

UNITARIAN UNIVERSALIST ASSOCIATION

BYLAWS AND RULES

as amended through

JULY 1, 2011



Note: Article XV of the Bylaws requires that certain Bylaws (designated by a “C” in front of the section number) can be amended only by action of two successive regular General Assemblies. The 2011 General Assembly gave preliminary approval to amendments to several of these “C” Bylaws. The amendments will be on the agenda of the 2012 General Assembly; a 2/3rds vote will be required for their final adoption. The proposed amendments are set out on www.uua.org/documents/uua/c-bylaws_for_2012_vote.pdf.

The 2011 General Assembly adopted changes to Sections 6.3, 6.4, 6.5, 6.6, 6.8, 8.3, 8.7, 9.1, 9.3, 9.4, 9.6, 9.11, 9.12, and 9.13 of the Bylaws and to Rule G-9.12.2 that will reduce the size of the UUA Board from 26 persons to 14 and change the process of election of trustees. Some of those changes become effective at the close of the 2012 General Assembly, others at the close of the 2013 General Assembly. Those changes are set out on www.uua.org/documents/uua/bylaws_for_2012-13.pdf.

Hard copy of these Bylaws and Rules available from
UUA Office of the Executive Vice President:
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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.

119 **Section C-3.6. Termination of Membership.**

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

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

132 ***Section C-3.7. Associate Member Qualifications.**

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

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

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

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

164 **Section C-3.9. Autonomy of Associate Member
165 Organizations and Independent Affiliate
166 Organizations.**

167 Nothing in these Bylaws shall be construed as infringing upon the
168 control of associate member organizations and independent affiliate
169 organizations by their own membership.

170 **Section C-3.10 Members of Member Congregations.**

171 For the purposes of these Bylaws, a member of a member
172 congregation is any individual who pursuant to its procedures has
173 full or partial voting rights at business meetings of the congregation
174 and who is certified as such by an authorized officer of the
175 congregation.

176 **ARTICLE IV General Assembly**

177 **Section C-4.1. Meetings of the Association.**

178 Each meeting of the Association for the conduct of business shall
179 be called a General Assembly.

180 **Section C-4.2. Powers and Duties.**

181 General Assemblies shall make overall policy for carrying out the
182 purposes of the Association and shall direct and control its affairs.

183 **Section 4.3. Regular General Assembly.**

184 A regular General Assembly shall be held at such time during each
185 fiscal year of the Association as the Board of Trustees shall
186 determine.

187 **Section 4.4. Special General Assembly.**

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

193 **Section 4.5. Place of Meeting.**

194 Each regular and special General Assembly shall be held at such
195 place in the United States or Canada as the Board of Trustees shall
196 determine. Subject to procedures and guidelines adopted by the
197 Board of Trustees, delegates not physically present at General
198 Assembly may be deemed present in person to participate in and
199 vote at General Assembly by means of remote communication.

200 ***Section 4.6. Notice of Meetings.**

201 Notice of each regular and special General Assembly shall be given
202 not less than sixty days before the date thereof in such form and
203 manner as the Board of Trustees shall determine. Such notice shall
204 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 of
222 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 fifty,
225 plus one delegate for any fraction remaining; provided that
226 each certified member congregation shall be entitled to at
227 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, at
246 the option of the federated church, (ii) by reporting the actual
247 number of members who identify themselves as Unitarian
248 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 ministerial fellowship with the
253 Association settled in such congregation, and by the director
254 or directors of religious education having achieved
255 Credentialed Religious Educator – Masters Level status by
256 the Association and employed in such congregation. In
257 addition, each certified member congregation is also entitled
258 to be represented at each General Assembly by any minister
259 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 Educator – Masters Level status by
263 the Association designated as such by a vote at a meeting of
264 the member congregation not less than six months prior to the
265 General Assembly, provided that any such minister has been
266 settled previously in such congregation, and any such director
267 of religious education who has been previously employed in
268 such congregation.

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

273 *Section C-4.9. Accreditation of Delegates.

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

280 Section 4.10. Quorum.

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

285 Section 4.11. Tentative Agenda for Regular General 286 Assemblies.

287 The Board of Trustees shall prepare a Tentative Agenda for each
288 regular General Assembly which shall include:

- 289 (a) reports and other matters required by these Bylaws to be
290 submitted to the General Assembly;
- 291 (b) proposed amendments to these Bylaws which are submitted
292 as prescribed in Article XV, Section 15.2;
- 293 (c) items referred by the preceding General Assembly;
- 294 (d) Business Resolutions and proposed amendments to Bylaws
295 and Rules submitted by the Commission on Appraisal;
- 296 (e) all proposed amendments to Rules and all Business
297 Resolutions as defined in Rule G-4.18.2, submitted by:
 - 298 (1) the Board of Trustees or the Executive Committee;
 - 299 (2) not less than fifteen certified member congregations by
300 action of their governing boards or their congregations;
301 or

302 (3) a petition by not less than 250 members of certified
303 member congregations with no more than 10 members
304 of any one member congregation counted as part of the
305 250;

306 (f) proposed amendments to Rules and Business Resolutions
307 submitted by a district by official action at a duly called
308 meeting at which a quorum is present but not in excess of
309 three Business Resolutions per district; and

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

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

336 *Section 4.12. UUA Statements of Conscience.

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

345 (a) First Cycle Year

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

357 (2) The Commission on Social Witness shall by November 1
358 of that year submit to the Board of Trustees for inclusion
359 on the Tentative Agenda of the regular General Assembly
360 not more than ten proposed Congregational Study/Action
361 Issues, each of which shall be based in whole or in part on
362 the issues submitted to it as described in the previous
363 subsection. The Commission on Social Witness shall
364 verify with the proposing congregation, district, or
365 sponsored organization that the proposed Study/Action
366 Issue reflects the intent of the proposer prior to being

367 included in the poll ballot. The ten proposed
368 Congregational Study/Action Issues shall be included for
369 approval by the congregations on the Congregational Poll
370 ballot, such ballot to be available and congregations
371 notified of its availability by November 15 of the same
372 year. Congregational Poll ballots concerning the proposed
373 Congregational Study/Action Issue shall be due by
374 February 1 of the following year (the first Cycle year).

375 (3) For the proposed Congregational Study/Action Issue to be
376 placed on the Final Agenda of the General Assembly,
377 twenty-five percent (25%) of all certified congregations
378 must participate in the ballot vote concerning the proposed
379 Congregational Study/Action Issues.

380 (4) The proposed Congregational Study/Action Issue shall be
381 ranked in the order of the votes received in the
382 Congregational Poll. The Study/Action Issues receiving
383 the most votes (not to exceed five in number) shall be
384 submitted to the General Assembly as follows:

385 (i) Each of the Proposed Congregational Study/Action
386 Issues shall be presented to the General Assembly by
387 a delegate, and one such proposed Congregational
388 Study/Action Issue shall be referred for study by virtue
389 of having received the highest number of votes among
390 all proposed Congregational Study/Action votes cast
391 by the General Assembly, provided, however, that if
392 no proposed Congregational Study/Action Issue
393 receives a majority of the votes cast, then a second
394 vote shall be taken between the two issues receiving
395 the highest number of votes cast in the initial election.

396 (ii) After one Congregational Study/Action Issue has been
397 referred for study in accordance with (i) above, the
398 UUA staff shall conduct a workshop to discuss
399 processes for study and action on the selected issue.
400 By November 1 following the General Assembly, the
401 UUA staff shall have developed a resource guide
402 pertaining to the Congregational Study/Action Issue
403 selected by the General Assembly. The resource
404 guide shall be made available and congregations
405 notified of its availability.

406 (5) If a UUA Statement of Conscience has been adopted in
407 the previous year, the regular meeting of the General
408 Assembly shall also conduct workshops on the
409 implementation of such UUA Statement of Conscience.

410 (6) If no proposed Congregation Study/Action Issues are on
411 the Final Agenda in the first Cycle year, or if no
412 Congregational Study/Action Issue is referred for study by
413 the General Assembly, then following the regular meeting
414 of the General Assembly, the Cycle shall begin again as
415 set forth in this subsection.

416 (b) Second Cycle Year

417 (1) Member congregations and the districts shall submit by
418 not later than March 1 of the second Cycle year comments
419 regarding the Congregational Study/Action Issue and the
420 related resource guide to the Commission on Social
421 Witness.

422 (2) During the meeting of the General Assembly in the second
423 Cycle year the Commission on Social Witness shall
424 conduct workshops on the Congregational Study/Action
425 Issue.

426 (c) Third Cycle Year

427 (1) Member congregations and the districts shall submit by
428 not later than March 1 of the third Cycle year comments
429 regarding the Congregational Study/Action Issue and the
430 related resource guide to the Commission on Social
431 Witness.

432 (2) During the General Assembly in the third Cycle year, the
433 Commission on Social Witness shall conduct workshops
434 on the Congregational Study/Action Issue. Following the
435 General Assembly, the Commission on Social Witness
436 shall then compose a draft UUA Statement of Conscience.

437 (3) The draft UUA Statement of Conscience, a draft
438 Statement of Conscience congregational comment form,
439 and a ballot to place the draft UUA Statement of
440 Conscience on the Final Agenda shall be included in the
441 Congregational Poll, to be made available and
442 congregations notified of its availability by November 15,
443 following the General Assembly. Notice of the availability
444 of these items shall be given to the congregations.
445 Congregational Poll ballots and the congregational
446 comment forms concerning the draft UUA Statement of
447 Conscience shall be due by February 1 of the following
448 year (the fourth Cycle year).

449 (4) The Commission on Social Witness shall then prepare a
450 revised draft of the UUA Statement of Conscience taking
451 into consideration comments received by the member
452 congregations and districts and place this revised draft
453 of the UUA Statement of Conscience on the Final Agenda.

454 (5) For a draft UUA Statement of Conscience to be placed on
455 the Final Agenda of the General Assembly, twenty-five
456 percent (25%) of all certified congregations must
457 participate in the ballot vote concerning such draft UUA
458 Statement of Conscience.

459 (d) Fourth Cycle Year

460 (1) If the draft UUA Statement of Conscience is placed on the
461 Final Agenda for the next regular meeting of the General
462 Assembly, then the next General Assembly must debate
463 and vote on the proposed UUA Statement of Conscience.
464 Adoption of the UUA Statement of Conscience shall
465 require a two-thirds vote.

466 (2) If (i) the proposed UUA Statement of Conscience is not
467 placed on the Final Agenda for the next regular meeting of
468 the General Assembly; or (ii) the General Assembly
469 chooses, by a two-thirds vote, to refer the proposed UUA
470 Statement of Conscience to the Commission on Social
471 Witness for one additional year of study/action, then the
472 Commission of Social Witness shall continue the study
473 and revision of the proposed UUA Statement of
474 Conscience for one more year. The revised UUA
475 Statement of Conscience may be placed on the Final
476 Agenda for the next regular meeting of the General
477 Assembly pursuant to subsections (c)(3), (c)(4) and (c)(5)
478 above. If by the regular meeting of the General Assembly
479 following the additional year the Commission on Social
480 Witness has been unable to find support to generate an
481 acceptable UUA Statement of Conscience, the
482 Congregational Study/Action Issue may be placed on the
483 Final Agenda with a proposal to drop such Congregational
484 Study/Action Issue.

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

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

492 **Section 4.13. Revision of UUA Statements of**
493 **Conscience Process Schedule.**

494 If the Board of Trustees votes to schedule one or more regular
495 General Assemblies to begin in a month other than June, the Board
496 of Trustees shall forthwith revise the UUA Statements of

497 Conscience process schedule set forth in Section 4.12 accordingly
498 and shall immediately notify the member congregations, the districts
499 and the Commission on Social Witness of the revised schedule in
500 writing.

501 **Section 4.14. Final Agenda for Regular General**
502 **Assemblies.**

503 The Board of Trustees shall prepare a Final Agenda for each
504 General Assembly which shall include:

- 505 (a) all reports and other matters required by these Bylaws to be
506 submitted to the General Assembly and all proposed
507 amendments to Bylaws and Rules appearing on the Tentative
508 Agenda that meet the requirements of Rule G-4.18.3;
- 509 (b) those Business Resolutions, including alternative versions, on
510 the Tentative Agenda which meet the requirements of Rule G-
511 4.18.3;
- 512 (c) Business Resolutions, amendments to Rules or Bylaws or
513 other items submitted by the Board of Trustees or the
514 Executive Committee, which did not originally appear on the
515 Tentative Agenda, provided, however, that any such items
516 appear on the Final Agenda accompanied by an explanation
517 for the delayed submission;
- 518 (d) additional proposed amendments to Bylaws submitted by the
519 Commission on Appraisal;
- 520 (e) those proposed Congregational Study/Action Issues on the
521 Tentative Agenda which meet the requirements of Rule G-
522 4.18.3, and if applicable pursuant to Sections 4.12(a); and
- 523 (f) the UUA Statement of Conscience submitted by the
524 Commission on Social Witness pursuant to Section 4.12 (c)
525 and (d), if applicable.

526 The Board of Trustees shall mail the Final Agenda to each member
527 congregation, associate member organization and trustee not less
528 than 30 days before the General Assembly.

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

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

- 533 (a) the Board of Trustees;
- 534 (b) the petition, if any, which calls the special General Assembly;
535 or
- 536 (c) not less than 50 certified member congregations by action of
537 their governing boards or their congregations, with no more
538 than 20 of the 50 congregations from the same district.

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

542 ***Section 4.16. Additions to the Agenda of Regular**
543 **General Assemblies.**

- 544 (a) Non-substantive items related to greetings and similar matters
545 may be admitted to the agenda by a regular General
546 Assembly.
- 547 (b) Prior to 2013, there will be no General Assembly Actions of
548 Immediate Witness on the agenda.
- 549 (c)
 - 550 (1) A General Assembly Action of Immediate Witness is
551 one concerned with a significant action, event or
552 development, the timing or specificity of which makes it
553 inappropriate to be addressed by a UUA Statement of
554 Conscience pursuant to the Study/Action process.
 - 555 (2) Beginning with General Assembly 2013, no more than
556 three General Assembly Actions of Immediate Witness

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- (3) A petition to admit an Action of Immediate Witness to the agenda must be submitted by a delegate and signed by 150 delegates from at least 25 congregations in at least five districts. If six petitions or fewer are received, all petitions received that have the requisite level of delegate and congregation support are eligible to be considered for possible admission to the agenda. In the event more than six petitions are submitted that satisfy the sponsorship requirement, the Commission on Social Witness shall select six from among those which meet the criteria for a General Assembly Action of Immediate Witness, and shall submit those six actions to the agenda of the General Assembly for possible admission. The Commission on Social Witness shall prepare summaries of no more than six petitions and present those summaries to the General Assembly for a vote to rank the petitions in order of delegate support. The three petitions receiving the most votes are eligible for admission to the agenda. If there are submitted three or fewer petitions meeting the criteria for a General Assembly Action of Immediate Witness, each of the petitions is eligible for admission to the agenda.
 - (4) The motion to admit each General Assembly Action of Immediate Witness ruled eligible is not debatable, but an opportunity for a two-minute statement of advocacy to the General Assembly for each eligible action by one of its sponsors prior to any such motion shall be provided. Admission of a General Assembly Action of Immediate Witness shall be by a two-thirds vote.
 - (5) During the General Assembly, a mini-assembly shall be held during which each admitted action shall be discussed and amendments shall be accepted in writing. All such amendments shall be made available in writing to the General Assembly. The Commission on Social Witness shall finalize each General Assembly Action of Immediate Witness, and the chairperson of the Commission on Social Witness, in consultation with the moderator of the General Assembly, the parliamentarian, and legal counsel, shall prioritize unincorporated amendments for consideration by the General Assembly.
 - (6) Adoption of a General Assembly Action of Immediate Witness shall be by a two-thirds vote.
 - (7) Actions submitted pursuant to this Section 4.16(c) must be in writing and filed with the Chair of the Commission on Social Witness or the Commission's designee by the deadline established by the Commission and announced at the opening session of the General Assembly.
 - (d) Responsive Resolutions may be admitted to the agenda of a regular General Assembly and acted upon.
 - (1) A Responsive Resolution is a resolution made in response to a substantive portion of a report by an officer or committee reporting to a regular General Assembly.
 - (2) Adoption of a Responsive Resolution shall be by two-thirds vote.
- 617 **Section 4.17. Items Admitted to Special General**
618 **Assembly Agenda.**
619 Except for non-substantive items related to greetings and similar
620 matters, no item not on the agenda for a Special General Assembly
621 shall be admitted to the agenda of that Assembly.

622 ***Section 4.18. Agenda Rules.**

623 General Assemblies shall adopt rules relating to the agenda.

624 ***Section 4.19. Rules of Procedure.**

625 Rules of procedure for the conduct of the meeting shall be adopted
626 at each General Assembly.

627 **ARTICLE V Committees of the Association**

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

629 The standing committees of the Association shall be:

- 630 (a) the Nominating Committee;
- 631 (b) the Presidential Search Committee;
- 632 (c) the General Assembly Planning Committee;
- 633 (d) the Commission on Appraisal;
- 634 (e) the Commission on Social Witness; and
- 635 (f) the Board of Review.

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

637 Elected members of all Section 5.1 committees shall take office at
638 the close of the General Assembly at which they are elected and
639 shall serve until their successors are elected and qualified except as
640 otherwise provided herein. One-half as nearly as possible of the
641 elected members of the General Assembly Planning Committee and
642 the Commission on Social Witness shall be elected at the regular
643 General Assembly held in each odd-numbered year. The elected
644 members of the General Assembly Planning Committee and the
645 Commission on Social Witness shall serve for terms of four years.
646 One-third of the members of the Commission on Appraisal shall be
647 elected at the regular General Assembly held in each odd-
648 numbered year. One third of the members of the Nominating
649 Committee shall be elected at the regular General Assembly held in
650 each year. The elected members of the Commission on Appraisal
651 shall serve for single terms of six years. Members of the Nominating
652 Committee shall serve no more than two terms of three years. Any
653 member of the Commission on Appraisal in office for a period of
654 more than three years shall be deemed to have completed a six-
655 year term for the purposes of re-election. Any member of the
656 Nominating Committee in office for a period of more than 18 months
657 shall be deemed to have completed a three-year term for the
658 purposes of re-election. The elected members of the Presidential
659 Search Committee shall be elected at the regular General Assembly
660 held four years before the General Assembly at which there is to be
661 a presidential election at the expiration of a President's term. The
662 elected members of the Presidential Search Committee shall serve
663 for terms of six years.

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

665 In order to qualify to be appointed or to continue as a member of a
666 standing committee of the Association, a person must be a member
667 of a member congregation.

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

669 A member of any standing committee of the Association
670 may be removed by a three-fourths vote of the Board of
671 Trustees at a meeting at which not less than three-fourths
672 of the Board is present, if in the opinion of the Board the
673 member is incapacitated or unable to carry out the duties
674 of the office or otherwise for good cause.

675 **Section 5.5. Vacancies.**

676 A vacancy created by the death, disqualification, resignation, or
677 removal of an elected member of a standing committee of the
678 Association shall be filled by the Board of Trustees until the next
679 regular General Assembly. The vacancy shall then be filled by
680 election for the balance of the unexpired term, if any.

681 **Section 5.6. Nominating Committee.**

682 The Nominating Committee shall consist of nine elected members.
683 A member shall not during the term of office hold any salaried
684 position in the Association and, after serving two terms in office,
685 shall not be eligible for re-election to the Nominating Committee
686 until after an interim of at least three years. The Nominating
687 Committee shall submit nominations for certain elective positions of
688 the Association, as provided in Article IX.

689 **Section 5.7. Presidential Search Committee.**

690 The Presidential Search Committee shall consist of five members
691 elected by the General Assembly, and two members appointed by
692 the Board of Trustees. The election and appointment of members
693 shall occur at the regular General Assembly held four years before
694 the General Assembly at which there is to be a presidential election
695 at the expiration of a President's term. Each appointment and
696 election of a member shall be for a term of six years. The
697 Committee shall nominate candidates for the office of President.

698 **Section 5.8. General Assembly Planning Committee.**

699 The General Assembly Planning Committee shall consist of eight
700 elected members and two members appointed by the Board of
701 Trustees at its first meeting following the regular General Assembly
702 in each odd-numbered year. No elected member shall serve on the
703 Committee for more than two four-year terms in succession. The
704 appointed members shall serve for terms of two years and until their
705 successors are appointed and qualified. The Committee shall be
706 responsible for arrangements for General Assembly and programs
707 and meetings to be held in connection therewith. It may establish
708 subcommittees of its members and may delegate part or all of its
709 powers to them.

710 **Section 5.9. Commission on Appraisal.**

711 The Commission on Appraisal shall consist of nine elected
712 members. A member shall not during the term of office serve as a
713 trustee or officer or hold a salaried position in the Association. The
714 Commission on Appraisal shall:

- 715 (a) review any function or activity of the Association which in its
716 judgment will benefit from an independent review and report
717 its conclusions to a regular General Assembly;
- 718 (b) study and suggest approaches to issues which may be of
719 concern to the Association; and
- 720 (c) report to a regular General Assembly at least once every four
721 years on the program and accomplishments of the
722 Association.

723 **Section 5.10. Commission on Social Witness.**

724 The Commission on Social Witness shall consist of three members
725 elected by the General Assembly and two members appointed by
726 the Board of Trustees. The election and appointment of members
727 shall occur only at regular General Assemblies held in odd
728 numbered years.

- 729 (a) Each appointment and election of a member to the
730 Commission will be for a term of four years;
- 731 (b) One member shall be appointed each odd-numbered year;
732 and
- 733 (c) No fewer than one nor more than two members shall be
734 elected each odd-numbered year, as is required to insure a
735 full complement of elected members.

736 No member shall serve on the Commission for more than two four-
737 year terms in succession. In the case of a vacancy in an appointed
738 position by reason of death, disqualification, resignation or removal,
739 the vacancy shall be filled at any time for the remainder of the term
740 by appointment by the Board of Trustees for the balance of the
741 term. The duties of the Commission are described in Section 4.12

742 and Section 4.16 of the Bylaws and Rules G-4.12.1, G-4.12.2, and
743 G-4.18.2.

744 **Section 5.11. Board of Review.**

745 (a) Members. The Board of Review shall consist of eight
746 members as follows:

- 747 (1) Three members who are ministers, each of whom at the
748 time of election is in final ministerial fellowship with the
749 Association and has held such fellowship continuously
750 for the preceding seven years; and
- 751 (2) One member who is a Credentialed Religious Educator
752 – Master Level; and
- 753 (3) Four members who are not ministers or credentialed
754 religious educators, each of whom at the time of
755 election is a member of a certified member
756 congregation and has been a member of one or more
757 such congregations for not less than three years as an
758 officer or a member of the governing bodies of one or
759 more such congregations.

760 (b) Election and Term. At each regular General Assembly held in
761 an odd-numbered year one person who is neither a minister
762 nor a credentialed religious educator shall be elected and
763 shall serve for a term of eight years and until a successor is
764 elected and qualified. At each regular General Assembly held
765 in an odd-numbered year there shall be elected either a
766 minister, as described in subsection (a)(1) above, or a
767 Credentialed Religious Educator – Master Level as described
768 in section (a)(2) above, who shall serve for a term of eight
769 years and until a successor is elected and qualified.

770 (c) Qualifications. No member of the Board of Review shall
771 during the term of office be a member of the Ministerial
772 Fellowship Committee, the Religious Education Credentialing
773 Committee, or hold any salaried position in the Association.

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

776 **Section 5.12. Additional Committees.**

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

780 **Section 5.13. Presiding Officer.**

781 Each committee shall elect a presiding officer from among its
782 members at its first meeting following the regular General Assembly
783 in each odd-numbered year. In the absence of such election the
784 Board of Trustees may designate a temporary presiding officer from
785 among members of the committee.

786 **Section 5.14. Time and Place of Meetings.**

787 Each committee shall hold meetings at such times and places as it
788 may determine.

789 **Section 5.15. Call and Notice of Meetings.**

790 Meetings of committees may be called by the presiding officer and
791 shall be called by the presiding officer at the request of a majority of
792 the members of the entire committee. Notice of committee
793 meetings shall be given in writing not less than ten nor more than
794 sixty days before the meeting and shall state the time and place of
795 the meeting.

796 **Section 5.16. Transition Provision.**

797 Notwithstanding the provisions of Sections 5.2 and 5.6:

798 (a) Members of the Nominating Committee elected at the regular
799 General Assembly in 2013 shall be elected to three-year
800 terms.

801 (b) Members of the Nominating Committee elected prior to the
802 regular General Assembly in 2013 may serve their full six-
803 year terms.

804 (c) For elections at any regular General Assembly before 2018,
805 no person shall be eligible for nomination for a term on the
806 Nominating Committee that would result in more than six
807 years of continuous service.

808 (d) This transition provision shall automatically be deleted from
809 the bylaws following the regular General Assembly in 2017.

810 **ARTICLE VI Board of Trustees**

811 **Section C-6.1. Responsibility.**

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

815 **Section 6.2. Powers.**

816 The Board of Trustees shall act for the Association between
817 General Assemblies.

818 **Section 6.3. Membership.**

819 The Board of Trustees shall consist of:

- 820 (a) the President, without vote, the Moderator and the Financial
821 Advisor;
- 822 (b) Three trustees elected at large, and a youth trustee at large;
- 823 (c) one trustee representing each district.

824 ***Section 6.4. Election of Trustees.**

825 The youth trustee at large and one-half of the other number of
826 trustees at large shall be elected at the regular General Assembly
827 held in each odd-numbered year. One-half, as nearly as possible,
828 of the trustees representing districts shall be elected prior to each
829 such General Assembly. The Board of Trustees shall divide the
830 districts into two groups for purposes of electing trustees.

831 **Section 6.5. Term.**

832 Trustees shall take office immediately after the close of the General
833 Assembly at or prior to which they are elected and, with the
834 exception of the youth trustee at large, shall serve for terms of four
835 years or until their successors are elected and qualified. The youth
836 trustee at large shall serve for a term of two years or until his or her
837 successor is elected and qualified. Any partial term of more than
838 two years shall be considered a full term for purposes of this
839 section. No trustee may serve more than two successive full terms.
840 However, a trustee may at any time become one of the elected
841 officers of the Association and serve as long in that office as if such
842 trustee had not previously been a trustee. No person who has
843 served as elected officer for a full term shall thereafter be elected a
844 trustee without an interim of four years.

845 ***Section 6.6. Qualifications of Trustees.**

846 Each elected trustee shall be a member of a member congregation.
847 An elected trustee representing a district shall reside in that district
848 and shall be a member of a member congregation located in the
849 district. A trustee who ceases to meet these qualifications shall be
850 disqualified and the office declared vacant. The youth trustee at
851 large shall be an individual aged 14 to 20 inclusive years at the time
852 of election. Not more than one trustee shall be a member of the
853 same member congregation. If a trustee becomes a member of a
854 member congregation in which another trustee is already a
855 member, such trustee shall be disqualified and the office declared
856 vacant. The Board of Trustees shall adopt rules for the application
857 of this section to persons holding membership in more than one
858 member congregation.

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

860 A trustee may at any time resign by giving written notice to the
861 Board of Trustees. Such resignation shall take effect at the time
862 specified therein, or, if no time is specified, then on delivery. A
863 trustee may be removed by a three-fourths vote of the entire Board
864 at a meeting at which not less than three-fourths of the entire Board
865 is present if in the opinion of the Board such trustee is incapacitated
866 or unable to carry out the duties of the office or otherwise for good
867 cause.

868 **Section 6.8. Vacancies.**

869 (a) Trustee at Large. A vacancy created by the death,
870 disqualification, resignation, or removal of a trustee at large
871 shall be filled by majority vote of the remaining trustees until
872 the next regular General Assembly at which an election can
873 be held. The vacancy shall then be filled by election for the
874 balance of the unexpired term, if any.

875 (b) Trustee Representing District. A vacancy created by death,
876 disqualification, resignation, or removal of a trustee
877 representing a district or by the creation of a new district
878 entitled to be represented by a trustee shall be governed by
879 the bylaws of the district and Section 9.12 of these Bylaws
880 subject to the following limitations:

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

887 (2) If the vacancy occurs at any other point in the term,
888 either the governing body of the district shall fill the
889 vacancy for the remainder of the term or the District
890 shall provide for an interim appointment by its
891 governing body until the position is filled by a special
892 election.

893 An invalid election does not create a vacancy for purposes of this
894 section.

895 **Section 6.9. Place of Meeting.**

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

898 **Section 6.10. Regular Meetings.**

899 Regular meetings of the Board of Trustees shall be held at such
900 times as the Board may determine. No fewer than three regular
901 meetings of the Board shall be held during each fiscal year of the
902 Association.

903 **Section 6.11. Special Meetings.**

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

909 **Section 6.12. Waiver of Notice.**

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

914 **Section 6.13. Quorum.**

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

917 **Section 6.14. Compensation.**

918 Except for the President, members of the Board of Trustees shall
919 not receive compensation for their services but shall be reimbursed

920 as determined by the Board of Trustees for the expenses
921 reasonably incurred by them in the performance of their duties.

922 **Section 6.15. Annual Report.**

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

926 **ARTICLE VII Committees of the Board of Trustees**

927 **Section 7.1. Committees of the Board of Trustees.**

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

929 (a) the Executive Committee;

930 (b) the Ministerial Fellowship Committee;

931 (a) the Finance Committee;

932 (b) the Investment Committee;

933 (c) the Religious Education Credentialing Committee; and

934 (d) the Audit Committee.

935 **Section 7.2. Appointment and Term of Office.**

936 Members of the Executive Committee, Finance Committee,
937 Investment Committee, Religious Education Credentialing
938 Committee, and board-appointed members of the Ministerial
939 Fellowship Committee and Audit Committee shall be appointed by
940 the Board at its first meeting following the regular General Assembly
941 in each odd-numbered year except as otherwise provided herein.
942 Members of such committees shall serve for terms of two years and
943 until their successors are appointed and qualified.

944 **Section 7.3. Removal of Committee Member.**

945 Standing committee members appointed by the Board of Trustees
946 serve at the pleasure of the Board and may be removed by it at any
947 time.

948 **Section 7.4. Vacancies.**

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

951 **Section 7.5. Executive Committee.**

952 The Executive Committee shall consist of the Moderator, the First
953 Vice Moderator, the Secretary, the Financial Advisor, and the Chair
954 of the Finance Committee. The position on the committee occupied
955 by the First Vice Moderator shall be filled by the Second Vice
956 Moderator at any meeting of the committee from which the First
957 Vice Moderator is absent or at which the First Vice Moderator is
958 presiding in the absence of the Moderator. The position on the
959 committee occupied by the Secretary shall be filled by the Assistant
960 Secretary at any meeting of the committee from which the Secretary
961 is absent. The Executive Committee shall conduct the current and
962 ordinary business of the Association between meetings of the Board
963 of Trustees. If between meetings of the Board of Trustees, matters
964 arise which (1) in the opinion of the Executive Committee are not
965 current and ordinary business but in the best interests of the
966 Association must nevertheless be acted upon, or (2) the Executive
967 Committee has been authorized by the Board to be acted upon,
968 then the Executive Committee may act thereon for the Board of
969 Trustees, but only if four or more members vote the action.

970 **Section 7.6. Ministerial Fellowship Committee.**

971 The Ministerial Fellowship Committee shall consist of no fewer than
972 fourteen members as follows:

973 (a) at least six members who are not ministers appointed by the
974 Board;

975 (b) at least eight members who are ministers in final fellowship
976 with the Association, four appointed by the Unitarian
977 Universalist Ministers Association and the remainder by the
978 Board.

979 The committee shall have jurisdiction over ministerial fellowship with
980 the Association as provided in Article XI hereof. The Board of
981 Trustees shall designate a person who is not a member of the
982 committee to be its Executive Secretary and keep its records.

983 Section 7.7. Finance Committee.

984 The Finance Committee shall consist of the Financial Advisor, the
985 Treasurer, five trustees who shall not be members of the Investment
986 Committee, and the Moderator without vote. The duties of the
987 Finance Committee are set forth in Article X.

988 Section 7.8. Investment Committee.

989 The Investment Committee shall consist of the Financial Advisor,
990 the Treasurer, and five other persons, at least one of whom shall be
991 a trustee and none of whom shall be members of the Finance
992 Committee. The duties of the Investment Committee are set forth in
993 Article X.

994 Section 7.9. Additional Committees.

995 The Board of Trustees may appoint additional committees to serve
996 at its pleasure and shall determine the membership, qualifications,
997 and duties thereof.

998 Section 7.10. Presiding Officer.

999 The Board of Trustees shall appoint one member of each standing
1000 committee of the Board to be its presiding officer.

1001 Section 7.11. Time and Place of Meetings.

1002 Each standing committee of the Board shall hold meetings at such
1003 times and places as it may determine.

1004 Section 7.12. Call and Notice of Meetings.

1005 Meetings of standing committees of the Board may be called by the
1006 presiding officer and shall be called by the presiding officer at the
1007 request of a majority of the members of the entire committee.
1008 Unless the Board of Trustees otherwise provides, notice of
1009 meetings of each standing committee shall be given in such a
1010 manner and within such time as the standing committee
1011 determines.

**1012 Section 7.13. Religious Education Credentialing
1013 Committee.**

1014 The Religious Education Credentialing Committee shall consist of
1015 seven members as follows:

- 1016 (a) three members, none of whom is a parish minister,
1017 minister of religious education, community minister, a
1018 credentialed religious educator, or a director of religious
1019 education, appointed by the Board;
- 1020 (b) one member who is a parish minister or community
1021 minister, appointed by the Board;
- 1022 (c) one member who is a minister of religious education,
1023 appointed by the Board;
- 1024 (d) one member who is a Credentialed Religious Educator –
1025 Master Level, appointed by the Board; and
- 1026 (e) one member nominated by the Board of the Liberal
1027 Religious Educators Association and appointed by the
1028 Board of Trustees.

1029 The Committee shall have jurisdiction over religious education
1030 credentialing with the Association as provided in Article XII thereof.
1031 The Board of Trustees shall designate a person who is not a
1032 member of the committee to be its Executive Secretary and keep its
1033 records.

1034 Section 7.14. Audit Committee.

1035 The Audit Committee shall consist of five members as follows:

- 1036 (a) three persons appointed by the Board, none of whom are
1037 members of the Board or hold a salaried position with the
1038 Association;
- 1039 (b) the Financial Advisor; and
- 1040 (c) a member of the Finance Committee, who shall be
1041 appointed by the Board.

1042 No member of the Audit Committee shall serve for more than four
1043 terms on the Audit Committee.

1044 The duties of the Audit Committee are set forth in Article X.

1045 ARTICLE VIII Officers of the Association

1046 *Section 8.1. Officers Enumerated.

- 1047 (a) Elected Officers. The elected officers of the Association shall
1048 be a Moderator, a President, and a Financial Advisor.
- 1049 (b) Appointed Non-salaried Officers. The appointed non- salaried
1050 officers of the Association shall include one or more Vice
1051 Moderators, a Secretary, and a Recording Secretary and may
1052 include such other officers as the Board of Trustees may
1053 appoint.
- 1054 (c) Appointed Salaried Officers. The appointed salaried officers
1055 of the Association shall include a Treasurer, and may include
1056 one or more vice presidents, assistant treasurers, and such
1057 other officers as the Board of Trustees may determine.

1058 Section C-8.2. Control by Board of Trustees.

1059 All officers shall be subject to the direction and control of the Board
1060 of Trustees. All appointed officers shall be appointed by the Board
1061 of Trustees and shall serve at its pleasure.

1062 Section 8.3. Term of Office.

- 1063 (a) Elected Officers. The elected officers shall be elected at a
1064 regular General Assembly in an odd-numbered year and shall
1065 take office immediately after the close of such General
1066 Assembly.
 - 1067 (1) President. The President shall serve for a term of six
1068 years and until his or her successor is elected and
1069 qualified. No President shall serve more than one term;
1070 and any partial term of more than two years served by
1071 reason of appointment and/or election to office pursuant
1072 to subsection 8.7(a) below shall be considered a full
1073 term for purposes of this subsection.
 - 1074 (2) Moderator. The Moderator shall serve for a term of six
1075 years and until his or her successor is elected and
1076 qualified. No Moderator shall serve more than one term;
1077 and any partial term of more than two years served by
1078 reason of appointment and/or election to office pursuant
1079 to subsection 8.7(a) below shall be considered a full
1080 term for purposes of this subsection.
 - 1081 (3) Financial Advisor. The Financial Advisor shall serve for
1082 a term of four years and until his or her successor is
1083 elected and qualified. No Financial Advisor shall serve
1084 more than two successive terms; and any partial term of
1085 more than two years served by reason of appointment
1086 and/or election to office pursuant to subsection 8.7(a)
1087 below shall be considered a full term for purposes of
1088 this subsection.
- 1089 (b) Appointed Non-salaried Officers. The appointed non-salaried
1090 officers shall serve for one or more terms of two years and
1091 until their successors are appointed and qualified.
- 1092 (c) Transition Provision. The bylaw amendment changing the
1093 term of office of the President from four years to a single term
1094 of six years shall become effective for the election of the

1095 President at the regular General Assembly in 2017. The
1096 President elected at the regular General Assembly in 2013
1097 shall not be eligible for election in 2017. The bylaw
1098 amendment changing the term of office of the Moderator from
1099 four years to a single term of six years shall become effective
1100 for the election of the Moderator at the regular General
1101 Assembly in 2013. The bylaw amendment calling for the
1102 election of a Presidential Search Committee (Section 5.2)
1103 shall become effective for the election of members of the
1104 Presidential Search Committee at the regular General
1105 Assembly in 2013. The first two sentences of this transition
1106 provision shall automatically be deleted from the bylaws
1107 following the regular General Assembly in 2017. The third,
1108 fourth and last sentences of this transition provision shall
1109 automatically be deleted from the bylaws following the regular
1110 General Assembly in 2013.

1111 **Section 8.4. Qualification of Officers.**

1112 Each officer of the Association shall be a member of a member
1113 congregation. If an officer ceases to be a member of any member
1114 congregation, such officer shall be disqualified and the office
1115 declared vacant.

1116 **Section 8.5. Removal of Officers.**

1117 (a) Elected Officers. An elected officer may be removed by a
1118 three-fourths vote of the entire Board of Trustees at a meeting
1119 at which not less than three-fourths of the entire Board is
1120 present if in the opinion of the Board such officer is
1121 incapacitated or unable to carry out the duties of the office.
1122 The President may also be removed by such a vote of the
1123 Board if it determines that such removal is in the best
1124 interests of the Association.

1125 (b) Appointed Officers. An appointed officer may be removed by
1126 the Board of Trustees at any time.

1127 **Section 8.6. Resignation.**

1128 An officer may resign at any time by giving written notice to the
1129 Moderator, who shall immediately forward copies to the Board of
1130 Trustees. Any such resignation shall take effect at the time
1131 specified therein, or, if no time is specified, then upon delivery.

1132 **Section 8.7. Vacancies.**

1133 (a) Elected Officers. A vacancy created by the death,
1134 disqualification, resignation, or removal of an elected officer
1135 shall be filled by the Board of Trustees until the next regular
1136 General Assembly at which an election can be held. The
1137 vacancy shall then be filled by election for the balance of the
1138 unexpired term, if any.

1139 (b) Appointed Non-salaried Officers. A vacancy created by the
1140 death, disqualification, resignation, or removal of an
1141 appointed non-salaried officer may be filled by the Board of
1142 Trustees for the balance of the unexpired term.

1143 **Section 8.8. Moderator.**

1144 The Moderator shall preside at General Assemblies and meetings
1145 of the Board of Trustees and the Executive Committee. The
1146 Moderator shall represent the Association on special occasions and
1147 shall assist in promoting its welfare. The Moderator shall serve as
1148 Chief Governance Officer of the Association.

1149 **Section 8.9. President.**

1150 The President shall be the chief executive officer of the Association
1151 and shall be a member, ex-officio, without vote, of all standing
1152 committees of the Association, except the Nominating Committee
1153 and the Board of Review, and of all standing committees of the
1154 Board except the Ministerial Fellowship Committee and the
1155 Religious Education Credentialing Committee.

1156 **Section 8.10. Financial Advisor.**

1157 The duties of the Financial Advisor are set forth in Article X.

1158 ***Section 8.11. Executive Vice President.**

1159 In the event an Executive Vice President should be appointed, the
1160 Board of Trustees shall describe his or her duties.

1161 **Section 8.12. Vice Moderators.**

1162 The Vice Moderator or Moderators shall be elected from among the
1163 members of the Board of Trustees by its members. In the absence
1164 of the Moderator a Vice Moderator shall preside at meetings and
1165 perform the duties of the Moderator. A Vice Moderator shall
1166 perform such other duties as may be assigned by the Board. In the
1167 event that more than one Vice Moderator is elected, one of the Vice
1168 Moderators shall be designated First Vice Moderator.

1169 **Section 8.13. Vice Presidents.**

1170 Any Vice President appointed shall have such powers and shall
1171 perform such duties as may be assigned by the Board of Trustees
1172 or as assigned by the President in conformity with any provisions of
1173 the Board appointment.

1174 **Section 8.14. Secretary.**

1175 The Secretary shall be appointed from among the members of the
1176 Board of Trustees and shall perform all duties usually pertaining to
1177 the office, except those of a Clerk under Massachusetts law. The
1178 Secretary shall represent the Association on special occasions and
1179 shall assist in promoting the welfare of the Association.

1180 **Section 8.15. Treasurer.**

1181 The duties of the Treasurer are set forth in Article X.

1182 **Section 8.16. Recording Secretary.**

1183 The Recording Secretary shall at all times be a resident of the
1184 Commonwealth of Massachusetts and upon being appointed shall
1185 be sworn to the faithful performance of the duties of the office. If the
1186 Recording Secretary ceases to be a resident of the Commonwealth
1187 of Massachusetts, such person shall be disqualified and the office
1188 declared vacant. The Recording Secretary shall keep an accurate
1189 record of all meetings of the Association and the Board of Trustees,
1190 shall perform such other duties as may be assigned by the Board,
1191 and shall perform the duties of a Clerk under Massachusetts law.

1192 **Section 8.17. Other Appointed Officers.**

1193 The Board of Trustees may appoint such other officers as it deems
1194 necessary and shall fix their powers and duties.

1195 **Section 8.18. Compensation.**

1196 The Moderator, the Financial Advisor, and the appointed non-
1197 salaried officers shall not receive compensation for their services
1198 but shall be reimbursed as determined by the Board of Trustees for
1199 expenses reasonably incurred by them in the performance of their
1200 duties.

1201 **Section 8.19. Reports by Officers.**

1202 The Moderator, the President, the Financial Advisor, and the
1203 Treasurer shall each make an annual report to the member
1204 congregations and to each regular General Assembly.

1205 **ARTICLE IX Nominations and Elections**

1206 **Section 9.1. Elective Positions.**

1207 The elective positions of the Association include the elective
1208 positions at large and those trustee positions where the election
1209 occurs at the district level. The elective positions at large of the
1210 Association are those of the elected officers, those trustees not
1211 elected at the district level, and the elected members of the
1212 standing committees of the Association. No person shall hold more
1213 than one elective position at a time whether by election or

1214 appointment. Ex officio positions for the purposes of this Bylaw
1215 provision shall be deemed part of the elected position from which
1216 the ex officio position is derived.

1217 **Section 9.2. Nomination Procedures.**

1218 The nomination procedures set forth in these Bylaws and the Rules
1219 adopted hereunder are exclusive, and no person who is not
1220 nominated in accordance with such procedures can be elected to
1221 any elective position.

1222 **Section 9.3. Notice by Nominating Committee.**

1223 On or before August 1 of each even-numbered year, the Nominating
1224 Committee shall notify all certified member congregations in writing
1225 of the elective positions at large and vacancies to be filled at the
1226 next regular General Assembly.

1227 **Section 9.4. Nomination by Nominating Committee.**

1228 The Nominating Committee shall submit one or more nominations
1229 for each elective position at large to be filled, except Moderator and
1230 President, including those to fill any vacancies occurring prior to
1231 October 1 of the year before the election. Only one person from any
1232 one member congregation shall be thus nominated to serve on the
1233 Nominating Committee. The report of the Nominating Committee
1234 shall be filed with the Secretary of the Association and be mailed to
1235 all certified member congregations, associate member
1236 organizations, and trustees on or before December 10 of each
1237 even-numbered year.

1238 **Section 9.5. Nomination of President and Moderator.**

1239 (a) President. The Presidential Search Committee shall submit
1240 no fewer than two nominations for the office of President for
1241 an election at the end of a presidential term or when a
1242 vacancy occurs in the office prior to October of the year
1243 before the election. The report of the Presidential Search
1244 Committee shall be announced by February 1 of the year
1245 before the General Assembly at which there is to be a
1246 presidential election, except in the case of an election to fill a
1247 vacancy occurring after that date.

1248 (b) Moderator. The Board of Trustees shall submit one or more
1249 nominations for the office of Moderator for an election at the
1250 end of a moderator term or when a vacancy occurs in the
1251 office prior to October of the year before the election. The
1252 report of the Board of Trustees shall be announced by
1253 February 1 of the year before the General Assembly at which
1254 there is to be a moderator election, except in the case of an
1255 election to fill a vacancy occurring after that date.

1256 **Section 9.6. Nomination by Petition.**

1257 (a) For Moderator and President. A nomination for the office of
1258 Moderator or President, or to fill a vacancy in an unexpired
1259 term occurring prior to December 1 of the year before the
1260 election may be by petition signed by no fewer than twenty-
1261 five certified member congregations, including no fewer than
1262 five certified member congregations located in each of no
1263 fewer than five different districts. A certified member
1264 congregation may authorize the signing of a petition only by
1265 vote of its governing board or by vote at a duly called meeting
1266 of its members. Such a petition shall be filed with the
1267 Secretary of the Association, only in such form as the
1268 Secretary may prescribe, not later than February 1 of the year
1269 of the election and not earlier than the preceding March 1.

1270 (b) For other Elective Position at Large. A nomination for any
1271 elective position at large or to fill a vacancy in an unexpired
1272 term occurring prior to December 1 of the year before the
1273 election may be by petition signed by not less than fifty
1274 members of certified member congregations, with no more
1275 than ten signatures of members of any one congregation
1276 counted toward the required fifty. A separate petition, in form

1277 prescribed by the Secretary, shall be filed for each nomination
1278 not later than February 1 of the year of the election and not
1279 earlier than the preceding October 1. Nominations for youth
1280 trustee at large shall be so designated.

1281 **Section 9.7. Qualifications of Nominees.**

1282 Each person nominated for an elective position at large shall be a
1283 member of a member congregation. No person shall be nominated
1284 for more than one such elective position. If a person is nominated
1285 for more than one such elective position, the Secretary of the
1286 Association shall so notify such person in writing and such person
1287 shall have twenty days from the date of the notice to select one
1288 nomination which is acceptable. In the absence of a timely
1289 selection, all such nominations shall be void and the person shall be
1290 so notified in writing by the Secretary.

1291 **Section 9.8. Vacancy in Nominations.**

1292 If all persons nominated for an elective position at large die, decline
1293 to serve or are disqualified after the time has expired for making any
1294 further nominations, or if no valid and timely nomination is made,
1295 the position shall be filled after the final adjournment of the regular
1296 General Assembly at which the election would have been held in
1297 the same manner as if the position had been filled by election and
1298 had then become vacant.

1299 **Section 9.9. Supervision of Elections.**

1300 The Secretary shall supervise all elections for elective positions at
1301 large. The Secretary may appoint a committee of tellers to count
1302 ballots and perform other routine duties. The Secretary shall decide
1303 any question arising during such an election concerning:

1304 (a) the interpretation of any provision of these Bylaws or of Rules
1305 made hereunder relating to election procedures;

1306 (b) any procedural problem relating to the election which is not
1307 covered by these Bylaws or by the Rules; or

1308 (c) the interpretation of the intent of a voter in marking the ballot.

1309 The Secretary's decision shall be final. The Secretary shall remain
1310 neutral in the election and shall not engage in electioneering, except
1311 for advocacy of his or her own candidacy for offices for which he or
1312 she is nominated.

1313 **Section 9.10. Conduct of Elections at Large.**

1314 (a) Election by Ballot. Voting shall be by written ballot, except that
1315 if only one person has been validly nominated for each elective
1316 position at large the persons so nominated shall be declared
1317 elected and no ballots shall be required.

1318 (b) Persons Entitled to Vote. Ballots shall be cast only by
1319 accredited delegates from certified member congregations and
1320 certified associate member organizations to the regular
1321 General Assembly at which the election is held and by
1322 trustees. No person shall cast more than one ballot.

1323 (c) Absentee Voting. Those entitled to cast ballots in an election
1324 may cast their ballots by mail. Absentee ballots shall be
1325 mailed at least forty five days prior to the General Assembly at
1326 which the election is being held. An absentee ballot must be
1327 received by the Secretary not less than seven calendar days
1328 before the General Assembly in order to be counted.

1329 ***Section 9.11. Counting of Ballots.**

1330 (a) For President. If there are no more than two duly nominated
1331 candidates for President, the candidate receiving the greater
1332 number of votes is elected. If there are more than two duly
1333 nominated candidates for President, the ballot shall be
1334 designed to permit the designation of first, second, third, etc.
1335 choice. If no candidate receives a majority of the first-choice
1336 votes cast, the candidate receiving the lowest first choice vote
1337 shall be eliminated and the ballots cast for such candidate
1338 shall be redistributed in accordance with the second choice

1339 indicated thereon. This process shall be repeated until one
1340 candidate receives a majority of all votes cast or until only two
1341 candidates remain, at which time the one receiving the
1342 greater number of votes is elected.

1343 (b) For Other Elective Positions at Large. If there is one elective
1344 position at large to be filled, the candidate receiving the
1345 greatest number of votes is elected. If there is more than one
1346 such elective position of the same kind to be filled, the
1347 candidates respectively receiving the greatest number of
1348 votes are elected.

1349 ***Section 9.12. Nominations and Elections of Trustees**
1350 **Representing Districts.**

1351 (a) District Bylaws. Each district shall in its bylaws set forth the
1352 method by which the certified member congregations of the
1353 Association within that district shall nominate and elect a
1354 trustee. Where two or more districts are required to share a
1355 single trustee, each such district shall adopt compatible bylaw
1356 provisions. In the absence of valid district bylaw provisions,
1357 the trustee representing that district or group of districts shall
1358 be elected in accordance with the Bylaws and Rules of the
1359 Association.

1360 (b) Time of Election. The election of a district trustee, except an
1361 election to fill a vacancy pursuant to Section 6.8(b), shall be
1362 held not less than 45 nor more than 300 days before the
1363 regular General Assembly following which such trustee is to
1364 take office.

1365 (c) Method of Nominations. The district bylaws shall provide that
1366 nominations may be made by a specific number of certified
1367 member congregations.

1368 (d) Method of Election. If a district's bylaws do not include a
1369 provision for the election of the trustee representing that
1370 district or the group of districts of which that district is a part,
1371 the trustee for that district or the group of districts of which
1372 that district is a part shall be elected using one of the
1373 following methods:

1374 (1) at large within the district, with each member of a
1375 certified member congregation casting a ballot by mail;

1376 (2) by delegates at a district meeting at which each
1377 certified member congregation is entitled to the same
1378 number of voting delegates as specified in Section
1379 4.8(a) of these Bylaws, with absentee ballots by the
1380 delegates permitted;

1381 (3) by each certified member congregation, acting at a
1382 legal meeting of such congregation, casting that
1383 number of votes equal to the number of delegates
1384 specified in Section 4.8(a) of these Bylaws, allocated
1385 among the candidates as it shall determine;

1386 (4) by delegates at a district meeting at which each
1387 certified member congregation is entitled to the same
1388 number and kind of voting delegates as specified in
1389 Section 4.8(a) and (b) of these Bylaws with absentee
1390 ballots by the delegates permitted; or

1391 (5) by each certified member congregation, acting at a
1392 legal meeting of such congregation, casting that
1393 number of votes equal to the number of delegates
1394 specified in Section 4.8(a) of these Bylaws, with the
1395 votes of the congregation allocated among the
1396 candidates as it shall determine and by each minister
1397 and Director of Religious Education, who meets the
1398 criteria for delegate status set forth in Section 4.8(b) of
1399 these Bylaws, casting a vote.

1400 (e) Certification of Election. The secretary of the district or such
1401 other district officer as may be designated in the district
1402 bylaws shall certify the results of the election to the Secretary

1403 of the Association as soon as they are available. Such
1404 certificate shall be conclusive that the person so certified has
1405 been duly elected if the district has adopted bylaws
1406 conforming to the requirements of this section. A trustee
1407 elected to fill a vacancy shall take office immediately upon
1408 such certification.

1409 (f) Invalid Election. If the procedures for the nomination or
1410 election of a district trustee violate the provisions of these
1411 Bylaws, the election shall be invalid and a new election shall
1412 be held not more than twelve months after the invalid election.

1413 ***Section 9.13. Rules for Nominations and Elections.**

1414 Rules relating to nomination and election procedures shall be
1415 adopted by a General Assembly. Such rules shall be applicable to
1416 elections held after the close of the General Assembly at which they
1417 are adopted.

1418 **Section 9.14. Transition Provision.**

1419 (a) The amendments to Sections 6.3, 6.4(a) 6.5, 6.6, 6.8, 8.3,
1420 8.7, 9.1, 9.3, and 9.6(a) shall become effective at the close of
1421 the regular General Assembly in 2013.

1422 (b) The amendments to section 6.4(b), 9.4, 9.6(b), 9.11, 9.12,
1423 and Rule G-9.12.2 shall become effective at the close of the
1424 regular General Assembly in 2012.

1425 (c) The terms of all trustees shall expire at the close of the
1426 regular General Assembly in 2013.

1427 (d) Notwithstanding the provisions of Section 9.4., for elections at
1428 the regular General Assembly in 2013:

1429 (1) The Board of Trustees shall appoint, not later than
1430 October 31, 2012, from among its current members,
1431 four members, for specified numbered seats, to each
1432 serve a two-year term beginning immediately after the
1433 close of the regular General Assembly in 2013. No
1434 member whose service on the Board of Trustees began
1435 prior to June 2009 shall be eligible for selection for such
1436 a term.

1437 (2) The Nominating Committee shall nominate one or more
1438 candidates to run for election to each of seven
1439 additional positions: four positions with a one-year term
1440 and three positions with a three-year term. These
1441 candidates may or may not be current members of the
1442 Board of Trustees.

1443 (3) The Nominating Committee shall nominate one or more
1444 candidates for election to a three-year term as Financial
1445 Advisor.

1446 (4) Candidates may be nominated by petition for the Board
1447 of Trustees or the Financial Advisor, as specified in
1448 Section 9.6.

1449 (5) A report of the Nominating Committee shall be filed with
1450 the Secretary of the Association and be mailed to all
1451 certified member congregations, associate member
1452 organizations, and trustees on or before December 10,
1453 2012.

1454 (e) For elections at any regular General Assembly before 2019,
1455 no trustee shall be eligible for nomination for a term that
1456 would result in more than six years of continuous service.

1457 (f) This transition provision shall automatically be deleted from
1458 the bylaws following the regular General Assembly in 2018.

1459 **ARTICLE X Finance and Contracts**

1460 ***Section 10.1. Annual Budget.**

1461 The annual budget of the Association shall be adopted and may
1462 subsequently be amended by the Board of Trustees. A budget or
1463 budgets for the coming year or years shall be presented to each

1464 regular General Assembly for its consideration and such
1465 recommendation of financial priorities as the General Assembly may
1466 wish to make.

1467 **Section 10.2. Duties of Finance Committee.**

1468 The Finance Committee shall submit proposed annual budgets for
1469 the Association to the Board of Trustees and make
1470 recommendations to the Board with respect to major financial
1471 policies of the Association other than those pertaining to
1472 investments. It shall review the use made of specific funds held by
1473 the Association and shall also recommend long-range financial
1474 plans.

1475 **Section 10.3. Duties of Financial Advisor.**

1476 The Financial Advisor shall advise the President and the Board of
1477 Trustees on financial policy and shall assist the Board in long-range
1478 planning by reviewing the sources of funds, the application of funds
1479 designated for specific purposes, the balance between foreseeable
1480 income and proposed expenditures, and the overall financial welfare
1481 of the Association. From time to time the Financial Advisor shall
1482 report to the President and the Board findings and
1483 recommendations respecting the current financial affairs of the
1484 Association and long-range planning.

1485 **Section 10.4 Duties of Treasurer and Assistant**
1486 **Treasurers.**

1487 The Treasurer shall have custody of the corporate seal and the
1488 funds and other properties of the Association and shall have the
1489 usual duties of the Treasurer of a corporation. The Treasurer or the
1490 Board of Trustees may from time to time delegate or assign to each
1491 Assistant Treasurer specified duties and authority; and any person,
1492 firm, organization or corporation dealing with the Association may
1493 assume that any act performed by an Assistant Treasurer, including
1494 the execution, sealing and delivery of any document, has been
1495 performed pursuant to an effective delegation or assignment of
1496 authority as aforesaid, and the Association shall be bound
1497 accordingly.

1498 **Section C-10.5. Raising of Funds.**

1499 The Association shall raise capital and operating funds to carry out
1500 its purposes. It may also raise capital and operating funds for
1501 associate member organizations and independent affiliate
1502 organizations.

1503 **Section C-10.6. Funds Held for Others.**

1504 With the approval of the Board of Trustees, the Association may
1505 hold for investment and distribution funds belonging to or given for
1506 the benefit of a member congregation, associate member
1507 organization, independent affiliate organization, or other
1508 organizations. Such funds may be invested in the General
1509 Investment Fund of the Association unless they are subject to
1510 specific restrictions which require some other form of investment.

1511 **Section C-10.7. Responsibility for Investments.**

1512 (a) Board of Trustees. The Board of Trustees shall have ultimate
1513 responsibility for investing the funds belonging to or held by
1514 the Association.

1515 (b) Investment Committee. The Investment Committee shall
1516 supervise the investments of the Association subject to
1517 control by the Board of Trustees.

1518 ***Section 10.8. Contracts and Securities.**

1519 The President, Secretary, Recording Secretary, Treasurer, and
1520 Assistant Treasurer may sign and attest deeds, mortgages,
1521 contracts, and other documents to which the Association is a party.

1522 **Section C-10.9. Pension System.**

1523 The Association shall establish and maintain a pension system for
1524 ministers in fellowship with the Association.

1525 **Section 10.10. Fiscal Year.**

1526 The fiscal year of the Association shall be from July 1 to June 30.

1527 **Section C-10.11. Corporate Seal.**

1528 The seal of the Association shall be in such form as the Board of
1529 Trustees shall approve.

1530 **Section 10.12. Indemnification of Trustees, Officers,**
1531 **Employees, and Volunteers.**

1532 The Association, to the extent legally permissible, shall indemnify
1533 any trustee, officer, employee of the Association or volunteer
1534 elected by a General Assembly or appointed by the Board of
1535 Trustees of the Association to serve the Association, or persons
1536 formerly holding such positions, against all liabilities and expenses
1537 (including court costs, attorney's fees, and the amount of any
1538 judgment or reasonable settlement, fines and penalties) actually
1539 and necessarily incurred by any such person, subsequent to the
1540 adoption hereof, in connection with the defense of any claim
1541 asserted or threatened to be asserted against any such person, or
1542 any action, suit or proceeding in which any such person may be
1543 involved as a party, by reason of being or having been such trustee,
1544 officer, employee or volunteer or by reason of any action alleged to
1545 have been taken or omitted by any such person as such trustee,
1546 officer, employee or volunteer, except with respect to any matter as
1547 to which he or she shall have been adjudicated in any proceeding
1548 not to have acted in good faith in the reasonable belief that his or
1549 her action was in the best interests of the Association provided,
1550 however, that as to any matter disposed of by a compromise
1551 payment by such person, pursuant to a consent decree or
1552 otherwise, no indemnification either for said payment or for any
1553 other expenses shall be provided unless such compromise and
1554 indemnification therefore shall be approved:

1555 (a) by a majority vote of a quorum consisting of disinterested
1556 trustees;

1557 (b) if such quorum cannot be obtained, then by a majority vote of
1558 a committee of the Board of Trustees consisting of all the
1559 disinterested trustees;

1560 (c) if there are not two or more disinterested trustees in office,
1561 then by a majority of the trustees then in office, provided they
1562 have obtained a written finding by independent legal counsel
1563 appointed by a majority of the trustees to the effect that,
1564 based upon a reasonable investigation of the relevant facts as
1565 described such opinion, the person to be indemnified appears
1566 to have acted in good faith and in the reasonable belief that
1567 his or her action was in the best interests of the Association;

1568 (d) if not resolved by (a), (b) or (c), above, by a court of
1569 competent jurisdiction.

1570 If authorized in the same manner specified above for compromise
1571 payments, expenses, including attorney's fees actually and
1572 necessarily incurred by any such person in connection with the
1573 defense or disposition of any such action, suit or other proceeding
1574 may be paid from time to time by the Association in advance of the
1575 final disposition thereof upon receipt of (a) an affidavit of such
1576 individual of his or her good faith belief that he or she has met the
1577 standard of conduct necessary for indemnification under this
1578 Section and (b) an undertaking by such individual to repay the
1579 amount so paid to the Association if such person shall be
1580 adjudicated to be not entitled to indemnification under this Section,
1581 which undertaking may be accepted without reference to the
1582 financial ability of such person to make repayment. The right of
1583 indemnification herein provided shall inure to the benefit of the
1584 heirs, executors and administrators of each such trustee, [or] officer,
1585 employee or volunteer and shall not be deemed exclusive of any
1586 other rights to which any such person may be entitled under any
1587 statute, bylaw, agreement, vote of members or otherwise or to
1588 which any such person might have been entitled were it not for this

1589 provision. As used in this Section, an "interested" trustee or officer
1590 is one against whom in such capacity the proceeding in question, or
1591 other proceeding on the same or similar grounds, is then pending.

1592 **Section 10.13. Duties of the Audit Committee.**

1593 The Audit Committee shall oversee the annual audit of the financial
1594 statements of the Association by an independent certified public
1595 accounting firm and monitor the establishment and implementation
1596 of accounting policies and internal controls. Specific duties of the
1597 Audit Committee shall be set forth in a charter adopted by the Board
1598 which may be amended by the Board from time to time.

1599 **ARTICLE XI Ministry**

1600 **Section C-11.1. Ministerial Fellowship.**

1601 Each member congregation has the exclusive right to call and
1602 ordain its own minister or ministers, but the Association has the
1603 exclusive right to admit ministers to ministerial fellowship with the
1604 Association. Fellowship may be for the purposes of parish, religious
1605 education and/or community ministry as determined by action of the
1606 Ministerial Fellowship Committee.

1607 No minister shall be required to subscribe to any particular creed,
1608 belief, or interpretation of religion in order to obtain and hold
1609 fellowship.

1610 ***Section 11.2. Ministerial Fellowship Committee.**

1611 The Ministerial Fellowship Committee shall have exclusive
1612 jurisdiction over ministerial fellowship except as otherwise provided
1613 in these bylaws. It shall make rules governing ministerial fellowship,
1614 subject to the approval of the Board of Trustees.

1615 **Section 11.3. Admission to Fellowship.**

1616 A minister may be admitted to fellowship by the Ministerial
1617 Fellowship Committee, upon complying with the requirements of
1618 these Bylaws and the rules, policies, procedures and requests of
1619 the Committee. A minister who is admitted to fellowship shall be
1620 admitted to preliminary fellowship for a period of at least three
1621 years, be evaluated in ministry, and may thereafter be admitted to
1622 final fellowship.

1623 **Section 11.4. Fellowship Records.**

1624 The Executive Secretary of the Ministerial Fellowship Committee
1625 shall maintain up-to-date records of all ministers in fellowship with
1626 the Association. These records shall be available only to members
1627 of the committee, persons designated by the Committee, and, in
1628 cases of appeals, the Board of Review.

1629 **Section 11.5. Termination of Fellowship and
1630 Administrative Suspension.**

1631 The fellowship of a minister may be terminated by the Ministerial
1632 Fellowship Committee for unbecoming conduct, incompetence or
1633 other specified cause. Final fellowship may be terminated only after
1634 notice by the Committee and opportunity for a Fellowship Review
1635 before the Committee. During an investigation or the pending of a
1636 complaint, the Ministerial Fellowship Committee may suspend a
1637 minister until a final determination can be made on the minister's
1638 fellowship status.

1639 **Section 11.6. Reinstatement to Fellowship.**

1640 The Ministerial Fellowship Committee may reinstate in or readmit to
1641 fellowship a minister who has previously resigned from fellowship or
1642 whose fellowship has been suspended or terminated.

1643 **Section 11.7. Appeal.**

1644 A minister in final ministerial fellowship whose fellowship is
1645 terminated may appeal the determination of the Ministerial
1646 Fellowship Committee to the Board of Review. The Board of
1647 Review shall have exclusive jurisdiction to hear and decide such

1648 appeals. No other appeal shall be allowed from any decision of the
1649 Ministerial Fellowship Committee.

1650 **Section 11.8. Procedure on Appeal.**

1651 An appeal to the Board of Review may be heard by a panel of the
1652 Board selected as provided in its rules. The Board of Review or its
1653 panel hearing an appeal shall limit its review to an examination of
1654 the Ministerial Fellowship Committee's decision, and the information
1655 presented to the Committee, including the documents and other
1656 evidence compiled during the Fellowship Review, and the reasons
1657 articulated by the Ministerial Fellowship Committee for its decision
1658 terminating the minister's fellowship. If the minister requests
1659 consideration of newly discovered evidence, not previously
1660 presented to the Ministerial Fellowship Committee, then the matter
1661 shall be returned to the Ministerial Fellowship Committee for
1662 consideration of that evidence before the Board proceeds with the
1663 appeal. These Bylaws and the rules of the Ministerial Fellowship
1664 Committee shall be binding upon the Board of Review or its panel.
1665 The Ministerial Fellowship Committee's determination of fact and/or
1666 credibility will not be overturned unless no reasonable fact finder
1667 could have reached such determination, and disputes of fact are to
1668 be resolved in favor of the Ministerial Fellowship Committee's
1669 determination. The Board of Review or its panel may set aside the
1670 decision of the Ministerial Fellowship Committee only where
1671 necessary to correct or prevent manifest injustice. The Board of
1672 Review or its panel may remand the case in whole or in part to the
1673 Committee or take such other action as may be just. The Board of
1674 Review or its panel shall set forth its finding and conclusions and
1675 will serve upon the affected minister and the Ministerial Fellowship
1676 Committee. The decision shall be entered in the fellowship records
1677 and shall be final and binding upon all parties. No appeal shall be
1678 allowed from the decision of the Board of Review. The Board of
1679 Review shall make rules to carry out the intent of this section.

1680 **ARTICLE XII Religious Education Credentialing**

1681 **Section 12.1. Religious Education Credentialing.**

1682 Each member congregation has the exclusive right to employ its
1683 own religious educator, but the Association has the exclusive right
1684 to confer on religious educators a religious education credentialing
1685 status with the Association. No religious educator shall be required
1686 to subscribe to any particular creed, belief, or interpretation of
1687 religion in order to obtain and hold religious education credentialing
1688 status.

1689 **Section 12.2. Religious Education Credentialing
1690 Committee.**

1691 The Religious Education Credentialing Committee shall have
1692 exclusive jurisdiction over religious education credentialing except
1693 as otherwise provided herein. It shall make rules governing religious
1694 education credentialing, subject to the approval of the Board of
1695 Trustees.

1696 **Section 12.3. Achievement of Religious Education
1697 Credentialing Status.**

1698 A religious educator may achieve a religious education credentialing
1699 status by action of the Religious Education Credentialing
1700 Committee, upon complying with the requirements of these Bylaws
1701 and the rules, policies, procedures and requests of the committee.

1702 **Section 12.4. Religious Education Credentialing Levels.**

1703 The Religious Education Credentialing Committee shall adopt rules
1704 related to levels of religious education credentialing as follows:
1705 religious education credentialing includes Credentialed Religious
1706 Educator – Associate Level status, credentialed religious educator
1707 status, and Credentialed Religious Educator – Master Level status
1708 as determined by action of the Religious Education Credentialing
1709 Committee.

1710 **Section 12.5. Religious Education Credentialing
1711 Records.**

1712 The Executive Secretary of the Religious Education Credentialing
1713 Committee shall maintain up-to-date records of all religious

1714 educators who have achieved a status as a religious educator as
1715 described in Section 12.4 of these bylaws. These records shall be
1716 available only to members of the committee, persons designated by
1717 the Committee, and, in cases of appeals, the Board of Review.

1718 **Section 12.6. Termination or Administrative Suspension**
1719 **of Religious Education Credentialing Status.**

1720 The religious education credentialing status of a religious educator
1721 may be terminated by the Religious Education Credentialing
1722 Committee for unbecoming conduct, incompetence or other
1723 specified cause. Credentialing status may be terminated only after
1724 notice by the Committee and opportunity for a Religious Education
1725 Credentialing Status Review before the Committee. During an
1726 investigation or the pending of a complaint, the Religious Education
1727 Credentialing Committee may suspend a religious educator's
1728 credentialing status until a final determination can be made.

1729 **Section 12.7. Reinstatement of Religious Education**
1730 **Credentialing Status.**

1731 The Religious Education Credentialing Committee may reinstate in
1732 or readmit to religious education credentialing status a religious
1733 educator who has previously resigned from religious education
1734 credentialing status or whose religious education credentialing
1735 status has lapsed, been suspended or terminated.

1736 **Section 12.8. Appeal.**

1737 A religious educator with a religious education credentialing status
1738 whose status is terminated may appeal the determination of the
1739 Religious Education Credentialing Committee to the Board of
1740 Review. The Board of Review shall have exclusive jurisdiction to
1741 hear and decide such appeals. No other appeal shall be allowed
1742 from any decision of the Religious Education Credentialing
1743 Committee.

1744 **Section 12.9. Procedure on Appeal.**

1745 An appeal to the Board of Review shall be heard by a panel of the
1746 Board selected as provided in its rules. The Board of Review or its
1747 panel hearing an appeal shall limit its review to an examination of
1748 the Religious Education Credentialing Committee's decision,
1749 including the documents and other evidence compiled during the
1750 Religious Education Credentialing Status Review, and the reasons
1751 articulated by the Religious Education Credentialing Committee for
1752 its decision terminating the religious educator's credentialing status.
1753 If the religious educator requests consideration of newly discovered
1754 evidence, not previously presented to the Religious Education
1755 Credentialing Committee, then the matter shall be returned to the
1756 Religious Education Credentialing Committee for consideration of
1757 that evidence before the Board proceeds with the appeal. These
1758 Bylaws and the rules of the Religious Education Credentialing
1759 Committee shall be binding upon the Board of Review or its panel.
1760 The Religious Education Credentialing Committee's determination
1761 of fact and/or credibility will not be overturned unless no reasonable
1762 fact finder could have reached such determination, and disputes of
1763 fact are to be resolved in favor of the Religious Education
1764 Credentialing Committee's determination.

1765 The Board of Review or its panel may set aside the decision of the
1766 Religious Education Credentialing Committee only where necessary
1767 to correct or prevent manifest injustice. The Board of Review or its
1768 panel may remand the case in whole or part to the Religious
1769 Education Credentialing Committee or take such other action as
1770 may be just. The Board of Review or its panel shall set forth its
1771 finding and conclusions and shall be communicated to the affected
1772 religious educator and the Religious Education Credentialing
1773 Committee. The decision shall be entered in the religious education
1774 credentialing records and shall be final and binding upon all parties.
1775 No appeal shall be allowed from the decision of the Board of
1776 Review. The Board of Review shall make rules to carry out the
1777 intent of this section.

1778 **ARTICLE XIII Regional Organizations**

1779 **Section C-13.1. Districts.**

1780 The Association shall support areas of regional responsibility known
1781 as districts.

1782 ***Section C-13.2. Establishment.**

1783 The establishment of districts and the manner of determining which
1784 congregations are included in each district shall be in accordance
1785 with rules adopted by the General Assembly.

1786 **Section 13.3. Members.**

1787 All member congregations of the Association located within the
1788 district shall be entitled to be member congregations of that district.

1789 **Section C-13.4. Autonomy.**

1790 Each district shall be autonomous and shall be controlled by its own
1791 member congregations to the extent consistent with the promotion of
1792 the welfare and interests of the Association as a whole and of its
1793 member congregations.

1794 **Section 13.5. District Bylaws.**

1795 Each district shall adopt bylaws which are not in conflict with these
1796 Bylaws.

1797 **ARTICLE XIV Rules**

1798 **Section 14.1. Adoption and Amendment of Rules by**
1799 **General Assemblies.**

1800 A General Assembly may adopt Rules not inconsistent with these
1801 Bylaws. Adoption or amendment of Rules by a General Assembly
1802 shall be by two-thirds vote. Each Rule adopted by a General
1803 Assembly shall be identified by a "G" preceding its Rule number. A
1804 General Assembly may amend or repeal Rules adopted by prior
1805 General Assemblies or by the Board of Trustees, if the proposed
1806 Rules or amendments have been placed on the agenda. Rules and
1807 amendments thereto shall be submitted for inclusion on the agenda
1808 in the same manner as other resolutions. The provisions of this
1809 Section 14.1 do not apply to the Rules of Procedure contemplated
1810 by Section 4.19.

1811 **Section 14.2. Adoption and Amendment of Rules by the**
1812 **Board of Trustees.**

1813 The Board of Trustees may adopt Rules not inconsistent with these
1814 Bylaws and with Rules adopted by General Assemblies and may
1815 amend or repeal its Rules.

1816 **Section 14.3. Rules of Order.**

1817 The Rules contained in the current edition of *Robert's Rules of*
1818 *Order Newly Revised* shall govern the Association in all cases to
1819 which they are applicable and in which they are not inconsistent
1820 with these Bylaws and any Rules that may be adopted hereunder.

1821 **ARTICLE XV Amendment**

1822 **Section C-15.1. Amendment of Bylaws.**

1823 (a) These Bylaws may be amended by a two-thirds vote at a
1824 regular General Assembly if a proposed amendment has
1825 been placed on the agenda; provided, however, that
1826 proposals to amend or repeal a section of these Bylaws
1827 whose section number is preceded by a "C" (hereinafter a "C
1828 Bylaw"), or to add a new such section, shall be governed by
1829 subsections (b) or (c) hereof.

1830 (b) (1) A proposal to amend, repeal or add a new C Bylaw, other
1831 than those C Bylaws in Article II of these Bylaws, shall be
1832 subject to a two-step approval process. Such proposals
1833 must be placed on the agenda of a regular General
1834 Assembly and approved preliminarily by a majority vote at

1835 such regular General Assembly. Following such
 1836 preliminary approval, the proposal to amend, repeal or
 1837 add a new C Bylaw shall be placed on the agenda of the
 1838 next regular General Assembly for final adoption. Final
 1839 adoption shall require a two-thirds vote.

1840 (2) The text of a proposed amendment to a C Bylaw, other
 1841 than those bylaws in Article II, which has been approved
 1842 by one General Assembly, may be amended at any time
 1843 prior to final adoption. If the Moderator rules that the
 1844 amendment to the proposal is substantive, final adoption
 1845 shall only be by a subsequent General Assembly. Any
 1846 such proposal that has been under consideration for final
 1847 approval at three successive regular General Assemblies
 1848 shall not be subject to substantive amendment at the third
 1849 such regular General Assembly.

1850 (3) A proposal to amend a C Bylaw, other than those Bylaws
 1851 in Article II, which on any vote for final adoption receives
 1852 a majority but not a two-thirds vote, shall be placed on the
 1853 agenda of the next regular General Assembly, at which it
 1854 may be finally adopted if it receives the requisite approval.
 1855 If the proposal is not passed by a two-thirds vote at the
 1856 third regular General Assembly at which it is considered
 1857 for final approval, neither the proposal nor another
 1858 proposal that is substantively similar shall be placed on
 1859 the agenda of a General Assembly for two years.

1860 (c) (1) A proposal to amend, repeal or add a new C Bylaw in
 1861 Article II of these Bylaws shall be admitted to the agenda
 1862 of a regular General Assembly for the sole purpose of
 1863 determining whether the proposal shall be referred to a
 1864 commission appointed by the Board of Trustees for
 1865 review and study. Such a review shall involve member
 1866 congregations. A majority vote at a regular General
 1867 Assembly shall be required to refer such a proposal to the
 1868 study commission. Once the review and study of the
 1869 proposal is complete, which shall be completed in no
 1870 more than three years, the study commission shall submit
 1871 to the Planning Committee for inclusion on the agenda of
 1872 the next regular General Assembly following completion
 1873 of the review and study process the proposal in the form
 1874 originally presented to the regular General Assembly and
 1875 any amendments to the proposal that the study
 1876 commission recommends as a result of the review and
 1877 study process. All proposals regarding Article II of the
 1878 Bylaws that are placed on the agenda after review and
 1879 study (including amendments to such proposals
 1880 recommended by the study commission) shall require a
 1881 two-thirds vote for adoption. If the proposal does not
 1882 receive the requisite approval at the General Assembly
 1883 following the completion of the review and study process,
 1884 neither the proposal nor another proposal that is
 1885 substantively similar shall be placed on the agenda of a
 1886 General Assembly for two years.

1887 (2) A motion to dispense with the review and study process
 1888 with respect to a proposal to amend Article II shall be in
 1889 order at the General Assembly at which the review and
 1890 study process is authorized. A motion to dispense with
 1891 the review and study process shall require a four-fifths
 1892 vote for passage.

1893 (3) After completion of the review and study process,
 1894 proposals regarding Article II of the Bylaws shall not be
 1895 subject to substantive amendment. The Moderator shall
 1896 determine whether an amendment to such a proposal is
 1897 substantive.

1898 (4) If no review and study process of Article II has occurred
 1899 for a period of fifteen years, the Board of Trustees shall
 1900 appoint a commission to review and study Article II and to

1901 recommend appropriate revisions, if any, thereto to the
 1902 Board of Trustees. The Board of Trustees shall review
 1903 the recommendations of the study commission and, in its
 1904 discretion, may submit the recommendations of the study
 1905 commission to the Planning Committee for inclusion on
 1906 the agenda of the next regular General Assembly.
 1907 Notwithstanding anything to the contrary contained
 1908 herein, proposals to amend Article II which are
 1909 promulgated by a study commission in accordance with
 1910 this paragraph shall be subject to a two-step approval
 1911 process. Such proposals must be approved preliminarily
 1912 by a majority vote at a regular General Assembly.
 1913 Following such preliminary approval, the proposal shall be
 1914 placed on the agenda of the next regular General
 1915 Assembly for final adoption. Final adoption shall require
 1916 a two-thirds vote.

1917 ***Section 15.2. Submission of Proposed Amendment.**

1918 Proposed amendments to these Bylaws may be submitted only by:

1919 (a) the Board of Trustees;

1920 (b) the General Assembly Planning Committee;

1921 (c) the Commission on Appraisal;

1922 (d) not less than fifteen certified member congregations by action
 1923 of their governing boards or their congregations; such
 1924 proposed amendments to Bylaws must be received by the
 1925 Board of Trustees on February 1 whenever the regular
 1926 General Assembly opens in June; otherwise, not less than
 1927 110 days before the General Assembly; or

1928 (e) a district by official action at a duly called district meeting at
 1929 which a quorum is present, such proposed amendment to be
 1930 received by the Board of Trustees on February 1 whenever
 1931 the regular General Assembly opens in June; otherwise, not
 1932 less than 110 days before the next General Assembly.

1933 **RULES* of theUNITARIAN UNIVERSALIST**
 1934 **ASSOCIATION**

1935 *Rules whose section number is preceded by a "G" are those
 1936 adopted by a General Assembly and may be amended or repealed
 1937 only by a General Assembly, as provided in Section 14.1 of the
 1938 Bylaws.

1939 **RULE I Name**

1940 No existing rules applicable to Article I.

1941 **RULE II Principles and Purposes**

1942 **Rule G-2.1. Democratic Process.**

1943 Because the Association is committed to the use of the democratic
 1944 process, because its governing institutions are accountable to our
 1945 congregations, because accessibility is critical to countering
 1946 systemic and institutional oppression and because openness and
 1947 trust are characteristics of a healthy religious community, the UUA
 1948 Board shall establish policies to allow for the maximum
 1949 transparency of its proceedings and of the proceedings of all UUA
 1950 committees, commissions and task forces, consistent with their
 1951 effective functioning. These policies shall include:

- 1952 (a) providing advance notice of dates and locations of regular
 1953 business meetings, and making agendas, reports and
 1954 minutes available promptly;
- 1955 (b) providing avenues for comment on issues on the
 1956 meetings' agendas;
- 1957 (c) accommodating observers at regular business meetings,
 1958 with the exception of executive sessions.

1959
1960 Implementing this rule shall be the responsibility of the Board of
1961 Trustees. The Board shall designate a specific person or
1962 committee to whom comments about adherence to this rule may be
1963 addressed. The Board shall report to the General Assembly
1964 annually for the next three years on its implementation.

1965 **RULE III Membership**

1966 **Section C-3.3. Admission to Membership.**

1967 **Rule 3.3.1. New Congregations.**

1968 It is the policy of the Unitarian Universalist Association to encourage
1969 and assist the development of new congregations as well as to
1970 support and aid existing member congregations as stated in the
1971 purposes of the Association.

1972 **Rule 3.3.2. Procedure for Admission.**

1973 A church or fellowship may become a member of the Association
1974 upon approval by the Board of Trustees of the Association of a
1975 written application for membership.

1976 The application shall include:

- 1977 (a) a statement that the applicant subscribes to the principles of
1978 the Association and pledges itself to support the Association;
- 1979 (b) a copy of the articles of incorporation or other organizing
1980 documents and the bylaws of the applicant;
- 1981 (c) the names and addresses of the charter members sufficient in
1982 number to satisfy the minimum membership requirements;
1983 and
- 1984 (d) an initial payment in an amount of no less than the Fair Share
1985 contribution to the Association's Annual Program Fund, pro-
1986 rated for the portion of the Association's fiscal year remaining
1987 as of the date of application.

1988 **Rule 3.3.3. Membership Requirements for Admission.**

1989 A new congregation, to be recognized as a member of the
1990 Association, must have thirty (30) of its adult members be members
1991 solely of the new congregation.

1992 **Rule 3.3.4. Multiple Local Congregations.**

1993 In many communities the liberal religious movement may be better
1994 served by the establishment of two or more member congregations.

- 1995 (a) It is ordinarily desirable that a new congregation should have
1996 the active support and sponsorship of any member
1997 congregation or congregations located in the same
1998 geographic area.
- 1999 (b) The Association will neither initiate nor recognize such a new
2000 congregation until after the Association has consulted by mail
2001 or by interview with any member congregation or
2002 congregations located in the same geographic area. Such
2003 consultation shall include a request for letters from the
2004 presiding officer of the congregation's governing board and
2005 minister of such congregation(s) stating judgment regarding
2006 the establishment and/or recognition of the new congregation.
2007 The Association may proceed to assist in organizing or
2008 recognizing the new congregation despite local protest or
2009 objection if the Association believes that such action is in the
2010 best interests of the entire movement and that it will
2011 strengthen the total Unitarian Universalist position in the
2012 community.

2013 **Rule 3.3.5. Rules and Regulations for New 2014 Congregations.**

2015 It is essential that Unitarian Universalist congregations be
2016 affirmative in spirit, inclusive in fellowship, and mutually supportive
2017 in their relationships with other congregations. The following

2018 statements represent the Association's best judgment as to the
2019 meaning of this general statement and shall be used by staff and
2020 the Board in determining action upon applications for membership.

- 2021 (a) In receiving the application of a new congregation for
2022 membership in the Association, the Congregational Services
2023 staff shall satisfy itself that the group is making its application
2024 in good faith and that it will make a sincere effort to carry out
2025 the purposes of the Association. (See specifically Article II of
2026 the Bylaws.)
- 2027 (b) The Association interprets its statements of purpose to mean
2028 that no congregation may be accepted into membership if its
2029 bylaws exclude from its local membership any person
2030 because of race, ethnicity, gender, disability, affectional or
2031 sexual orientation, language, citizenship status, economic
2032 status, or national origin.
- 2033 (c) All member congregations must be congregational in polity;
2034 the final authority to make decisions must be vested in the
2035 legal membership of the congregation.
- 2036 (d) Member congregations shall project and embark upon a
2037 balanced program of religious activity including adult worship
2038 and/or discussion and when feasible establishment of a
2039 church school in the Unitarian Universalist tradition.
- 2040 (e) New congregations are expected to establish and maintain
2041 cooperative relations with Unitarian Universalist agencies, as
2042 appropriate and feasible.
- 2043 (f) A congregation should be incorporated when possible under
2044 the laws of the state in which it exists. A congregation shall
2045 include in its articles of incorporation or other organizing
2046 documents a clause providing that the assets of the
2047 congregation will be transferred upon dissolution to the
2048 Association. Notwithstanding the foregoing, if a congregation
2049 obtains the prior written consent of the Association's Board of
2050 Trustees, the congregation may name an organization that is
2051 affiliated with the Association (such as a district, camp,
2052 conference center or other congregation) as the recipient of
2053 the congregation's assets upon dissolution.

2054 **Rule 3.3.6. Order of Administrative Procedure.**

2055 The order of administrative procedure:

- 2056 (a) Application for congregational membership in the Association
2057 will first be referred to UUA staff.
- 2058 (b) UUA staff will seek information and advice with respect to all
2059 applications as follows:
 - 2060 U.S. Congregations – District President
 - 2061 Other Congregations – Executive Officer of appropriate
2062 Unitarian or Universalist or Unitarian Universalist
2063 international group, if any.
- 2064 (c) UUA staff will make its recommendation to the President of
2065 the Association, and the President shall then make
2066 recommendations to the Board of Trustees of the UUA for its
2067 final action.

2068 **Section C-3.5. Certification of Membership.**

2069 **Rule 3.5.1. Required Annual Report.**

2070 In each fiscal year of the Association (July 1 to June 30), each
2071 member congregation shall file with the Secretary of the Association
2072 an Annual Report on the form and in the manner provided by the
2073 Association. The Annual Report shall include a certification by a
2074 minister or principal officer of the member congregation stating (a)
2075 whether or not the member congregation complied with the
2076 conditions set forth in Section C-3.5 of the Bylaws during the
2077 Association's prior fiscal year and (b) that the information provided
2078 to the Association in the Annual Report is true and correct to the
2079 best of the minister's or principal officer's knowledge.

2080 For purposes of determining compliance with Section C-3.5 of the
2081 Bylaws, a member congregation shall be deemed to have
2082 conducted 'regular religious services' if it has held at least 10
2083 services during the fiscal year.

2084 A member congregation's Annual Report for a particular fiscal year
2085 and, if submitted separately, the related certification must be
2086 received by the Association on or before February 1 following the
2087 close of that fiscal year whenever the regular General Assembly
2088 opens in June and otherwise on or before the close of business on
2089 the last business day which is at least 110 days before the date of
2090 the General Assembly next following the close of that fiscal year. If
2091 a member congregation's related certification is not received by the
2092 applicable deadline, it will still be deemed timely filed if the member
2093 congregation submits to the Association proof that it was mailed in
2094 accordance with the provisions of Rule G-13.4.2. Such proof may
2095 be in the form of a stamped or validated receipt for Registered or
2096 Certified Mail or a sworn statement attesting to the proper
2097 submission of the certification signed by the person responsible for
2098 its mailing.

2099 **Rule 3.5.2. Inactive Congregations**

2100 In September of each year UUA staff shall initiate the process of
2101 contacting congregations in the inactive category to determine their
2102 status.

2103 This process includes:

- 2104 (a) requesting a list of congregations that have failed to submit
2105 an annual report for three consecutive fiscal years
- 2106 (b) forwarding this list to the UUA's District Staff with copies to
2107 District Presidents and District Trustees for their information
- 2108 (c) upon receipt of the annual inactive congregations list and
2109 pursuant to the UUA's by-laws section C-3.6, the UUA's
2110 District staff shall follow up with any congregation in their
2111 district
- 2112 (d) after follow up the District staff shall make a recommendation
2113 about each congregation's status to the UUA Board for action
2114 at its April meeting.

2115 **Section C-3.7. Associate Member Organizations.**

2116 **Rule 3.7.1. Limitation of Associate Membership.**

2117 It shall be the policy of the Board of Trustees to limit admissions to
2118 associate membership to major continent-wide organizations.

2119 **Rule 3.7.2. Non-Segregation.**

2120 Each associate member organization shall in all aspects of its work
2121 refrain from the practice of segregation based on race, ethnicity,
2122 gender, disability, affectional or sexual orientation, language,
2123 citizenship status, economic status, or national origin. This rule is
2124 not intended to preclude associate member organizations designed
2125 to benefit groups organized to ensure their fuller participation in the
2126 larger society and to fulfill their unique spiritual needs.

2127 **Rule 3.7.3. Application for Associate Membership.**

2128 Each applicant for membership shall submit with its application:

- 2129 (a) an attested copy of its charter and, unless it is included in the
2130 charter, an attested copy of its purposes, objectives, and
2131 bylaws;
- 2132 (b) the approximate number of members in the organization;
- 2133 (c) a list of principal officers with their personal mail addresses
2134 and the principal mail address of the organization;
- 2135 (d) a financial statement showing income and expenses for the
2136 latest fiscal year preceding the date of filing and showing
2137 assets, liabilities and net worth as of the end of such fiscal
2138 year;
- 2139 (e) the dates upon which its governing board met during the
2140 twelve months immediately preceding the date of filing;

2141 (f) any yearly reports of its governing body and its principal
2142 officers sent to members during the twelve months
2143 immediately preceding the date of filing;

2144 (g) evidence that it enjoys tax exempt status:

- 2145 (1) under Section 501(c)(3) of the U.S. Internal Revenue
2146 Code of 1954;
- 2147 (2) as a registered charity as provided for in the Income
2148 Tax Act (Canada); or
- 2149 (3) under the laws of the country governing the applicant's
2150 tax status;

2151 (h) if the applicant does not enjoy tax exempt status, the reason
2152 or reasons it does not;

2153 (i) a statement outlining the intended use of associate
2154 membership, if granted, and the goals and objectives of the
2155 organization that will be served by such use;

2156 (j) a statement outlining what advantage it is believed there
2157 would be to the Association and to the furtherance of the
2158 principles of the Association outlined in Bylaw Section C-
2159 2.2; and

2160 (k) any other information which the Board of Trustees of the
2161 Association shall require.

2162 (l) The contribution contemplated by Rule 3.7.10.

2163 **Rule 3.7.4. Annual Report.**

2164 Except in the year when it is admitted to membership, each
2165 associate member shall send to the Association on or before April
2166 30 (i) an annual report which shall include the data required by
2167 subsections (b), (c), (d), (e) and (f) of Rule 3.7.3 and any other
2168 information which the Board of Trustees shall require and (ii) the
2169 contribution contemplated by Rule 3.7.10. If an associate member
2170 fails to comply with the provisions of this Rule, the Board of
2171 Trustees shall at its next regular meeting consider a finding of non-
2172 compliance and the termination of the associate membership status
2173 of such organization.

2174 **Rule 3.7.5. Report of Changes.**

2175 Each associate member shall send the Association an attested
2176 copy of any changes in its charter, purposes, objectives, or bylaws
2177 as soon as any such changes are made, and shall notify the
2178 Association immediately of any change in its tax exempt status.

2179 **Rule 3.7.6. Representation of Associate Membership.**

2180 No organization shall claim or represent in any manner that it is an
2181 associate member of the Association until such membership is
2182 voted by the Board of Trustees; and if and when any organization's
2183 associate membership expires or it is terminated, that organization
2184 shall immediately cease to claim, represent or imply in any manner
2185 that it is an associate member of the Association.

2186 **Rule 3.7.7. Mailing List.**

2187 Each associated member shall place the Association on its regular
2188 mailing list.

2189 **Rule 3.7.8. Additional Criteria for Admission.**

2190 Before granting associate membership, the Board of Trustees shall
2191 determine that the granting of such associate membership is likely
2192 to be of substantial benefit to the Unitarian Universalist movement.

2193 **Rule 3.7.9. Yearly Grant of Associate Membership.**

2194 Associate membership for all new or existing associate members
2195 shall be granted by the Board of Trustees for a designated one year
2196 period or portion thereof.

2197 **Rule 3.7.10. Associate Member Contributions.**

2198 The contribution required to be submitted with an application for
2199 associate membership is \$500 for any applicant whose budget for

2200 the 12 months preceding its application for associate membership
2201 was \$1,000,000 or more and \$250 for any applicant whose budget
2202 for the 12 months preceding its application for associate
2203 membership was less than \$1,000,000. The contribution required to
2204 be submitted with an associate member's annual report is \$500 for
2205 any associate member whose budget for the 12 months preceding
2206 the due date of the annual report was \$1,000,000 or more and \$250
2207 for any associate member whose budget for the 12 months
2208 preceding the due date of the annual report was less than
2209 \$1,000,000.

2210 **Section C-3.8. Independent Affiliate Organizations.**

2211 **Rule 3.8.1. Application for Independent Affiliate Status.**

2212 Each applicant for independent affiliate status shall submit with its
2213 application:

2214 (a) an attested copy of its charter, and, unless it is included in the
2215 charter, an attested copy of its purposes, objectives, and
2216 bylaws;

2217 (b) the number of members or member groups in the organization;

2218 (c) a list of the principal officers with their personal mail addresses,
2219 congregation membership or congregation where settled if the
2220 officer is a fellowshipped minister serving a Unitarian
2221 Universalist congregation, and the principal mail address of the
2222 organization;

2223 (d) the contribution contemplated by rule 3.8.9;

2224 (e) a financial statement showing income and expenses for the
2225 latest fiscal year preceding the date of filing and showing
2226 assets, liabilities and net worth as of the end of such fiscal
2227 year;

2228 (f) the dates upon which its governing board met during the twelve
2229 months immediately preceding the date of filing;

2230 (g) any yearly reports of its governing body and its principal officers
2231 sent to members during the twelve months immediately
2232 preceding the date of filing;

2233 (h) evidence of whether it enjoys tax exempt status:

2234 (1) under Section 501(c)(3) of the U.S. Internal Revenue Code
2235 of 1954;

2236 (2) as a registered charity as provided for in the Income Tax
2237 Act (Canada); or

2238 (3) under the laws of the country governing the applicant's tax
2239 status;

2240 (i) if the applicant does not enjoy tax exempt status, the reason or
2241 reasons it does not;

2242 (j) a statement outlining how its purpose, mission and structure
2243 models interdependence through engagement with our
2244 member congregations, coordination or collaboration of effort
2245 and resources; and a statement outlining how the organization
2246 supports the transformation of institutions and our world to be
2247 aligned with those values expressed in our Principles; and

2248 (k) any other information which the Board of Trustees of the
2249 Association shall require.

2250 **Rule 3.8.2. Non-Segregation.**

2251 Each independent affiliate organization shall in all aspects of its
2252 work refrain from the practice of segregation based on race,
2253 ethnicity, gender, disability, affectional or sexual orientation,
2254 language, citizenship status, economic status, or national origin.
2255 This rule is not intended to preclude independent affiliate
2256 organizations designed to benefit groups organized to ensure their
2257 fuller participation in the larger society and to fulfill their unique
2258 spiritual needs.

2259 **Rule 3.8.3. Annual Contribution and Report.**

2260 Except in the year when it is admitted to independent affiliate status,
2261 each independent affiliate organization shall send the Association
2262 on or before April 30 (i) an annual report which shall include the
2263 data required by subsections (b), (c), (f), (g) and (h) of Rule 3.8.1

2264 and any other information which the Board of Trustees shall require
2265 and (ii) the contribution contemplated by Rule 3.8.9. If an
2266 independent affiliate organization fails to comply with the provisions
2267 of this Rule, the Board of Trustees shall at its next regular meeting
2268 consider a finding of non-compliance and the termination of the
2269 independent affiliate status of such organization.

2270

2271 **Rule 3.8.4. Report of Changes.**

2272 Each independent affiliate organization shall send the Association
2273 an attested copy of any changes in its charter, purposes, objectives,
2274 or bylaws as soon as any such changes are made and shall notify
2275 the Association immediately of any change in its tax exempt status.

2276

2277 **Rule 3.8.5. Representation of Independent Affiliate 2278 Status.**

2279 No organization shall claim or represent in any manner that it is an
2280 independent affiliate with the Association until such status is voted
2281 by the Board of Trustees; and if and when any organization's
2282 independent affiliate status expires or it is terminated, that
2283 organization shall immediately cease to claim, represent or imply in
2284 any manner that it is affiliated with the Association.

2285 **Rule 3.8.6. Mailing List.**

2286 Each independent affiliate organization shall place the Association
2287 on its regular mailing list.

2288 **Rule 3.8.7. Additional Criteria for Admission.**

2289 Before granting independent affiliate status, the Board of Trustees
2290 shall determine that such affiliation is likely to be of substantial
2291 benefit to the Unitarian Universalist movement.

2292 **Rule 3.8.8. Yearly Grant of Independent Affiliate Status.**

2293 Independent affiliate status for all new or existing independent
2294 affiliate organizations shall be granted by the Board of Trustees for
2295 a designated one year period or portion thereof.

2296 **Rule 3.8.9. Independent Affiliate Contributions.**

2297 The contribution required to be submitted with an application for
2298 independent affiliate status and with an independent affiliate's
2299 annual report is \$100.

2300 **RULE IV General Assembly**

2301 **Section 4.6. Notice of Meetings.**

2302 **Rule 4.6.1. Mailing of Notice.**

2303 Notice of each regular and special General Assembly shall be given
2304 not less than sixty days before the date thereof to each certified
2305 member congregation, associate member organization, and trustee.
2306 Such notice shall be given by the Secretary or the Recording
2307 Secretary.

2308 **Rule 4.6.2. Time of Notice.**

2309 Notice so sent shall be sufficient if mailed at Boston,
2310 Massachusetts, sixty days before any such General Assembly,
2311 addressed to the persons who according to the records of the
2312 Association are entitled thereto hereunder and sent to the
2313 addresses which appear on said records. When the Secretary in
2314 his or her absolute discretion finds it desirable and practicable, a
2315 copy of the notice shall be inserted in the denomination's
2316 publication most widely circulated within the denomination in the
2317 issue which will be circulated as nearly sixty days before the
2318 General Assembly as possible.

2319 **Rule 4.6.3. Content of Notice.**

2320 Such notice shall contain the date, time, and place where the
2321 General Assembly is to be held and shall state only that the
2322 business to be transacted will be set forth in the official agenda
2323 issued in accordance with the Bylaws. Such agenda need not
2324 accompany the notice. The original of such notice shall be signed
2325 by the Secretary or Recording Secretary and be made a part of the
2326 minutes of the General Assembly to which it pertains. The
2327 signature of the Secretary or Recording Secretary on copies of any
2328 such notice may be printed or typewritten.

2329 **Section C-4.7. Voting.**

2330 **Rule G-4.7.1. Recording the Vote on Resolutions.**

2331 The vote on resolutions shall be recorded as having been adopted:

- 2332 (a) unanimously; or
- 2333 (b) by a vote of two-thirds or more; or
- 2334 (c) by a specified vote for or against.

2335 When any resolution is reported by the Association, the recorded
2336 vote on each resolution shall be included.

2337 **Section C-4.9. Accreditation of Delegates.**

2338 **Rule G-4.9.1. Number of Delegates.**

2339 The Secretary of the Association shall, consistent with the Bylaws of
2340 the Association, determine the number of delegates to which each
2341 certified member congregation and associate member organization
2342 is entitled. The determinations of the Secretary may be appealed to
2343 the Board of Trustees.

2344 **Rule 4.9.1A. Merged, Consolidated, or Dissolved
2345 Congregations.**

2346 In the event a certified member congregation dissolves or merges
2347 or consolidates with another congregation subsequent to its filing
2348 the certified member certification form prescribed by Rule 3.5.1, any
2349 delegate credentials outstanding on the date of dissolution or
2350 merger or consolidation are thereby rendered null and void. In the
2351 event of merger or consolidation, the merged or consolidated
2352 certified member congregation shall be entitled during the current
2353 fiscal year of the Association to the number of delegate credentials
2354 that reflects the total membership of the merged or consolidated
2355 congregation or to the number of delegate credentials that the
2356 certified member congregations merging or consolidating would
2357 have been entitled to but for the merger or consolidation, whichever
2358 is less.

2359 **Rule 4.9.2. Settled Ministers.**

2360 A settled minister for the purpose of accreditation as a delegate
2361 pursuant to Bylaw Section 4.8 (b) is (a) a minister engaged by a
2362 certified member congregation in compensated ministerial activities
2363 which constitute fifty percent or more of a typical work schedule or
2364 (b) a community minister who (1) maintains active involvement in
2365 such congregation, (2) has written agreement with the congregation,
2366 (3) is in affiliation with the congregation; and (4) is compensated for
2367 community ministry work which constitutes fifty percent or more of a
2368 typical work schedule recognized by the congregation as ministry.
2369 A congregation is entitled to the number of accredited community
2370 minister delegates equal to the number of delegates to which it is
2371 entitled under Bylaw Section 4.8(a). A minister emeritus/a shall
2372 previously have settled in such congregation as described in this
2373 Rule. A certified member congregation shall certify in writing that its
2374 minister delegates meet the criteria for minister in accordance with
2375 this Rule.

2376 **Rule G-4.9.3. Mailing of Credential Cards.**

2377 Not less than forty-five days prior to each General Assembly, the
2378 Secretary of the Association shall send to each certified member
2379 congregation and associate member organization entitled to be

2380 represented by delegates the proper number of delegate
2381 credentials. The Secretary shall also furnish trustees with
2382 credentials.

2383 **Rule 4.9.4. Issuance of Duplicate Credential Card.**

2384 If a person who has been duly constituted a delegate arrives at a
2385 General Assembly without a properly executed Credential Card, the
2386 person may apply to the Secretary of the Association, or to one or
2387 more persons designated by the Secretary, for a special certificate
2388 of accreditation. The application shall be in writing on a form
2389 provided by the Secretary of the Association. It shall be signed by
2390 the applicant under the penalties of perjury. The certificate shall
2391 contain at least the following:

- 2392 (a) the name of the congregation or associate member
2393 organization involved;
- 2394 (b) in the case of a delegate representing a member congregation
2395 other than a settled minister or emerita/us minister or an
2396 accredited director of religious education, a statement that the
2397 applicant is a member of that congregation; or in the case of a
2398 delegate representing an associate member organization, a
2399 statement that the applicant is a member of a certified member
2400 congregation;
- 2401 (c) a statement that the person was designated as a delegate
2402 under established procedures of the congregation or is a
2403 settled minister or emerita/us minister thereof or is an
2404 accredited director of religious education employed in the
2405 congregation, or was designated as a delegate of an
2406 associate member organization; and
- 2407 (d) a brief statement as to why the applicant is not able to present
2408 an official and properly executed accrediting card.

2409 **Rule 4.9.5. Alternate Delegates.**

2410 Each certified member congregation may, in accordance with its
2411 own Bylaws or procedures, designate alternate delegates to any
2412 General Assembly in such number, not in excess of the number of
2413 delegates to which it is entitled, as it may determine. Alternate
2414 delegates shall be members of the certified member congregation
2415 they represent. All alternates appointed must be provided by the
2416 member congregation with a certification of their appointment
2417 signed by an officer of the congregation.

2418 **Rule G-4.9.6. Delegate Status.**

2419 Delegates and alternates may be designated to attend each
2420 General Assembly to be held in any fiscal year of the Association or
2421 only a particular General Assembly as each member congregation
2422 shall determine.

2423 **Rule 4.9.7. Issuance of Alternate Credentials.**

2424 In order to be issued credentials admitting the alternate as a
2425 delegate to the General Assembly, the alternate must present such
2426 certification and credential card and delegate badge of the delegate
2427 for whom such person is serving as alternate.

2428 **Rule G-4.9.8. Payment of Registration Fee.**

2429 All delegates, alternates and trustees must pay a registration fee in
2430 order to be admitted to the floor and vote at the General Assembly.

2431 **Rule 4.9.9. Amount of Fees.**

2432 The registration fee shall be set by the Board of Trustees.

2433 **Section 4.12. UUA Statements of Conscience and
2434 Study/Action Issues for Social Justice.**

2435 **Rule G-4.12.1. Report of Comments on UUA Statements
2436 of Conscience.**

2437 The Commission on Social Witness shall report to the General
2438 Assembly in summary fashion those comments on UUA Statements

2439 of Conscience submitted to it by member congregations and
2440 districts.

2441 Rule G-4.12.2. Study/Action Issues for Social Justice.

2442 The Commission on Social Witness shall prepare (and the Board of
2443 Trustees shall include with the Tentative Agenda) a report
2444 summarizing the numbers and topics of the proposed
2445 Congregational Study/Action Issues submitted by the certified
2446 member congregations districts, and sponsored organizations as
2447 defined in Section 4.12(a)(1), and the criteria which it used in
2448 selecting proposed Congregational Study/Action Issues included in
2449 the Congregational Poll. Each proposed Congregational
2450 Study/Action Issue that appears on the Tentative Agenda shall be
2451 accompanied by previous General Resolutions, actions and
2452 statements on related issues, with dates (if applicable), and the
2453 names or number of congregations submitting issues included
2454 within such proposed Congregational Study/Action Issue.

**2455 Rule G-4.12.3 Report on Implementation of UUA
2456 Statements of Conscience.**

2457 The UUA Administration shall report at each regular General
2458 Assembly regarding implementation of UUA Statements of
2459 Conscience with particular reference to the most recently adopted
2460 Statement of Conscience. Such report shall summarize
2461 implementation by member congregations, Districts, UUA staff and
2462 other Unitarian Universalist groups.

**2463 Rule 4.12.4 Mini-Assembly on UUA Statement of
2464 Conscience**

2465 During the regular General Assembly referred to in Section
2466 4.12(d)(1), a mini-assembly shall be held during which the proposed
2467 amendments to the revised UUA Statement of Conscience shall be
2468 accepted in writing. All such amendments shall be made available
2469 in writing to the General Assembly. The Commission on Social
2470 Witness shall finalize the UUA Statement of Conscience, and the
2471 chairperson of the Commission on Social Witness, in consultation
2472 with the moderator of the General Assembly, the parliamentarian
2473 and legal counsel, shall prioritize unincorporated amendments for
2474 consideration by the General Assembly.

**2475 Section 4.16. Additions to the Agenda of Regular
2476 General Assemblies.**

**2477 Rule G-4.16.1. General Assembly Actions of Immediate
2478 Witness, and Responsive Resolutions.**

2479 The Moderator shall take such steps as the Moderator considers
2480 practical to advise delegates and other persons or bodies as early
2481 as possible, preferably in writing, of the contents of any actions or
2482 resolutions presented to the General Assembly which are not on the
2483 Final Agenda and which are admitted to the agenda pursuant to
2484 Article IV, Section 4.16 of the Bylaws; and some time shall be
2485 scheduled when the sponsor(s) of the action(s) or resolution(s) can
2486 discuss the action or resolution with those interested.

2487 Section 4.18. Agenda Rules.

**2488 Rule G-4.18.1. Notice to Member Congregations and
2489 Districts.**

2490 By November 1 whenever in the fiscal year the General Assembly
2491 opens in June, otherwise not less than two hundred and ten days
2492 before each regular General Assembly, each certified member
2493 congregation and district shall be notified of the dates for submitting
2494 items for the Tentative and Final Agenda, the procedure to be
2495 followed, and the forms to be used.

**2496 Rule G-4.18.2. Business Resolutions and Study/Action
2497 Issues for Social Justice.**

2498 A Study/Action Issue for Social Justice is one that deals with issues
2499 of public policy within the province of the Department of Faith in

2500 Action. A Business Resolution directly involves the administration
2501 and structure of the Association.

2502 Any resolution submitted which, taken as a whole, has as its
2503 purpose the making of a statement of social concern or principle
2504 shall be deemed to be a Study/Action Issue for Social Justice.

2505 A Study/Action Issue for Social Justice or a UUA Statement of
2506 Conscience appearing on the Final Agenda shall not be amended
2507 so as to become a Business Resolution.

2508 Rule G-4.18.3. Congregational Poll.

2509 At the time of the mailing of the Tentative Agenda each certified
2510 member congregation shall be requested to report by February 1,
2511 on a form provided whether it recommends or does not recommend
2512 for action by the General Assembly the Business Resolutions,
2513 proposed Congregational Study/Action Issues in the first Cycle
2514 year, and draft UUA Statements of Conscience in the Fourth Cycle
2515 year, or any additional years thereto pursuant to Section 4.12(d)(2)
2516 appearing on the Tentative Agenda, including the alternative
2517 versions of Business Resolutions (if any) submitted by the Board of
2518 Trustees. The recommendation with respect to each proposed
2519 resolution or issue must be certified by the minister, clerk or
2520 president of that congregation as being within the procedures of that
2521 congregation. Only a Business Resolution which a majority of the
2522 congregations voting on the resolution recommends for the action
2523 shall be eligible to be included on the Final Agenda from the
2524 Congregational Poll. If there is more than one version of a
2525 Business Resolution on the Tentative Agenda, the subject of the
2526 resolution shall be considered a single item on the Tentative
2527 Agenda and the Congregational Poll. All versions shall be listed
2528 consecutively within that item. An aye vote by a congregation for
2529 one or more versions shall be counted an aye vote for inclusion of a
2530 resolution on the subject in the Final Agenda. If support for the
2531 subject matter of the resolution is sufficient to make it eligible for
2532 inclusion on the Final Agenda, the version that receives the highest
2533 number of votes by the participating congregations shall be the one
2534 eligible for inclusion on the Final Agenda. From the Business
2535 Resolutions eligible from the Congregational Poll, the Board of
2536 Trustees shall include on the Final Agenda not more than the eight
2537 Business Resolutions receiving the highest number of
2538 "recommended for action" votes on the Congregational Poll. The
2539 Board of Trustees may also include on the Final Agenda alternative
2540 versions of Business Resolutions which are germane to those
2541 selected through the Congregational Poll. In the first Cycle year,
2542 the Board of Trustees also shall include on the Final Agenda not
2543 more than the five proposed Congregational Study/Action Issues
2544 receiving a majority of votes and the highest number of
2545 "recommended for action" votes on the Congregational Directives
2546 for General Assembly Action, provided that at least twenty-five
2547 percent (25%) of the congregations participated in the ballot vote for
2548 such proposed Congregational Study/Action Issues. If the number
2549 of proposed Congregational Study/Action Issues recommended for
2550 action in the Congregational Poll exceeds five and there is more
2551 than one such issue in fifth position as a result of a tie vote, all
2552 issues in fifth position shall be referred to the Final Agenda by the
2553 Commission on Social Witness. In the fourth Cycle year, or any
2554 additional years thereto pursuant to Section 4.12(d)(2), the Board of
2555 Trustees shall further include on the Final Agenda a proposed UUA
2556 Statement of Conscience, provided that at least twenty-five percent
2557 (25%) of the congregations participated in the ballot vote for such
2558 draft UUA Statement of Conscience. A report of the vote by which
2559 each resolution on the Tentative Agenda was or was not
2560 "recommended for action" shall be included on the Final Agenda.
2561 All Business Resolutions that are included on the Final Agenda
2562 shall be discussed during the General Assembly in a mini-
2563 assembly.

2564 **Rule 4.18.4. Matters Submitted by Districts**

2565 In the event that a proposed amendment to a Rule or to a Business
2566 Resolution that was submitted by a district is to be considered at a
2567 General Assembly, the district that submitted the proposed
2568 amendment or resolution may, in accordance with its own
2569 procedures, designate a representative to speak in support of the
2570 amendment or resolution at the General Assembly. The
2571 representative must be provided by the district with a certification of
2572 the representative's appointment signed by an officer of the district.

2573 **Section 4.19. Rules of Procedure.**

2574 **Rule G-4.19.1. Adoption of Rules of Procedure.**

2575 The Board of Trustees shall offer rules of procedure for adoption at
2576 the first session of each General Assembly.

2577 **RULE V Committees of the Association**

2578 No existing rules applicable to Article V.

2579 **RULE VI Board of Trustees**

2580 **Section 6.4. Election of Trustees.**

2581 **Rule 6.4.1. Division of Districts for Election Purposes.**

2582 The Trustees representing districts are divided into the following two
2583 groups:

2584	GROUP A	GROUP B
2585	Clara Barton	Ballou Channing
2586	Florida	Central Midwest
2587	Mid-South	Heartland
2588	Mountain Desert	Joseph Priestley
2589	Ohio Meadville	Massachusetts Bay
2590	Pacific Northwest	Metropolitan New York
2591	Pacific Southwest	Northern New England
2592	Southwest	Pacific Central
2593	St. Lawrence	Prairie Star
2594		Southeast

2595 **Section 6.6. Qualifications of Trustees.**

2596 **Rule 6.6.1. Multiple Memberships.**

2597 For purposes of applying the Bylaw provision that no more than one
2598 trustee shall be a member of the same member congregation, a
2599 person holding membership in more than one member congregation
2600 shall be treated as being a member only of that member
2601 congregation whose services such person most regularly attends.
2602 The Secretary shall make any determinations required by this rule,
2603 subject to appeal to the Board of Trustees, with the affected trustee
2604 or trustees not voting.

2605 **Rule 6.6.2. Implementation of Section 6.6.**

2606 If at the close of a General Assembly election, the results are such
2607 that, except for the provisions of Section 6.6, more than one person
2608 from the same congregation would serve at the same time on the
2609 Board of Trustees,

2610 (a) if the conflict arises solely from the election just held the
2611 Secretary of the Association shall thereupon declare that the
2612 persons so elected are disqualified and that the offices to
2613 which they have been so elected are vacant and are to be
2614 filled as provided in the Bylaws.

2615 (b) if the conflict arises because one person from a congregation
2616 is already serving on the Board of Trustees and another
2617 person from that congregation has just been so elected the
2618 Secretary of the Association shall declare that the person just
2619 elected is disqualified and the office to which such person has

2620 been elected is vacant and that the vacancy is to be filled as
2621 provided in the Bylaws.

2622 **RULE VII Committees of the Board of Trustees**

2623 No existing rules applicable to Article VII.

2624 **RULE VIII Officers of the Association**

2625 **Section 8.1. Officers Enumerated.**

2626 **Rule 8.1.1. Officers Enumerated.**

2627 The appointed salaried officers of the Association shall include an
2628 Executive Vice President.

2629 **Section 8.11. Executive Vice President.**

2630 **Rule 8.11.1. Executive Vice President.**

2631 The Executive Vice President shall have responsibility under the
2632 President for the administrative affairs of the Association and shall
2633 perform such other duties as may be assigned to such officer.

2634 **Section 8.17. Other Appointed Officers.**

2635 **Rule 8.17. Other Appointed Officers.**

2636 The members serving without pay on the Ministerial Fellowship
2637 Committee, Finance Committee, and Investment Committees are
2638 designated as officers of the Association for the purposes, only, of
2639 carrying out their duties as members of such committees. The
2640 powers and duties of such members are as defined in the Bylaws,
2641 Rules, and Policies adopted by the Board of Trustees.

2642 **RULE IX Nominations and Elections**

2643 **Section 9.10. Counting of Ballots.**

2644 **Rule G-9.10.1. Tie Votes.**

2645 Except in the election of a President, if a tie vote occurs in filling an
2646 office when only one person is to be elected, or occurs in filling a
2647 slate of officers when the slate cannot be completed without
2648 resolving the tie, then as soon as possible before the final
2649 adjournment of the General Assembly involved, additional ballots
2650 shall be cast by those present and entitled to vote, except that
2651 initially the Moderator shall not vote. The additional ballots shall
2652 contain only the names of the candidates who are tied. These
2653 ballots shall be counted along with a recounting of the ballots cast
2654 for the tied candidates by absentee ballots, and the result of the
2655 foregoing procedures shall determine the election, unless there is
2656 still a tie, in which case the Moderator shall then cast a ballot to
2657 resolve it.

2658 **Rule G-9.10.2. Tie Vote-Moderator.**

2659 If the tie involves the election of a Moderator, the proceedings to
2660 resolve the tie shall be presided over by the Secretary of the
2661 Association who in all matters involving the resolutions of the tie
2662 shall have the rights and duties of the Moderator.

2663 **Rule G-9.10.3. Tie Vote-President.**

2664 If, in the election of a President, in any particular counting of the
2665 preferential ballots, including absentee ballots, there is a tie vote
2666 among candidates having the least number of votes, then each
2667 such tied candidate shall be eliminated, and in the next counting,
2668 the ballots accumulated for said candidate shall be redistributed
2669 among the remaining candidates on the basis of the highest
2670 effective preferences marked on all the ballots that have been cast.
2671 However, if in this process, such elimination leaves only a single
2672 candidate who in that counting still does not have a majority of the
2673 counted votes, or if only two candidates remain in the contest and
2674 they are tied, then there shall be as many run-off election
2675 procedures, conducted under the provision of Rule G-9.10.1 as are

2676 necessary to result in the election of a President by at least a
2677 majority of the votes cast.

2678 **Section 9.12. Rules for Nominations and Elections.**

2679 **Rule G-9.12.1. Preparation and Mailing of Ballot.**

2680 Unless no ballot is required according to Section 9.9(a), prior to
2681 each regular General Assembly at which an election is to be held,
2682 the Secretary shall prepare ballots upon which shall appear the
2683 names of all persons who have been nominated for office in
2684 accordance with these Bylaws. One such ballot shall be sent with
2685 each credential card issued by the Secretary.

2686 **Rule G-9.12.2. Order of Names on Ballot.**

2687 On all ballots used in elections held by the Association the order of
2688 names shall be determined by the drawing of lots done by the
2689 Secretary and witnessed by two other persons. The Secretary shall
2690 certify the results of the drawing of lots, the certificate shall be
2691 attested by the witnesses, and the certificate shall be filed in the
2692 Secretary's office. This Rule shall be printed on all official ballots or
2693 on the instructions accompanying them.

2694 **Rule G-9.12.3. Write-ins Prohibited.**

2695 In any election, the use of stickers or the writing in of the name of
2696 any person on a ballot shall not be permitted and no vote so
2697 attested shall be counted.

2698 **Rule G-9.12.4. Absentee Ballots.**

2699 An absentee ballot shall be counted only if accompanied by the
2700 signed and certified ballot stub of the credential card of the person
2701 casting the ballot.

2702 **Rule G-9.12.5. Balloting at General Assembly.**

2703 A person shall be qualified to cast a ballot at General Assembly only
2704 if that person presents to the Secretary of the Association or those
2705 employed by him or her at the polls a properly certified ballot stub
2706 plus a badge issued to that person and containing the same name
2707 as the name on the ballot stub.

2708 **Rule G-9.12.6. Campaigns for Elective Office.**

2709 Each candidate for an at-large elective position may submit to the
2710 Association a campaign statement. The Association will post
2711 electronically the statements of all candidates. Notice of the posting
2712 shall be distributed to the congregations with the absentee
2713 ballots and electronically, and to the delegates as a part of the final
2714 agenda.

2715 **Rule G-9.12.7. Length of Campaigns for President and
2716 Moderator.**

2717 (a) Campaigns for President and Moderator may appropriately
2718 begin with small campaign committee organizational meetings
2719 and mass mailing letters no earlier than November 1 of the
2720 second year preceding the election.

2721 (b) Active campaigning and solicitation of endorsements shall not
2722 begin prior to January 1 of the year preceding these elections.

2723 (c) No electioneering (defined as publicly announced meetings,
2724 rallies or exploratory events) of any sort shall occur at the
2725 General Assembly two years preceding the elections for
2726 President and Moderator. Private meetings about campaign
2727 organization that take place outside of General Assembly-
2728 booked meeting spaces are permissible.

2729 **Rule G-9.12.8 Campaign Finances Disclosure.**

2730 All candidates for at-large elective positions shall keep detailed and
2731 accurate records of:

2732 (a) their campaign expenses (stated in United States dollars) by
2733 categories of travel, postage, telephone, printing and other
2734 such categories as seem appropriate;

2735 (b) the number of contributors to their campaigns, including the
2736 number of contributors in each of the following categories:

- 2737 (1) under \$50.00,
- 2738 (2) \$50.00 to \$100.00,
- 2739 (3) \$101.00 to \$250.00,
- 2740 (4) \$251.00 to \$500.00, and
- 2741 (5) over \$500.00, and

2742 (c) the number of contributions and the total amount of
2743 contributions received from each group or organization
2744 supporting the campaign.

2745 No candidate for any elective position shall solicit or knowingly
2746 accept any contribution that is given through a tax-exempt entity
2747 with the purpose of conferring tax-exempt status to the contribution
2748 to which it would not otherwise be entitled. Such exempt entities
2749 include but are not limited to member congregations, associate
2750 member organizations and independent UUA affiliates.

2751 The names of contributors shall be disclosed. Each such report
2752 shall identify by name any member congregation, associate
2753 member organization or independent affiliate of the Association and
2754 any other tax exempt organization (including specifically, but without
2755 limitation to, any minister's discretionary fund or similar account)
2756 that has made any contribution to the campaign and shall state the
2757 amount of each such contribution. Such reports shall be filed with
2758 the Secretary of the Association. A preliminary report shall be due
2759 at the close of the first day of the regular General Assembly at
2760 which the election occurs. A final report shall be due 60 days
2761 thereafter. The Secretary shall upon written request from a member
2762 of a member congregation furnish such information from these
2763 reports as requested. These reports shall be made available for
2764 inspection by any member of a member congregation at the
2765 principal offices of the Association and shall be brought by the
2766 Secretary to the next General Assembly and made available for
2767 inspection there by any delegate.

2768 **Rule G-9.12.9. Separation of Campaigns from Conduct
2769 of Official Business.**

2770 (a) When running for office, candidates shall be prohibited from
2771 engaging in any electioneering or campaigning during the
2772 conduct of official business of the Unitarian Universalist
2773 Association.

2774 (b) Financial accounting and bookkeeping procedures shall be
2775 established which make it explicit that no monies of the
2776 Association were used in the financing of a candidate's
2777 campaigning or electioneering activities.

2778 **Rule G-9.12.10 Election Campaign Practices
2779 Committee.**

2780 (a) An Election Campaign Practices Committee is hereby
2781 established and shall consist of three persons to be appointed
2782 by the Board of Trustees at its October meeting following
2783 those regular General Assemblies at which elections occur.
2784 Two members of the Committee shall be members of the
2785 Board of Trustees at the time of their appointment and one
2786 shall be a non-Board member. The non-Board member shall
2787 be the chair of the Committee. Persons appointed to the
2788 Election Campaign Practices Committee shall remain neutral
2789 in the election and not engage in electioneering. A person
2790 nominated pursuant to Bylaw Sections 9.4 or 9.5 is ineligible
2791 to serve on the Committee.

2792 (b) The duties of the Election Campaign Practices Committee
2793 shall be:

- 2794 (1) to distribute the campaign practices guidelines and
2795 financial disclosure rules to candidates for at-large
2796 elective positions not later than thirty days after

2797 nomination by the nominating committee or receipt of
2798 petition;

2799 (2) to receive and consider written complaints of alleged
2800 violations of such guidelines or rules; if the committee
2801 finds probable cause to establish that a violation exists,
2802 to notify a candidate or a number of candidates how
2803 they may voluntarily comply with guidelines or rules and
2804 how long they have to do so; to attempt to mediate
2805 disputes arising from such complaints; and, if no
2806 satisfactory resolution of a complaint is achieved, to
2807 adjudicate the dispute and report the adjudication in
2808 writing to the candidates affected;

2809 (3) to hold such hearings as may, at the Committee's
2810 discretion, be necessary or desirable to carry out the
2811 intent of subsection 2 above; and

2812 (4) to report on its activities and any recommendations it
2813 may have to the Board of Trustees at its October
2814 meeting following the elections.

2815 (c) If compliance to an adjudicated decision is not implemented
2816 by the stated deadline, the Committee is authorized to block
2817 or remove Association-subsidized privileges from the
2818 candidate's campaign.

2819 Candidates adjudicated to be in serious violation of Rule
2820 G-9.12.6(c) may have their names removed from the ballot. Any
2821 such action pursuant to rule G-9.12.10(c) shall be reported to the
2822 Board and the General Assembly. Such adjudication by the ECPC
2823 would be subject to automatic review by the Board Executive
2824 Committee according to the provisions of Rule G-9.12.10(d).

2825 (d) Any candidate aggrieved by the Committee's adjudication may,
2826 within ten days of the mailing of the adjudication, appeal in
2827 writing to the Executive Committee of the Board of Trustees,
2828 which shall have exclusive jurisdiction to hear and determine
2829 such an appeal. The Executive Committee shall report its
2830 decision on the appeal in writing to the affected candidates as
2831 expeditiously as feasible. The Executive Committee of the
2832 Board of Trustees is authorized to issue any order or ruling it
2833 deems appropriate in connection with such a decision.

2834 (e) Any member of the Executive Committee of the Board of
2835 Trustees who is a candidate for UUA elective office shall not
2836 participate in any manner in the determination of any appeal
2837 from an adjudication of the Election Campaign Practices
2838 Committee.

2839 **RULE X Finance and Contracts**

2840 **Section 10.1. Annual Budget.**

2841 **Rule G-10.1.1 Presentation of Association Budget.**

2842 At each regular General Assembly the Board of Trustees shall
2843 present budgets for both the Current Fiscal Year and the
2844 Succeeding Fiscal Year. Current Fiscal Year means the fiscal year
2845 of the Association which has just begun or which is about to begin
2846 at the time when the Assembly is held. Succeeding Fiscal Year
2847 means the year following the Current Fiscal Year.

2848 **Rule G-10.1.2. Expense Categories.**

2849 (a) Expense estimates in budgets presented by the Board shall
2850 be broken down by major categories or functions in such
2851 manner as the Board shall determine.

2852 (b) The Current Fiscal Year budget shall contain a separate
2853 expense category provision for contingencies, the amount of
2854 which shall be a minimum of 3% of the total of all unrestricted
2855 expense categories, exclusive of the provision for
2856 contingencies.

2857 **Rule G-10.1.3. Estimated Income.**

2858 Income amounts in the budget for the Current Fiscal Year shall
2859 represent the Board's best estimates of income from all sources.
2860 Income from the Annual Fund as so estimated shall be an amount
2861 which is not more than 7 per cent greater than the actual Annual
2862 Fund income of the fiscal year preceding the Current Fiscal Year.
2863 In the budget for the Succeeding Fiscal Year income from the
2864 Annual Fund shall be estimated at an amount which represents the
2865 Board's best estimate of the achievable results for such year.

2866 **Rule G-10.1.4. Procedures for Budget Consideration.**

2867 Any action by a General Assembly with respect to budgets shall be
2868 taken under the following procedure:

2869 (a) A budget hearing shall be held as part of the General
2870 Assembly program at a time when the Assembly is not in
2871 formal business session.

2872 (b) Main motions concerning budgets which are to be made in a
2873 formal business session shall be filed in writing with a person
2874 or persons designated by the Moderator as early as possible
2875 prior to or during the General Assembly but in any event on or
2876 before the day prior to the Business Session at which the
2877 proposed motion will be in order for adoption. The Moderator
2878 shall take such steps as the Moderator considers practical to
2879 advise delegates and other persons or bodies as early as
2880 possible, preferably in writing, of the contents of the motions
2881 so filed.

2882 (c) Any action with respect to the budget for the Current Fiscal
2883 Year calling for increased spending in any category shall
2884 provide for equivalent reductions in other categories of
2885 spending and specify the categories in which such reductions
2886 are to be made.

2887 (d) No action may be taken with respect to the Current Fiscal
2888 Year budget which shall be inconsistent with either Rule G-
2889 10.1.2(b) or G-10.1.3.

2890 **Rule G-10.1.5. Board of Trustees Report.**

2891 At each General Assembly the Board of Trustees shall make an
2892 accounting of its actions taken since the preceding General
2893 Assembly with respect to any budget votes of the preceding
2894 General Assembly.

2895 **Section 10.8. Contracts and Securities.**

2896 **Rule 10.8.1. Contracts and Securities.**

2897 The Executive Vice President may sign and attest deeds,
2898 mortgages, contracts, and other documents to which the
2899 Association is a party.

2900 **RULE XI Ministry**

2901 **Section 11.2. Ministerial Fellowship Committee.**

2902 **Rule 11.2. Ministerial Fellowship Committee.**

2903 The rules of the Ministerial Fellowship Committee are printed
2904 separately and are available on request.

2905 **Section 11.8 Procedure on Appeal.**

2906 **Rule 11.8. Procedure on Appeal.**

2907 The rules of the Ministerial Fellowship Board of Review are
2908 available on request.

2909 **RULE XII Religious Education Credentialing**

2910 **RULE XIII Regional Organizations**

2911 **Section C-13.2. Establishment.**

2912 **Rule G-13.2.1. Establishing Districts.**

2913 (a) The districts shall be nineteen in number and named Ballou
2914 Channing, Central Midwest, Clara Barton, Florida, Heartland,
2915 Joseph Priestley, Massachusetts Bay, Metropolitan New
2916 York, Mountain Desert, Mid-South, Northern New England,
2917 Ohio Meadville, Pacific Central, Pacific Northwest, Pacific
2918 Southwest, Prairie Star, St. Lawrence, Southeast, and
2919 Southwestern.

2920 (b) Each district shall be composed of the congregations
2921 assigned to that district by the Board of Trustees

2922 (c) The boundaries of each district encompass the areas served
2923 by its member congregations.

2924 (d) Upon application to the Board of Trustees and after notice
2925 and an opportunity to be heard is afforded the affected
2926 districts, a congregation may change its district membership
2927 with approval of the Board of Trustees.

2928 (e) The District Map published in the Annual Directory contains
2929 boundaries that are an approximation only of the boundary
2930 lines determined pursuant to subparagraph (c) above and are
2931 intended primarily as a guide for the newly admitted
2932 congregation in determining its membership.

2933 **RULE XIV Rules**

2934 **Section 14.4. Miscellaneous Rules.**

2935 **Rule G-14.4.1. Performance of Acts.**

2936 When the last day for the performance of any act required under the
2937 Bylaws or Rules falls on a Saturday, Sunday, or a day which is a
2938 legal holiday in the place where the act is to be performed, the act
2939 may be performed on the next succeeding business day.

2940 **Rule G-14.4.2. Receipt of Documents.**

2941 When any ballot, petition, notice, document, or material of any kind
2942 whatsoever is required to be filed with, delivered to, or received by
2943 the Association or an officer, board, committee, or agent thereof on
2944 or before a certain day, the same shall be considered to have been
2945 so filed, delivered, or received only if it is postmarked seven days
2946 prior to said certain day or actually received at the office of the
2947 Association at 25 Beacon Street, Boston, Massachusetts 02108, on
2948 an earlier day or not later than 5:00 p.m. on said certain day.

2949 **RULE XV Amendments**

2950 **Section 15.2. Submission of Proposed Amendments.**

2951 **Rule G-15.2.1. Form of Submission.**

2952 A proposed amendment to the Bylaws submitted by certified
2953 member congregations or a district must include:

2954 (a) the Article and Section which it is proposed to amend or
2955 repeal;

2956 (b) a concise summary of the principal arguments on which the
2957 proponents rely; and

2958 (c) other Articles (or Sections) or "G" Rules affected by the
2959 proposed amendment and proposed text of any necessary
2960 conforming amendments and "G" Rules.

2961 PRINTED IN THE U.S.A.

2962 Unitarian Universalist Association was given corporate status in
2963 May 1961 under special acts of legislature of The Commonwealth of
2964 Massachusetts and the State of New York. See Chapter 148 of the
2965 acts of 1960 of the Massachusetts legislature and Chapter 827 of

2966 the Acts of 1960 of the New York legislature. Copies of said Acts
2967 are attached to the minutes of the organizing meeting of the
2968 Association held in Boston, Massachusetts in May 1961 and also
2969 are printed in the 1961-62 Directory of the Association.