to the approval of the Board of Trustees.

1512 **Section 11.3. Admission to Fellowship.**

1513 A minister may be admitted to fellowship by the Ministerial
1514 Fellowship Committee, upon complying with the requirements of
1515 these Bylaws and the rules, policies, procedures and requests of
1516 the Committee. A minister who is admitted to fellowship shall be
1517 admitted to preliminary
1518 fellowship for a period of at least three years, be evaluated in
1519 ministry, and may thereafter be admitted to final fellowship.

1520 **Section 11.4. Fellowship Records.**

1521 The Executive Secretary of the Ministerial Fellowship Committee
1522 shall maintain up-to-date records of all ministers in fellowship with
1523 the Association. These records shall be available only to members
1524 of the committee, persons designated by the Committee, and, in
1525 cases of appeals, the Board of Review.

1526 **Section 11.5. Termination of Fellowship and
1527 Administrative Suspension.**

1528 The fellowship of a minister may be terminated by the Ministerial
1529 Fellowship Committee for unbecoming conduct, incompetence or
1530 other specified cause. Final fellowship may be terminated only after
1531 notice by the Committee and opportunity for a Fellowship Review
1532 before the Committee.—During an investigation or the pending of a
1533 complaint, the Ministerial Fellowship Committee may suspend a
1534 minister until a final determination can be made on the minister's
1535 fellowship status.

1536 **Section 11.6. Reinstatement to Fellowship.**

1537 The Ministerial Fellowship Committee may reinstate in or readmit to
1538 fellowship a minister who has previously resigned from fellowship
1539 or whose fellowship has been suspended or terminated.

1540 **Section 11.7. Appeal.**

1541 A minister in final ministerial fellowship whose fellowship is
1542 terminated may appeal the determination of the Ministerial
1543 Fellowship Committee to the Board of Review. The Board of
1544 Review shall have exclusive jurisdiction to hear and decide such
1545 appeals. No other appeal shall be allowed from any decision of the
1546 Ministerial Fellowship Committee.

1547 **Section 11.8. Procedure on Appeal.**

1548 An appeal to the Board of Review may be heard by a panel of the
1549 Board selected as provided in its rules. The Board of Review or its
1550 panel hearing an appeal shall limit its review to an examination of
1551 the Ministerial Fellowship Committee's decision, and the information
1552 presented to the Committee, including the documents and other
1553 evidence compiled during the Fellowship Review, and the reasons
1554 articulated by the Ministerial Fellowship Committee for its decision
1555 terminating the minister's fellowship. If the minister requests
1556 consideration of newly discovered evidence, not previously
1557 presented to the Ministerial Fellowship Committee, then the matter
1558 shall be returned to the Ministerial Fellowship Committee for
1559 consideration of that evidence before the Board proceeds with the
1560 appeal. These Bylaws and the rules of the Ministerial Fellowship
1561 Committee shall be binding upon the Board of Review or its panel.
1562 The Ministerial Fellowship Committee's determination of fact and/or
1563 credibility will not be overturned unless no reasonable fact finder
1564 could have reached such determination, and disputes of fact are to
1565 be resolved in favor of the Ministerial Fellowship Committee's
1566 determination. The Board of Review or its panel may set aside the
1567 decision of the Ministerial Fellowship Committee only where
1568 necessary to correct or prevent manifest injustice. The Board of
1569 Review or its panel may remand the case in whole or in part to the
1570 Committee or take such other action as may be just. The Board of
1571 Review or its panel shall set forth its finding and conclusions and
1572 will serve upon the affected minister and the Ministerial Fellowship
1573 Committee. The decision shall be entered in the fellowship records
1574 and shall be final and binding upon all parties. No appeal shall be
1575 allowed from the decision of the Board of Review. The Board of
1576 Review shall make rules to carry out the intent of this section.

1577 **ARTICLE XII Religious Education Credentialing**

1578 **Section 12.1. Religious Education Credentialing.**

1579 Each member congregation has the exclusive right to employ its
1580 own religious educator, but the Association has the exclusive right
1581 to confer on religious educators a religious education credentialing
1582 status with the Association. No religious educator shall be required
1583 to subscribe to any particular creed, belief, or interpretation of
1584 religion in order to obtain and hold religious education credentialing
1585 status.

1586 **Section 12.2. Religious Education Credentialing
1587 Committee.**

1588 The Religious Education Credentialing Committee shall have
1589 exclusive jurisdiction over religious education credentialing except
1590 as otherwise provided herein. It shall make rules governing religious
1591 education credentialing, subject to the approval of the Board of
1592 Trustees.

1593 **Section 12.3. Achievement of Religious Education**

1594 **Credentialing Status.**

1595 A religious educator may achieve a religious education credentialing
1596 status by action of the Religious Education Credentialing
1597 Committee, upon complying with the requirements of these Bylaws
1598 and the rules of the committee.

1599 **Section 12.4. Religious Education Credentialing Levels.**

1600 The Religious Education Credentialing Committee shall adopt rules
1601 related to levels of religious education credentialing as follows:
1602 religious education credentialing includes credentialed religious
1603 educator-associate level status, credentialed religious educator
1604 status, and credentialed religious educator-masters level status as
1605 determined by action of the Religious Education Credentialing
1606 Committee.

1607 **Section 12.5. Religious Education Credentialing**
1608 **Records.**

1609 The Executive Secretary of the Religious Education Credentialing
1610 Committee shall maintain up-to-date records of all religious
1611 educators who have achieved a status as a religious educator as
1612 described in Section 12.4 of these bylaws. Such records shall be
1613 available only to members of the committee, persons designated by
1614 the Committee, and, in cases of appeals, the Board of Review.

1615 **Section 12.6. Suspension or Termination of Religious**
1616 **Education Credentialing Status.**

1617 The religious education credentialing status of a religious educator
1618 may be suspended or terminated by the Religious Education
1619 Credentialing Committee for unbecoming conduct or other specified
1620 cause. Credentialing status may be suspended or terminated
1621 only after notice and opportunity for a hearing before the Committee
1622 at which the religious educator shall have the right to be
1623 represented by counsel, to introduce evidence, to have any relevant
1624 and material evidence in the possession of the Association
1625 produced, and to cross-examine and rebut adverse evidence.

1626 **Section 12.7. Reinstatement of Religious Education**
1627 **Credentialing Status.**

1628 The Religious Education Credentialing Committee may reinstate in
1629 or readmit to religious education credentialing status a religious
1630 educator who has previously resigned from religious education
1631 credentialing status or whose religious education credentialing
1632 status has lapsed, been suspended or terminated.

1633 **Section 12.8. Appeal.**

1634 A religious educator with a religious education credentialing status
1635 whose status is terminated may appeal the determination of the
1636 Religious Education Credentialing Committee to the Board of
1637 Review. The Board of Review shall have exclusive jurisdiction to
1638 hear and decide such appeals. No other appeal shall be allowed
1639 from any decision of the Religious Education Credentialing
1640 Committee.

1641 **Section 12.9. Procedure on Appeal.**

1642 An appeal to the Board of Review shall be heard by a panel of the
1643 Board selected as provided in its rules. The panel hearing an
1644 appeal shall not try the case de novo but shall only review the
1645 record made before the Religious Education Credentialing
1646 Committee, except that the Board of Review by rules may permit
1647 the introduction of newly discovered evidence. These Bylaws and
1648 the rules of the Religious Education Credentialing Committee shall
1649 be binding upon the panel. The panel shall uphold the decision of
1650 the Religious Education Credentialing Committee if it can be
1651 sustained by a reasonable view of the record. The panel may set
1652 aside the decision of the Religious Education Credentialing
1653 Committee only where necessary to correct or prevent manifest
1654 injustice. The panel may remand the case in whole or part to the
1655 Religious Education Credentialing Committee or take such other
1656 action as may be just. The decision of the panel, which shall be the
1657 decision of the Board, shall set forth its finding and conclusions and
1658 shall be served upon the affected religious educator and the
1659 Religious Education Credentialing Committee. The decision shall be
1660 entered in the religious education credentialing records and shall be
1661 final and binding upon all parties. No appeal shall be allowed from
1662 the decision of the Board of Review. The Board of Review shall

1663 make rules to carry out the intent of this section, subject to the
1664 approval of the Board of Trustees.

1665 **ARTICLE XIII Regional Organizations**

1666 **Section C-13.1. Districts.**

1667 The Association shall support areas of regional responsibility
1668 known as districts.

1669 ***Section C-13.2. Establishment.**

1670 The establishment of districts and the manner of determining which
1671 congregations are included in each district shall be in accordance
1672 with rules adopted by the General Assembly.

1673 **Section 13.3. Members.**

1674 All member congregations of the Association located within the
1675 district shall be entitled to be member congregations of that district.

1676 **Section C-13.4. Autonomy.**

1677 Each district shall be autonomous and shall be controlled by its
1678 own member congregations to the extent consistent with the
1679 promotion of the welfare and interests of the Association as a
1680 whole and of its member congregations.

1681 **Section 13.5. District Bylaws.**

1682 Each district shall adopt bylaws which are not in conflict with these
1683 Bylaws.

1684 **ARTICLE XIV Rules**

1685 **Section 14.1. Adoption and Amendment of Rules by**
1686 **General Assemblies.**

1687 A General Assembly may adopt Rules not inconsistent with these
1688 Bylaws. Adoption or amendment of Rules by a General Assembly
1689 shall be by two-thirds vote. Each Rule adopted by a General
1690 Assembly shall be identified by a "G" preceding its Rule number.
1691 A General Assembly may amend or repeal Rules adopted by prior
1692 General Assemblies or by the Board of Trustees, if the proposed
1693 Rules or amendments have been placed on the agenda. Rules
1694 and amendments thereto shall be submitted for inclusion on the
1695 agenda in the same manner as other resolutions. The provisions
1696 of this Section 14.1 do not apply to the Rules of Procedure
1697 contemplated by Section 4.19.

1698 **Section 14.2. Adoption and Amendment of Rules by the**
1699 **Board of Trustees.**

1700 The Board of Trustees may adopt Rules not inconsistent with
1701 these Bylaws and with Rules adopted by General Assemblies and
1702 may amend or repeal its Rules.

1703 **Section 14.3. Rules of Order.**

1704 The Rules contained in the current edition of *Robert's Rules of*
1705 *Order Newly Revised* shall govern the Association in all cases to
1706 which they are applicable and in which they are not inconsistent
1707 with these Bylaws and any Rules that may be adopted hereunder.

1708 **ARTICLE XV Amendment**

1709 **Section C-15.1. Amendment of Bylaws.**

1710 (a) These Bylaws may be amended by a two-thirds vote at a
1711 regular General Assembly if a proposed amendment has
1712 been placed on the agenda; provided, however, that
1713 proposals to amend or repeal a section of these Bylaws
1714 whose section number is preceded by a "C" (hereinafter a
1715 "C Bylaw"), or to add a new such section, shall be governed
1716 by subsections (b) or (c) hereof.

1717 (b) (1) A proposal to amend, repeal or add a new C Bylaw,
1718 other than those C Bylaws in Article II of these Bylaws,
1719 shall be subject to a two-step approval process. Such
1720 proposals must be placed on the agenda of a regular
1721 General Assembly and approved preliminarily by a
1722 majority vote at such regular General Assembly.

1723 Following such preliminary approval, the proposal to
 1724 amend, repeal or add a new C Bylaw shall be placed on
 1725 the agenda of the next regular General Assembly for
 1726 final adoption. Final adoption shall require a two-thirds
 1727 vote.

1728 (2) The text of a proposed amendment to a C Bylaw, other
 1729 than those bylaws in Article II, which has been approved
 1730 by one General Assembly, may be amended at any time
 1731 prior to final adoption. If the Moderator rules that the
 1732 amendment to the proposal is substantive, final adoption
 1733 shall only be by a subsequent General Assembly. Any
 1734 such proposal that has been under consideration for
 1735 final approval at three successive regular General
 1736 Assemblies shall not be subject to substantive
 1737 amendment at the third such regular General Assembly.

1738 (3) A proposal to amend a C Bylaw, other than those
 1739 Bylaws in Article II, which on any vote for final adoption
 1740 receives a majority but not a two-thirds vote, shall be
 1741 placed on the agenda of the next regular General
 1742 Assembly, at which it may be finally adopted if it
 1743 receives the requisite approval. If the proposal is not
 1744 passed by a two-thirds vote at the third regular General
 1745 Assembly at which it is considered for final approval,
 1746 neither the proposal nor another proposal that is
 1747 substantively similar shall be placed on the agenda of a
 1748 General Assembly for two years.

1749 (c) (1) A proposal to amend, repeal or add a new C Bylaw in
 1750 Article II of these Bylaws shall be admitted to the agenda
 1751 of a regular General Assembly for the sole purpose of
 1752 determining whether the proposal shall be referred to a
 1753 commission appointed by the Board of Trustees for
 1754 review and study. Such a review shall involve member
 1755 congregations. A majority vote at a regular General
 1756 Assembly shall be required to refer such a proposal to
 1757 the study commission. Once the review and study of
 1758 the proposal is complete, which shall be completed in no
 1759 more than three years, the study commission shall
 1760 submit to the Planning Committee for inclusion on the
 1761 agenda of the next regular General Assembly following
 1762 completion of the review and study process the proposal
 1763 in the form originally presented to the regular General
 1764 Assembly and any amendments to the proposal that the
 1765 study commission recommends as a result of the review
 1766 and study process. All proposals regarding Article II of
 1767 the Bylaws that are placed on the agenda after review
 1768 and study (including amendments to such proposals
 1769 recommended by the study commission) shall require a
 1770 two-thirds vote for adoption. If the proposal does not
 1771 receive the requisite approval at the General Assembly
 1772 following the completion of the review and study
 1773 process, neither the proposal nor another proposal that
 1774 is substantively similar shall be placed on the agenda of
 1775 a General Assembly for two years.

1776 (2) A motion to dispense with the review and study process
 1777 with respect to a proposal to amend Article II shall be in
 1778 order at the General Assembly at which the review and
 1779 study process is authorized. A motion to dispense with
 1780 the review and study process shall require a four-fifths
 1781 vote for passage.

1782 (3) After completion of the review and study process,
 1783 proposals regarding Article II of the Bylaws shall not be
 1784 subject to substantive amendment. The Moderator shall
 1785 determine whether an amendment to such a proposal is
 1786 substantive.

1787 (4) If no review and study process of Article II has occurred
 1788 for a period of fifteen years, the Board of Trustees shall

1789 appoint a commission to review and study Article II and
 1790 to recommend appropriate revisions, if any, thereto to
 1791 the Board of Trustees. The Board of Trustees shall
 1792 review the recommendations of the study commission
 1793 and, in its discretion, may submit the recommendations
 1794 of the study commission to the Planning Committee for
 1795 inclusion on the agenda of the next regular General
 1796 Assembly. Notwithstanding anything to the contrary
 1797 contained herein, proposals to amend Article II which
 1798 are promulgated by a study commission in accordance
 1799 with this paragraph shall be subject to a two-step
 1800 approval process. Such proposals must be approved
 1801 preliminarily by a majority vote at a regular General
 1802 Assembly. Following such preliminary approval, the
 1803 proposal shall be placed on the agenda of the next
 1804 regular General Assembly for final adoption. Final
 1805 adoption shall require a two-thirds vote.

1806 ***Section 15.2. Submission of Proposed Amendment.**

1807 Proposed amendments to these Bylaws may be submitted only by:

1808 (a) the Board of Trustees;

1809 (b) the General Assembly Planning Committee;

1810 (c) the Commission on Appraisal

1811 (d) not less than fifteen certified member congregations by
 1812 action of their governing boards or their congregations; such
 1813 proposed amendments to Bylaws must be received by the
 1814 Planning Committee on February 1 whenever the regular
 1815 General Assembly opens in June; otherwise, not less than
 1816 110 days before the General Assembly; or

1817 (e) a district by official action at a duly called district meeting at
 1818 which a quorum is present, such proposed amendment to be
 1819 received by the Planning Committee on February 1 whenever
 1820 the regular General Assembly opens in June; otherwise, not
 1821 less than 110 days before the next General Assembly.

1822 **RULES* of the**
 1823 **UNITARIAN UNIVERSALIST ASSOCIATION**

1824 *Rules whose section number is preceded by a "G" are those
 1825 adopted by a General Assembly and may be amended or repealed
 1826 only by a General Assembly, as provided in Section 14.1 of the
 1827 Bylaws.

1828 **RULE I Name**
 1829 No existing rules applicable to Article I.

1830 **RULE II Principles and Purposes**
 1831 **Rule G-2.1. Democratic Process.**

1832 Because the Association is committed to the use of the democratic
 1833 process, because its governing institutions are accountable to our
 1834 congregations, because accessibility is critical to countering
 1835 systemic and institutional oppression and because openness and
 1836 trust are characteristics of a healthy religious community, the UUA
 1837 Board shall establish policies to allow for the maximum
 1838 transparency of its proceedings and of the proceedings of all UUA
 1839 committees, commissions and task forces, consistent with their
 1840 effective functioning. These policies shall include:

1841 (a) providing advance notice of dates and locations of regular
 1842 business meetings, and making agendas, reports and
 1843 minutes available promptly;

1844 (b) providing avenues for comment on issues on the
 1845 meetings' agendas;

1846 (c) accommodating observers at regular business meetings,
 1847 with the exception of executive sessions.

1848
1849 Implementing this rule shall be the responsibility of the Board of
1850 Trustees. The Board shall designate a specific person or
1851 committee to whom comments about adherence to this rule may be
1852 addressed. The Board shall report to the General Assembly
1853 annually for the next three years on its implementation.

1854 **RULE III Membership**

1855 **Section C-3.3. Admission to Membership.**

1856 **Rule 3.3.1. New Congregations.**

1857 It is the policy of the Unitarian Universalist Association to
1858 encourage and assist the development of new congregations as
1859 well as to support and aid existing member congregations as
1860 stated in the purposes of the Association.

1861 **Rule 3.3.2. Procedure for Admission.**

1862 A church or fellowship may become a member of the Association
1863 upon approval by the Board of Trustees of the Association of a
1864 written application for membership.

1865 The application shall include:

- 1866 (a) a statement that the applicant subscribes to the principles of
1867 the Association and pledges itself to support the
1868 Association;
- 1869 (b) a copy of the articles of incorporation or other organizing
1870 documents and the bylaws of the applicant;
- 1871 (c) the names and addresses of the charter members sufficient
1872 in number to satisfy the minimum membership requirements;
1873 and
- 1874 (d) an initial payment in an amount of no less than the Fair Share
1875 contribution to the Association's Annual Program Fund, pro-
1876 rated for the portion of the Association's fiscal year remaining
1877 as of the date of application.

1878 **Rule 3.3.3. Membership Requirements for Admission.**

1879 A new congregation, to be recognized as a member of the
1880 Association, must have thirty (30) of its adult members be
1881 members solely of the new congregation.

1882 **Rule 3.3.4. Multiple Local Congregations.**

1883 In many communities the liberal religious movement may be better
1884 served by the establishment of two or more member congregations.

- 1885 (a) It is ordinarily desirable that a new congregation should have
1886 the active support and sponsorship of any member
1887 congregation or congregations located in the same
1888 geographic area.
- 1889 (b) The Association will neither initiate nor recognize such a new
1890 congregation until after the Association has consulted by
1891 mail or by interview with any member congregation or
1892 congregations located in the same geographic area. Such
1893 consultation shall include a request for letters from the
1894 presiding officer of the congregation's governing board and
1895 minister of such congregation(s) stating judgment regarding
1896 the establishment and/or recognition of the new congregation.
1897 The Association may proceed to assist in
1898 organizing or recognizing the new congregation despite local
1899 protest or objection if the Association believes that such
1900 action is in the best interests of the entire movement and that
1901 it will strengthen the total Unitarian Universalist position in
1902 the community.

1903 **Rule 3.3.5. Rules and Regulations for New 1904 Congregations.**

1905 It is essential that Unitarian Universalist congregations be
1906 affirmative in spirit, inclusive in fellowship, and mutually supportive
1907 in their relationships with other congregations. The following
1908 statements represent the Association's best judgment as to the

1909 meaning of this general statement and shall be used by staff and
1910 the Board in determining action upon applications for membership.

1911 (a) In receiving the application of a new congregation for
1912 membership in the Association, the Congregational Services
1913 staff shall satisfy itself that the group is making its application
1914 in good faith and that it will make a sincere effort to carry out
1915 the purposes of the Association. (See specifically Article II of
1916 the Bylaws.)

1917 (b) The Association interprets its statements of purpose to
1918 mean that no congregation may be accepted into
1919 membership if its bylaws exclude from its local membership
1920 any person because of race, ethnicity, gender, disability,
1921 affectional or sexual orientation, language, citizenship status,
1922 economic status, or national origin.

1923 (c) All member congregations must be congregational in polity;
1924 the final authority to make decisions must be vested in the
1925 legal membership of the congregation.

1926 (d) Member congregations shall project and embark upon a
1927 balanced program of religious activity including adult worship
1928 and/or discussion and when feasible establishment of a
1929 church school in the Unitarian Universalist tradition.

1930 (e) New congregations are expected to establish and maintain
1931 cooperative relations with Unitarian Universalist agencies, as
1932 appropriate and feasible.

1933 (f) A congregation should be incorporated when possible under
1934 the laws of the state in which it exists. A congregation shall
1935 include in its articles of incorporation or other organizing
1936 documents a clause providing that the assets of the
1937 congregation will be transferred upon dissolution to the
1938 Association. Notwithstanding the foregoing, if a congregation
1939 obtains the prior written consent of the Association's Board of
1940 Trustees, the congregation may name an organization that is
1941 affiliated with the Association (such as a district, camp,
1942 conference center or other congregation) as the recipient of
1943 the congregation's assets upon dissolution.

1944 **Rule 3.3.6. Order of Administrative Procedure.**

1945 The order of administrative procedure:

1946 (a) Application for church or fellowship membership in the
1947 Association will first be referred to the Congregational
1948 Services staff.

1949 (b) The Congregational Services staff will seek information and
1950 advice with respect to all applications as follows:

1951 U.S. Congregations - District President

1952 Other Congregations – Executive Officer of appropriate
1953 Unitarian or Universalist or Unitarian Universalist
1954 international group, if any.

1955 (c) The Congregational Services staff will make its
1956 recommendation to the President of the Association, and the
1957 President shall then make recommendations to the Board of
1958 Trustees of the UUA for its final action.

1959 **Section C-3.5. Certification of Membership.**

1960 **Rule 3.5.1. Required Annual Report.**

1961 In each fiscal year of the Association (July 1 to June 30), each
1962 member congregation shall file with the Secretary of the Association
1963 an Annual Report on the form and in the manner provided by the
1964 Association. The Annual Report shall include a certification by a
1965 minister or principal officer of the member congregation stating (a)
1966 whether or not the member congregation complied with the
1967 conditions set forth in Section C-3.5 of the Bylaws during the
1968 Association's prior fiscal year and (b) that the information provided
1969 to the Association in the Annual Report is true and correct to the
1970 best of the minister's or principal officer's knowledge.

1971 For purposes of determining compliance with Section C-3.5 of the
1972 Bylaws, a member congregation shall be deemed to have
1973 conducted 'regular religious services' if it has held at least 10
1974 services during the fiscal year.

1975 A member congregation's Annual Report for a particular fiscal year
1976 and, if submitted separately, the related certification must be
1977 received by the Association on or before February 1 following the
1978 close of that fiscal year whenever the regular General Assembly
1979 opens in June and otherwise on or before the close of business on
1980 the last business day which is at least 110 days before the date of
1981 the General Assembly next following the close of that fiscal year. If
1982 a member congregation's related certification is not received by the
1983 applicable deadline, it will still be deemed timely filed if the member
1984 congregation submits to the Association proof that it was mailed in
1985 accordance with the provisions of Rule G-13.4.2. Such proof may
1986 be in the form of a stamped or validated receipt for Registered or
1987 Certified Mail or a sworn statement attesting to the proper
1988 submission of the certification signed by the person responsible for
1989 its mailing.

1990 **Rule 3.5.2. Inactive Congregations**

1991 In September of each year the Congregational Services Director
1992 shall initiate the process of contacting congregations in the inactive
1993 category to determine their status.

1994 This process includes:

- 1995 (a) requesting a list of congregations that have failed to submit
1996 an annual report for three consecutive fiscal years
- 1997 (b) forwarding this list to the UUA's District Staff with copies to
1998 District Presidents and District Trustees for their information
- 1999 (c) upon receipt of the annual inactive congregations list and
2000 pursuant to the UUA's Bylaws section C-3.6, the UUA's
2001 District staff shall follow up with any congregation in their
2002 district
- 2003 (d) after follow up the District staff shall make a recommendation
2004 about each congregation's status to the UUA Board for action
2005 at its April meeting.

2006 **Section C-3.7. Associate Member Organizations.**

2007 **Rule 3.7.1. Limitation of Associate Membership.**

2008 It shall be the policy of the Board of Trustees to limit admissions to
2009 associate membership to major continent-wide organizations.

2010 **Rule 3.7.2. Non-Segregation.**

2011 Each associate member organization shall in all aspects of its work
2012 refrain from the practice of segregation based on race, ethnicity,
2013 gender, disability, affectional or sexual orientation, language,
2014 citizenship status, economic status, or national origin. This
2015 rule is not intended to preclude associate member
2016 organizations designed to benefit groups organized
2017 to ensure their fuller participation in the larger society and to fulfill
2018 their unique spiritual needs.

2019 **Rule 3.7.3. Application for Associate Membership.**

2020 Each applicant for membership shall submit with its application:

- 2021 (a) an attested copy of its charter and, unless it is included in
2022 the charter, an attested copy of its purposes, objectives, and
2023 bylaws;
- 2024 (b) the approximate number of members in the organization;
- 2025 (c) a list of principal officers with their personal mail addresses
2026 and the principal mail address of the organization;
- 2027 (d) a financial statement showing income and expenses for the
2028 latest fiscal year preceding the date of filing and showing
2029 assets, liabilities and net worth as of the end of such fiscal
2030 year;
- 2031 (e) the dates upon which its governing board met during the
2032 twelve months immediately preceding the date of filing;

2033 (f) any yearly reports of its governing body and its principal
2034 officers sent to members during the twelve months
2035 immediately preceding the date of filing;

2036 (g) evidence that it enjoys tax exempt status:

- 2037 (1) under Section 501(c)(3) of the U.S. Internal Revenue
2038 Code of 1954;
 - 2039 (2) as a registered charity as provided for in the Income
2040 Tax Act (Canada); or
 - 2041 (3) under the laws of the country governing the applicant's
2042 tax status;
- 2043 (h) if the applicant does not enjoy tax exempt status, the reason
2044 or reasons it does not;
- 2045 (i) a statement outlining the intended use of associate
2046 membership, if granted, and the goals and objectives of the
2047 organization that will be served by such use;
 - 2048 (j) a statement outlining what advantage it is believed there
2049 would be to the Association and to the furtherance of the
2050 principles of the Association outlined in Bylaw Section C-
2051 2.2; and
 - 2052 (k) any other information which the Board of Trustees of the
2053 Association shall require.
 - 2054 (l) The contribution contemplated by Rule 3.7.10.

2055 **Rule 3.7.4. Annual Report.**

2056 Except in the year when it is admitted to membership, each
2057 associate member shall send to the Association on or before April
2058 30 (i) an annual report which shall include the data required by
2059 subsections (b), (c), (d), (e) and (f) of Rule 3.7.3 and any other
2060 information which the Board of Trustees shall require and (ii) the
2061 contribution contemplated by Rule 3.7.10. If an associate member
2062 fails to comply with the provisions of this Rule, the Board of
2063 Trustees shall at its next regular meeting consider a finding of non-
2064 compliance and the termination of the associate membership status
2065 of such organization.

2066 **Rule 3.7.5. Report of Changes.**

2067 Each associate member shall send the Association an attested
2068 copy of any changes in its charter, purposes, objectives, or bylaws
2069 as soon as any such changes are made, and shall notify the
2070 Association immediately of any change in its tax exempt status.

2071 **Rule 3.7.6. Representation of Associate Membership.**

2072 No organization shall claim or represent in any manner that it is an
2073 associate member of the Association until such membership is
2074 voted by the Board of Trustees; and if and when any organization's
2075 associate membership expires or it is terminated, that organization
2076 shall immediately cease to claim, represent or imply in any manner
2077 that it is an associate member of the Association.

2078 **Rule 3.7.7. Mailing List.**

2079 Each associated member shall place the Association on its regular
2080 mailing list.

2081 **Rule 3.7.8. Additional Criteria for Admission.**

2082 Before granting associate membership, the Board of Trustees shall
2083 determine that the granting of such associate membership is likely
2084 to be of substantial benefit to the Unitarian Universalist movement.

2085 **Rule 3.7.9. Yearly Grant of Associate Membership.**

2086 Associate membership for all new or existing associate members
2087 shall be granted by the Board of Trustees for a designated one
2088 year period or portion thereof.

2089 **Rule 3.7.10. Associate Member Contributions.**

2090 The contribution required to be submitted with an application for
2091 associate membership is \$500 for any applicant whose budget for
2092 the 12 months preceding its application for associate membership
2093 was \$1,000,000 or more and \$250 for any applicant whose budget

2094 for the 12 months preceding its application for associate
2095 membership was less than \$1,000,000. The contribution required to
2096 be submitted with an associate member's annual report is \$500 for
2097 any associate member whose budget for the 12 months preceding
2098 the due date of the annual report was \$1,000,000 or more and \$250
2099 for any associate member whose budget for the 12 months
2100 preceding the due date of the annual report was less than
2101 \$1,000,000.

2102 **Section C-3.8. Independent Affiliate Organizations.**

2103 **Rule 3.8.1. Application for Independent Affiliate Status.**

2104 Each applicant for independent affiliate status shall submit with its
2105 application:

2106 (a) an attested copy of its charter, and, unless it is included in the
2107 charter, an attested copy of its purposes, objectives, and
2108 bylaws;

2109 (b) the number of members or member groups in the organization;

2110 (c) a list of the principal officers with their personal mail addresses,
2111 congregation membership or congregation where settled if the
2112 officer is a fellowshipped minister serving a Unitarian
2113 Universalist congregation, and the principal mail address of the
2114 organization;

2115 (d) the contribution contemplated by rule 3.8.9;

2116 (e) a financial statement showing income and expenses for the
2117 latest fiscal year preceding the date of filing and showing
2118 assets, liabilities and net worth as of the end of such fiscal
2119 year;

2120 (f) the dates upon which its governing board met during the twelve
2121 months immediately preceding the date of filing;

2122 (g) any yearly reports of its governing body and its principal officers
2123 sent to members during the twelve months immediately
2124 preceding the date of filing;

2125 (h) evidence of whether it enjoys tax exempt status:

2126 (1) under Section 501(c)(3) of the U.S. Internal Revenue Code
2127 of 1954;

2128 (2) as a registered charity as provided for in the Income Tax
2129 Act (Canada); or

2130 (3) under the laws of the country governing the applicant's tax
2131 status;

2132 (i) if the applicant does not enjoy tax exempt status, the reason or
2133 reasons it does not;

2134 (j) a statement outlining how its purpose, mission and structure
2135 models interdependence through engagement with our
2136 member congregations, coordination or collaboration of effort
2137 and resources; and a statement outlining how the organization
2138 supports the transformation of institutions and our world to be
2139 aligned with those values expressed in our Principles; and

2140 (k) any other information which the Board of Trustees of the
2141 Association shall require.

2142 **Rule 3.8.2. Non-Segregation.**

2143 Each independent affiliate organization shall in all aspects of its
2144 work refrain from the practice of segregation based on race,
2145 ethnicity, gender, disability, affectional or sexual orientation,

2146 language, citizenship status, economic status, or national origin.
2147 This rule is not intended to preclude independent affiliate
2148 organizations designed to benefit groups organized to ensure their
2149 fuller participation in the larger society and to fulfill their unique
2150 spiritual needs.

2151 **Rule 3.8.3. Annual Contribution and Report.**

2152 Except in the year when it is admitted to independent affiliate status,
2153 each independent affiliate organization shall send the Association
2154 on or before April 30 (i) an annual report which shall include the
2155 data required by subsections (b), (c), (f), (g) and (h) of Rule 3.8.1
2156 and any other information which the Board of Trustees shall require
2157 and (ii) the contribution contemplated by Rule 3.8.9. If an
2158 independent affiliate organization fails to comply with the provisions
2159 of this Rule, the Board of Trustees shall at its next regular meeting
2160 consider a finding of non-compliance and the termination of the
2161 independent affiliate status of such organization.

2162

2163 **Rule 3.8.4. Report of Changes.**

2164 Each independent affiliate organization shall send the Association
2165 an attested copy of any changes in its charter, purposes,
2166 objectives, or bylaws as soon as any such changes are made and
2167 shall notify the Association immediately of any change in its tax
2168 exempt status.

2169

2170 **Rule 3.8.5. Representation of Independent Affiliate Status.**

2171 No organization shall claim or represent in any manner that it is an
2172 independent affiliate with the Association until such status is voted
2173 by the Board of Trustees; and if and when any organization's
2174 independent affiliate status expires or it is terminated, that
2175 organization shall immediately cease to claim, represent or imply in
2176 any manner that it is affiliated with the Association.

2178 **Rule 3.8.6. Mailing List.**

2179 Each independent affiliate organization shall place the Association
2180 on its regular mailing list.

2181 **Rule 3.8.7. Additional Criteria for Admission.**

2182 Before granting independent affiliate status, the Board of Trustees
2183 shall determine that such affiliation is likely to be of substantial
2184 benefit to the Unitarian Universalist movement.

2185 **Rule 3.8.8. Yearly Grant of Independent Affiliate Status.**

2186 Independent affiliate status for all new or existing independent
2187 affiliate organizations shall be granted by the Board of Trustees for
2188 a designated one year period or portion thereof.

2189 **Rule 3.8.9. Independent Affiliate Contributions.**

2190 The contribution required to be submitted with an application for
2191 independent affiliate status and with an independent affiliate's
2192 annual report is \$100.

2193

RULE IV General Assembly

2194 **Section 4.6. Notice of Meetings.**

2195 **Rule 4.6.1. Mailing of Notice.**

2196 Notice of each regular and special General Assembly shall be
2197 given not less than sixty days before the date thereof to each
2198 certified member congregation, associate member organization,
2199 and trustee. Such notice shall be given by the Secretary or the
2200 Recording Secretary.

2201 **Rule 4.6.2. Time of Notice.**

2202 Notice so sent shall be sufficient if mailed at Boston,
2203 Massachusetts, sixty days before any such General Assembly,
2204 addressed to the persons who according to the records of the
2205 Association are entitled thereto hereunder and sent to the
2206 addresses which appear on said records. When the Secretary in

2207 his or her absolute discretion finds it desirable and practicable, a
2208 copy of the notice shall be inserted in the denomination's
2209 publication most widely circulated within the denomination in the
2210 issue which will be circulated as nearly sixty days before the
2211 General Assembly as possible.

2212 **Rule 4.6.3. Content of Notice.**

2213 Such notice shall contain the date, time, and place where the
2214 General Assembly is to be held and shall state only that the
2215 business to be transacted will be set forth in the official agenda
2216 issued in accordance with the Bylaws. Such agenda need not
2217 accompany the notice. The original of such notice shall be signed
2218 by the Secretary or Recording Secretary and be made a part of the
2219 minutes of the General Assembly to which it pertains. The
2220 signature of the Secretary or Recording Secretary on copies of any
2221 such notice may be printed or typewritten.

2222 **Section C-4.7. Voting.**

2223 **Rule G-4.7.1. Recording the Vote on Resolutions.**

2224 The vote on resolutions shall be recorded as having been adopted:

2225 (a) unanimously; or

2226 (b) by a vote of two-thirds or more; or

2227 (c) by a specified vote for or against.

2228 When any resolution is reported by the Association, the recorded
2229 vote on each resolution shall be included.

2230 **Section C-4.9. Accreditation of Delegates.**

2231 **Rule G-4.9.1. Number of Delegates.**

2232 The Secretary of the Association shall, consistent with the Bylaws
2233 of the Association, determine the number of delegates to which
2234 each certified member congregation and associate member
2235 organization is entitled. The determinations of the Secretary may
2236 be appealed to the Board of Trustees.

2237 **Rule 4.9.1A. Merged, Consolidated, or Dissolved 2238 Congregations.**

2239 In the event a certified member congregation dissolves or merges
2240 or consolidates with another congregation subsequent to its filing
2241 the certified member certification form prescribed by Rule 3.5.1,
2242 any delegate credentials outstanding on the date of dissolution or
2243 merger or consolidation are thereby rendered null and void. In the
2244 event of merger or consolidation, the merged or consolidated
2245 certified member congregation shall be entitled during the current
2246 fiscal year of the Association to the number of delegate credentials
2247 that reflects the total membership of the merged or consolidated
2248 congregation or to the number of delegate credentials that the
2249 certified member congregations merging or consolidating would
2250 have been entitled to but for the merger or consolidation, whichever
2251 is less.

2252 **Rule 4.9.2. Settled Ministers.**

2253 A settled minister for the purpose of accreditation as a delegate
2254 pursuant to Bylaw Section 4.8 (b) is (a) a minister engaged by a
2255 certified member congregation in compensated ministerial activities
2256 which constitute fifty percent or more of a typical work schedule or
2257 (b) a community minister who (1) maintains active involvement in
2258 such congregation, (2) has written agreement with the congregation,
2259 (3) is in affiliation with the congregation; and (4) is compensated for
2260 community ministry work which constitutes fifty percent or more of a
2261 typical work schedule recognized by the congregation as ministry.
2262 A congregation is entitled to the number of accredited community
2263 minister delegates equal to the number of delegates to which it is
2264 entitled under Bylaw Section 4.8(a). A minister emeritus/a shall
2265 previously have settled in such congregation as described in this
2266 Rule. A certified member congregation shall certify in writing that its
2267 minister delegates meet the criteria for minister in accordance with
2268 this Rule.

2269 **Rule G-4.9.3. Mailing of Credential Cards.**

2270 Not less than forty-five days prior to each General Assembly, the
2271 Secretary of the Association shall send to each certified member
2272 congregation and associate member organization entitled to be
2273 represented by delegates the proper number of delegate
2274 credentials. The Secretary shall also furnish trustees with
2275 credentials.

2276 **Rule 4.9.4. Issuance of Duplicate Credential Card.**

2277 If a person who has been duly constituted a delegate arrives at a
2278 General Assembly without a properly executed Credential Card, the
2279 person may apply to the Secretary of the Association, or to one or
2280 more persons designated by the Secretary, for a special certificate
2281 of accreditation. The application shall be in writing on a form
2282 provided by the Secretary of the Association. It shall be signed by
2283 the applicant under the penalties of perjury. The certificate shall
2284 contain at least the following:

2285 (a) the name of the congregation or associate member
2286 organization involved;

2287 (b) in the case of a delegate representing a member congregation
2288 other than a settled minister or emerita/us minister or an
2289 accredited director of religious education, a statement that the
2290 applicant is a member of that congregation; or in the case of a
2291 delegate representing an associate member organization, a
2292 statement that the applicant is a member of a certified
2293 member congregation;

2294 (c) a statement that the person was designated as a delegate
2295 under established procedures of the congregation or is a
2296 settled minister or emerita/us minister thereof or is an
2297 accredited director of religious education employed in the
2298 congregation, or was designated as a delegate of an
2299 associate member organization; and

2300 (d) a brief statement as to why the applicant is not able to
2301 present an official and properly executed accrediting card.

2302 **Rule 4.9.5. Alternate Delegates.**

2303 Each certified member congregation may, in accordance with its
2304 own Bylaws or procedures, designate alternate delegates to any
2305 General Assembly in such number, not in excess of the number of
2306 delegates to which it is entitled, as it may determine. Alternate
2307 delegates shall be members of the certified member congregation
2308 they represent. All alternates appointed must be provided by the
2309 member congregation with a certification of their appointment
2310 signed by an officer of the congregation.

2311 **Rule G-4.9.6. Delegate Status.**

2312 Delegates and alternates may be designated to attend each
2313 General Assembly to be held in any fiscal year of the Association
2314 or only a particular General Assembly as each member
2315 congregation shall determine.

2316 **Rule 4.9.7. Issuance of Alternate Credentials.**

2317 In order to be issued credentials admitting the alternate as a
2318 delegate to the General Assembly, the alternate must present such
2319 certification and credential card and delegate badge of the delegate
2320 for whom such person is serving as alternate.

2321 **Rule G-4.9.8. Payment of Registration Fee.**

2322 All delegates, alternates and trustees must pay a registration fee in
2323 order to be admitted to the floor and vote at the General Assembly.

2324 **Rule 4.9.9. Amount of Fees.**

2325 The registration fee shall be set by the Board of Trustees.

2326 **Section 4.12. UUA Statements of Conscience and 2327 Study/Action Issues for Social Justice.**

2328 **Rule G-4.12.1. Report of Comments on UUA Statements 2329 of Conscience.**

2330 The Commission on Social Witness shall report to the General
2331 Assembly in summary fashion those comments on UUA (U.S. or

2332 Continental) Statements of Conscience submitted to it by member
2333 congregations and districts.

2334 Rule G-4.12.2. Study/Action Issues for Social Justice.

2335 The Commission on Social Witness shall prepare (and the
2336 Planning Committee shall include with the Tentative Agenda) a
2337 report summarizing the numbers and topics of the proposed
2338 Congregational Study/Action Issues submitted by the certified
2339 member congregations districts, and sponsored organizations as
2340 defined in Section 4.12(a)(1), and the criteria which it used in
2341 selecting proposed Congregational Study/Action Issues included in
2342 the Congregational Poll. Each proposed Congregational
2343 Study/Action Issue that appears on the Tentative Agenda shall be
2344 accompanied by previous General Resolutions, actions and
2345 statements on related issues, with dates (if applicable), and the
2346 names or number of congregations submitting issues included
2347 within such proposed Congregational Study/Action Issue.

**2348 Rule G-4.12.3 Report on Implementation of UUA
2349 Statements of Conscience.**

2350 The UUA Administration shall report at each regular General
2351 Assembly regarding implementation of UUA Statements of
2352 Conscience with particular reference to the most recently adopted
2353 Statement of Conscience. Such report shall summarize
2354 implementation by member congregations, Districts, UUA staff and
2355 other Unitarian Universalist groups.

**2356 Rule 4.12.4 Mini-Assembly on UUA Statement of
2357 Conscience**

2358 During the regular General Assembly referred to in Section
2359 4.12(d)(1), a mini-assembly shall be held during which the proposed
2360 amendments to the revised UUA Statement of Conscience shall be
2361 accepted in writing. All such amendments shall be made available
2362 in writing to the General Assembly. The Commission on Social
2363 Witness shall finalize the UUA Statement of Conscience, and the
2364 chairperson of the Commission on Social Witness, in consultation
2365 with the moderator of the General Assembly, the parliamentarian
2366 and legal counsel, shall prioritize unincorporated amendments for
2367 consideration by the General Assembly.

**2368 Section 4.16. Additions to the Agenda of Regular
2369 General Assemblies.**

**2370 Rule G-4.16.1. General Assembly Actions of Immediate
2371 Witness, and Responsive Resolutions.**

2372 The Moderator shall take such steps as the Moderator considers
2373 practical to advise delegates and other persons or bodies as early
2374 as possible, preferably in writing, of the contents of any actions or
2375 resolutions presented to the General Assembly which are not on
2376 the Final Agenda and which are admitted to the agenda pursuant to
2377 Article IV, Section 4.16 of the Bylaws; and some time shall be
2378 scheduled when the sponsor(s) of the action(s) or resolution(s)
2379 can discuss the action or resolution with those interested.

2380 Section 4.18. Agenda Rules.

**2381 Rule G-4.18.1. Notice to Member Congregations and
2382 Districts.**

2383 The General Assembly Planning Committee shall by November 1
2384 whenever in the fiscal year the General Assembly opens in June,
2385 otherwise not less than two hundred and ten days before each
2386 regular General Assembly, notify each certified member
2387 congregation and district of the dates for submitting items for the
2388 Tentative and Final Agenda, the procedure to be followed, and the
2389 forms to be used.

**2390 Rule G-4.18.2. Business Resolutions and Study/Action
2391 Issues for Social Justice.**

2392 A Study/Action Issue for Social Justice is one that deals with
2393 issues of public policy within the province of the Department of
2394 Faith in Action. A Business Resolution directly involves the
2395 administration and structure of the Association.

2396 Any resolution submitted which, taken as a whole, has as its
2397 purpose the making of a statement of social concern or principle
2398 shall be deemed to be a Study/Action Issue for Social Justice.

2399 A Study/Action Issue for Social Justice or a UUA (U.S. or
2400 Continental) Statement of Conscience appearing on the Final
2401 Agenda shall not be amended so as to become a Business
2402 Resolution.

2403 Rule G-4.18.3. Congregational Poll.

2404 The Planning Committee shall at the time of the mailing of the
2405 Tentative Agenda request each certified member congregation to
2406 report by February 1, on a form provided by the Planning Committee
2407 whether it recommends or does not recommend for action by the
2408 General Assembly the Business Resolutions, proposed
2409 Congregational Study/Action Issues in the first Cycle year, and
2410 draft UUA Statements of Conscience in the Fourth Cycle year, or
2411 any additional years thereto pursuant to Section 4.12(d)(2)
2412 appearing on the Tentative Agenda, including the alternative
2413 versions of Business Resolutions (if any) submitted by the Planning
2414 Committee. The recommendation with respect to each proposed
2415 resolution or issue must be certified by the minister, clerk or
2416 president of that congregation as being within the procedures of
2417 that congregation. Only a Business Resolution which a majority of
2418 the congregations voting on the resolution recommends for the
2419 action shall be eligible to be included on the Final Agenda from the
2420 Congregational Poll. If there is more than one version of a
2421 Business Resolution on the Tentative Agenda, the subject of the
2422 resolution shall be considered a single item on the Tentative
2423 Agenda and the Congregational Poll. All versions shall be listed
2424 consecutively within that item. An aye vote by a congregation for
2425 one or more versions shall be counted an aye vote for inclusion of a
2426 resolution on the subject in the Final Agenda. If support for the
2427 subject matter of the resolution is sufficient to make it eligible for
2428 inclusion on the Final Agenda, the version that receives the highest
2429 number of votes by the participating congregations shall be the one
2430 eligible for inclusion on the Final Agenda. From the Business
2431 Resolutions eligible from the Congregational Poll, the Planning
2432 Committee shall include on the Final Agenda not more than the
2433 eight Business Resolutions receiving the highest number of
2434 "recommended for action" votes on the Congregational Poll. The
2435 Planning Committee may also include on the Final Agenda
2436 alternative versions of Business Resolutions which are germane to
2437 those selected through the Congregational Poll. In the first Cycle
2438 year, the Planning Committee also shall include on the Final
2439 Agenda not more than the five proposed Congregational
2440 Study/Action Issues receiving a majority of votes and the highest
2441 number of "recommended for action" votes on the Congregational
2442 Directives for General Assembly Action, provided that at least
2443 twenty-five percent (25%) of the congregations participated in the
2444 ballot vote for such proposed Congregational Study/Action Issues.
2445 If the number of proposed Congregational Study/Action Issues
2446 recommended for action in the Congregational Poll exceeds five
2447 and there is more than one such issue in fifth position as a result of
2448 a tie vote, all issues in fifth position shall be referred
2449 to the Final Agenda by the Commission on Social Witness. In the
2450 fourth Cycle year, or any additional years thereto pursuant to
2451 Section 4.12(d)(2), the Planning Committee shall further include on
2452 the Final Agenda a proposed UUA Statement of Conscience,
2453 provided that at least twenty-five percent (25%) of the
2454 congregations participated in the ballot vote for such draft UUA
2455 Statement of Conscience. A report of the vote by which each
2456 resolution on the Tentative Agenda was or was not "recommended
2457 for action" shall be included on the Final Agenda. All Business
2458 Resolutions that are included on the Final Agenda shall be
2459 discussed during the General Assembly in a mini-assembly.

2460 Rule 4.18.4. Matters Submitted by Districts

2461 In the event that a proposed amendment to a Rule or to a Business
2462 Resolution that was submitted by a district is to be considered at a

2463 General Assembly, the district that submitted the proposed
2464 amendment or resolution may, in accordance with its own
2465 procedures, designate a representative to speak in support of the
2466 amendment or resolution at the General Assembly. The
2467 representative must be provided by the district with a certification of
2468 the representative's appointment signed by an officer of the district.

2469 **Section 4.19. Rules of Procedure.**

2470 **Rule G-4.19.1. Adoption of Rules of Procedure.**

2471 The General Assembly Planning Committee shall offer rules of
2472 procedure for adoption at the first session of each General
2473 Assembly.

2474 **RULE V Committees of the Association**

2475 No existing rules applicable to Article V.

2476 **RULE VI Board of Trustees**

2477 **Section 6.4. Election of Trustees.**

2478 **Rule 6.4.1. Division of Districts for Election Purposes.**

2479 The Trustees representing districts are divided into the following
2480 two groups:

2481	GROUP A	GROUP B
2482	Clara Barton	Ballou Channing
2483	Florida	Central Midwest
2484	Mid-South	Heartland
2485	Mountain Desert	Joseph Priestley
2486	Ohio Meadville	Massachusetts Bay
2487	Pacific Northwest	Metropolitan New York
2488	Pacific Southwest	Northern New England
2489	Southwest	Pacific Central
2490	St. Lawrence	Prairie Star
2491		Thomas Jefferson

2492 **Section 6.6. Qualifications of Trustees.**

2493 **Rule 6.6.1. Multiple Memberships.**

2494 For purposes of applying the Bylaw provision that no more than
2495 one trustee shall be a member of the same member congregation,
2496 a person holding membership in more than one member
2497 congregation shall be treated as being a member only of that
2498 member congregation whose services such person most regularly
2499 attends. The Secretary shall make any determinations required by
2500 this rule, subject to appeal to the Board of Trustees, with the
2501 affected trustee or trustees not voting.

2502 **Rule 6.6.2. Implementation of Section 6.6.**

2503 If at the close of a General Assembly election, the results are such
2504 that, except for the provisions of Section 6.6, more than one person
2505 from the same congregation would serve at the same time on the
2506 Board of Trustees,

2507 (a) if the conflict arises solely from the election just held the
2508 Secretary of the Association shall thereupon declare that the
2509 persons so elected are disqualified and that the offices to
2510 which they have been so elected are vacant and are to be
2511 filled as provided in the Bylaws.

2512 (b) if the conflict arises because one person from a
2513 congregation is already serving on the Board of Trustees
2514 and another person from that congregation has just been so
2515 elected the Secretary of the Association shall declare that
2516 the person just elected is disqualified and the office to which
2517 such person has been elected is vacant and that the
2518 vacancy is to be filled as provided in the Bylaws.

2519 **RULE VII Committees of the Board of Trustees**

2520 No existing rules applicable to Article VII.

2521 **RULE VIII Officers of the Association**

2522 **Section 8.1. Officers Enumerated.**

2523 **Rule 8.1.1. Officers Enumerated.**

2524 The appointed salaried officers of the Association shall include an
2525 Executive Vice President.

2526 **Section 8.11. Executive Vice President.**

2527 **Rule 8.11.1. Executive Vice President.**

2528 The Executive Vice President shall have responsibility under the
2529 President for the administrative affairs of the Association and shall
2530 perform such other duties as may be assigned to such officer.

2531 **Section 8.17. Other Appointed Officers.**

2532 **Rule 8.17. Other Appointed Officers.**

2533 The members serving without pay on the Ministerial Fellowship
2534 Committee, Finance Committee, and Investment Committees are
2535 designated as officers of the Association for the purposes, only, of
2536 carrying out their duties as members of such committees. The
2537 powers and duties of such members are as defined in the Bylaws,
2538 Rules, and Policies adopted by the Board of Trustees.

2539 **RULE IX Nominations and Elections**

2540 **Section 9.10. Counting of Ballots.**

2541 **Rule G-9.10.1. Tie Votes.**

2542 Except in the election of a President, if a tie vote occurs in filling an
2543 office when only one person is to be elected, or occurs in filling a
2544 slate of officers when the slate cannot be completed without
2545 resolving the tie, then as soon as possible before the final
2546 adjournment of the General Assembly involved, additional ballots
2547 shall be cast by those present and entitled to vote, except that
2548 initially the Moderator shall not vote. The additional ballots shall
2549 contain only the names of the candidates who are tied. These
2550 ballots shall be counted along with a recounting of the ballots cast
2551 for the tied candidates by absentee ballots, and the result of the
2552 foregoing procedures shall determine the election, unless there is
2553 still a tie, in which case the Moderator shall then cast a ballot to
2554 resolve it.

2555 **Rule G-9.10.2. Tie Vote-Moderator.**

2556 If the tie involves the election of a Moderator, the proceedings to
2557 resolve the tie shall be presided over by the Secretary of the
2558 Association who in all matters involving the resolutions of the tie
2559 shall have the rights and duties of the Moderator.

2560 **Rule G-9.10.3. Tie Vote-President.**

2561 If, in the election of a President, in any particular counting of the
2562 preferential ballots, including absentee ballots, there is a tie vote
2563 among candidates having the least number of votes, then each
2564 such tied candidate shall be eliminated, and in the next counting,
2565 the ballots accumulated for said candidate shall be redistributed
2566 among the remaining candidates on the basis of the highest
2567 effective preferences marked on all the ballots that have been cast.
2568 However, if in this process, such elimination leaves only a single
2569 candidate who in that counting still does not have a majority of the
2570 counted votes, or if only two candidates remain in the contest and
2571 they are tied, then there shall be as many run-off election
2572 procedures, conducted under the provision of Rule G-9.10.1 as are
2573 necessary to result in the election of a President by at least a
2574 majority of the votes cast.

2575 **Section 9.12. Rules for Nominations and Elections.**

2576 **Rule G-9.12.1. Preparation and Mailing of Ballot.**

2577 Unless no ballot is required according to Section 9.9(a), prior to
2578 each regular General Assembly at which an election is to be held,
2579 the Secretary shall prepare ballots upon which shall appear the
2580 names of all persons who have been nominated for office in
2581 accordance with these Bylaws. One such ballot shall be sent with
2582 each credential card issued by the Secretary.

2583 **Rule G-9.12.2. Order of Names on Ballot.**
2584 On all ballots used in elections held by the Association the order of
2585 names shall be determined by the drawing of lots done by the
2586 Secretary and witnessed by two other persons. The Secretary shall
2587 certify the results of the drawing of lots, the certificate shall be
2588 attested by the witnesses, and the certificate shall be filed in the
2589 Secretary's office. This Rule shall be printed on all official ballots
2590 or on the instructions accompanying them.

2591 **Rule G-9.12.3. Write-ins Prohibited.**
2592 In any election, the use of stickers or the writing in of the name of
2593 any person on a ballot shall not be permitted and no vote so
2594 attempted shall be counted.

2595 **Rule G-9.12.4. Absentee Ballots.**
2596 An absentee ballot shall be counted only if accompanied by the
2597 signed and certified ballot stub of the credential card of the person
2598 casting the ballot.

2599 **Rule G-9.12.5. Balloting at General Assembly.**
2600 A person shall be qualified to cast a ballot at General Assembly
2601 only if that person presents to the Secretary of the Association or
2602 those employed by him or her at the polls a properly certified ballot
2603 stub plus a badge issued to that person and containing the same
2604 name as the name on the ballot stub.

2605 **Rule G-9.12.6. Campaigns for Elective Office.**
2606 (a) Each candidate for an at-large elective position may submit
2607 to the Association a campaign statement or flyer on a paper
2608 measuring 8-1/2 by 11 inches. The Association will print
2609 and compile a packet made up of the statements of all
2610 candidates to be distributed to the congregations with the
2611 absentee ballots and to the delegates as a part of the final
2612 agenda.

2613 (b) Each candidate for an at-large elective position shall be
2614 given an opportunity to address the General Assembly
2615 delegates at a time when no other events are scheduled. All
2616 candidates for the same position shall be given the same
2617 amount of time to speak, in the same meeting as all other
2618 candidates for that position.

2619 (c) Candidates for at-large election positions are expected to
2620 conduct their campaigns, both privately and publicly,
2621 according to the highest standards of decorum and mutual
2622 respect.

2623 **Rule G-9.12.7. Length of Campaigns for President and
2624 Moderator.**
2625 (a) Campaigns for President and Moderator may appropriately
2626 begin with small campaign committee organizational meetings
2627 and mass mailing letters no earlier than November 1 of the
2628 second year preceding the election.

2629 (b) Active campaigning and solicitation of endorsements shall
2630 not begin prior to January 1 of the year preceding these
2631 elections.

2632 (c) No electioneering (defined as publicly announced meetings,
2633 rallies or exploratory events) of any sort shall occur at the
2634 General Assembly two years preceding the elections for
2635 President and Moderator. Private meetings about campaign
2636 organization that take place outside of General Assembly-
2637 booked meeting spaces are permissible.

2638 **Rule G-9.12.8 Campaign Finances Disclosure.**
2639 All candidates for at-large elective positions shall keep detailed and
2640 accurate records of:
2641 (a) their campaign expenses (stated in United States dollars) by
2642 categories of travel, postage, telephone, printing and other
2643 such categories as seem appropriate;
2644 (b) the number of contributors to their campaigns, including the
2645 number of contributors in each of the following categories:

- 2646 (1) under \$50.00,
2647 (2) \$50.00 to \$100.00,
2648 (3) \$101.00 to \$250.00,
2649 (4) \$251.00 to \$500.00, and
2650 (5) over \$500.00, and
2651 (c) the number of contributions and the total amount of
2652 contributions received from each group or organization
2653 supporting the campaign.

2654 No candidate for any elective position shall solicit or knowingly
2655 accept any contribution that is given through a tax-exempt entity
2656 with the purpose of conferring tax-exempt status to the contribution
2657 to which it would not otherwise be entitled. Such exempt entities
2658 include but are not limited to member congregations, associate
2659 member organizations and independent UUA affiliates.

2660 The names of contributors shall be disclosed. Each such report
2661 shall identify by name any member congregation, associate
2662 member organization or independent affiliate of the Association
2663 and any other tax exempt organization (including specifically, but
2664 without limitation to, any minister's discretionary fund or similar
2665 account) that has made any contribution to the campaign and shall
2666 state the amount of each such contribution. Such reports shall be
2667 filed with the Secretary of the Association. A preliminary report
2668 shall be due at the close of the first day of the regular General
2669 Assembly at which the election occurs. A final report shall be due
2670 60 days thereafter. The Secretary shall upon written request from
2671 a member of a member congregation furnish such information from
2672 these reports as requested. These reports shall be made available
2673 for inspection by any member of a member congregation at the
2674 principal offices of the Association and shall be brought by the
2675 Secretary to the next General Assembly and made available for
2676 inspection there by any delegate.

2677 **Rule G-9.12.9. Separation of Campaigns from Conduct
2678 of Official Business.**

2679 (a) When running for office, candidates shall be prohibited from
2680 engaging in any electioneering or campaigning during the
2681 conduct of official business of the Unitarian Universalist
2682 Association.

2683 (b) Financial accounting and bookkeeping procedures shall be
2684 established which make it explicit that no monies of the
2685 Association were used in the financing of a candidate's
2686 campaigning or electioneering activities.

2687 **Rule G-9.12.10 Election Campaign Practices
2688 Committee.**

2689 (a) An Election Campaign Practices Committee is hereby
2690 established and shall consist of three persons to be
2691 appointed by the Board of Trustees at its October meeting
2692 following those regular General Assemblies at which
2693 elections occur. Two members of the Committee shall be
2694 members of the Board of Trustees at the time of their
2695 appointment and one shall be a non-Board member. The
2696 non-Board member shall be the chair of the Committee.
2697 Persons appointed to the Election Campaign Practices
2698 Committee shall remain neutral in the election and not
2699 engage in electioneering. A person nominated pursuant to
2700 Bylaw Sections 9.4 or 9.5 is ineligible to serve on the
2701 Committee.

2702 (b) The duties of the Election Campaign Practices Committee
2703 shall be:

- 2704 (1) to distribute the campaign practices guidelines and
2705 financial disclosure rules to candidates for at-large
2706 elective positions not later than thirty days after
2707 nomination by the nominating committee or receipt of
2708 petition;

2709 (2) to receive and consider written complaints of alleged
2710 violations of such guidelines or rules; if the committee
2711 finds probable cause to establish that a violation exists,
2712 to notify a candidate or a number of candidates how
2713 they may voluntarily comply with guidelines or rules and
2714 how long they have to do so; to attempt to mediate
2715 disputes arising from such complaints; and, if no
2716 satisfactory resolution of a complaint is achieved, to
2717 adjudicate the dispute and report the adjudication in
2718 writing to the candidates affected;

2719 (3) to hold such hearings as may, at the Committee's
2720 discretion, be necessary or desirable to carry out the
2721 intent of subsection 2 above; and

2722 (4) to report on its activities and any recommendations it
2723 may have to the Board of Trustees at its October
2724 meeting following the elections.

2725 (c) If compliance to an adjudicated decision is not implemented
2726 by the stated deadline, the Committee is authorized to block
2727 or remove Association-subsidized privileges from the
2728 candidate's campaign.

2729 Candidates adjudicated to be in serious violation of Rule
2730 G-9.12.6(c) may have their names removed from the ballot. Any
2731 such action pursuant to rule G-9.12.10(c) shall be reported to the
2732 Board and the General Assembly. Such adjudication by the ECPC
2733 would be subject to automatic review by the Board Executive
2734 Committee according to the provisions of Rule G-9.12.10(d).

2735 (d) Any candidate aggrieved by the Committee's adjudication
2736 may, within ten days of the mailing of the adjudication,
2737 appeal in writing to the Executive Committee of the Board of
2738 Trustees, which shall have exclusive jurisdiction to hear and
2739 determine such an appeal. The Executive Committee shall
2740 report its decision on the appeal in writing to the affected
2741 candidates as expeditiously as feasible. The Executive
2742 Committee of the Board of Trustees is authorized to issue
2743 any order or ruling it deems appropriate in connection with
2744 such a decision.

2745 (e) Any member of the Executive Committee of the Board of
2746 Trustees who is a candidate for UUA elective office shall not
2747 participate in any manner in the determination of any appeal
2748 from an adjudication of the Election Campaign Practices
2749 Committee.

2750 **RULE X Finance and Contracts**

2751 **Section 10.1. Annual Budget.**

2752 **Rule G-10.1.1 Presentation of Association Budget.**

2753 At each regular General Assembly the Board of Trustees shall
2754 present budgets for both the Current Fiscal Year and the
2755 Succeeding Fiscal Year. Current Fiscal Year means the fiscal year
2756 of the Association which has just begun or which is about to begin
2757 at the time when the Assembly is held. Succeeding Fiscal Year
2758 means the year following the Current Fiscal Year.

2759 **Rule G-10.1.2. Expense Categories.**

2760 (a) Expense estimates in budgets presented by the Board shall
2761 be broken down by major categories or functions in such
2762 manner as the Board shall determine.

2763 (b) The Current Fiscal Year budget shall contain a separate
2764 expense category provision for contingencies, the amount of
2765 which shall be a minimum of 3% of the total of all
2766 unrestricted expense categories, exclusive of the provision
2767 for contingencies.

2768 **Rule G-10.1.3. Estimated Income.**

2769 Income amounts in the budget for the Current Fiscal Year shall
2770 represent the Board's best estimates of income from all sources.
2771 Income from the Annual Fund as so estimated shall be an amount

2772 which is not more than 7 per cent greater than the actual Annual
2773 Fund income of the fiscal year preceding the Current Fiscal Year.
2774 In the budget for the Succeeding Fiscal Year income from the
2775 Annual Fund shall be estimated at an amount which represents the
2776 Board's best estimate of the achievable results for such year.

2777 **Rule G-10.1.4. Procedures for Budget Consideration.**

2778 Any action by a General Assembly with respect to budgets shall be
2779 taken under the following procedure:

2780 (a) A budget hearing shall be held as part of the General
2781 Assembly program at a time when the Assembly is not in
2782 formal business session.

2783 (b) Main motions concerning budgets which are to be made in a
2784 formal business session shall be filed in writing with a
2785 person or persons designated by the Moderator as early as
2786 possible prior to or during the General Assembly but in any
2787 event on or before the day prior to the Business Session at
2788 which the proposed motion will be in order for adoption. The
2789 Moderator shall take such steps as the Moderator considers
2790 practical to advise delegates and other persons or bodies as
2791 early as possible, preferably in writing, of the contents of the
2792 motions so filed.

2793 (c) Any action with respect to the budget for the Current Fiscal
2794 Year calling for increased spending in any category shall
2795 provide for equivalent reductions in other categories of
2796 spending and specify the categories in which such
2797 reductions are to be made.

2798 (d) No action may be taken with respect to the Current Fiscal
2799 Year budget which shall be inconsistent with either Rule G-
2800 10.1.2(b) or G-10.1.3.

2801 **Rule G-10.1.5. Board of Trustees Report.**

2802 At each General Assembly the Board of Trustees shall make an
2803 accounting of its actions taken since the preceding General
2804 Assembly with respect to any budget votes of the preceding
2805 General Assembly.

2806 **Section 10.8. Contracts and Securities.**

2807 **Rule 10.8.1. Contracts and Securities.**

2808 The Executive Vice President may sign and attest deeds,
2809 mortgages, contracts, and other documents to which the
2810 Association is a party.

2811 **RULE XI Ministry**

2812 **Section 11.2. Ministerial Fellowship Committee.**

2813 **Rule 11.2. Ministerial Fellowship Committee.**

2814 The rules of the Ministerial Fellowship Committee are printed
2815 separately and are available on request.

2816 **Section 11.8. Procedure on Appeal.**

2817 **Rule 11.8. Procedure on Appeal.**

2818 The rules of the Ministerial Fellowship Board of Review are
2819 available on request.

2820 **RULE XII Religious Education Credentialing**

2821 **RULE XIII Regional Organizations**

2822 **Section C-13.2. Establishment.**

2823 **Rule G-13.2.1. Establishing Districts.**

2824 (a) The districts shall be nineteen in number and named Ballou
2825 Channing, Central Midwest, Clara Barton, Florida, Heartland,
2826 Joseph Priestley, Massachusetts Bay, Metropolitan New
2827 York, Mountain Desert, Mid-South, Northern New England,
2828 Ohio Meadville, Pacific Central, Pacific Northwest, Pacific
2829 Southwest, Prairie Star, St. Lawrence, Southwestern, and
2830 Thomas Jefferson.

- 2831 (b) Each district shall be composed of the congregations
2832 assigned to that district by the Board of Trustees
- 2833 (c) The boundaries of each district encompass the areas served
2834 by its member congregations.
- 2835 (d) Upon application to the Board of Trustees and after notice
2836 and an opportunity to be heard is afforded the affected
2837 districts, a congregation may change its district membership
2838 with approval of the Board of Trustees.
- 2839 (e) The District Map published in the Annual Directory contains
2840 boundaries that are an approximation only of the boundary
2841 lines determined pursuant to subparagraph (c) above and are
2842 intended primarily as a guide for the newly admitted
2843 congregation in determining its membership.

2844 **RULE XIV Rules**

2845 **Section 14.4. Miscellaneous Rules.**

2846 **Rule G-14.4.1. Performance of Acts.**

2847 When the last day for the performance of any act required under
2848 the Bylaws or Rules falls on a Saturday, Sunday, or a day which is
2849 a legal holiday in the place where the act is to be performed, the act
2850 may be performed on the next succeeding business day.

2851 **Rule G-14.4.2. Receipt of Documents.**

2852 When any ballot, petition, notice, document, or material of any kind
2853 whatsoever is required to be filed with, delivered to, or received by
2854 the Association or an officer, board, committee, or agent thereof on
2855 or before a certain day, the same shall be considered to have been
2856 so filed, delivered, or received only if it is postmarked seven days
2857 prior to said certain day or actually received at the office of the
2858 Association at 25 Beacon Street, Boston, Massachusetts 02108,
2859 on an earlier day or not later than 5:00 p.m. on said certain day.

2860 **RULE XV Amendments**

2861 **Section 15.2. Submission of Proposed Amendments.**

2862 **Rule G-15.2.1. Form of Submission.**

2863 A proposed amendment to the Bylaws submitted by certified
2864 member congregations or a district must include:

- 2865 (a) the Article and Section which it is proposed to amend or
2866 repeal;
- 2867 (b) a concise summary of the principal arguments on which the
2868 proponents rely; and
- 2869 (c) other Articles (or Sections) or "G" Rules affected by the
2870 proposed amendment and proposed text of any necessary
2871 conforming amendments and "G" Rules.

2872 PRINTED IN THE U.S.A.

2873 Unitarian Universalist Association was given corporate status in
2874 May 1961 under special acts of legislature of The Commonwealth
2875 of Massachusetts and the State of New York. See Chapter 148 of
2876 the acts of 1960 of the Massachusetts legislature and Chapter 827
2877 of the Acts of 1960 of the New York legislature. Copies of said
2878 Acts are attached to the minutes of the organizing meeting of the
2879 Association held in Boston, Massachusetts in May 1961 and also
2880 are printed in the 1961-62 Directory of the Association.