# Unitarian Universalist Association BYLAWS AND RuLES 

## as amended through

JuLY 1, 2015


Hard copy of these Bylaws and Rules available from the Office of the UUA Chief Operating Officer
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## ARTICLE I Name

## Section C-1.1. Name.

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

## Section C-2.1. Principles.

We, the member congregations of the Unitarian Universalist 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 15 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;

- The goal of world community with peace, liberty and justice for all;
- Respect for the interdependent web of all existence of which we are a part.
The living tradition which we share draws from many sources:

29 - Wisdom from the world's religions which inspires us in our ethical and spiritual life;

- Jewish and Christian teachings which call us to respond to God's love by loving our neighbors as ourselves;
- Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit;
36 - Spiritual teachings of Earth-centered traditions which celebrate 37 the sacred circle of life and instruct us to live in harmony with the 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 41 vision. 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.

## 64 ARTICLE III Membership

## 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:
94 (a) conducted regular religious services;
95 (b) held at least one business meeting of its members, elected its 96 own officers and maintained adequate records of 97 membership; and
98 (c) 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
125 (b) the President of the district or region in which the congregation is located or such other authorized official as 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 161 Organizations and Independent Affiliate 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.

## 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.

172 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 5 be called a General Assembly.

## 76 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.

## 83 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.

## 11 Section 4.8. Delegates.

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

| Membership of | Member |
| :--- | :--- |
| Member Congregation | Delegates |
| $1-100$ | 2 |
| $101-150$ | 3 |
| $151-200$ | 4 |
| $201-250$ | 5 |
| $251-300$ | 6 |
| $301-350$ | 7 |
| $351-400$ | 8 |
| $401-450$ | 9 |
| $451-500$ | 10 |
| Over 500 | One for each additional 50 |
|  | members or fraction thereof. |

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The number of members of a certified member congregation which is a member of more than one denomination shall be determined for the purposes of this Section either (i) by dividing the number of members of the federated church by the number of denominations included in the federation, or, at the option of the federated church, (ii) by reporting the actual number of members who identify themselves as Unitarian Universalists.
b) Minister Delegates and Religious Education Director Delegates. Each certified member congregation is also entitled to be represented at each General Assembly by the ordained minister or ministers in ministerial fellowship with the Association settled in such congregation, and by the director or directors of religious education having achieved Credentialed Religious Educator - Masters Level status by the Association and employed in such congregation. In addition, each certified member congregation is also entitled to be represented at each General Assembly by any minister emeritus or minister emerita of such congregation in ministerial fellowship with the Association and by any director of religious education emeritus or emerita having achieved Credentialed Religious Educator - Masters Level status by the Association designated as such by a vote at a meeting of the member congregation not less than six months prior to the General Assembly, provided that any such minister has been settled previously in such congregation, and any such director of religious education who has been previously employed in such congregation.
(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.

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

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

## Section 4.10. Quorum.

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

## Section 4.11. Tentative Agenda for Regular General Assemblies.

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

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





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[^2][^3][^4] d 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).
(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.
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 UUA Bylaws: 4
shall conduct workshops on the Congregational Study/Action Issue.

## Third Cycle Year

(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.
(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.

## 496 Section 4.13. Revision of UUA Statements of

 497498 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: Commission on Appraisal;

523 (e) those proposed Congregational Study/Action Issues on the
524 Tentative Agenda which meet the requirements of Rule G-

526 (f) the UUA Statement of Conscience submitted by the Commission on Social Witness pursuant to Section 4.12(c) 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.
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; or
(c) not less than 50 certified member congregations by action of their governing boards or their congregations, with no more 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

(a) Non-substantive items related to greetings and similar matters may be admitted to the agenda by a regular General Assembly
(b) Prior to 2013, there will be no General Assembly Actions of Immediate Witness on the agenda.
c) (1) 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.
(2) 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.
(3) A petition to admit an Action of Immediate Witness to the agenda must be submitted by a delegate and signed by 150 delegates from at least 25 congregations. If six petitions or fewer are received, all petitions received that have the requisite level of delegate and congregation support are eligible to be considered for possible admission to the agenda. In the event more than six petitions are submitted that satisfy the sponsorship requirement, the Commission on Social Witness shall select six from among those which meet the criteria for a General Assembly Action of Immediate Witness, and shall submit those six actions to the agenda of the General Assembly for possible admission. The Commission on Social Witness shall prepare summaries of no more than six petitions and present those summaries to the General Assembly for a vote to rank the petitions in order of delegate support. The three petitions receiving the most votes are eligible for admission to the agenda. If there are submitted three or fewer petitions meeting the criteria for a General Assembly Action of Immediate Witness, each of the petitions is eligible for admission to the agenda.
(4) The motion to admit each General Assembly Action of Immediate Witness ruled eligible is not debatable, but an opportunity for a two-minute statement of advocacy to the General Assembly for each eligible action by one of its sponsors prior to any such motion shall be provided. Admission of a General Assembly Action of Immediate Witness shall be by a two-thirds vote.
(5) During the General Assembly, a mini-assembly shall be held during which each admitted action shall be discussed and amendments shall be accepted in writing. All such amendments shall be made available in writing to the General Assembly. The Commission on Social Witness shall finalize each General Assembly Action of Immediate Witness, and the chairperson of the Commission on Social Witness, in consultation with the moderator of the General Assembly, the parliamentarian, and legal counsel, shall prioritize unincorporated amendments for consideration by the General Assembly.
(6) Adoption of a General Assembly Action of Immediate Witness shall be by a two-thirds vote.
(7) Actions submitted pursuant to this Section 4.16(c) must be in writing and filed with the Chair of the Commission on Social Witness or the Commission's designee by the deadline established by the Commission and announced at the opening session of the General Assembly.
(d) Responsive Resolutions may be admitted to the agenda of a regular General Assembly and acted upon.
(1) A Responsive Resolution is a resolution made in response to a substantive portion of a report by an officer or committee reporting to a regular General Assembly.
(2) Adoption of a Responsive Resolution shall be by twothirds vote.

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.

## 628 ARTICLE V Committees of the Association

## 629 Section 5.1. Committees of the Association.

630 The standing committees of the Association shall be:
631 (a) the Nominating Committee;
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.

641 (a) Elected members. Elected members of all standing

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## 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 UUA Bylaws: 6

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 odd717 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 721 judgment will benefit from an independent review and report
(b) study and suggest approaches to issues which may be of concern to the Association; and
(c) report to a regular General Assembly at least once every four years on the program and accomplishments of the 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-

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.
740 (a) Members. The Board of Review shall consist of eight

772 (e) Duties. The duties of the Board of Review are described in 773

## 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.

## 94 Section 5.16. Transition Provision.

Notwithstanding the provisions of Sections 5.2 and 5.6:
(a) Members of the Nominating Committee elected at the regular General Assembly in 2013 shall be elected to three-year terms.
(b) Members of the Nominating Committee elected prior to the regular General Assembly in 2013 may serve their full sixyear terms.
(c) For elections at any regular General Assembly before 2018, 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.
(d) This transition provision shall automatically be deleted from 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.

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

## Section 7.7. INTENTIONALLY DELETED.

## 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

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987 (c) one member who is a minister of religious education, 988

989 (d) one member who is a Credentialed Religious Educator -

991 (e) one member nominated by the Board of the Liberal Religious
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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
1003 of the Board or hold a salaried position with the Association;
1004 (b) the Financial Advisor.
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.

## 1008 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-

1014 salaried officers of the Association shall include one or more Vice Moderators, a Secretary, and a Recording Secretary and

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
may include such other officers as the Board of Trustees may appoint.
(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.

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

All officers shall be subject to the direction and control of the Board of Trustees and shall serve at its pleasure.

## section 8.3. Term of Office.

(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.
(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.
(c) Transition Provision. The bylaw amendment changing the term of office of the President from four years to a single term of six years shall become effective for the election of the President at the regular General Assembly in 2017. The President elected at the regular General Assembly in 2013 shall not be eligible for election in 2017. The first two sentences of this transition provision shall automatically be deleted from the bylaws following the regular General Assembly in 2017. three-fourths vote of the entire Board of Trustees at a meeting at which not less than three-fourths of the entire Board is present if in the opinion of the Board such officer is incapacitated or unable to carry out the duties of the office. The President may also be removed by such a vote of the Board if it determines that such removal is in the best interests of the Association.
(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.

## Section 8.7. Vacancies.

1085 (a) Elected Officers. A vacancy created by the death,

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## 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 non1143 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.

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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.
(b) The Nominating Committee shall endeavor to nominate individuals so that the membership of the Board of Trustees and each elected committee reflects the full diversity of the Association, especially in regard to historically marginalized communities, but also balancing amongst size of congregation, lay and ordained, geography, age (including youth and young adults), and gender, among others. The Nominating Committee shall consult with groups and organizations including those traditionally underrepresented in Unitarian Universalist leadership, to help inform the nominating process.
) Only one person from any one member congregation shall be nominated to serve on the Nominating Committee or the Board of Trustees.
(d) The report of the Nominating Committee shall be filed with the Secretary of the Association and mailed to all certified

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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
(b) any procedural problem relating to the election which is not covered by these Bylaws or by the Rules; or
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1263 The Secretary's decision shall be final The Secretary shall 1264 neutral in the election and shall not engage in electioneering, excep 1265 for advocacy of his or her own candidacy for offices for which he or 1266 she is nominated.

## Section 9.10. Conduct of Elections at Large.

(a) Election by Ballot. Voting shall be by written or electronic ballot, except that if only one person has been validly nominated for each elective position at large the persons so nominated shall be declared elected and no ballots shall be required.
(b) Persons Entitled to Vote. Ballots shall be cast only by accredited delegates from certified member congregations and certified associate member organizations to the regular General Assembly at which the election is held and by trustees. No person shall cast more than one ballot.
(c) Absentee Voting. Those entitled to cast ballots in an election may cast their ballots electronically or by mail. Absentee ballots shall be mailed at least forty-five days prior to the General Assembly at which the election is being held. An absentee ballot that is mailed must be received by the Secretary not less than seven calendar days before the General Assembly in order to be counted. An absentee ballot that is transmitted electronically must be received by the Secretary prior to the closing of voting at the GA location. The closing date and time shall be designated in the General Assembly meeting announcement.
*Section 9.11. Counting of Ballots.
(a) For the position of President, Moderator, Financial Advisor, or Trustee. If there are no more than two duly nominated candidates for a position, the candidate receiving the greater number of votes is elected; provided, however, that in construing the foregoing with respect to Trustee positions, each Trustee position number shall be considered a separate elective position. If there are more than two duly nominated candidates for a position, the ballot shall be designed to permit the designation of first, second, third, etc., choice. If no candidate receives a majority of the first-choice votes cast, the candidate receiving the lowest first-choice vote shall be eliminated and the ballots cast for such candidate shall be redistributed in accordance with the second choice indicated thereon. This process shall be repeated until one candidate receives a majority of all votes cast or until only two candidates remain, at which time the one receiving the greater number of votes is elected.
(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

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 1328 the regular General Assembly in 2013.

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1332 (c)
1333(d) Notwithstanding the provisions of Section 9.4., for elections at

## 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 $\mathbf{C - 1 0 . 5}$. 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.

1418 (b) President. The President shall invest the endowment funds 1419 held by the Association in the Unitarian Universalist Common Endowment Fund LLC. manage the endowment funds held by the Association, subject to control by the Board of Trustees.

## 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

1463 (b) if such quorum cannot be obtained, then by a majority vote of
(c) if there are not two or more disinterested trustees in office,
(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 <br> ARTICLE XI Ministry

## 1507 Section C-11.1. Ministerial Fellowship.

1508 Each member congregation has the exclusive right to call and 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 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 1537 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

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 1597 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.

## 1603 Section 12.3. Achievement of Religious Education 1604 Credentialing 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 1618 Records.
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.

## 1625 Section 12.6. Termination or Administrative

 1626 Suspension of Religious Education Credentialing 1627 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 1639 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.

## 1687 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.
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.

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## Section 14.1. Adoption and Amendment of Rules by 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 1723 the Board of Trustees.
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.
(a) Amendments to Bylaws. These Bylaws may be amended by a two-thirds vote at a regular General Assembly if a proposed amendment has been placed on the agenda; provided, however, that proposals to amend, repeal, or add a new section of these Bylaws whose section number is preceded by a "C" (hereinafter a "C Bylaw") shall be governed by subsections (b) or (c) hereof.
(b) Amendments to C Bylaws Other Than in Article II. A proposal to amend, repeal or add a new $C$ Bylaw, other than those C Bylaws in Article II of these Bylaws, shall be subject to a two-step approval process.
(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

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:
(i) During the General Assembly there shall be a miniassembly held during which amendments to the

Article II proposal recommended by the study commission shall be considered.
(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 1879 1880 1881
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## *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
process as described in subsections (c)(3) and (c)(4), above. of their governing boards or their congregations; such proposed amendments to Bylaws must be received by the Board of Trustees on February 1 whenever the regular General Assembly opens in June; otherwise, not less than 110 days before the General Assembly.

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## RULES* of the UNITARIAN UNIVERSALIST

 ASSOCIATION1886 *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.

## RULE I Name

1891 No existing rules applicable to Article I.

## 1892 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 minutes available promptly;

1906 (b) providing avenues for comment on issues on the meetings' 1907 agendas;
1908 (c) accommodating observers at regular business meetings, with 1909 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.

## 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.

## 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 1938 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 number to satisfy the minimum membership requirements; 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.

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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.
(a) In receiving the application of a new congregation for membership in the Association, the Congregational Services staff shall satisfy itself that the group is making its application 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.)
(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.
(c) All member congregations must be congregational in polity; the final authority to make decisions must be vested in the legal membership of the congregation.
(d) Member congregations shall project and embark upon a balanced program of religious activity including adult worship and/or discussion and when feasible establishment of a church school in the Unitarian Universalist tradition.
(e) New congregations are expected to establish and maintain cooperative relations with Unitarian Universalist agencies, as appropriate and feasible.
(f) A congregation should be incorporated when possible under the laws of the state in which it exists. A congregation shall include in its articles of incorporation or other organizing documents a clause providing that the assets of the congregation will be transferred upon dissolution to the Association. Notwithstanding the foregoing, if a congregation obtains the prior written consent of the Association's Board of Trustees, the congregation may name an organization that is affiliated with the Association (such as a district, camp, conference center or other congregation) as the recipient of the congregation's assets upon dissolution.

## Rule 3.3.6. Order of Administrative Procedure.

(a) Application for congregational membership in the Association

## 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 2065 an annual report for three consecutive fiscal years;
2066 (b) forwarding this list to the UUA's District Staff with copies to
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## 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:
(a) an attested copy of its charter and, unless it is included in the charter, an attested copy of its purposes, objectives, and bylaws;
(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;
(d) a financial statement showing income and expenses for the latest fiscal year preceding the date of filing and showing assets, liabilities and net worth as of the end of such fiscal year;
(e) the dates upon which its governing board met during the twelve months immediately preceding the date of filing;
(f) any yearly reports of its governing body and its principal officers sent to members during the twelve months immediately preceding the date of filing;
(g) evidence that 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;
if the applicant does not enjoy tax exempt status, the reason or reasons it does not;
a statement outlining the intended use of associate membership, if granted, and the goals and objectives of the organization that will be served by such use;
a statement outlining what advantage it is believed there would be to the Association and to the furtherance of the principles of the Association outlined in Bylaw Section C- 2.2;
any other information which the Board of Trustees of the Association shall require; and
The contribution contemplated by Rule 3.7.10.
2122 Rule 3.7.4. Annual Report.
2123 Except in the year when it is admitted to membership, each 2124 associate member shall send to the Association on or before April 212530 (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 non2131 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
any other information which the Board of Trustees of the 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.

## 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 $\$ 100$.

## $2259 \quad$ 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

 2304 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;
(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;
(c) a statement that the person was designated as a delegate under established procedures of the congregation or is a settled minister or emerita/us minister thereof or is an accredited director of religious education employed in the congregation, or was designated as a delegate of an associate member organization; and

## 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

 2393 Study/Action Issues for Social Justice.
## 2394 Rule G-4.12.1. Report of Comments on UUA

 2395 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 2414 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 2422 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 2436 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 2447 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. The 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.

2534 RULE V Committees of the Association
2535 No existing rules applicable to Article V.
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## RULE VI Board of Trustees

Section 6.4. Election of Trustees.

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

| 2541 | GROUP A |
| :--- | :--- |
| 2542 | Clara Barton |
| 2543 | Florida |
| 2544 | Mid-South |
| 2545 | Mountain Desert |
| 2546 | Ohio Meadville |
| 2547 | Pacific Northwest |
| 2548 | Pacific Southwest |
| 2549 | Southwest |
| 2550 | St. Lawrence |
| 2551 |  |

GROUP B
Ballou Channing
Central Midwest
Heartland
Joseph Priestley
Massachusetts Bay
Metropolitan New York
Northern New England
Pacific Central
Prairie Star
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

## Rule 6.6.2. Implementation of Section 6.6.

If at the close of a General Assembly election, the results are such that, except for the provisions of Section 6.6, more than one person from the same congregation would serve at the same time on the Board of Trustees,
(a) if the conflict arises solely from the election just held, the Secretary of the Association shall thereupon declare that the persons so elected are disqualified and that the offices to which they have been so elected are vacant and are to be filled as provided in the Bylaws.
(b) if the conflict arises because one person from a congregation is already serving on the Board of Trustees and another person from that congregation has just been so elected, the Secretary of the Association shall declare that the person just elected is disqualified and the office to which such person has been elected is vacant and that the vacancy is to be filled as provided in the Bylaws.

## 2579 RULE VII Committees of the Board of Trustees

2580 No existing rules applicable to Article VII.

## RULE VIII Officers of the Association

## 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.

## 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

## 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 nomination for the position of Financial Advisor or trustee shall submit by the application deadline a one-page statement of qualifications.
(b) The report of the Nominating Committee required by Section 9.4(d) may be mailed to certified member congregations, associate member organizations, and trustees either electronically or in hard copy. The report shall promptly be posted on the Association's website. The report shall include the statement of qualifications submitted by each nominee for 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 2633 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 2692 Moderator.
2693 (a) Campaigns for President and Moderator may appropriately
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2695 2696 2697 2698 2699 2700 2701 2702 2703 2704

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

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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.

2806 Candidates adjudicated to be in serious violation of Rule G2807 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).
(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.
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.

## 2828 Section 10.1. Annual Budget.

## 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

## 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.
be broken down by major categories or functions in such manner as the Board shall determine.
(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.
(c) Any action with respect to the budget for the Current Fiscal Year calling for increased spending in any category shall
(d) Any candidate aggrieved by the Committee's adjudication may, within ten days of the mailing of the adjudication, appeal in writing to the Executive Committee of the Board of Trustees, which shall have exclusive jurisdiction to hear and determine such an appeal. The Executive Committee shall report its decision on the appeal in writing to the affected candidates as expeditiously as feasible. The Executive Committee of the Board of Trustees is authorized to issue any order or ruling it deems appropriate in connection with such a decision.
(e) Any member of the Executive Committee of the Board of Trustees who is a candidate for UUA elective office shall not participate in any manner in the determination of any appeal from an adjudication of the Election Campaign Practices Committee.

## RULE X Finance and Contracts

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.

## RULE XI Ministry

## 2889 Section 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.

2900 Rule G-13.2.1. Establishing Districts or Regions.

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provide for equivalent reductions in other categories of spending and specify the categories in which such reductions are to be made.
(d) No action may be taken with respect to the Current Fiscal Year budget which shall be inconsistent with either Rule G10.1.2(b) or G-10.1.3.

## Rule G-10.1.5. Board of Trustees Report.

## 2890 Rule 11.2. Ministerial Fellowship Committee.

Committ
e are printed

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

## 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.

## 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

2953 (b) a concise summary of the principal arguments on which the 2954
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.


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