Unitarian Universalist Association BYLAWS AND RULES

JULY 1, 2015



Hard copy of these Bylaws and Rules available from the Office of the UUA Chief Operating Officer (617) 742-2100 administration@uua.org

UUA BYLAWS

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ARTICLE I Name

2 Section C-1.1. Name.

1

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

ARTICLE II Principles and Purposes

9 Section C-2.1. Principles.

- 10 We, the member congregations of the Unitarian Universalist
- 11 Association, covenant to affirm and promote
- 12 The inherent worth and dignity of every person;
- 13 Justice, equity and compassion in human relations;
- 14 Acceptance of one another and encouragement to spiritual growth
- in our congregations;
- 16 A free and responsible search for truth and meaning;
- 17 The right of conscience and the use of the democratic process
- within our congregations and in society at large;
- 19 The goal of world community with peace, liberty and justice for all;
- 20 Respect for the interdependent web of all existence of which we
- 21 are a part.
- 22 The living tradition which we share draws from many sources:
- 23 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; 25
- 26 Words and deeds of prophetic women and men which challenge
- us to confront powers and structures of evil with justice, 27
- compassion and the transforming power of love; 28
- 29 Wisdom from the world's religions which inspires us in our ethical
- 30 and spiritual life;
- 31 Jewish and Christian teachings which call us to respond to God's
- love by loving our neighbors as ourselves;
- 33 Humanist teachings which counsel us to heed the guidance of
- reason and the results of science, and warn us against idolatries 34
- of the mind and spirit; 35
- 36 Spiritual teachings of Earth-centered traditions which celebrate
- the sacred circle of life and instruct us to live in harmony with the 37
- 38 rhythms of nature.
- 39 Grateful for the religious pluralism which enriches and ennobles our
- 40 faith, we are inspired to deepen our understanding and expand our
- As free congregations we enter into this covenant,
- 42 promising to one another our mutual trust and support.

43 Section C-2.2. Purposes.

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

50 Section C-2.3. Inclusion.

- 51 Systems of power, privilege, and oppression have traditionally
- 52 created barriers for persons and groups with particular identities,
- 53 ages, abilities, and histories. We pledge to replace such barriers
- 54 with ever-widening circles of solidarity and mutual respect. We
- 55 strive to be an association of congregations that truly welcome all 56 persons and commit to structuring congregational and associational
- 57 life in ways that empower and enhance everyone's participation.

58 Section C-2.4. Freedom of Belief.

- 59 Nothing herein shall be deemed to infringe upon the individual
- 60 freedom of belief which is inherent in the Universalist and Unitarian
- 61 heritages or to conflict with any statement of purpose, covenant, or
- 62 bond of union used by any congregation unless such is used as a 63 creedal test.

ARTICLE III Membership 64

65 Section C-3.1. Member Congregations.

- 66 The Unitarian Universalist Association is a voluntary association of 67 autonomous, self-governing member congregations, which have
- 68 freely chosen to pursue common goals together.

69 Section C-3.2. Congregational Polity.

- 70 Nothing in these Bylaws shall be construed as infringing upon the
- 71 congregational polity or internal self-government of member
- 72 congregations, including the exclusive right of each such
- 73 congregation to call and ordain its own minister or ministers, and to 74 control its own property and funds. Any action by a member
- 75 congregation called for by these Bylaws shall be deemed to have
- 76 been taken if certified by an authorized officer of the congregation
- 77 as having been duly and regularly taken in accordance with its own
- 78 procedures and the laws which govern it.

79 *Section C-3.3. Admission to Membership.

- 80 A congregation becomes a member upon acceptance by the Board
- 81 of Trustees of the Association of its written application for
- 82 membership in which it subscribes to the principles of and pledges
- 83 to support the Association. The Board of Trustees shall adopt rules
- 84 to carry out the intent of this Section.

85 Section 3.4. Church of the Larger Fellowship.

- 86 The Church of the Larger Fellowship, Unitarian Universalist, shall
- 87 be a member congregation which is not considered to be located in 88 any particular district or region.

89 *Section C-3.5. Certification of Membership.

- 90 A member congregation shall be recognized as certified during the
- 91 fiscal year of the Association in which it becomes a member and
- 92 during each subsequent fiscal year in which it established that
- 93 during the immediately preceding fiscal year it:
- conducted regular religious services; 94 (a)
- 95 (b) held at least one business meeting of its members, elected its 96 own officers and maintained adequate records of
 - membership; and

97

- made a financial contribution to the Association.
- 99 Member congregations must furnish the Association with a report of 100 their activities showing compliance with subsections (a) and (b) 101 above.
- 102 Compliance with subsection (c) above shall be determined by
- 103 appropriate financial records of the Association. A member
- 104 congregation shall also be considered to be certified for that part of
- 105 any particular current fiscal year which precedes the deadline
- 106 established by the Board of Trustees for submitting proof of
- 107 compliance with subsections (a) and (b) above if during the next
- 108 preceding fiscal year such a congregation made a financial
- 109 contribution to the Association and filed the report required by this
- 110 Section during that year.
- 111 A member congregation which has not been certified for three
- 112 consecutive fiscal years shall be deemed inactive and placed in an
- 113 "inactive congregation" category.
- 114 The Board of Trustees shall make rules to carry out the intent of this
- 115 Section and shall determine which member congregations meet the
- 116 requirements set forth herein for any fiscal year of the Association.

117 Section C-3.6. Termination of Membership.

- 118 A member congregation upon written notification to the Association
- 119 may withdraw from the Association at any time. The Board of
- 120 Trustees may terminate the membership of any congregation that,
- 121 pursuant to the provisions of Section C-3.5, has been placed in an
- 122 "inactive congregation" category maintained by the Association but
- 123 shall do so only after consultation with:
- 124 (a) the congregation in question, whenever possible; and
- the President of the district or region in which the 125 (b) congregation is located or such other authorized official as 126 127 the district or region designates in writing to the Association.

128 *Section C-3.7. Associate Member Qualifications.

129 The Board of Trustees may admit to associate membership in the 130 Association any major organization whose membership or

131 constituency consists of individuals located throughout the

132 Association and whose purposes and programs it finds to be

133 auxiliary to and supportive of the principles of the Association and

134 which pledges itself to support the Association. The Board of

135 Trustees may terminate such associate membership upon a finding

136 that the organization no longer meets the foregoing qualifications.

137 The Board of Trustees may adopt rules governing the requirements

138 for admission to and retention of associate membership. An

139 associate member organization shall be recognized as certified

140 during the fiscal year in which it becomes a member, and during

141 each subsequent fiscal year if it has made a financial contribution to

142 the Association during the immediately preceding fiscal year. The

143 Association shall neither exercise control over nor assume

144 responsibility for the programs, activities or finances of any

145 associate member.

146 *Section C-3.8. Independent Affiliate Organizations.

147 The Board of Trustees may admit to affiliated status those

148 independently constituted and operated organizations whose 149 purposes and intentions it finds to be in sympathy with the principles

150 of the Association, and may terminate such status upon finding that

151 the organization no longer meets the foregoing qualifications or is

152 not in compliance with the rules relating to such organizations. The

153 status granted is that of independent affiliate. The Board of

154 Trustees shall adopt rules governing the requirements for admission 155 to and retention of affiliated status. The requirements shall include

156 financial support of the Association by payment of an annual

157 contribution. The Association shall neither exercise control over nor

158 assume responsibility for the programs, activities, or finances of any

159 independent affiliate.

160 Section C-3.9. Autonomy of Associate Member Organizations and Independent Affiliate 161

162 Organizations.

163 Nothing in these Bylaws shall be construed as infringing upon the 164 control of associate member organizations and independent affiliate 165 organizations by their own membership.

166 Section C-3.10. Members of Member Congregations.

167 For the purposes of these Bylaws, a member of a member

168 congregation is any individual who pursuant to its procedures has

169 full or partial voting rights at business meetings of the congregation

170 and who is certified as such by an authorized officer of the

171 congregation.

ARTICLE IV General Assembly

173 Section C-4.1. Meetings of the Association.

174 Each meeting of the Association for the conduct of business shall

175 be called a General Assembly.

176 Section C-4.2. Powers and Duties.

177 General Assemblies shall make overall policy for carrying out the 178 purposes of the Association and shall direct and control its affairs.

179 Section 4.3. Regular General Assembly.

180 A regular General Assembly shall be held at such time during each

181 fiscal year of the Association as the Board of Trustees shall

182 determine.

183 Section 4.4. Special General Assembly.

184 A special General Assembly may be called by the Board of

185 Trustees at any time, and shall be called upon petition of not less

186 than fifty certified member congregations by action of the governing

187 boards or their congregations. No more than twenty of the fifty

188 congregations may be from the same district.

189 Section 4.5. Place of Meeting.

190 Each regular and special General Assembly shall be held at such

191 place in the United States or Canada as the Board of Trustees shall

192 determine. Subject to procedures and guidelines adopted by the

193 Board of Trustees, delegates not physically present at General

194 Assembly may be deemed present in person to participate in and

195 vote at General Assembly by means of remote communication.

196 *Section 4.6. Notice of Meetings.

197 Notice of each regular and special General Assembly shall be given

198 not less than sixty days before the date thereof in such form and

199 manner as the Board of Trustees shall determine. Such notice shall

200 state the place, date, and hour of the meeting. Notice of each

201 special General Assembly shall indicate at whose direction it is

202 being called.

203 *Section C-4.7. Voting.

204 Voting at each regular and special General Assembly shall be by 205 accredited delegates from certified member congregations, certified

206 associate member organizations, and trustees.

207 Each delegate and trustee shall have only one vote, even if present 208 in more than one capacity. Proxy voting is prohibited except when 209 the amendment being processed is an amendment of the articles of 210 organization.

211 Section 4.8. Delegates.

212 (a) Member Delegates. Each certified member congregation is entitled to be represented at each General Assembly by 213 214 delegates who are members of such congregation, selected in accordance with its bylaws or procedures. The Church of 215 216 the Larger Fellowship is entitled to 22 such delegates. Other 217 certified member congregations are entitled to that number of such delegates determined as follows: the number of 218 219 delegates of a certified member congregation shall be equal 220 to the number of members of the congregation divided by 221 fifty, plus one delegate for any fraction remaining, provided that each certified member congregation shall be entitled to at 222 223 least two delegates.

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224	Membership of	Member
225	Member Congregation	Delegates
226	1-100	2
227	101-150	3
228	151-200	4
229	201-250	5
230	251-300	6
231	301-350	7
232	351-400	8
233	401-450	9
234	451-500	10
235 236	Over 500	One for each additional 50 members or fraction thereof.

The number of members of a certified member congregation 237 238 which is a member of more than one denomination shall be determined for the purposes of this Section either (i) by 239 dividing the number of members of the federated church by 240 241 the number of denominations included in the federation, or, at 242 the option of the federated church, (ii) by reporting the actual 243 number of members who identify themselves as Unitarian 244 Universalists.

- 245 (b) Minister Delegates and Religious Education Director Delegates. Each certified member congregation is also 246 entitled to be represented at each General Assembly by the 247 ordained minister or ministers in ministerial fellowship with the 248 249 Association settled in such congregation, and by the director 250 directors of religious education having achieved 251 Credentialed Religious Educator - Masters Level status by 252 the Association and employed in such congregation. In 253 addition, each certified member congregation is also entitled 254 to be represented at each General Assembly by any minister emeritus or minister emerita of such congregation in 255 256 ministerial fellowship with the Association and by any director of religious education emeritus or emerita having achieved 257 Credentialed Religious Educator - Masters Level status by 258 259 the Association designated as such by a vote at a meeting of the member congregation not less than six months prior to 260 the General Assembly, provided that any such minister has 261 262 been settled previously in such congregation, and any such 263 director of religious education who has been previously employed in such congregation. 264
- 265 (c) Associate Member Delegates. Each certified associate member organization is entitled to be represented at each General Assembly by two delegates who are members of a certified congregation.

269 *Section C-4.9. Accreditation of Delegates.

270 The Board of Trustees shall make rules for the accreditation of 271 delegates and voting procedures. Such rules may include the 272 requirements of payment of a registration fee, a travel fund fee, or 273 both, in order to vote at a General Assembly, except that these 274 requirements shall not apply to the right to cast a ballot for any 275 elective position at large.

276 Section 4.10. Quorum.

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277 Not less than 300 accredited delegates representing not less than 278 100 certified member congregations located in not less than 10 279 states or provinces shall constitute a quorum at any regular or 280 special General Assembly.

281 Section 4.11. Tentative Agenda for Regular General Assemblies.

283 The Board of Trustees shall prepare a Tentative Agenda for each 284 regular General Assembly which shall include:

- 285 (a) reports and other matters required by these Bylaws to be submitted to the General Assembly;
- 287 (b) proposed amendments to these Bylaws which are submitted as prescribed in Article XV, Section 15.2;
- 289 (c) items referred by the preceding General Assembly;
- 290 (d) Business Resolutions and proposed amendments to Bylaws291 and Rules submitted by the Commission on Appraisal;
- 292 (e) all proposed amendments to Rules and all Business 293 Resolutions as defined in Rule G-4.18.2, submitted by:
 - (1) the Board of Trustees or the Executive Committee;
- 295 (2) not less than fifteen certified member congregations by 296 action of their governing boards or their congregations; 297 or

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

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- 302 (f) proposed amendments to Rules and Business Resolutions 303 submitted by a district or region by official action at a duly 304 called meeting at which a quorum is present but not in excess 305 of three Business Resolutions per district. In a district or region that does not maintain a formal governance 306 307 structure, a meeting for this purpose may be convened 308 by vote of the governing bodies or membership of at least fifteen congregations in that region in good 309 310 standing with the UUA. A quorum for such a meeting 311 shall require that at least one-third of the congregations 312 of the district or region be represented by one or more formally credentialed delegates; and 313
- 314 (g) Proposed Congregational Study/Action Issues submitted by the Commission on Social Witness pursuant to Section 4.12(a).

317 Resolutions submitted under (d), (e)(2), (e)(3) and (f) must be 318 received by the Board of Trustees by February 1 whenever the 319 regular General Assembly opens in June. If the General Assembly 320 opens in a month other than June, the Business Resolutions 321 submitted under (d), (e)(2), (e)(3) and (f) must be received no later 322 than 110 days before the date set for the opening of that General 323 Assembly. The UUA Statements of Conscience process deadlines 324 are established by Sections 4.12(a) and (c) and by the Board of 325 Trustees pursuant to Section 4.13 whenever one or more regular 326 General Assembly is scheduled to begin in a month other than 327 June. The Board of Trustees shall include on the Tentative Agenda 328 all items so submitted. It may submit alternative versions of 329 Business Resolutions in addition to the original ones submitted if in 330 its judgment such alternatives clarify the resolutions and may make 331 such changes in the Business Resolutions as are necessary to 332 make each conform to a standard format. It may also submit one or 333 more alternative versions for the purpose of combining two or more 334 Business Resolutions. Adoption of Business Resolutions by a 335 General Assembly shall be by two-thirds vote. The Tentative 336 Agenda shall be mailed to each member congregation, associate 337 member organization and trustee by March 1 if the General 338 Assembly opens in June; otherwise, not less than 90 days before 339 the opening of the General Assembly.

340 *Section 4.12. UUA Statements of Conscience.

341 The purpose of the Congregational Study/Action Process is to provide 342 the member congregations of the Association with an opportunity to 343 mobilize energy, ideas, and resources around a common issue. The 344 end result will be a deeper understanding of our religious position on 345 the issue, a clear statement of Association policy as expressed in a 346 Statement of Conscience, and a greater capacity for the 347 congregations to take effective action. The process for adoption of 348 UUA Statements of Conscience shall be as follows:

349 (a) First Cycle Year

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- (1) Each member congregation, district, and sponsored organization (as designated by the Board of Trustees), may submit to the Commission on Social Witness by October 1 in the year preceding a General Assembly one proposed Congregational Study/Action Issue, such proposed Congregational Study/Action Issue to be approved at a duly called meeting of its members or its governing board at which a quorum is present. This commences the process of a four year UUA Statement of Conscience cycle ("the Cycle"). A Cycle year ends at the close of General Assembly.
- (2) The Commission on Social Witness shall by November 1 of that year submit to the Board of Trustees for inclusion

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on the Tentative Agenda of the regular General Assembly not more than ten proposed Congregational Study/Action Issues, each of which shall be based in whole or in part on the issues submitted to it as described in the previous subsection. The Commission on Social Witness shall verify with the proposing congregation or sponsored organization that the proposed Study/Action Issue reflects the intent of the proposer prior to being included in the poll ballot. The ten proposed Congregational Study/Action Issues shall be included for approval by the congregations on the Congregational Poll ballot, such ballot to be available and congregations notified of its availability by November 15 of the same year. Congregational Poll ballots concerning the proposed Congregational Study/Action Issue shall be due by February 1 of the following year (the first Cycle year).

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- (3) For the proposed Congregational Study/Action Issue to be placed on the Final Agenda of the General Assembly, twenty-five percent (25%) of all certified congregations must participate in the ballot vote concerning the proposed Congregational Study/Action Issues.
- (4) The proposed Congregational Study/Action Issue shall be ranked in the order of the votes received in the Congregational Poll. The Study/Action Issues receiving the most votes (not to exceed five in number) shall be submitted to the General Assembly as follows:
 - (i) Each of the Proposed Congregational Study/Action Issues shall be presented to the General Assembly by a delegate, and one such proposed Congregational Study/Action Issue shall be referred for study by virtue of having received the highest number of votes among all proposed Congregational Study/Action votes cast by the General Assembly; provided, however, that if no proposed Congregational Study/Action Issue receives a majority of the votes cast, then a second vote shall be taken between the two issues receiving the highest number of votes cast in the initial election.
 - (ii) After one Congregational Study/Action Issue has been referred for study in accordance with (i), above, the UUA staff shall conduct a workshop to discuss processes for study and action on the selected issue. By November 1 following the General Assembly, the UUA staff shall have developed a resource guide pertaining to the Congregational Study/Action Issue selected by the General Assembly. The resource guide shall be made available and congregations notified of its availability.
- (5) If a UUA Statement of Conscience has been adopted in the previous year, the regular meeting of the General Assembly shall also conduct workshops on the implementation of such UUA Statement of Conscience.
- (6) If no proposed Congregation Study/Action Issues are on the Final Agenda in the first Cycle year, or if no Congregational Study/Action Issue is referred for study by the General Assembly, then following the regular meeting of the General Assembly, the Cycle shall begin again as set forth in this subsection.
- 421 (b) Second Cycle Year
 - (1) Member congregations shall submit by not later than March 1 of the second Cycle year comments regarding the Congregational Study/Action Issue and the related resource guide to the Commission on Social Witness.
 - (2) During the meeting of the General Assembly in the second Cycle year the Commission on Social Witness

shall conduct workshops on the Congregational Study/Action Issue.

430 (c) Third Cycle Year

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- (1) Member congregations shall submit by not later than March 1 of the third Cycle year comments regarding the Congregational Study/Action Issue and the related resource guide to the Commission on Social Witness.
- (2) During the General Assembly in the third Cycle year, the Commission on Social Witness shall conduct workshops on the Congregational Study/Action Issue. Following the General Assembly, the Commission on Social Witness shall then compose a draft UUA Statement of Conscience.
- (3) The draft UUA Statement of Conscience, a draft Statement of Conscience congregational comment form, and a ballot to place the draft UUA Statement of Conscience on the Final Agenda shall be included in the Congregational Poll, to be made available and congregations notified of its availability by November 15, following the General Assembly. Notice of the availability of these items shall be given to the congregations. Congregational Poll ballots and the congregational comment forms concerning the draft UUA Statement of Conscience shall be due by February 1 of the following year (the fourth Cycle year).
- (4) The Commission on Social Witness shall then prepare a revised draft of the UUA Statement of Conscience taking into consideration comments received by the member congregations and place this revised draft of the UUA Statement of Conscience on the Final Agenda.
- (5) For a draft UUA Statement of Conscience to be placed on the Final Agenda of the General Assembly, twenty-five percent (25%) of all certified congregations must participate in the ballot vote concerning such draft UUA Statement of Conscience.

463 (d) Fourth Cycle Year

- (1) If the draft UUA Statement of Conscience is placed on the Final Agenda for the next regular meeting of the General Assembly, then the next General Assembly must debate and vote on the proposed UUA Statement of Conscience. Adoption of the UUA Statement of Conscience shall require a two-thirds vote.
- (2) If (i) the proposed UUA Statement of Conscience is not placed on the Final Agenda for the next regular meeting of the General Assembly; or (ii) the General Assembly chooses, by a two-thirds vote, to refer the proposed UUA Statement of Conscience to the Commission on Social Witness for one additional year of study/action, then the Commission of Social Witness shall continue the study and revision of the proposed UUA Statement of Conscience for one more year. The revised UUA Statement of Conscience may be placed on the Final Agenda for the next regular meeting of the General Assembly pursuant to subsections (c)(3), (c)(4) and (c)(5) above. If by the regular meeting of the General Assembly following the additional year the Commission on Social Witness has been unable to find support to generate an acceptable UUA Statement of Conscience, the Congregational Study/Action Issue may be placed on the Final Agenda with a proposal to drop such Congregational Study/Action Issue.
- (3) Following the regular meeting of the General Assembly in the fourth Cycle year, the Cycle shall begin again as set forth in Section 4.12(a) above.

492 (e) The Cycle may begin again, as set forth in Section 4.12(a), only after the General Assembly in the second Cycle year of a 493 Congregational Study/Action Issue, and as provided in 494 495 Sections 4.12(a)(6) and 4.12(d)(3).

496 Section 4.13. Revision of UUA Statements of 497 Conscience Process Schedule.

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

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

506 The Board of Trustees shall prepare a Final Agenda for each 507 General Assembly which shall include:

- 508 (a) all reports and other matters required by these Bylaws to be submitted to the General Assembly and all proposed 509 510 amendments to Bylaws and Rules appearing on the Tentative 511 Agenda that meet the requirements of Rule G-4.18.3;
- 512 (b) those Business Resolutions, including alternative versions, on 513 the Tentative Agenda which meet the requirements of Rule G-514
- Business Resolutions, amendments to Rules or Bylaws or 515 (c) 516 other items submitted by the Board of Trustees or the Executive Committee, which did not originally appear on the 517 Tentative Agenda; provided, however, that any such items 518 519 appear on the Final Agenda accompanied by an explanation 520 for the delayed submission;
- 521 (d) additional proposed amendments to Bylaws submitted by the 522 Commission on Appraisal;
- 523 (e) those proposed Congregational Study/Action Issues on the Tentative Agenda which meet the requirements of Rule G-524 4.18.3, and if applicable pursuant to Section 4.12(a); and 525
- 526 (f) the UUA Statement of Conscience submitted by the 527 Commission on Social Witness pursuant to Section 4.12(c) 528 and (d), if applicable.

529 The Board of Trustees shall mail the Final Agenda to each member 530 congregation, associate member organization and trustee not less 531 than 30 days before the General Assembly.

532 Section 4.15. Agenda for Special General Assemblies.

- 533 The Board of Trustees shall prepare the agenda for each special 534 General Assembly which shall include resolutions and proposed 535 amendments to Rules submitted by:
- 536 (a) the Board of Trustees;
- 537 (b) the petition, if any, which calls the special General Assembly; 538
- 539 (c) not less than 50 certified member congregations by action of their governing boards or their congregations, with no more 540 541 than 20 of the 50 congregations from the same district.

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

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

- 547 (a) Non-substantive items related to greetings and similar matters 548 may be admitted to the agenda by a regular General 549
- Prior to 2013, there will be no General Assembly Actions of 550 (b) Immediate Witness on the agenda. 551

552 (c) A General Assembly Action of Immediate Witness is one concerned with a significant action, event or development, the timing or specificity of which makes it inappropriate to be addressed by a UUA Statement of Conscience pursuant to the Study/Action process.

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- Beginning with General Assembly 2013, no more than three General Assembly Actions of Immediate Witness may be admitted to the agenda of a regular General Assembly.
- 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. 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.
- 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.
- 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.
- Adoption of a General Assembly Action of Immediate Witness shall be by a two-thirds vote.
 - 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.
- Responsive Resolutions may be admitted to the agenda of a 610 (d) regular General Assembly and acted upon. 611
- 612 A Responsive Resolution is a resolution made in 613 response to a substantive portion of a report by an officer or committee reporting to a regular General 614 615 Assembly.

616 Adoption of a Responsive Resolution shall be by two-617

618 Section 4.17. Items Admitted to Special General 619 Assembly Agenda.

620 Except for non-substantive items related to greetings and similar 621 matters, no item not on the agenda for a Special General Assembly

622 shall be admitted to the agenda of that Assembly.

623 *Section 4.18. Agenda Rules.

624 General Assemblies shall adopt rules relating to the agenda.

625 *Section 4.19. Rules of Procedure.

626 Rules of procedure for the conduct of the meeting shall be adopted 627 at each General Assembly.

ARTICLE V Committees of the Association 628

629 Section 5.1. Committees of the Association.

630 The standing committees of the Association shall be:

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

637 The President shall be a member, without vote, of the General 638 Assembly Planning Committee, the Commission on Appraisal, and 639 the Commission on Social Witness.

640 Section 5.2. Election and Appointment.

- Elected members. Elected members of all standing 641 (a) committees of the Association shall take office at the close of 642 643 the General Assembly at which they are elected and shall 644 serve until their successors are elected and qualified, except as otherwise provided herein. 645
- 646 (b) Appointed members. The terms of any appointed members of standing committees of the Association shall begin at the 647 close of the regular General Assembly in odd-numbered 648 649 years. The Board of Trustees shall make each appointment no later than 120 days after the beginning of the term. 650 Appointed members shall take office upon the effective date 651 652 of their appointments and shall serve until their successors are appointed and qualified, except as otherwise provided 653 654 herein.

655 Section 5.3. Qualifications of Committee Members.

656 To serve as a member of a standing committee of the Association, 657 a person must be a member of a member congregation. No 658 member of a standing committee of the Association, except a 659 member serving ex officio, may, during the term of office, serve as a 660 trustee or officer of, or hold any salaried position in, the Association.

661 Section 5.4. Removal of Committee Member.

662 An elected member of a standing committee of the Association may 663 be removed by a three-fourths vote of the Board of Trustees at a 664 meeting at which not less than three-fourths of the Board is present, 665 if in the opinion of the Board the member is incapacitated or unable 666 to carry out the duties of the office or otherwise for good cause. An 667 appointed member of a standing committee of the Association may 668 be removed at will by a majority vote of the Board of Trustees.

669 Section 5.5. Vacancies.

670 A vacancy created by the death, disqualification, resignation, or 671 removal of an elected or appointed member of a standing 672 committee of the Association shall be filled by majority vote of the 673 Board of Trustees. An individual appointed to fill a vacancy in an 674 elected position shall serve until the vacancy is filled by regular or

675 special election. An individual appointed to fill a vacancy in an

676 appointed position shall serve for the balance of the unexpired term,

677 and until a successor is appointed and qualified.

678 An elected member of a standing committee of the Association in 679 office for more than one-half of a full term shall be deemed to have 680 completed a full term for the purposes of re-election.

681 Section 5.6. Nominating Committee.

682 The Nominating Committee shall consist of nine members elected 683 to terms of three years. One-third of the members shall be elected 684 at the regular General Assembly held in each year. After serving 685 two terms in office, a member shall not be eligible for re-election 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 elected 691 members and two members appointed by the Board of Trustees. 692 Each term shall be six years. The elected members shall be elected 693 at the regular General Assembly held four years prior to the 694 expiration of a President's term. The terms of appointed members 695 shall begin at the close of the regular General Assembly at which 696 members were elected. After serving a term in office, a member 697 shall not be eligible for re-election until after an interim of at least six 698 years. The Committee shall nominate candidates for the office of 699 President, as provided in Section 9.5.

700 Section 5.8. General Assembly Planning Committee.

701 The General Assembly Planning Committee shall consist of eight 702 elected members and two members appointed by the Board of 703 Trustees. The terms of elected members shall be four years and the 704 terms of appointed members shall be two years. One-half of the 705 elected members shall be elected at the regular General Assembly 706 held in each odd-numbered year. After serving two terms in office, 707 an elected member shall not be eligible for re-election until after an 708 interim of at least four years. The Committee shall be responsible 709 for arrangements for General Assembly and programs and 710 meetings to be held in connection therewith. It may establish 711 subcommittees of its members and may delegate part or all of its 712 powers to them.

713 Section 5.9. Commission on Appraisal.

714 The Commission on Appraisal shall consist of nine members 715 elected to terms of six years. One-third of the members shall be 716 elected at the regular General Assembly held in each odd-717 numbered year. After serving a term in office, a member shall not 718 be eligible for re-election until after an interim of at least six years.

719 The Commission on Appraisal shall:

720 (a) review any function or activity of the Association which in its judgment will benefit from an independent review and report 721 722 its conclusions to a regular General Assembly;

study and suggest approaches to issues which may be of 723 (b) concern to the Association; and 724

725 (c) report to a regular General Assembly at least once every four 726 years on the program and accomplishments of the 727 Association.

728 Section 5.10. Commission on Social Witness.

729 The Commission on Social Witness shall consist of three elected 730 members and two members appointed by the Board of Trustees.

731 Each term shall be four years. After serving two terms in office, a

732 member shall not be eligible for re-election until after an interim of at

733 least four years. One member shall be appointed in each odd-

UUA Bylaws: 6

- 734 numbered year. In addition to any election required to fill a vacancy,
- 735 no fewer than one nor more than two members shall be elected at
- 736 the regular General Assembly held in each odd-numbered year, as 737 is required to insure a full complement of elected members.
- 738 The duties of the Commission are described in Article IV.

739 Section 5.11. Board of Review.

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- 740 (a) Members. The Board of Review shall consist of eight741 members, as follows:
 - (1) Three members who are ministers, each of whom at the time of election is in final ministerial fellowship with the Association and has held such fellowship continuously for the preceding seven years; and
 - (2) One member who is a Credentialed Religious Educator – Master Level; and
 - (3) Four members who are not ministers or credentialed religious educators, each of whom at the time of election is a member of a certified member congregation and has been a member of one or more such congregations for not less than three years as an officer or a member of the governing bodies of one or more such congregations.
- 755 (b) Election and Term. Each term shall be eight years. At each regular General Assembly held in an odd-numbered year 756 757 there shall be elected one person who is neither a minister 758 nor a credentialed religious educator. At each regular General Assembly held in an odd-numbered year there shall be 759 760 elected either a minister, as described in subsection (a)(1), 761 above, or a Credentialed Religious Educator - Master Level 762 as described in section (a)(2) above. After serving a term in 763 office, a member shall not be eligible for re-election until after 764 an interim of at least eight years.
- 765 (c) Qualifications. No member of the Board of Review shall
 766 during the term of office be a member of the Ministerial
 767 Fellowship Committee or the Religious Education
 768 Credentialing Committee.
- 769 (d) Removal. A member of the Board of Review may be 770 removed without hearing by the vote of six other members, or 771 as provided by Section 5.4.
- 772 (e) Duties. The duties of the Board of Review are described in773 Articles XI and XII.

774 Section 5.12. Additional Committees.

- 775 Additional committees may be created by any General Assembly by 776 adoption of a resolution which shall state the membership, terms,
- 777 qualification, method of selection, and duties thereof.

778 Section 5.13. Presiding Officer.

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

784 Section 5.14. Time and Place of Meetings.

785 Each committee shall hold meetings at such times and places as it 786 may determine.

787 Section 5.15. Call and Notice of Meetings.

788 Meetings of committees may be called by the presiding officer and 789 shall be called by the presiding officer at the request of a majority of 790 the members of the entire committee. Notice of committee 791 meetings shall be given in writing not less than ten nor more than 792 sixty days before the meeting and shall state the time and place of 793 the meeting.

794 Section 5.16. Transition Provision.

795 Notwithstanding the provisions of Sections 5.2 and 5.6:

- 796 (a) Members of the Nominating Committee elected at the regular 797 General Assembly in 2013 shall be elected to three-year 798 terms.
- 799 (b) Members of the Nominating Committee elected prior to the regular General Assembly in 2013 may serve their full six-year terms.
- 802 (c) For elections at any regular General Assembly before 2018, 803 no person shall be eligible for nomination for a term on the Nominating Committee that would result in more than six years of continuous service.
- 806 (d) This transition provision shall automatically be deleted from 807 the bylaws following the regular General Assembly in 2017.

ARTICLE VI Board of Trustees

809 Section C-6.1. Responsibility.

- 810 The Board of Trustees shall conduct the affairs of the Association 811 and, subject to these Bylaws, shall carry out the Association's
- 812 policies and directives as provided by law.

813 Section 6.2. Powers.

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814 The Board of Trustees shall act for the Association between 815 General Assemblies.

816 Section 6.3. Membership.

- 817 The Board of Trustees shall consist of:
- 818 (a) the President, without vote, the Moderator and the Financial 819 Advisor; and
- 820 (b) eleven trustees elected at large.

821 *Section 6.4. Election of Trustees.

- 822 (a) One-third, as nearly as possible, of the members of the Board
 823 of Trustees shall be elected at each regular General
 824 Assembly.
- 825 (b) The Board of Trustees shall assign a number to each trustee 826 position for the purposes of electing trustees.

827 Section 6.5. Term.

828 Trustees shall take office immediately after the close of the General 829 Assembly at which they are elected, and shall serve for terms of 830 three years and until their successors are elected and qualified. Any 831 partial term of more than two years shall be considered a full term 832 for purposes of this Section. No trustee may serve more than two 833 successive full terms. However, a trustee may at any time become 834 one of the elected officers of the Association and serve as long in 835 that office as if such trustee had not previously been a trustee. No 836 person who has served as an elected officer for a full term or as a 837 trustee for two full terms shall thereafter be elected a trustee without 838 an interim of at least three years.

839 *Section 6.6. Qualifications of Trustees.

840 Each elected trustee shall be a member of a member congregation. 841 A trustee who ceases to meet these qualifications shall be 842 disqualified and the office declared vacant. Not more than one 843 trustee shall be a member of the same member congregation. If a 844 trustee becomes a member of a member congregation in which 845 another trustee is already a member, such trustee shall be 846 disqualified and the office declared vacant. The Board of Trustees 847 shall adopt rules for the application of this Section to persons 848 holding membership in more than one member congregation.

849 Section 6.7. Resignation and Removal of Trustees.

850 A trustee may at any time resign by giving written notice to the 851 Board of Trustees. Such resignation shall take effect at the time 852 specified therein, or, if no time is specified, then on delivery. A 853 trustee may be removed by a three-fourths vote of the entire Board 854 at a meeting at which not less than three-fourths of the entire Board 855 is present if in the opinion of the Board such trustee is incapacitated 856 or unable to carry out the duties of the office or otherwise for good 857 cause.

858 Section 6.8. Vacancies.

859 A vacancy created by the death, disqualification, resignation, or 860 removal of a trustee shall be filled by majority vote of the remaining 861 trustees. An individual appointed to fill a vacancy shall serve until 862 the vacancy is filled by regular or special election.

863 Section 6.9. Place of Meeting.

864 The Board of Trustees shall hold its meetings at such places as the 865 Board may determine.

866 Section 6.10. Regular Meetings.

867 Regular meetings of the Board of Trustees shall be held at such 868 times as the Board may determine. No fewer than three regular 869 meetings of the Board shall be held during each fiscal year of the 870 Association.

871 Section 6.11. Special Meetings.

872 Special meetings of the Board of Trustees may be called by the 873 Moderator or President, and shall be called by the Moderator at the

874 request of eight trustees. Notice of special meetings shall be given

875 in writing not less than five nor more than sixty days before the 876 meeting and shall state the agenda, time and place of the meeting.

877 Section 6.12. Waiver of Notice.

878 Notice of a meeting need not be given to any trustee who submits a

879 signed waiver of notice whether before or after the meeting, or who

880 attends the meeting without protesting, prior thereto or at its

881 commencement, the lack of notice.

882 Section 6.13. Quorum.

 $883\,$ A majority plus one of the entire voting membership of the Board of

884 Trustees shall constitute a quorum for the transaction of business.

885 Section 6.14. Compensation.

886 Except for the President, members of the Board of Trustees shall 887 not receive compensation for their services but shall be reimbursed

888 as determined by the Board of Trustees for the expenses

889 reasonably incurred by them in the performance of their duties.

890 Section 6.15. Annual Report.

891 The Secretary shall on behalf of the Board of Trustees present an 892 annual report of its activities to the member congregations and at

893 each regular General Assembly.

894 ARTICLE VII Committees of the Board of Trustees

895 Section 7.1. Committees of the Board of Trustees.

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

897 (a) the Executive Committee;

898 (b) the Ministerial Fellowship Committee;

899 (c) the Finance Committee;

900 (d) the Investment Committee;

901 (e) the Religious Education Credentialing Committee; and

902 (f) the Audit Committee.

903 The President shall be a member, without vote, of the Executive 904 Committee, the Finance Committee, and the Investment

905 Committee.

906 Section 7.2. Appointment and Term of Office.

907 Except as otherwise provided, the terms of members of standing 908 committees of the Board of Trustees shall be two years beginning at 909 the close of the regular General Assembly in odd-numbered years. 910 Members shall be appointed no later than 120 days after the 911 beginning of the term. Members shall take office upon the effective 912 date of their appointment and shall serve until their successors are 913 appointed and qualified.

914 Section 7.3. Removal of Committee Member.

915 Standing committee members appointed by the Board of Trustees 916 serve at the pleasure of the Board and may be removed by it at any 917 time.

918 Section 7.4. Vacancies.

919 A vacancy on any committee of the Board among members 920 appointed by the Board of Trustees shall be filled by it.

921 Section 7.5. Executive Committee.

922 The Executive Committee shall consist of the Moderator, the First 923 Vice Moderator, the Secretary, the Financial Advisor, and the 924 Financial Secretary. The position on the committee occupied by 925 the First Vice Moderator shall be filled by the Second Vice 926 Moderator at any meeting of the committee from which the First 927 Vice Moderator is absent or at which the First Vice Moderator is 928 presiding in the absence of the Moderator. The position on the 929 committee occupied by the Secretary shall be filled by the Assistant 930 Secretary at any meeting of the committee from which the Secretary 931 is absent. The Executive Committee shall conduct the current and 932 ordinary business of the Association between meetings of the Board 933 of Trustees. If between meetings of the Board of Trustees, matters 934 arise which (1) in the opinion of the Executive Committee are not 935 current and ordinary business but in the best interests of the 936 Association must nevertheless be acted upon, or (2) the Executive 937 Committee has been authorized by the Board to be acted upon, 938 then the Executive Committee may act thereon for the Board of 939 Trustees, but only if four or more members vote the action.

940 Section 7.6. Ministerial Fellowship Committee.

941 The Ministerial Fellowship Committee shall consist of no fewer than 942 fourteen members as follows:

943 (a) at least six members who are not ministers appointed by the 944 Board; and

945 (b) at least eight members who are ministers in final fellowship 946 with the Association, four appointed by the Unitarian 947 Universalist Ministers Association and the remainder by the 948 Board.

949 The committee shall have jurisdiction over ministerial fellowship with 950 the Association as provided in Article XI hereof. The Board of 951 Trustees shall designate a person who is not a member of the 952 committee to be its Executive Secretary and keep its records.

953 Section 7.7. INTENTIONALLY DELETED.

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955 Section 7.8. Investment Committee.

956 The Investment Committee shall be the Investment Committee of 957 the Unitarian Universalist Common Endowment Fund LLC. The 958 duties of the Investment Committee are set forth in Article X.

959 Section 7.9. Additional Committees.

960 The Board of Trustees may appoint additional committees to serve 961 at its pleasure and shall determine the membership, qualifications, 962 and duties thereof.

963 Section 7.10. Presiding Officer.

964 The Board of Trustees shall appoint one member of each standing 965 committee of the Board to be its presiding officer.

966 Section 7.11. Time and Place of Meetings.

967 Each standing committee of the Board shall hold meetings at such 968 times and places as it may determine.

969 Section 7.12. Call and Notice of Meetings.

970 Meetings of standing committees of the Board may be called by the 971 presiding officer and shall be called by the presiding officer at the 972 request of a majority of the members of the entire committee. 973 Unless the Board of Trustees otherwise provides, notice of 974 meetings of each standing committee shall be given in such a 975 manner and within such time as the standing committee 976 determines.

977 Section 7.13. Religious Education Credentialing 978 Committee.

979 The Religious Education Credentialing Committee shall consist of 980 seven members as follows:

- 981 (a) three members, none of whom is a parish minister, minister of religious education, community minister, a credentialed religious educator, or a director of religious education, appointed by the Board;
- 985 (b) one member who is a parish minister or community minister, 986 appointed by the Board;
- 987 (c) one member who is a minister of religious education, 988 appointed by the Board;
- 989 (d) one member who is a Credentialed Religious Educator 990 Master Level, appointed by the Board; and
- 991 (e) one member nominated by the Board of the Liberal Religious 992 Educators Association and appointed by the Board of 993 Trustees.

994 The Committee shall have jurisdiction over religious education 995 credentialing with the Association as provided in Article XII thereof. 996 The Board of Trustees shall designate a person who is not a 997 member of the committee to be its Executive Secretary and keep its 998 records.

999 Section 7.14. Audit Committee.

1000 The Audit Committee shall consist of **no fewer than four** members 1001 as follows:

- 1002 (a) persons appointed by the Board, none of whom are members of the Board or hold a salaried position with the Association;
- 1004 (b) the Financial Advisor.

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1005 No member of the Audit Committee shall serve for more than four 1006 terms on the Audit Committee.

1007 The duties of the Audit Committee are set forth in Article X.

ARTICLE VIII Officers of the Association

1009 *Section 8.1. Officers Enumerated.

- 1010 (a) Elected Officers. The elected officers of the Association shall be a Moderator, a President, and a Financial Advisor.
- 1012 (b) Appointed Non-salaried Officers. The appointed non-1013 salaried officers of the Association shall include one or more 1014 Vice Moderators, a Secretary, and a Recording Secretary and

- 1015 may include such other officers as the Board of Trustees may1016 appoint.
- 1017 (c) Appointed Salaried Officers. The appointed salaried officers of the Association shall include a Treasurer, and may include one or more vice presidents, assistant treasurers, and such other officers as the Board of Trustees may determine.

1021 Section C-8.2. Control by Board of Trustees.

1022 All officers shall be subject to the direction and control of the Board 1023 of Trustees. All appointed officers shall be appointed by the Board 1024 of Trustees and shall serve at its pleasure.

1025 Section 8.3. Term of Office.

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- 1026 (a) Elected Officers. The elected officers shall be elected at a regular General Assembly and shall take office immediately after the close of such General Assembly.
 - (1) President. The President shall serve for a term of six years and until his or her successor is elected and qualified. No President shall serve more than one term; and any partial term of more than two years served by reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of this subsection.
 - (2) Moderator. The Moderator shall serve for a term of six years and until his or her successor is elected and qualified. No Moderator shall serve more than one term; and any partial term of more than two years served by reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of this subsection.
 - (3) Financial Advisor. The Financial Advisor shall serve for a term of three years and until his or her successor is elected and qualified. No Financial Advisor shall serve more than two successive terms; and any partial term of more than two years served by reason of appointment and/or election to office pursuant to subsection 8.7(a) below shall be considered a full term for purposes of this subsection.
- 1051 (b) Appointed Non-salaried Officers. The appointed non-salaried officers shall serve for one or more terms of two years and until their successors are appointed and qualified.
- 1054 (c) Transition Provision. The bylaw amendment changing the 1055 term of office of the President from four years to a single term 1056 of six years shall become effective for the election of the President at the regular General Assembly in 2017. The 1057 President elected at the regular General Assembly in 2013 1058 shall not be eligible for election in 2017. The first two 1059 1060 sentences of this transition provision shall automatically be 1061 deleted from the bylaws following the regular General 1062 Assembly in 2017.

1063 Section 8.4. Qualification of Officers.

1064 Each officer of the Association shall be a member of a member 1065 congregation. If an officer ceases to be a member of any member 1066 congregation, such officer shall be disqualified and the office 1067 declared vacant.

1068 Section 8.5. Removal of Officers.

1069 (a) Elected Officers. An elected officer may be removed by a three-fourths vote of the entire Board of Trustees at a meeting 1070 1071 at which not less than three-fourths of the entire Board is present if in the opinion of the Board such officer is 1072 1073 incapacitated or unable to carry out the duties of the office. 1074 The President may also be removed by such a vote of the Board if it determines that such removal is in the best 1075 1076 interests of the Association.

1077 (b) Appointed Officers. An appointed officer may be removed by the Board of Trustees at any time.

1079 Section 8.6. Resignation.

1080 An officer may resign at any time by giving written notice to the 1081 Moderator, who shall immediately forward copies to the Board of 1082 Trustees. Any such resignation shall take effect at the time 1083 specified therein, or, if no time is specified, then upon delivery.

1084 Section 8.7. Vacancies.

- 1085 (a) Elected Officers. A vacancy created by the death, 1086 disqualification, resignation, or removal of an elected officer 1087 shall be filled by majority vote of the Board of Trustees. An 1088 individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election.
- 1090 (b) Appointed Non-salaried Officers. A vacancy created by the 1091 death, disqualification, resignation, or removal of an appointed non-salaried officer may be filled by the Board of 1093 Trustees for the balance of the unexpired term.

1094 Section 8.8. Moderator.

1095 The Moderator shall preside at General Assemblies and meetings 1096 of the Board of Trustees and the Executive Committee. The 1097 Moderator shall represent the Association on special occasions and 1098 shall assist in promoting its welfare. The Moderator shall serve as 1099 Chief Governance Officer of the Association.

1100 Section 8.9. President.

1101 The President shall be the chief executive officer of the Association.

1102 Section 8.10. Financial Advisor.

1103 The duties of the Financial Advisor are set forth in Article X.

1104 *Section 8.11. Executive Vice President.

1105 In the event an Executive Vice President should be appointed, the

1106 Board of Trustees shall describe his or her duties.

1107 Section 8.12. Vice Moderators.

1108 The Vice Moderator or Moderators shall be elected from among the 1109 members of the Board of Trustees by its members. In the absence

1110 of the Moderator a Vice Moderator shall preside at meetings and

1111 perform the duties of the Moderator. A Vice Moderator shall

1112 perform such other duties as may be assigned by the Board. In the

1113 event that more than one Vice Moderator is elected, one of the Vice

1114 Moderators shall be designated First Vice Moderator.

1115 Section 8.13. Vice Presidents.

1116 Any Vice President appointed shall have such powers and shall 1117 perform such duties as may be assigned by the Board of Trustees

1118 or as assigned by the President in conformity with any provisions of

1119 the Board appointment.

1120 Section 8.14. Secretary.

1121 The Secretary shall be appointed from among the members of the

1122 Board of Trustees and shall perform all duties usually pertaining to

1123 the office, except those of a Clerk under Massachusetts law. The

1124 Secretary shall represent the Association on special occasions and

1125 shall assist in promoting the welfare of the Association.

1126 Section 8.15. Treasurer.

1127 The duties of the Treasurer are set forth in Article X.

1128 Section 8.16. Recording Secretary.

1129 The Recording Secretary shall at all times be a resident of the

1130 Commonwealth of Massachusetts and upon being appointed shall

1131 be sworn to the faithful performance of the duties of the office. If the

1132 Recording Secretary ceases to be a resident of the Commonwealth

1133 of Massachusetts, such person shall be disqualified and the office

1134 declared vacant. The Recording Secretary shall keep an accurate

1135 record of all meetings of the Association and the Board of Trustees,

1136 shall perform such other duties as may be assigned by the Board,

1137 and shall perform the duties of a Clerk under Massachusetts law.

1138 Section 8.17. Other Appointed Officers.

1139 The Board of Trustees may appoint such other officers as it deems

1140 necessary and shall fix their powers and duties.

1141 Section 8.18. Compensation.

1142 The Moderator, the Financial Advisor, and the appointed non-1143 salaried officers shall not receive compensation for their services 1144 but shall be reimbursed as determined by the Board of Trustees for 1145 expenses reasonably incurred by them in the performance of their 1146 duties.

1147 Section 8.19. Reports by Officers.

1148 The Moderator, the President, the Financial Advisor, and the 1149 Treasurer shall each make an annual report to the member 1150 congregations and to each regular General Assembly.

1151 ARTICLE IX Nominations and Elections

1152 Section 9.1. Elective Positions.

1153 The elective positions of the Association are those of the elected 1154 officers, the trustees, and the elected members of the standing 1155 committees of the Association. No person shall hold more than one 1156 elective position at a time whether by election or appointment. Ex 1157 officio positions for the purposes of this Bylaw provision shall be

1158 deemed part of the elected position from which the ex officio

1159 position is derived.

1160 Section 9.2. Nomination Procedures.

1161 The nomination procedures set forth in these Bylaws and the Rules 1162 adopted hereunder are exclusive, and no person who is not 1163 nominated in accordance with such procedures can be elected to 1164 any elective position.

1165 Section 9.3. Notice by Nominating Committee.

1166 On or before August 1 of each year, the Nominating Committee 1167 shall notify all certified member congregations in writing of the 1168 elective positions and vacancies to be filled at the next regular 1169 General Assembly.

1170 *Section 9.4. Nomination by Nominating Committee.

1171 (a) The Nominating Committee shall submit one or more nominations for each elective position to be filled, except Moderator and President, including positions to be filled by special election. With respect to Board positions, the Nominating Committee shall designate the position number for which each person is being nominated.

The Nominating Committee shall endeavor to nominate 1177 (b) 1178 individuals so that the membership of the Board of Trustees 1179 and each elected committee reflects the full diversity of the 1180 Association, especially in regard to historically marginalized communities, but also balancing amongst size of 1181 1182 congregation, lay and ordained, geography, age (including 1183 youth and young adults), and gender, among others. The 1184 Nominating Committee shall consult with groups and 1185 organizations including those traditionally underrepresented in Unitarian Universalist leadership, to help inform the 1186 nominating process. 1187

1188 (c) Only one person from any one member congregation shall be 1189 nominated to serve on the Nominating Committee or the 1190 Board of Trustees.

1191 (d) The report of the Nominating Committee shall be filed with the 1192 Secretary of the Association and mailed to all certified member congregations, associate member organizations, and trustees on or before December 10 of each year.

1195 Section 9.5. Nomination of President and Moderator.

- 1196 (a) President. The Presidential Search Committee shall submit no fewer than two nominations for the office of President for 1197 1198 an election at the end of a presidential term or for a special 1199 election. The report of the Presidential Search Committee shall be announced by February 1 of the year before the 1200 General Assembly at which there is to be a presidential 1201 1202 election, except in the case of a special election, in which 1203 case the report of the Presidential Search Committee shall be 1204 announced by December 10 of the year before the election.
- Moderator. The Board of Trustees shall submit one or more 1205 (b) 1206 nominations for the office of Moderator for an election at the 1207 end of a Moderator term or for a special election. The report of the Board of Trustees shall be announced by February 1 of 1208 1209 the year before the General Assembly at which there is to be 1210 a Moderator election, except in the case of a special election, 1211 in which case the report of the Board of Trustees shall be 1212 announced by December 10 of the year before the election.

1213 Section 9.6. Nomination by Petition.

- 1214 (a) For Moderator and President. A nomination for the office of 1215 Moderator or President, for a regular or special election, may 1216 be by petition signed by no fewer than twenty-five certified 1217 member congregations. A certified member congregation 1218 may authorize the signing of a petition only by vote of its 1219 governing board or by vote at a duly called meeting of its 1220 members. Such a petition shall be filed with the Secretary of 1221 the Association, only in such form as the Secretary may 1222 prescribe, not later than February 1 of the year of the election 1223 and not earlier than the preceding March 1.
- 1224 (b) For other Elective Positions. A nomination for any elective position, for a regular or special election, may be by petition 1225 1226 signed by not less than fifty members of certified member congregations, with no more than ten signatures of members 1227 1228 of any one congregation counted toward the required fifty. A 1229 separate petition, in form prescribed by the Secretary, shall 1230 be filed for each nomination not later than February 1 of the 1231 year of the election and not earlier than the preceding 1232 October 1. A petition for nomination to the Board of Trustees must designate the position number for which the person is 1233 1234 being nominated.

1235 Section 9.7. Qualifications of Nominees.

1236 Each person nominated for an elective position at large shall be a 1237 member of a member congregation. No person shall be nominated 1238 for more than one such elective position. If a person is nominated 1239 for more than one such elective position, the Secretary of the 1240 Association shall so notify such person in writing and such person 1241 shall have twenty days from the date of the notice to select one 1242 nomination which is acceptable. In the absence of a timely 1243 selection, all such nominations shall be void and the person shall be 1244 so notified in writing by the Secretary.

1245 Section 9.8. Vacancy in Nominations.

1246 If all persons nominated for an elective position at large die, decline 1247 to serve or are disqualified after the time has expired for making any 1248 further nominations, or if no valid and timely nomination is made, 1249 the position shall be filled after the final adjournment of the regular 1250 General Assembly at which the election would have been held in 1251 the same manner as if the position had been filled by election and 1252 had then become vacant.

1253 Section 9.9. Supervision of Elections.

1254 The Secretary shall supervise all elections for elective positions at 1255 large. The Secretary may appoint a committee of tellers to count 1256 ballots and perform other routine duties. The Secretary shall decide 1257 any question arising during such an election concerning:

- 1258 (a) the interpretation of any provision of these Bylaws or of Rules 1259 made hereunder relating to election procedures;
- 1260 (b) any procedural problem relating to the election which is not covered by these Bylaws or by the Rules; or
- 1262 (c) the interpretation of the intent of a voter in marking the ballot.

1263 The Secretary's decision shall be final. The Secretary shall remain 1264 neutral in the election and shall not engage in electioneering, except 1265 for advocacy of his or her own candidacy for offices for which he or 1266 she is nominated.

1267 Section 9.10. Conduct of Elections at Large.

- 1268 (a) Election by Ballot. Voting shall be by written or electronic 1269 ballot, except that if only one person has been validly 1270 nominated for each elective position at large the persons so 1271 nominated shall be declared elected and no ballots shall be 1272 required.
- 1273 (b) Persons Entitled to Vote. Ballots shall be cast only by 1274 accredited delegates from certified member congregations and 1275 certified associate member organizations to the regular 1276 General Assembly at which the election is held and by 1277 trustees. No person shall cast more than one ballot.
- 1278 (c) Absentee Voting. Those entitled to cast ballots in an election 1279 may cast their ballots electronically or by mail. Absentee 1280 ballots shall be mailed at least forty-five days prior to the General Assembly at which the election is being held. An 1281 1282 absentee ballot that is mailed must be received by the 1283 Secretary not less than seven calendar days before the 1284 General Assembly in order to be counted. An absentee ballot 1285 that is transmitted electronically must be received by the Secretary prior to the closing of voting at the GA location. The 1286 1287 closing date and time shall be designated in the General 1288 Assembly meeting announcement.

1289 *Section 9.11. Counting of Ballots.

- For the position of President, Moderator, Financial Advisor, or 1290 (a) Trustee. If there are no more than two duly nominated 1291 1292 candidates for a position, the candidate receiving the greater 1293 number of votes is elected; provided, however, that in 1294 construing the foregoing with respect to Trustee positions, 1295 each Trustee position number shall be considered a separate 1296 elective position. If there are more than two duly nominated 1297 candidates for a position, the ballot shall be designed to 1298 permit the designation of first, second, third, etc., choice. If 1299 no candidate receives a majority of the first-choice votes cast, 1300 the candidate receiving the lowest first-choice vote shall be 1301 eliminated and the ballots cast for such candidate shall be 1302 redistributed in accordance with the second choice indicated 1303 thereon. This process shall be repeated until one candidate 1304 receives a majority of all votes cast or until only two 1305 candidates remain, at which time the one receiving the 1306 greater number of votes is elected.
- 1307 (b) For Other Elective Positions. If there is one elective position at large to be filled, the candidate receiving the greatest number of votes is elected. If there is more than one such elective position of the same kind to be filled, the candidates respectively receiving the greatest number of votes are elected.

1313 Section 9.12. Special Elections.

- 1314 If a vacancy occurs more than 630 days before the expiration of the
- 1315 term of an elected officer, an elected member of a standing
- 1316 committee of the Association, or a trustee, a special election shall
- 1317 be held to fill the balance of the unexpired term. The special election
- 1318 shall be held at the next regular General Assembly that begins at
- 1319 least 270 days after the date of the vacancy.

1320 *Section 9.13. Rules for Nominations and Elections.

- 1321 Rules relating to nomination and election procedures shall be
- 1322 adopted by a General Assembly. Such rules shall be applicable to
- 1323 elections held after the close of the General Assembly at which they
- 1324 are adopted.

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1325 Section 9.14. Transition Provision.

- 1326 (a) The amendments to Sections 6.3, 6.4(a) 6.5, 6.6, 6.8, 8.3, 1327 8.7, 9.1, 9.3, and 9.6(a) shall become effective at the close of the regular General Assembly in 2013. 1328
- The amendments to section 6.4(b), 9.4, 9.6(b), 9.11, 9.12, 1329 (b) and Rule G-9.13.2 shall become effective at the close of the 1330 1331 regular General Assembly in 2012.
- The terms of all trustees shall expire at the close of the 1332 (c) 1333 regular General Assembly in 2013.
- 1334 (d) Notwithstanding the provisions of Section 9.4., for elections at 1335 the regular General Assembly in 2013:
 - The Board of Trustees shall appoint, not later than October 31, 2012, from among its current members, four members, for specified numbered seats, to each serve a two-year term beginning immediately after the close of the regular General Assembly in 2013. No member whose service on the Board of Trustees began prior to June 2009 shall be eligible for selection for such a term.
 - The Nominating Committee shall nominate one or more (2) candidates to run for election to each of seven additional positions: four positions with a one-year term and three positions with a three-year term. These candidates may or may not be current members of the Board of Trustees.
 - The Nominating Committee shall nominate one or more candidates for election to a three-year term as Financial Advisor.
 - Candidates may be nominated by petition for the Board of Trustees or the Financial Advisor, as specified in Section 9.6.
 - A report of the Nominating Committee shall be filed with the Secretary of the Association and be mailed to all certified member congregations, associate member organizations, and trustees on or before December 10, 2012.
- For elections at any regular General Assembly before 2019, 1361 (e) no trustee shall be eligible for nomination for a term that 1362 1363 would result in more than six years of continuous service.
- This transition provision shall automatically be deleted from 1364 (f) 1365 the bylaws following the regular General Assembly in 2018.

ARTICLE X Finance and Contracts

1367 *Section 10.1. Annual Budget.

- 1368 The annual budget of the Association shall be adopted and may 1369 subsequently be amended by the Board of Trustees. A budget or
- 1370 budgets for the coming year or years shall be presented to each
- 1371 regular General Assembly for its consideration and such

1372 recommendation of financial priorities as the General Assembly 1373 may wish to make.

1374 Section 10.2. Election and Duties of the Financial 1375 Secretary.

1376 The Financial Secretary shall be elected by the Board from 1377 among its members. The Financial Secretary facilitates the

1378 Board's conversations in order to fulfill its financial

1379 responsibilities.

1380 Section 10.3. Duties of Financial Advisor.

1381 The Financial Advisor shall advise the President and the Board of 1382 Trustees on financial policy and shall assist the Board in long-range 1383 planning by reviewing the sources of funds, the application of funds 1384 designated for specific purposes, the balance between foreseeable 1385 income and proposed expenditures, and the overall financial 1386 welfare of the Association. From time to time the Financial Advisor 1387 shall report to the President and the Board findings and 1388 recommendations respecting the current financial affairs of the 1389 Association and long-range planning.

1390 Section 10.4 Duties of Treasurer and Assistant 1391 Treasurers.

1392 The Treasurer shall have custody of the corporate seal and the 1393 funds and other properties of the Association and shall have the 1394 usual duties of the Treasurer of a corporation. The Treasurer or the 1395 Board of Trustees may from time to time delegate or assign to each 1396 Assistant Treasurer specified duties and authority; and any person, 1397 firm, organization or corporation dealing with the Association may 1398 assume that any act performed by an Assistant Treasurer, including 1399 the execution, sealing and delivery of any document, has been 1400 performed pursuant to an effective delegation or assignment of 1401 authority as aforesaid, and the Association shall be bound 1402 accordingly.

1403 Section C-10.5. Raising of Funds.

1404 The Association shall raise capital and operating funds to carry out 1405 its purposes. It may also raise capital and operating funds for 1406 associate member organizations and independent affiliate 1407 organizations.

1408 Section C-10.6. Authority to Hold Funds for the Benefit 1409 of Others.

1410 The Association may hold for investment and distribution funds 1411 given to the Association for the benefit of a member congregation, 1412 associate member organization, independent affiliate organization, 1413 or other Unitarian Universalist organization.

1414 Section C-10.7. Responsibility for Funds Held by the 1415 Association.

- 1416 (a) Board of Trustees. The Board of Trustees shall have ultimate responsibility for investing the funds held by the Association. 1417
- President. The President shall invest the endowment funds 1418 (b) 1419 held by the Association in the Unitarian Universalist Common 1420 Endowment Fund LLC.
- Investment Committee. The Investment Committee shall 1421 (c) 1422 manage the endowment funds held by the Association, subject to control by the Board of Trustees. 1423

1424 *Section 10.8. Contracts and Securities.

1425 The President, Secretary, Recording Secretary, Treasurer, and 1426 Assistant Treasurer may sign and attest deeds, mortgages, 1427 contracts, and other documents to which the Association is a party.

1428 Section C-10.9. Pension System.

1429 The Association shall establish and maintain a pension system for 1430 ministers in fellowship with the Association.

1431 Section 10.10. Fiscal Year.

1432 The fiscal year of the Association shall be from July 1 to June 30.

1433 Section C-10.11. Corporate Seal.

1434 The seal of the Association shall be in such form as the Board of 1435 Trustees shall approve.

1436 Section 10.12. Indemnification of Trustees, Officers,1437 Employees, and Volunteers.

1438 The Association, to the extent legally permissible, shall indemnify 1439 any trustee, officer, employee of the Association or volunteer 1440 elected by a General Assembly or appointed by the Board of 1441 Trustees of the Association to serve the Association, or persons 1442 formerly holding such positions, against all liabilities and expenses 1443 (including court costs, attorneys' fees, and the amount of any 1444 judgment or reasonable settlement, fines and penalties) actually 1445 and necessarily incurred by any such person, subsequent to the 1446 adoption hereof, in connection with the defense of any claim 1447 asserted or threatened to be asserted against any such person, or 1448 any action, suit or proceeding in which any such person may be 1449 involved as a party, by reason of being or having been such trustee, 1450 officer, employee or volunteer or by reason of any action alleged to 1451 have been taken or omitted by any such person as such trustee, 1452 officer, employee or volunteer, except with respect to any matter as 1453 to which he or she shall have been adjudicated in any proceeding 1454 not to have acted in good faith in the reasonable belief that his or 1455 her action was in the best interests of the Association; provided, 1456 however, that as to any matter disposed of by a compromise 1457 payment by such person, pursuant to a consent decree or 1458 otherwise, no indemnification either for said payment or for any 1459 other expenses shall be provided unless such compromise and 1460 indemnification therefore shall be approved:

- 1461 (a) by a majority vote of a quorum consisting of disinterested trustees:
- 1463 (b) if such quorum cannot be obtained, then by a majority vote of 1464 a committee of the Board of Trustees consisting of all the 1465 disinterested trustees;
- 1466 (c) if there are not two or more disinterested trustees in office, then by a majority of the trustees then in office, provided they 1467 1468 have obtained a written finding by independent legal counsel 1469 appointed by a majority of the trustees to the effect that, 1470 based upon a reasonable investigation of the relevant facts as described such opinion, the person to be indemnified 1471 appears to have acted in good faith and in the reasonable 1472 1473 belief that his or her action was in the best interests of the 1474 Association:
- 1475 (d) if not resolved by (a), (b) or (c), above, by a court of competent jurisdiction.

1477 If authorized in the same manner specified above for compromise 1478 payments, expenses, including attorneys' fees actually and 1479 necessarily incurred by any such person in connection with the 1480 defense or disposition of any such action, suit or other proceeding 1481 may be paid from time to time by the Association in advance of the 1482 final disposition thereof upon receipt of (a) an affidavit of such 1483 individual of his or her good faith belief that he or she has met the 1484 standard of conduct necessary for indemnification under this 1485 Section and (b) an undertaking by such individual to repay the 1486 amount so paid to the Association if such person shall be 1487 adjudicated to be not entitled to indemnification under this Section, 1488 which undertaking may be accepted without reference to the 1489 financial ability of such person to make repayment. The right of 1490 indemnification herein provided shall inure to the benefit of the 1491 heirs, executors and administrators of each such trustee, [or] officer, 1492 employee or volunteer and shall not be deemed exclusive of any 1493 other rights to which any such person may be entitled under any 1494 statute, bylaw, agreement, vote of members or otherwise or to 1495 which any such person might have been entitled were it not for this 1496 provision. As used in this Section, an "interested" trustee or officer 1497 is one against whom in such capacity the proceeding in question, or 1498 other proceeding on the same or similar grounds, is then pending.

1499 Section 10.13. Duties of the Audit Committee.

1500 The Audit Committee shall oversee the annual audit of the financial 1501 statements of the Association by an independent certified public 1502 accounting firm and monitor the establishment and implementation 1503 of accounting policies and internal controls. Specific duties of the 1504 Audit Committee shall be set forth in a charter adopted by the 1505 Board, which may be amended by the Board from time to time.

1506 ARTICLE XI Ministry

1507 Section C-11.1. Ministerial Fellowship.

1509 ordain its own minister or ministers, but the Association has the 1510 exclusive right to admit ministers to ministerial fellowship with the 1511 Association. Fellowship may be for the purposes of parish, religious

1508 Each member congregation has the exclusive right to call and

1512 education and/or community ministry as determined by action of the

1513 Ministerial Fellowship Committee.

1514 No minister shall be required to subscribe to any particular creed, 1515 belief, or interpretation of religion in order to obtain and hold 1516 fellowship.

1517 *Section 11.2. Ministerial Fellowship Committee.

1518 The Ministerial Fellowship Committee shall have exclusive 1519 jurisdiction over ministerial fellowship except as otherwise provided 1520 in these bylaws. It shall make rules governing ministerial fellowship, 1521 subject to the approval of the Board of Trustees.

1522 Section 11.3. Admission to Fellowship.

1523 A minister may be admitted to fellowship by the Ministerial 1524 Fellowship Committee, upon complying with the requirements of 1525 these Bylaws and the rules, policies, procedures and requests of 1526 the Committee. A minister who is admitted to fellowship shall be 1527 admitted to preliminary fellowship for a period of at least three 1528 years, be evaluated in ministry, and may thereafter be admitted to 1529 final fellowship.

1530 Section 11.4. Fellowship Records.

1531 The Executive Secretary of the Ministerial Fellowship Committee 1532 shall maintain up-to-date records of all ministers in fellowship with 1533 the Association. These records shall be available only to members 1534 of the committee, persons designated by the Committee, and, in 1535 cases of appeals, the Board of Review.

1536 Section 11.5. Termination of Fellowship and Administrative Suspension.

1538 The fellowship of a minister may be terminated by the Ministerial 1539 Fellowship Committee for unbecoming conduct, incompetence or 1540 other specified cause. Final fellowship may be terminated only after 1541 notice by the Committee and opportunity for a Fellowship Review 1542 before the Committee. During an investigation or the pendency of a 1543 complaint, the Ministerial Fellowship Committee may suspend a 1544 minister until a final determination can be made on the minister's 1545 fellowship status.

1546 Section 11.6. Reinstatement to Fellowship.

1547 The Ministerial Fellowship Committee may reinstate in or readmit to 1548 fellowship a minister who has previously resigned from fellowship or 1549 whose fellowship has been suspended or terminated.

1550 Section 11.7. Appeal.

1551 A minister in final ministerial fellowship whose fellowship is 1552 terminated may appeal the determination of the Ministerial 1553 Fellowship Committee to the Board of Review. The Board of

UUA Bylaws: 13

1554 Review shall have exclusive jurisdiction to hear and decide such 1555 appeals. No other appeal shall be allowed from any decision of the 1556 Ministerial Fellowship Committee.

1557 Section 11.8. Procedure on Appeal.

1558 An appeal to the Board of Review may be heard by a panel of the 1559 Board selected as provided in its rules. The Board of Review or its 1560 panel hearing an appeal shall limit its review to an examination of 1561 the Ministerial Fellowship Committee's decision, the information 1562 presented to the Committee, including the documents and other 1563 evidence compiled during the Fellowship Review, and the reasons 1564 articulated by the Ministerial Fellowship Committee for its decision 1565 terminating the minister's fellowship. If the minister requests 1566 consideration of newly discovered evidence not previously 1567 presented to the Ministerial Fellowship Committee, then the matter 1568 shall be returned to the Ministerial Fellowship Committee for 1569 consideration of that evidence before the Board proceeds with the 1570 appeal. These Bylaws and the rules of the Ministerial Fellowship 1571 Committee shall be binding upon the Board of Review or its panel. 1572 The Ministerial Fellowship Committee's determination of fact and/or 1573 credibility will not be overturned unless no reasonable fact finder 1574 could have reached such determination, and disputes of fact are to 1575 be resolved in favor of the Ministerial Fellowship Committee's 1576 determination. The Board of Review or its panel may set aside the 1577 decision of the Ministerial Fellowship Committee only where 1578 necessary to correct or prevent manifest injustice. The Board of 1579 Review or its panel may remand the case in whole or in part to the 1580 Committee or take such other action as may be just. The Board of 1581 Review or its panel shall set forth its finding and conclusions and 1582 will serve upon the affected minister and the Ministerial Fellowship 1583 Committee. The decision shall be entered in the fellowship records 1584 and shall be final and binding upon all parties. No appeal shall be 1585 allowed from the decision of the Board of Review. The Board of 1586 Review shall make rules to carry out the intent of this Section.

1587 ARTICLE XII Religious Education Credentialing

1588 Section 12.1. Religious Education Credentialing.

1589 Each member congregation has the exclusive right to employ its 1590 own religious educator, but the Association has the exclusive right 1591 to confer on religious educators a religious education credentialing 1592 status with the Association. No religious educator shall be required 1593 to subscribe to any particular creed, belief, or interpretation of 1594 religion in order to obtain and hold religious education credentialing 1595 status.

1596 Section 12.2. Religious Education Credentialing Committee.

1598 The Religious Education Credentialing Committee shall have 1599 exclusive jurisdiction over religious education credentialing except 1600 as otherwise provided herein. It shall make rules governing religious 1601 education credentialing, subject to the approval of the Board of 1602 Trustees.

Section 12.3. Achievement of Religious EducationCredentialing Status.

1605 A religious educator may achieve a religious education credentialing 1606 status by action of the Religious Education Credentialing 1607 Committee, upon complying with the requirements of these Bylaws 1608 and the rules, policies, procedures and requests of the committee.

1609 Section 12.4. Religious Education Credentialing Levels.

1610 The Religious Education Credentialing Committee shall adopt rules 1611 related to levels of religious education credentialing as follows: 1612 religious education credentialing includes Credentialed Religious 1613 Educator – Associate Level status, credentialed religious educator 1614 status, and Credentialed Religious Educator – Master Level status 1615 as determined by action of the Religious Education Credentialing 1616 Committee.

1617 Section 12.5. Religious Education Credentialing

1619 The Executive Secretary of the Religious Education Credentialing 1620 Committee shall maintain up-to-date records of all religious 1621 educators who have achieved a status as a religious educator as 1622 described in Section 12.4 of these bylaws. These records shall be 1623 available only to members of the committee, persons designated by 1624 the Committee, and, in cases of appeals, the Board of Review.

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

1628 The religious education credentialing status of a religious educator 1629 may be terminated by the Religious Education Credentialing 1630 Committee for unbecoming conduct, incompetence or other 1631 specified cause. Credentialing status may be terminated only after 1632 notice by the Committee and opportunity for a Religious Education 1633 Credentialing Status Review before the Committee. During an 1634 investigation or the pendency of a complaint, the Religious 1635 Education Credentialing Committee may suspend a religious 1636 educator's credentialing status until a final determination can be 1637 made.

1638 Section 12.7. Reinstatement of Religious Education Credentialing Status.

1640 The Religious Education Credentialing Committee may reinstate in 1641 or readmit to religious education credentialing status a religious 1642 educator who has previously resigned from religious education 1643 credentialing status or whose religious education credentialing 1644 status has lapsed, been suspended or terminated.

1645 **Section 12.8. Appeal.**

1646 A religious educator with a religious education credentialing status 1647 whose status is terminated may appeal the determination of the 1648 Religious Education Credentialing Committee to the Board of 1649 Review. The Board of Review shall have exclusive jurisdiction to 1650 hear and decide such appeals. No other appeal shall be allowed 1651 from any decision of the Religious Education Credentialing 1652 Committee.

1653 Section 12.9. Procedure on Appeal.

1654 An appeal to the Board of Review shall be heard by a panel of the 1655 Board selected as provided in its rules. The Board of Review or its 1656 panel hearing an appeal shall limit its review to an examination of 1657 the Religious Education Credentialing Committee's decision, 1658 including the documents and other evidence compiled during the 1659 Religious Education Credentialing Status Review, and the reasons 1660 articulated by the Religious Education Credentialing Committee for 1661 its decision terminating the religious educator's credentialing status. 1662 If the religious educator requests consideration of newly discovered 1663 evidence not previously presented to the Religious Education 1664 Credentialing Committee, then the matter shall be returned to the 1665 Religious Education Credentialing Committee for consideration of 1666 that evidence before the Board proceeds with the appeal. These 1667 Bylaws and the rules of the Religious Education Credentialing 1668 Committee shall be binding upon the Board of Review or its panel. 1669 The Religious Education Credentialing Committee's determination 1670 of fact and/or credibility will not be overturned unless no reasonable 1671 fact finder could have reached such determination, and disputes of 1672 fact are to be resolved in favor of the Religious Education 1673 Credentialing Committee's determination.

1674 The Board of Review or its panel may set aside the decision of the 1675 Religious Education Credentialing Committee only where necessary 1676 to correct or prevent manifest injustice. The Board of Review or its 1677 panel may remand the case in whole or part to the Religious 1678 Education Credentialing Committee or take such other action as 1679 may be just. The Board of Review or its panel shall set forth its 1680 finding and conclusions and shall be communicated to the affected 1681 religious educator and the Religious Education Credentialing 1682 Committee. The decision shall be entered in the religious education 1683 credentialing records and shall be final and binding upon all parties. 1684 No appeal shall be allowed from the decision of the Board of

1685 Review. The Board of Review shall make rules to carry out the 1686 intent of this Section.

ARTICLE XIII Regional Organizations

1688 Section C-13.1. Districts and Regions.

1689 The Association shall support areas of regional responsibility known 1690 as districts or regions.

1691 *Section C-13.2. Establishment.

1692 The establishment of districts or regions and the manner of 1693 determining which congregations are included in each district or 1694 region shall be in accordance with rules adopted by the General 1695 Assembly.

1696 Section 13.3. Members.

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1697 All member congregations of the Association located within the 1698 district or region shall be entitled to be member congregations of 1699 that district or region.

1700 Section C-13.4. Autonomy.

1701 Each district or region shall be autonomous and shall be controlled 1702 by its own member congregations to the extent consistent with the 1703 promotion of the welfare and interests of the Association as a whole 1704 and of its member congregations.

1705 Section 13.5. District Bylaws.

1706 Each district or region shall adopt bylaws or policies which are not 1707 in conflict with these Bylaws.

ARTICLE XIV Rules

1709 Section 14.1. Adoption and Amendment of Rules by 1710 General Assemblies.

1711 A General Assembly may adopt Rules not inconsistent with these 1712 Bylaws. Adoption or amendment of Rules by a General Assembly 1713 shall be by two-thirds vote. Each Rule adopted by a General 1714 Assembly shall be identified by a "G" preceding its Rule number. A 1715 General Assembly may amend or repeal Rules adopted by prior 1716 General Assemblies or by the Board of Trustees, if the proposed 1717 Rules or amendments have been placed on the agenda. Rules and 1718 amendments thereto shall be submitted for inclusion on the agenda 1719 in the same manner as other resolutions. The provisions of this 1720 Section 14.1 do not apply to the Rules of Procedure contemplated 1721 by Section 4.19.

1722 Section 14.2. Adoption and Amendment of Rules by the Board of Trustees. 1723

1724 The Board of Trustees may adopt Rules not inconsistent with these 1725 Bylaws and with Rules adopted by General Assemblies and may 1726 amend or repeal its Rules.

1727 Section 14.3. Rules of Order.

1728 The Rules contained in the current edition of Robert's Rules of 1729 Order Newly Revised shall govern the Association in all cases to 1730 which they are applicable and in which they are not inconsistent 1731 with these Bylaws and any Rules that may be adopted hereunder.

ARTICLE XV Amendment

1733 Section C-15.1. Amendment of Bylaws.

1734 (a) Amendments to Bylaws. These Bylaws may be amended by a two-thirds vote at a regular General Assembly if a proposed 1735 1736 amendment has been placed on the agenda; provided, 1737 however, that proposals to amend, repeal, or add a new 1738 section of these Bylaws whose section number is preceded 1739 by a "C" (hereinafter a "C Bylaw") shall be governed by 1740 subsections (b) or (c) hereof.

Amendments to C Bylaws Other Than in Article II. A 1741 (b) proposal to amend, repeal or add a new C Bylaw, other than 1742 1743 those C Bylaws in Article II of these Bylaws, shall be subject to a two-step approval process. 1744

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- (1) Such proposals must be placed on the agenda of a regular General Assembly and approved preliminarily by a majority vote at such regular General Assembly. Following such preliminary approval, the proposal to amend, repeal or add a new C Bylaw shall be placed on the agenda of the next regular General Assembly for final adoption. Final adoption shall require a two-thirds vote.
- (2) The text of a proposed amendment which has been approved by one General Assembly, may be amended at any time prior to final adoption. If the Moderator rules that the amendment to the proposal is substantive, final adoption shall only be by a subsequent General Assembly except that any such proposal that has been under consideration for final approval at three successive regular General Assemblies shall not be subject to substantive amendment and shall be submitted to a vote for final approval at the third such regular General Assembly.
- (3) Such a proposal which, on any vote for final adoption, receives a majority but not a two-thirds vote, shall be placed on the agenda of the next regular General Assembly, at which it may be finally adopted if it receives the requisite approval. If the proposal is not passed by a two-thirds vote at the third regular General Assembly at which it is considered for final approval, neither the proposal nor another proposal that is substantively similar shall be placed on the agenda of the next regular General Assembly.
- 1773 (c) Amendments to C Bylaws in Article II. A proposal to amend, repeal or add a new C Bylaw in Article II of these Bylaws shall be subject to the following process
 - (1) Such a proposal shall be admitted to the agenda of a regular General Assembly for the purpose of determining whether the proposal shall be referred to a commission appointed by the Board of Trustees for study. Such a study shall involve member congregations. A majority vote at a regular General Assembly shall be required to refer such a proposal to the study commission. Once the study of the proposal is complete, which shall be completed in no more than two years, the study commission shall submit to the Board of Trustees for inclusion on the agenda of the next regular General Assembly any amendments to Article II that the study commission recommends. The Board of Trustees shall also include on the agenda any amendments that it recommends to the study commission proposal.
 - (2) A motion to dispense with the study process and give preliminary approval to a proposal to amend, repeal or add a new C Bylaw in Article II shall be in order during the General Assembly at which consideration of a motion to refer the proposal to the study process is authorized. A motion to dispense with the study process shall require a four-fifths vote for passage. Such a proposal shall then be placed on the agenda of the next regular General Assembly for final adoption without amendment. Final adoption shall require a two-thirds vote.
 - (3) At the first General Assembly following the completion of the study process, amendments to the Article II proposal may be considered only as follows:
 - During the General Assembly there shall be a miniassembly held during which amendments to the

UUA Bylaws: 15

Article II proposal recommended by the study commission shall be considered.

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- (ii) A delegate may submit in writing at the miniassembly an amendment to an Article II proposal. All such amendments shall be made available in writing to the General Assembly. The Moderator, in consultation with the chair of the study commission, the parliamentarian and legal counsel shall prioritize proposed amendments for consideration by the General Assembly. A majority vote of the General Assembly is required for approval of any amendment proposed in the mini-assembly.
- (iii) Following the vote on any amendments proposed in the mini-assembly, the General Assembly shall vote on any amendments proposed by the Board of Trustees. A majority vote is required to adopt such amendments. Following the vote on all amendments, the General Assembly shall vote on preliminary approval of the Article II proposal. A majority vote is required for preliminary approval.
- (iv) If no amendments proposed in the mini-assembly are adopted by the General Assembly pursuant to subsection (c)(3)(ii) above, the Article II proposal shall be submitted for final approval to the next regular General Assembly. Final approval requires a two-thirds vote of the General Assembly. No amendments may be considered.
- (v) If one or more amendments proposed in the miniassembly are adopted by the General Assembly, the Article II proposal shall be referred to the study commission. Within six months after the close of the General Assembly, the study commission, taking into account the decisions of the General Assembly, shall prepare the proposal to amend Article II. The Board of Trustees shall put this proposal on the agenda of the next regular General Assembly.
- (4) At the next regular General Assembly following the process described in subsection (c)(3)(v), above, the Article II proposal is subject to amendment only by a three-fourths vote in favor of an amendment submitted to the General Assembly in writing by the Board of Trustees or a minimum of fifteen (15) certified congregations, as described in Section 15.2 of these Bylaws. Final approval of the Article II proposal requires a two-thirds vote of the General Assembly.
- (5) If the Article II proposal does not receive the requisite approval at the General Assembly following the completion of the study process described in subsection (c)(3)(iv) or subsection (c)(4), above, neither the proposal nor another proposal that is substantively similar shall be placed on the agenda of the next regular General Assembly.
- (6) If no study process of Article II has occurred for a period of fifteen years, the Board of Trustees shall appoint a commission to study Article II for not more than two years and to recommend appropriate revisions, if any, thereto to the Board of Trustees for inclusion on the agenda of the next regular General Assembly. The Board of Trustees shall also include on the agenda any amendments that it recommends to the study commission proposal. Notwithstanding anything to the contrary contained herein, proposals to amend Article II which are promulgated by a study commission in accordance with this paragraph shall be subject to a two-step approval

1871 process as described in subsections (c)(3) and (c)(4), 1872 above.

1873 *Section 15.2. Submission of Proposed Amendment.

1874 Proposed amendments to these Bylaws may be submitted only by:

- 1875 (a) the Board of Trustees;
- 1876 (b) the General Assembly Planning Committee;
- 1877 (c) the Commission on Appraisal; or
- 1878 (d) not less than fifteen certified member congregations by action
 1879 of their governing boards or their congregations; such
 1880 proposed amendments to Bylaws must be received by the
 1881 Board of Trustees on February 1 whenever the regular
 1882 General Assembly opens in June; otherwise, not less than
 1883 110 days before the General Assembly.

1884 RULES* of the UNITARIAN UNIVERSALIST 1885 ASSOCIATION

1886 *Rules whose section number is preceded by a "G" are those 1887 adopted by a General Assembly and may be amended or repealed 1888 only by a General Assembly, as provided in Section 14.1 of the 1889 Bylaws.

1890 RULE I Name

1891 No existing rules applicable to Article I.

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RULE II Principles and Purposes

1893 Rule G-2.1. Democratic Process.

1894 Because the Association is committed to the use of the democratic 1895 process, because its governing institutions are accountable to our 1896 congregations, because accessibility is critical to countering 1897 systemic and institutional oppression and because openness and 1898 trust are characteristics of a healthy religious community, the UUA 1899 Board shall establish policies to allow for the maximum 1900 transparency of its proceedings and of the proceedings of all UUA 1901 committees, commissions and task forces, consistent with their 1902 effective functioning. These policies shall include:

- 1903 (a) providing advance notice of dates and locations of regular
 1904 business meetings, and making agendas, reports and
 1905 minutes available promptly;
- 1906 (b) providing avenues for comment on issues on the meetings' agendas;
- 1908 (c) accommodating observers at regular business meetings, with1909 the exception of executive sessions.

1910 Implementing this rule shall be the responsibility of the Board of 1911 Trustees. The Board shall designate a specific person or 1912 committee to whom comments about adherence to this rule may be 1913 addressed. The Board shall report to the General Assembly 1914 annually for the next three years on its implementation.

1915 Rule G-2.3. Non-discrimination.

1916 The Association declares and affirms its special responsibility, and 1917 that of its member congregations and organizations, to promote the 1918 full participation of persons in all of its and their activities and in the 1919 full range of human endeavor without regard to racialized identity, 1920 ethnicity, gender expression, gender identity, sex, disability, 1921 affectional or sexual orientation, family and relationship structures, 1922 age, language, citizenship status, economic status, or national 1923 origin and without requiring adherence to any particular 1924 interpretation of religion or to any particular religious belief or creed.

RULE III Membership

1926 Section C-3.3. Admission to Membership.

1927 Rule 3.3.1. New Congregations.

1928 It is the policy of the Unitarian Universalist Association to encourage 1929 and assist the development of new congregations as well as to

1930 support and aid existing member congregations as stated in the

1931 purposes of the Association.

1925

1932 Rule 3.3.2. Procedure for Admission.

1933 A church or fellowship may become a member of the Association 1934 upon approval by the Board of Trustees of the Association of a 1935 written application for membership.

1936 The application shall include:

- 1937 (a) a statement that the applicant subscribes to the principles of the Association and pledges itself to support the Association;
- 1939 (b) a copy of the articles of incorporation or other organizing documents and the bylaws of the applicant;
- 1941 (c) the names and addresses of the charter members sufficient in 1942 number to satisfy the minimum membership requirements; 1943 and
- 1944 (d) an initial payment in an amount of no less than the Fair Share contribution to the Association's Annual Program Fund, prorated for the portion of the Association's fiscal year remaining as of the date of application.

1948 Rule 3.3.3. Membership Requirements for Admission.

1949 A new congregation, to be recognized as a member of the 1950 Association, must have thirty (30) of its adult members be members 1951 solely of the new congregation.

1952 Rule 3.3.4. Multiple Local Congregations.

1953 In many communities the liberal religious movement may be better 1954 served by the establishment of two or more member congregations.

- 1955 (a) It is ordinarily desirable that a new congregation should have
 1956 the active support and sponsorship of any member
 1957 congregation or congregations located in the same
 1958 geographic area.
- 1959 (b) The Association will neither initiate nor recognize such a new congregation until after the Association has consulted by mail 1960 or by interview with any member congregation or 1961 1962 congregations located in the same geographic area. Such 1963 consultation shall include a request for letters from the 1964 presiding officer of the congregation's governing board and minister of such congregation(s) stating judgment regarding 1965 1966 the establishment and/or recognition of the new congregation. 1967 The Association may proceed to assist in organizing or recognizing the new congregation despite local protest or 1968 1969 objection if the Association believes that such action is in the 1970 best interests of the entire movement and that it will strengthen the total Unitarian Universalist position in the 1971 1972 community.

1973 Rule 3.3.5. Rules and Regulations for New Congregations.

1975 It is essential that Unitarian Universalist congregations be 1976 affirmative in spirit, inclusive in fellowship, and mutually supportive 1977 in their relationships with other congregations. The following 1978 statements represent the Association's best judgment as to the 1979 meaning of this general statement and shall be used by staff and 1980 the Board in determining action upon applications for membership.

1981 (a) In receiving the application of a new congregation for
 1982 membership in the Association, the Congregational Services
 1983 staff shall satisfy itself that the group is making its application
 1984 in good faith and that it will make a sincere effort to carry out

- the purposes of the Association. (See specifically Article II of the Bylaws.)
- 1987 (b) The Association interprets its statements of purpose to mean that no congregation may be accepted into membership if its bylaws exclude from its local membership any person because of race, ethnicity, gender, disability, affectional or sexual orientation, language, citizenship status, economic status, or national origin.
- 1993 (c) All member congregations must be congregational in polity; 1994 the final authority to make decisions must be vested in the 1995 legal membership of the congregation.
- 1996 (d) Member congregations shall project and embark upon a
 1997 balanced program of religious activity including adult worship
 1998 and/or discussion and when feasible establishment of a
 1999 church school in the Unitarian Universalist tradition.
- 2000 (e) New congregations are expected to establish and maintain 2001 cooperative relations with Unitarian Universalist agencies, as appropriate and feasible.
- 2003 (f) A congregation should be incorporated when possible under 2004 the laws of the state in which it exists. A congregation shall 2005 include in its articles of incorporation or other organizing 2006 documents a clause providing that the assets of the congregation will be transferred upon dissolution to the 2007 2008 Association. Notwithstanding the foregoing, if a congregation 2009 obtains the prior written consent of the Association's Board of 2010 Trustees, the congregation may name an organization that is 2011 affiliated with the Association (such as a district, camp, conference center or other congregation) as the recipient of 2012 2013 the congregation's assets upon dissolution.

2014 Rule 3.3.6. Order of Administrative Procedure.

2015 The order of administrative procedure:

2020

- 2016 (a) Application for congregational membership in the Association will first be referred to UUA staff.
- 2018 (b) UUA staff will seek information and advice with respect to all applications as follows:

U.S. Congregations – District President

2021 Other Congregations – Executive Officer of appropriate
2022 Unitarian or Universalist or Unitarian Universalist
2023 international group, if any.

2024 (c) UUA staff will make its recommendation to the President of the Association, and the President shall then make 2026 recommendations to the Board of Trustees of the UUA for its 2027 final action.

2028 Section C-3.5. Certification of Membership.

2029 Rule 3.5.1. Required Annual Report.

2030 In each fiscal year of the Association (July 1 to June 30), each 2031 member congregation shall file with the Secretary of the Association 2032 an Annual Report on the form and in the manner provided by the 2033 Association. The Annual Report shall include a certification by a 2034 minister or principal officer of the member congregation stating (a) 2035 whether or not the member congregation complied with the 2036 conditions set forth in Section C-3.5 of the Bylaws during the 2037 Association's prior fiscal year and (b) that the information provided 2038 to the Association in the Annual Report is true and correct to the 2039 best of the minister's or principal officer's knowledge.

2040 For purposes of determining compliance with Section C-3.5 of the 2041 Bylaws, a member congregation shall be deemed to have 2042 conducted 'regular religious services' if it has held at least 10 2043 services during the fiscal year.

2044 A member congregation's Annual Report for a particular fiscal year 2045 and, if submitted separately, the related certification must be

2046 received by the Association on or before February 1 following the 2047 close of that fiscal year whenever the regular General Assembly 2048 opens in June and otherwise on or before the close of business on 2049 the last business day which is at least 110 days before the date of 2050 the General Assembly next following the close of that fiscal year. If 2051 a member congregation's related certification is not received by the 2052 applicable deadline, it will still be deemed timely filed if the member 2053 congregation submits to the Association proof that it was mailed in 2054 accordance with the provisions of Rule G-13.4.2. Such proof may 2055 be in the form of a stamped or validated receipt for Registered or 2056 Certified Mail or a sworn statement attesting to the proper 2057 submission of the certification signed by the person responsible for 2058 its mailing.

2059 Rule 3.5.2. Inactive Congregations

2060 In September of each year UUA staff shall initiate the process of 2061 contacting congregations in the inactive category to determine their 2062 status.

2063 This process includes:

- 2064 (a) requesting a list of congregations that have failed to submit an annual report for three consecutive fiscal years;
- 2066 (b) forwarding this list to the UUA's District Staff with copies to 2067 District Presidents and District Trustees for their information;
- 2068 (c) upon receipt of the annual inactive congregations list and pursuant to the UUA's by-laws section C-3.6, the UUA's 2070 District staff shall follow up with any congregation in their district;
- 2072 (d) after follow up the District staff shall make a recommendation 2073 about each congregation's status to the UUA Board for action 2074 at its April meeting.

2075 Section C-3.7. Associate Member Organizations.

2076 Rule 3.7.1. Limitation of Associate Membership.

2077 It shall be the policy of the Board of Trustees to limit admissions to 2078 associate membership to major continent-wide organizations.

2079 Rule 3.7.2. Non-Segregation.

2080 Each associate member organization shall in all aspects of its work 2081 refrain from the practice of segregation based on race, ethnicity, 2082 gender, disability, affectional or sexual orientation, language, 2083 citizenship status, economic status, or national origin. This rule is 2084 not intended to preclude associate member organizations designed 2085 to benefit groups organized to ensure their fuller participation in the 2086 larger society and to fulfill their unique spiritual needs.

2087 Rule 3.7.3. Application for Associate Membership.

2088 Each applicant for membership shall submit with its application:

- 2089 (a) an attested copy of its charter and, unless it is included in the charter, an attested copy of its purposes, objectives, and bylaws;
- 2092 (b) the approximate number of members in the organization;
- 2093 (c) a list of principal officers with their personal mail addresses and the principal mail address of the organization;
- 2095 (d) a financial statement showing income and expenses for the 2096 latest fiscal year preceding the date of filing and showing 2097 assets, liabilities and net worth as of the end of such fiscal year;
- 2099 (e) the dates upon which its governing board met during the twelve months immediately preceding the date of filing;
- 2101 (f) any yearly reports of its governing body and its principal 2102 officers sent to members during the twelve months 2103 immediately preceding the date of filing;
- 2104 (g) evidence that it enjoys tax exempt status:

- 2105 (1) under Section 501(c)(3) of the U.S. Internal Revenue 2106 Code of 1954;
 - (2) as a registered charity as provided for in the Income Tax Act (Canada); or
 - (3) under the laws of the country governing the applicant's tax status;
- 2111 (h) if the applicant does not enjoy tax exempt status, the reason 2112 or reasons it does not;
- 2113 (i) a statement outlining the intended use of associate 2114 membership, if granted, and the goals and objectives of the 2115 organization that will be served by such use;
- 2116 (j) a statement outlining what advantage it is believed there
 2117 would be to the Association and to the furtherance of the
 2118 principles of the Association outlined in Bylaw Section C- 2.2;
- 2119 (k) any other information which the Board of Trustees of the 2120 Association shall require; and
- 2121 (I) The contribution contemplated by Rule 3.7.10.

2122 Rule 3.7.4. Annual Report.

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2123 Except in the year when it is admitted to membership, each 2124 associate member shall send to the Association on or before April 2125 30 (i) an annual report which shall include the data required by 2126 subsections (b), (c), (d), (e) and (f) of Rule 3.7.3 and any other 2127 information which the Board of Trustees shall require and (ii) the 2128 contribution contemplated by Rule 3.7.10. If an associate member 2129 fails to comply with the provisions of this Rule, the Board of 2130 Trustees shall at its next regular meeting consider a finding of non-2131 compliance and the termination of the associate membership status 2132 of such organization.

2133 Rule 3.7.5. Report of Changes.

2134 Each associate member shall send the Association an attested 2135 copy of any changes in its charter, purposes, objectives, or bylaws 2136 as soon as any such changes are made, and shall notify the 2137 Association immediately of any change in its tax exempt status.

2138 Rule 3.7.6. Representation of Associate Membership.

2139 No organization shall claim or represent in any manner that it is an 2140 associate member of the Association until such membership is 2141 voted by the Board of Trustees; and if and when any organization's 2142 associate membership expires or it is terminated, that organization 2143 shall immediately cease to claim, represent or imply in any manner 2144 that it is an associate member of the Association.

2145 Rule 3.7.7. Mailing List.

2146 Each associated member shall place the Association on its regular 2147 mailing list.

2148 Rule 3.7.8. Additional Criteria for Admission.

2149 Before granting associate membership, the Board of Trustees shall 2150 determine that the granting of such associate membership is likely 2151 to be of substantial benefit to the Unitarian Universalist movement.

2152 Rule 3.7.9. Yearly Grant of Associate Membership.

2153 Associate membership for all new or existing associate members 2154 shall be granted by the Board of Trustees for a designated one-year 2155 period or portion thereof.

2156 Rule 3.7.10. Associate Member Contributions.

2157 The contribution required to be submitted with an application for 2158 associate membership is \$500 for any applicant whose budget for 2159 the twelve months preceding its application for associate 2160 membership was \$1,000,000 or more and \$250 for any applicant 2161 whose budget for the twelve months preceding its application for 2162 associate membership was less than \$1,000,000. The contribution 2163 required to be submitted with an associate member's annual report

2164 is \$500 for any associate member whose budget for the twelve

2165 months preceding the due date of the annual report was \$1,000,000

2166 or more and \$250 for any associate member whose budget for the

2167 twelve months preceding the due date of the annual report was less 2168 than \$1,000,000.

2169 Section C-3.8. Independent Affiliate Organizations.

2170 Rule 3.8.1. Application for Independent Affiliate Status.

2171 Each applicant for independent affiliate status shall submit with its 2172 application:

- 2173 (a) an attested copy of its charter, and, unless it is included in the charter, an attested copy of its purposes, objectives, and bylaws;
- 2176 (b) the number of members or member groups in the 2177 organization;
- 2178 (c) a list of the principal officers with their personal mail 2179 addresses, congregation membership or congregation where 2180 settled if the officer is a fellowshipped minister serving a 2181 Unitarian Universalist congregation, and the principal mail 2182 address of the organization;
- 2183 (d) the contribution contemplated by rule 3.8.9;
- 2184 (e) a financial statement showing income and expenses for the 2185 latest fiscal year preceding the date of filing and showing 2186 assets, liabilities and net worth as of the end of such fiscal 2187 year;
- 2188 (f) the dates upon which its governing board met during the twelve months immediately preceding the date of filing;
- 2190 (g) any yearly reports of its governing body and its principal officers sent to members during the twelve months immediately preceding the date of filing;
- 2193 (h) evidence of whether it enjoys tax exempt status:
 - (1) under Section 501(c)(3) of the U.S. Internal Revenue Code of 1954:
 - (2) as a registered charity as provided for in the Income Tax Act (Canada); or
 - (3) under the laws of the country governing the applicant's tax status:
- 2200 (i) if the applicant does not enjoy tax exempt status, the reason or reasons it does not;
- 2202 (j) a statement outlining how its purpose, mission and structure
 2203 models interdependence through engagement with our
 2204 member congregations, coordination or collaboration of effort
 2205 and resources; and a statement outlining how the
 2206 organization supports the transformation of institutions and
 2207 our world to be aligned with those values expressed in our
 2208 Principles; and
- 2209 (k) any other information which the Board of Trustees of the 2210 Association shall require.

2211 Rule 3.8.2. Non-Segregation.

- 2212 Each independent affiliate organization shall in all aspects of its
- 2213 work refrain from the practice of segregation based on race,
- 2214 ethnicity, gender, disability, affectional or sexual orientation,
- 2215 language, citizenship status, economic status, or national origin.
- 2216 This rule is not intended to preclude independent affiliate
- 2217 organizations designed to benefit groups organized to ensure their
- 2218 fuller participation in the larger society and to fulfill their unique
- 2219 spiritual needs.

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2220 Rule 3.8.3. Annual Contribution and Report.

- 2221 Except in the year when it is admitted to independent affiliate status,
- 2222 each independent affiliate organization shall send the Association
- 2223 on or before April 30 (i) an annual report which shall include the
- 2224 data required by subsections (b), (c), (f), (g) and (h) of Rule 3.8.1

2225 and any other information which the Board of Trustees shall require

2226 and (ii) the contribution contemplated by Rule 3.8.9. If an

2227 independent affiliate organization fails to comply with the provisions 2228 of this Rule, the Board of Trustees shall at its next regular meeting

2229 consider a finding of non-compliance and the termination of the

2230 independent affiliate status of such organization.

2231 Rule 3.8.4. Report of Changes.

2232 Each independent affiliate organization shall send the Association

2233 an attested copy of any changes in its charter, purposes, objectives,

2234 or bylaws as soon as any such changes are made and shall notify

2235 the Association immediately of any change in its tax-exempt status.

2236 Rule 3.8.5. Representation of Independent Affiliate 2237 Status.

2238 No organization shall claim or represent in any manner that it is an

2239 independent affiliate with the Association until such status is voted

2240 by the Board of Trustees; and if and when any organization's

2241 independent affiliate status expires or it is terminated, that

2242 organization shall immediately cease to claim, represent or imply in

2243 any manner that it is affiliated with the Association.

2244 Rule 3.8.6. Mailing List.

2245 Each independent affiliate organization shall place the Association 2246 on its regular mailing list.

2247 Rule 3.8.7. Additional Criteria for Admission.

2248 Before granting independent affiliate status, the Board of Trustees

2249 shall determine that such affiliation is likely to be of substantial

2250 benefit to the Unitarian Universalist movement.

2251 Rule 3.8.8. Yearly Grant of Independent Affiliate Status.

2252 Independent affiliate status for all new or existing independent

2253 affiliate organizations shall be granted by the Board of Trustees for

2254 a designated one-year period or portion thereof.

2255 Rule 3.8.9. Independent Affiliate Contributions.

2256 The contribution required to be submitted with an application for

2257 independent affiliate status and with an independent affiliate's

2258 annual report is \$100.

2259 RULE IV General Assembly

2260 Section 4.6. Notice of Meetings.

2261 Rule 4.6.1. Mailing of Notice.

2262 Notice of each regular and special General Assembly shall be given

2263 not less than sixty days before the date thereof to each certified

2264 member congregation, associate member organization, and trustee.

2265 Such notice shall be given by the Secretary or the Recording

2266 Secretary.

2267 Rule 4.6.2. Time of Notice.

2268 Notice so sent shall be sufficient if mailed at Boston,

2269 Massachusetts, sixty days before any such General Assembly,

2270 addressed to the persons who according to the records of the

2271 Association are entitled thereto hereunder and sent to the

2272 addresses which appear on said records. When the Secretary in

2273 his or her absolute discretion finds it desirable and practicable, a

2274 copy of the notice shall be inserted in the denomination's

2275 publication most widely circulated within the denomination, in the

2276 issue which will be circulated as near to sixty days before the

2277 General Assembly as possible.

2278 Rule 4.6.3. Content of Notice.

2279 Such notice shall contain the date, time, and place where the

2280 General Assembly is to be held and shall state only that the

2281 business to be transacted will be set forth in the official agenda

2282 issued in accordance with the Bylaws. Such agenda need not

2283 accompany the notice. The original of such notice shall be signed

2284 by the Secretary or Recording Secretary and be made a part of the

2285 minutes of the General Assembly to which it pertains. The

2286 signature of the Secretary or Recording Secretary on copies of any 2287 such notice may be printed or typewritten.

2288 Section C-4.7. Voting.

2289 Rule G-4.7.1. Recording the Vote on Resolutions.

2290 The vote on resolutions shall be recorded as having been adopted:

- 2291 (a) unanimously; or
- 2292 (b) by a vote of two-thirds or more; or
- 2293 (c) by a specified vote for or against.

2294 When any resolution is reported by the Association, the recorded

2295 vote on each resolution shall be included.

2296 Section C-4.9. Accreditation of Delegates.

2297 Rule G-4.9.1. Number of Delegates.

2298 The Secretary of the Association shall, consistent with the Bylaws of

2299 the Association, determine the number of delegates to which each

2300 certified member congregation and associate member organization

2301 is entitled. The determinations of the Secretary may be appealed to

2302 the Board of Trustees.

2303 Rule 4.9.1A. Merged, Consolidated, or Dissolved Congregations.

2305 In the event a certified member congregation dissolves or merges 2306 or consolidates with another congregation subsequent to its filing 2307 the certified member certification form prescribed by Rule 3.5.1, any 2308 delegate credentials outstanding on the date of dissolution or 2309 merger or consolidation are thereby rendered null and void. In the 2310 event of merger or consolidation, the merged or consolidated 2311 certified member congregation shall be entitled during the current 2312 fiscal year of the Association to the number of delegate credentials 2313 that reflects the total membership of the merged or consolidated 2314 congregation or to the number of delegate credentials that the 2315 certified member congregations merging or consolidating would 2316 have been entitled to but for the merger or consolidation, whichever 2317 is less.

2318 Rule 4.9.2. Settled Ministers.

2319 A settled minister for the purpose of accreditation as a delegate 2320 pursuant to Bylaw Section 4.8 (b) is (a) a minister engaged by a 2321 certified member congregation in compensated ministerial activities 2322 which constitute fifty percent or more of a typical work schedule or 2323 (b) a community minister who (1) maintains active involvement in 2324 such congregation; (2) has written agreement with the 2325 congregation; (3) is in affiliation with the congregation; and (4) is 2326 compensated for community ministry work which constitutes fifty 2327 percent or more of a typical work schedule recognized by the 2328 congregation as ministry. A congregation is entitled to the number 2329 of accredited community minister delegates equal to the number of 2330 delegates to which it is entitled under Bylaw Section 4.8(a). A 2331 minister emeritus/a shall previously have settled in such 2332 congregation as described in this Rule. A certified member 2333 congregation shall certify in writing that its minister delegates meet

2334 the criteria for minister in accordance with this Rule. 2335 **Rule G-4.9.3. Mailing of Credential Cards.**

2336 Not less than forty-five days prior to each General Assembly, the 2337 Secretary of the Association shall send to each certified member 2338 congregation and associate member organization entitled to be 2339 represented by delegates the proper number of delegate 2340 credentials. The Secretary shall also furnish trustees with 2341 credentials.

2342 Rule 4.9.4. Issuance of Duplicate Credential Card.

2343 If a person who has been duly constituted a delegate arrives at a 2344 General Assembly without a properly executed Credential Card, the 2345 person may apply to the Secretary of the Association, or to one or 2346 more persons designated by the Secretary, for a special certificate 2347 of accreditation. The application shall be in writing on a form 2348 provided by the Secretary of the Association. It shall be signed by 2349 the applicant under the penalties of perjury. The certificate shall 2350 contain at least the following:

- 2351 (a) the name of the congregation or associate member 2352 organization involved;
- 2353 (b) in the case of a delegate representing a member congregation other than a settled minister or emerita/us minister or an accredited director of religious education, a statement that the applicant is a member of that congregation; or in the case of a delegate representing an associate member organization, a statement that the applicant is a member of a certified member congregation;
- 2360 (c) a statement that the person was designated as a delegate
 2361 under established procedures of the congregation or is a
 2362 settled minister or emerita/us minister thereof or is an
 2363 accredited director of religious education employed in the
 2364 congregation, or was designated as a delegate of an
 2365 associate member organization; and
- 2366 (d) a brief statement as to why the applicant is not able to 2367 present an official and properly executed accrediting card.

2368 Rule 4.9.5. Alternate Delegates.

2369 Each certified member congregation may, in accordance with its 2370 own Bylaws or procedures, designate alternate delegates to any 2371 General Assembly in such number, not in excess of the number of 2372 delegates to which it is entitled, as it may determine. Alternate 2373 delegates shall be members of the certified member congregation 2374 they represent. All alternates appointed must be provided by the 2375 member congregation with a certification of their appointment 2376 signed by an officer of the congregation.

2377 Rule G-4.9.6. Delegate Status.

2378 Delegates and alternates may be designated to attend each 2379 General Assembly to be held in any fiscal year of the Association or 2380 only a particular General Assembly as each member congregation 2381 shall determine.

2382 Rule 4.9.7. Issuance of Alternate Credentials.

2383 In order to be issued credentials admitting the alternate as a 2384 delegate to the General Assembly, the alternate must present such 2385 certification and credential card and delegate badge of the delegate 2386 for whom such person is serving as alternate.

2387 Rule G-4.9.8. Payment of Registration Fee.

2388 All delegates, alternates and trustees must pay a registration fee in 2389 order to be admitted to the floor and vote at the General Assembly.

2390 Rule 4.9.9. Amount of Fees.

2391 The registration fee shall be set by the Board of Trustees.

2392 Section 4.12. UUA Statements of Conscience and Study/Action Issues for Social Justice.

2394 Rule G-4.12.1. Report of Comments on UUA Statements of Conscience.

2396 The Commission on Social Witness shall report to the General 2397 Assembly in summary fashion those comments on UUA Statements 2398 of Conscience submitted to it by member congregations.

2399 Rule G-4.12.2. Study/Action Issues for Social Justice.

2400 The Commission on Social Witness shall prepare (and the Board of 2401 Trustees shall include with the Tentative Agenda) a report 2402 summarizing the numbers and topics of the proposed 2403 Congregational Study/Action Issues submitted by the certified 2404 member congregations and sponsored organizations as defined in 2405 Section 4.12(a)(1), and the criteria which it used in selecting 2406 proposed Congregational Study/Action Issues included in the 2407 Congregational Poll. Each proposed Congregational Study/Action 2408 Issue that appears on the Tentative Agenda shall be accompanied 2409 by previous General Resolutions, actions and statements on related 2410 issues, with dates (if applicable), and the names or number of 2411 congregations submitting issues included within such proposed 2412 Congregational Study/Action Issue.

2413 Rule G-4.12.3 Report on Implementation of UUA Statements of Conscience.

2415 The UUA Administration shall report at each regular General 2416 Assembly regarding implementation of UUA Statements of 2417 Conscience with particular reference to the most recently adopted 2418 Statement of Conscience. Such report shall summarize 2419 implementation by member congregations, UUA staff and other 2420 Unitarian Universalist groups.

2421 Rule 4.12.4 Mini-Assembly on UUA Statement of Conscience

2423 During the regular General Assembly referred to in Section 2424 4.12(d)(1), a mini-assembly shall be held during which the proposed 2425 amendments to the revised UUA Statement of Conscience shall be 2426 accepted in writing. All such amendments shall be made available 2427 in writing to the General Assembly. The Commission on Social 2428 Witness shall finalize the UUA Statement of Conscience, and the 2429 chairperson of the Commission on Social Witness, in consultation 2430 with the moderator of the General Assembly, the parliamentarian 2431 and legal counsel, shall prioritize unincorporated amendments for 2432 consideration by the General Assembly.

2433 Section 4.16. Additions to the Agenda of Regular 2434 General Assemblies.

2435 Rule G-4.16.1. General Assembly Actions of Immediate Witness, and Responsive Resolutions.

2437 The Moderator shall take such steps as the Moderator considers 2438 practical to advise delegates and other persons or bodies as early 2439 as possible, preferably in writing, of the contents of any actions or 2440 resolutions presented to the General Assembly which are not on the 2441 Final Agenda and which are admitted to the agenda pursuant to 2442 Article IV, Section 4.16 of the Bylaws; and some time shall be 2443 scheduled when the sponsor(s) of the action(s) or resolution(s) can 2444 discuss the action or resolution with those interested.

2445 Section 4.18. Agenda Rules.

2446 Rule G-4.18.1. Notice to Member Congregations and Districts.

2448 By November 1 whenever in the fiscal year the General Assembly 2449 opens in June, otherwise not less than two hundred and ten days 2450 before each regular General Assembly, each certified member 2451 congregation shall be notified of the dates for submitting items for 2452 the Tentative and Final Agenda, the procedure to be followed, and 2453 the forms to be used.

2454 Rule G-4.18.2. Business Resolutions and Study/Action 2455 Issues for Social Justice.

2456 A Study/Action Issue for Social Justice is one that deals with issues 2457 of public policy within the province of the Department of Faith in 2458 Action. A Business Resolution directly involves the administration 2459 and structure of the Association.

2460 Any resolution submitted which, taken as a whole, has as its 2461 purpose the making of a statement of social concern or principle 2462 shall be deemed to be a Study/Action Issue for Social Justice.

2463 A Study/Action Issue for Social Justice or a UUA Statement of 2464 Conscience appearing on the Final Agenda shall not be amended 2465 so as to become a Business Resolution.

2466 Rule G-4.18.3. Congregational Poll.

2467 At the time of the mailing of the Tentative Agenda, each certified 2468 member congregation shall be requested to report by February 1, 2469 on a form provided, whether it recommends or does not recommend 2470 for action by the General Assembly the Business Resolutions, 2471 proposed Congregational Study/Action Issues in the first Cycle year 2472 and draft UUA Statements of Conscience in the Fourth Cycle year, 2473 or any additional years thereto pursuant to Section 4.12(d)(2) 2474 appearing on the Tentative Agenda, including the alternative 2475 versions of Business Resolutions (if any) submitted by the Board of 2476 Trustees. The recommendation with respect to each proposed 2477 resolution or issue must be certified by the minister, clerk or 2478 president of that congregation as being within the procedures of that 2479 congregation. Only a Business Resolution which a majority of the 2480 congregations voting on the resolution recommends for the action 2481 shall be eligible to be included on the Final Agenda from the 2482 Congregational Poll. If there is more than one version of a Business 2483 Resolution on the Tentative Agenda, the subject of the resolution 2484 shall be considered a single item on the Tentative Agenda and the 2485 Congregational Poll. All versions shall be listed consecutively within 2486 that item. An aye vote by a congregation for one or more versions 2487 shall be counted an aye vote for inclusion of a resolution on the 2488 subject in the Final Agenda. If support for the subject matter of the 2489 resolution is sufficient to make it eligible for inclusion on the Final 2490 Agenda, the version that receives the highest number of votes by 2491 the participating congregations shall be the one eligible for inclusion 2492 on the Final Agenda. From the Business Resolutions eligible from 2493 the Congregational Poll, the Board of Trustees shall include on the 2494 Final Agenda not more than the eight Business Resolutions 2495 receiving the highest number of "recommended for action" votes on 2496 the Congregational Poll. The Board of Trustees may also include 2497 on the Final Agenda alternative versions of Business Resolutions 2498 which are germane to those selected through the Congregational 2499 Poll. In the first Cycle year, the Board of Trustees also shall include 2500 on the Final Agenda not more than the five proposed 2501 Congregational Study/Action Issues receiving a majority of votes 2502 and the highest number of "recommended for action" votes on the 2503 Congregational Directives for General Assembly Action, provided 2504 that at least twenty-five percent (25%) of the congregations 2505 participated in the ballot vote for such proposed Congregational 2506 Study/Action Issues. If the number of proposed Congregational 2507 Study/Action Issues recommended for action in the Congregational 2508 Poll exceeds five and there is more than one such issue in fifth 2509 position as a result of a tie vote, all issues in fifth position shall be 2510 referred to the Final Agenda by the Commission on Social Witness. 2511 In the fourth Cycle year, or any additional years thereto pursuant to 2512 Section 4.12(d)(2), the Board of Trustees shall further include on the 2513 Final Agenda a proposed UUA Statement of Conscience, provided 2514 that at least twenty-five percent (25%) of the congregations 2515 participated in the ballot vote for such draft UUA Statement of 2516 Conscience. A report of the vote by which each resolution on the 2517 Tentative Agenda was or was not "recommended for action" shall 2518 be included on the Final Agenda. All Business Resolutions that are 2519 included on the Final Agenda shall be discussed during the General 2520 Assembly in a mini-assembly.

2521 Rule 4.18.4. Matters Submitted by Districts

2522 In the event that a proposed amendment to a Rule or to a Business 2523 Resolution that was submitted by a district is to be considered at a 2524 General Assembly, the district that submitted the proposed

2525 amendment or resolution may, in accordance with its own

2526 procedures, designate a representative to speak in support of the

2527 amendment or resolution at the General Assembly. 2528 representative must be provided by the district with a certification of

2529 the representative's appointment signed by an officer of the district.

2530 Section 4.19. Rules of Procedure.

2531 Rule G-4.19.1. Adoption of Rules of Procedure.

2532 The Board of Trustees shall offer rules of procedure for adoption at

2533 the first session of each General Assembly.

RULE V Committees of the Association 2534

2535 No existing rules applicable to Article V.

RULE VI Board of Trustees 2536

2537 Section 6.4. Election of Trustees.

2538 Rule 6.4.1. Division of Districts for Election Purposes.

2539 The Trustees representing districts are divided into the following two 2540 groups:

•	•	
2541	GROUP A	GROUP B
2542	Clara Barton	Ballou Channing
2543	Florida	Central Midwest
2544	Mid-South	Heartland
2545	Mountain Desert	Joseph Priestley
2546	Ohio Meadville	Massachusetts Bay
2547	Pacific Northwest	Metropolitan New York
2548	Pacific Southwest	Northern New England
2549	Southwest	Pacific Central
2550	St. Lawrence	Prairie Star
2551		Southeast

2552 Rule 6.6. Qualification of Trustees.

2553 Rule 6.6.1. Multiple Memberships.

2554 For purposes of applying the Bylaw provision that no more than one 2555 trustee shall be a member of the same member congregation, a 2556 person holding membership in more than one member congregation 2557 shall be treated as being a member only of that member 2558 congregation whose services such person most regularly attends. 2559 The Secretary shall make any determinations required by this rule, 2560 subject to appeal to the Board of Trustees, with the affected trustee 2561 or trustees not voting.

2562 Rule 6.6.2. Implementation of Section 6.6.

2563 If at the close of a General Assembly election, the results are such 2564 that, except for the provisions of Section 6.6, more than one person 2565 from the same congregation would serve at the same time on the 2566 Board of Trustees.

2567 (a) if the conflict arises solely from the election just held, the 2568 Secretary of the Association shall thereupon declare that the persons so elected are disqualified and that the offices to 2569 2570 which they have been so elected are vacant and are to be filled as provided in the Bylaws. 2571

if the conflict arises because one person from a congregation 2572 (b) is already serving on the Board of Trustees and another 2573 2574 person from that congregation has just been so elected, the 2575 Secretary of the Association shall declare that the person just 2576 elected is disqualified and the office to which such person has 2577 been elected is vacant and that the vacancy is to be filled as 2578 provided in the Bylaws.

RULE VII Committees of the Board of Trustees

2580 No existing rules applicable to Article VII.

RULE VIII Officers of the Association 2581

2582 Section 8.1. Officers Enumerated.

2583 Rule 8.1.1. Officers Enumerated.

2584 The appointed salaried officers of the Association shall include an

2585 Executive Vice President.

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2586 Section 8.11. Executive Vice President.

2587 Rule 8.11.1. Executive Vice President.

2588 The Executive Vice President shall have responsibility under the

2589 President for the administrative affairs of the Association and shall

2590 perform such other duties as may be assigned to such officer.

2591 Section 8.17. Other Appointed Officers.

2592 Rule 8.17. Other Appointed Officers.

2593 The members serving without pay on the Ministerial Fellowship 2594 Committee, Finance Committee, and Investment Committees are 2595 designated as officers of the Association for the purposes, only, of 2596 carrying out their duties as members of such committees. The 2597 powers and duties of such members are as defined in the Bylaws, 2598 Rules, and Policies adopted by the Board of Trustees.

RULE IX Nominations and Elections

2600 Section 9.4. Nomination by Nominating Committee.

2601 Rule G-9.4.1. Report of the Nominating Committee.

2602 (a) Any person who applies to the Nominating Committee for 2603 nomination for the position of Financial Advisor or trustee 2604 shall submit by the application deadline a one-page statement of qualifications. 2605

2606 (b) The report of the Nominating Committee required by Section 2607 9.4(d) may be mailed to certified member congregations, 2608 associate member organizations, and trustees either 2609 electronically or in hard copy. The report shall promptly be 2610 posted on the Association's website. The report shall include the statement of qualifications submitted by each nominee for 2611 2612 Financial Advisor or trustee.

2613 Section 9.11. Counting of Ballots.

2614 Rule G-9.11.1. Tie Vote-Elected Committee Position.

2615 If a tie vote occurs in filling an elected committee position when only 2616 one person is to be elected, or occurs in filling a slate when the 2617 slate cannot be completed without resolving the tie, then as soon as 2618 possible before the final adjournment of the General Assembly 2619 involved, additional ballots shall be cast by those present and 2620 entitled to vote, except that initially the Moderator shall not vote. 2621 The additional ballots shall contain only the names of the 2622 candidates who are tied. These ballots shall be counted along with 2623 a recounting of the ballots cast for the tied candidates by absentee 2624 ballots, and the result of the foregoing procedures shall determine 2625 the election, unless there is still a tie, in which case the Moderator 2626 shall then cast a ballot to resolve it.

2627 Rule G-9.11.2. Tie Vote-Moderator.

2628 If the tie involves the election of a Moderator, the proceedings to 2629 resolve the tie shall be presided over by the Secretary of the 2630 Association who, in all matters involving the resolutions of the tie, 2631 shall have the rights and duties of the Moderator.

2632 Rule G-9.11.3. Tie Vote-President, Moderator, Financial Advisor, or Trustee.

2634 If, in the election of a President, Moderator, Financial Advisor, or 2635 Trustee, in any particular counting of the preferential ballots, 2636 including absentee ballots, there is a tie vote among candidates 2637 having the least number of votes, then each such tied candidate 2638 shall be eliminated, and in the next counting, the ballots 2639 accumulated for said candidate shall be redistributed among the 2640 remaining candidates on the basis of the highest effective 2641 preferences marked on all the ballots that have been cast. 2642 However, if in this process, such elimination leaves only a single 2643 candidate who in that counting still does not have a majority of the 2644 counted votes, or if only two candidates remain in the contest and 2645 they are tied, then there shall be as many run-off election 2646 procedures, conducted under the provision of Rule G-9.11.1, as are 2647 necessary to result in the election of a President, Moderator, 2648 Financial Advisor, or Trustee by at least a majority of the votes cast.

2649 Section 9.13. Rules for Nominations and Elections.

2650 Rule G-9.13.1. Preparation and Mailing of Ballot.

2651 Unless no ballot is required according to Section 9.9(a), prior to 2652 each regular General Assembly at which an election is to be held, 2653 the Secretary shall prepare ballots upon which shall appear the 2654 names of all persons who have been nominated for office in 2655 accordance with these Bylaws. One such ballot shall be sent with 2656 each credential card issued by the Secretary.

2657 Rule G-9.13.2. Order of Names on Ballot.

2658 On all ballots used in elections held by the Association, the order of 2659 names shall be determined by the drawing of lots done by the 2660 Secretary and witnessed by two other persons; provided, however, 2661 that the order of names for elections to the Board of Trustees shall 2662 be by Board position number first, and then as determined above. 2663 The Secretary shall certify the results of the drawing of lots, the 2664 certificate shall be attested by the witnesses, and the certificate 2665 shall be filed in the Secretary's office. This Rule shall be printed on 2666 all official ballots or on the instructions accompanying them.

2667 Rule G-9.13.3. Write-ins Prohibited.

2668 In any election, the use of stickers or the writing in of the name of 2669 any person on a ballot shall not be permitted and no vote so 2670 attempted shall be counted.

2671 Rule G-9.13.4. Absentee Ballots.

2672 A mailed absentee ballot shall be counted only if accompanied by 2673 the signed and certified ballot stub of the credential card of the 2674 person casting the ballot. An electronic absentee ballot shall be 2675 counted only if the delegate has complied with established secure 2676 voting protocols.

2677 Rule G-9.13.5. Balloting at General Assembly.

2678 A person shall be qualified to cast a ballot at General Assembly only 2679 if that person presents to the Secretary of the Association or those 2680 employed by him or her a properly certified ballot stub plus a badge 2681 issued to that person and containing the same name as the name 2682 on the ballot stub. An electronic ballot shall be counted only if the 2683 delegate has complied with established secure voting protocols.

2684 Rule G-9.13.6. Campaigns for Elective Office.

2685 Each candidate for an at-large elective position may submit to the 2686 Association a campaign statement. The Association will post 2687 electronically the statements of all candidates. Notice of the posting 2688 shall be distributed to the congregations with the absentee 2689 ballots and electronically, and to the delegates as a part of the final 2690 agenda.

2691 Rule G-9.13.7. Length of Campaigns for President and Moderator.

- 2693 (a) Campaigns for President and Moderator may appropriately begin with small campaign committee organizational meetings and mass mailing letters no earlier than November I of the second year preceding the election.
- 2697 (b) Active campaigning and solicitation of endorsements shall not begin prior to January 1 of the year preceding these elections.
- 2699 (c) No electioneering (defined as publicly announced meetings, rallies or exploratory events) of any sort shall occur at the General Assembly two years preceding the elections for President and Moderator. Private meetings about campaign organization that take place outside of General Assembly-booked meeting spaces are permissible.

2705 Rule G-9.13.8 Campaign Finances Disclosures and Limitations.

2707 Candidates for UUA President are limited to spending no more 2708 than \$100,000 on their campaign for election. No single donor, 2709 including the candidate themselves and any organization or 2710 group, may contribute more than \$5,000 in total, to a 2711 presidential campaign. In-kind donations of greater than \$500 2712 equivalent cash value are reportable, but do not count against 2713 these totals.

2714 All candidates for at-large elective positions shall keep detailed and 2715 accurate records of:

- 2716 (a) their campaign expenses (stated in United States dollars) by 2717 categories of travel, postage, telephone, printing and other 2718 such categories as seem appropriate; and
- 2719 (b) the number of contributors to their campaigns, including the 2720 number of contributors in each of the following categories:
- 2721 (1) under \$50.00;
- 2722 (2) \$50.00 to \$250.00;
- 2723 (3) **\$251**.00 to **\$1,000**.00;
- 2724 (4) **over \$1,000**; and
- 2725 (5) In-kind donations with an equivalent cash value of \$500 or more.

2727 No candidate for any elective position shall solicit or knowingly 2728 accept any contribution that is given through a tax-exempt entity 2729 with the purpose of conferring tax-exempt status to the contribution 2730 to which it would not otherwise be entitled. Such exempt entities 2731 include but are not limited to member congregations, associate 2732 member organizations and independent UUA affiliates.

2733 The names of contributors shall be disclosed. Each such report 2734 shall identify by name any member congregation, associate 2735 member organization or independent affiliate of the Association and 2736 any other tax exempt organization (including specifically, but without 2737 limitation to, any minister's discretionary fund or similar account) 2738 that has made any contribution to the campaign and shall state the 2739 amount of each such contribution. Such reports shall be filed with 2740 the Secretary of the Association. A preliminary report shall be due 2741 at the close of the first day of the regular General Assembly at 2742 which the election occurs. A final report shall be due 60 days 2743 thereafter. The Secretary shall, upon written request from a 2744 member of a member congregation, furnish such information from 2745 these reports as requested. These reports shall be made available 2746 for inspection by any member of a member congregation at the 2747 principal offices of the Association and shall be brought by the 2748 Secretary to the next General Assembly and made available for 2749 inspection there by any delegate.

2750 Rule G-9.13.9. Separation of Campaigns from Conduct of Official Business.

- 2752 (a) When running for office, candidates shall be prohibited from engaging in any electioneering or campaigning during the conduct of official business of the Unitarian Universalist Association.
- 2756 (b) Financial accounting and bookkeeping procedures shall be
 2757 established which make it explicit that no monies of the
 2758 Association were used in the financing of a candidate's
 2759 campaigning or electioneering activities.

2760 Rule G-9.13.10 Election Campaign Practices Committee.

- 2762 (a) An Election Campaign Practices Committee is hereby established and shall consist of three persons to be appointed 2763 2764 by the Board of Trustees for a term of two years each, and 2765 the Secretary, ex-officio, without vote. The Board shall 2766 designate one of the appointed members to chair the 2767 Committee. The appointed members' terms shall begin at the close of General Assembly in odd-numbered years. The 2768 2769 Board may appoint an individual to fill a vacancy in 2770 membership of the Committee; persons appointed to fill a 2771 vacancy shall serve the balance of the vacating member's 2772 term. Persons appointed to the Committee shall remain 2773 neutral in elections held while they are serving and shall not 2774 engage in electioneering. Persons who seek nomination 2775 pursuant to Bylaw Sections 9.4, 9.5, or 9.6 are ineligible to 2776 serve on the Committee once they begin seeking nomination, 2777 and shall be deemed to have resigned from the Committee effective upon seeking nomination if they are then serving. 2778
- 2779 (b) The duties of the Election Campaign Practices Committee shall be:
 - (1) to distribute the campaign practices guidelines and financial disclosure rules to candidates for at-large elective positions not later than thirty days after nomination by the nominating committee or receipt of petition:
 - (2) to receive and consider written complaints of alleged violations of such guidelines or rules; if the committee finds probable cause to establish that a violation exists, to notify a candidate or a number of candidates how they may voluntarily comply with guidelines or rules and how long they have to do so; to attempt to mediate disputes arising from such complaints; and, if no satisfactory resolution of a complaint is achieved, to adjudicate the dispute and report the adjudication in writing to the candidates affected;
 - (3) to hold such hearings as may, at the Committee's discretion, be necessary or desirable to carry out the intent of subsection 2 above; and
 - (4) to report on its activities and any recommendations it may have to the Board of Trustees at its October meeting following the elections.
- 2802 (c) If compliance to an adjudicated decision is not implemented by the stated deadline, the Committee is authorized to block or remove Association-subsidized privileges from the candidate's campaign.

2806 Candidates adjudicated to be in serious violation of Rule G-2807 9.13.6(c) may have their names removed from the ballot. Any such 2808 action pursuant to rule G-9.13.10(c) shall be reported to the Board 2809 and to the General Assembly. Such adjudication by the ECPC 2810 would be subject to automatic review by the Board Executive 2811 Committee according to the provisions of Rule G-9.13.10(d).

- Any candidate aggrieved by the Committee's adjudication 2812 (d) 2813 may, within ten days of the mailing of the adjudication, appeal in writing to the Executive Committee of the Board of 2814 2815 Trustees, which shall have exclusive jurisdiction to hear and determine such an appeal. The Executive Committee shall 2816 2817 report its decision on the appeal in writing to the affected 2818 candidates as expeditiously as feasible. The Executive 2819 Committee of the Board of Trustees is authorized to issue any 2820 order or ruling it deems appropriate in connection with such a 2821 decision.
- 2822 (e) Any member of the Executive Committee of the Board of 2823 Trustees who is a candidate for UUA elective office shall not 2824 participate in any manner in the determination of any appeal 2825 from an adjudication of the Election Campaign Practices 2826 Committee.

RULE X Finance and Contracts

2828 Section 10.1. Annual Budget.

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2829 Rule G-10.1.1 Presentation of Association Budget.

2830 At each regular General Assembly the Board of Trustees shall 2831 present budgets for both the Current Fiscal Year and the 2832 Succeeding Fiscal Year. Current Fiscal Year means the fiscal year 2833 of the Association which has just begun or which is about to begin 2834 at the time when the Assembly is held. Succeeding Fiscal Year 2835 means the year following the Current Fiscal Year.

2836 Rule G-10.1.2. Expense Categories.

- 2837 (a) Expense estimates in budgets presented by the Board shall be broken down by major categories or functions in such manner as the Board shall determine.
- 2840 (b) The Current Fiscal Year budget shall contain a separate expense category provision for contingencies, the amount of which shall be a minimum of 3% of the total of all unrestricted expense categories, exclusive of the provision for contingencies.

2845 Rule G-10.1.3. Estimated Income.

2846 Income amounts in the budget for the Current Fiscal Year shall 2847 represent the Board's best estimates of income from all sources. 2848 Income from the Annual Fund as so estimated shall be an amount 2849 which is not more than 7 percent greater than the actual Annual 2850 Fund income of the fiscal year preceding the Current Fiscal Year. 2851 In the budget for the Succeeding Fiscal Year, income from the 2852 Annual Fund shall be estimated at an amount which represents the 2853 Board's best estimate of the achievable results for such year.

2854 Rule G-10.1.4. Procedures for Budget Consideration.

2855 Any action by a General Assembly with respect to budgets shall be 2856 taken under the following procedure:

- 2857 (a) A budget hearing shall be held as part of the General 2858 Assembly program at a time when the Assembly is not in 2859 formal business session.
- 2860 (b) Main motions concerning budgets which are to be made in a 2861 formal business session shall be filed in writing with a person 2862 or persons designated by the Moderator as early as possible 2863 prior to or during the General Assembly but in any event on or before the day prior to the Business Session at which the 2864 2865 proposed motion will be in order for adoption. The Moderator 2866 shall take such steps as the Moderator considers practical to 2867 advise delegates and other persons or bodies as early as 2868 possible, preferably in writing, of the contents of the motions 2869
- 2870 (c) Any action with respect to the budget for the Current Fiscal Year calling for increased spending in any category shall

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2872 provide for equivalent reductions in other categories of 2873 spending and specify the categories in which such reductions 2874 are to be made.

2875 (d) No action may be taken with respect to the Current Fiscal Year budget which shall be inconsistent with either Rule G-10.1.2(b) or G-10.1.3.

2878 Rule G-10.1.5. Board of Trustees Report.

2879 At each General Assembly the Board of Trustees shall make an 2880 accounting of its actions taken since the preceding General

2881 Assembly with respect to any budget votes of the preceding

2882 General Assembly.

2883 Section 10.8. Contracts and Securities.

2884 Rule 10.8.1. Contracts and Securities.

2885 The Executive Vice President may sign and attest deeds, 2886 mortgages, contracts, and other documents to which the 2887 Association is a party.

2888 RULE XI Ministry

2889 Section 11.2. Ministerial Fellowship Committee.

2890 Rule 11.2. Ministerial Fellowship Committee.

2891 The rules of the Ministerial Fellowship Committee are printed 2892 separately and are available on request.

2893 Section 11.8 Procedure on Appeal.

2894 Rule 11.8. Procedure on Appeal.

2895 The rules of the Ministerial Fellowship Board of Review are 2896 available on request.

RULE XII Religious Education Credentialing

RULE XIII Regional Organizations

2899 Section C-13.2. Establishment.

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2900 Rule G-13.2.1. Establishing Districts or Regions.

- 2901 (a) Authority to recognize a new district or region as a unit of 2902 the UUA, or to remove that recognition, shall reside with 2903 the General Assembly; provided, however, that a district 2904 or region may request that the UUA cease to recognize it without approval from the General Assembly. The UUA 2905 2906 Secretary shall maintain a current list of the districts and regions of the UUA as recognized by the General 2907 Assembly. 2908
- 2909 (b) Each district **or region** shall be composed of the congregations assigned to that district **or region** by the Board of Trustees
- 2912 (c) The boundaries of each district **or region** encompass the areas served by its member congregations.
- 2914 (d) Upon application to the Board of Trustees and after notice 2915 and an opportunity to be heard is afforded the affected districts **or regions**, a congregation may change its district **or regional** membership with approval of the Board of Trustees.
- 2918 (e) The Map of Districts and Regions published on the UUA
 2919 Website contains boundaries that are an approximation only
 2920 of the boundary lines determined pursuant to subparagraph
 2921 (c) above and are intended primarily as a guide for the newly
 2922 admitted congregation in determining its membership.
- 2923 (f) Transition Provision. The amendments to Rule G-13.2.1 2924 deleting the Central Midwest, Heartland, and Prairie Star 2925 Districts shall not become effective until those Districts 2926 dissolve. This transition provision shall automatically be

deleted from the bylaws following the first regular General Assembly occurring after all of those districts have dissolved.

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RULE XIV Rules

2931 Section 14.4. Miscellaneous Rules.

2932 Rule G-14.4.1. Performance of Acts.

2933 When the last day for the performance of any act required under the 2934 Bylaws or Rules falls on a Saturday, Sunday, or a day which is a 2935 legal holiday in the place where the act is to be performed, the act 2936 may be performed on the next succeeding business day.

2937 Rule G-14.4.2. Receipt of Documents.

2938 When any ballot, petition, notice, document, or material of any kind 2939 whatsoever is required to be filed with, delivered to, or received by 2940 the Association or an officer, board, committee, or agent thereof on 2941 or before a certain day, the same shall be considered to have been 2942 so filed, delivered, or received only if it is postmarked seven days 2943 prior to said certain day or actually received at the office of the 2944 Association at 25 Beacon Street, Boston, Massachusetts 02108, on 2945 an earlier day or not later than 5:00 p.m. on said certain day.

2946 RULE XV Amendments

2947 Section 15.2. Submission of Proposed Amendments.

2948 Rule G-15.2.1. Form of Submission.

2949 A proposed amendment to the Bylaws submitted by certified 2950 member congregations or a district must include:

- 2951 (a) the Article and Section which it is proposed to amend or 2952 repeal;
- 2953 (b) a concise summary of the principal arguments on which the proponents rely; and
- 2955 (c) other Articles (or Sections) or "G" Rules affected by the proposed amendment and proposed text of any necessary conforming amendments and "G" Rules.

2958 PRINTED IN THE U.S.A.

2959 Unitarian Universalist Association was given corporate status in 2960 May 1961 under special acts of legislature of The Commonwealth of 2961 Massachusetts and the State of New York. See Chapter 148 of the 2962 acts of 1960 of the Massachusetts legislature and Chapter 827 of 2963 the Acts of 1960 of the New York legislature. Copies of said Acts 2964 are attached to the minutes of the organizing meeting of the 2965 Association held in Boston, Massachusetts, in May 1961 and also 2966 are printed in the 1961-62 Directory of the Association.