UNITARIAN UNIVERSALIST ASSOCIATION

BYLAWS AND RULES
as amended through
MAY 22, 2023

Hard copy of these Bylaws and Rules available from
the Office of the UUA Executive Vice President
(617) 742-2100
administration@uua.org
# UUA BYLAWS

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The pronouns “they” and “their” are used in these Bylaws and Rules in place of the singular gender pronouns “he,” “she,” “his,” and “hers,” and refer to a single individual unless the context indicates otherwise.
ARTICLE I Name

Section C-1.1. Name.
The name of this Association shall be Unitarian Universalist Association. It is the successor to the American Unitarian Association, which was founded in 1825 and incorporated in 1847, and the Universalist Church of America, which was founded in 1793 and incorporated in 1866.

ARTICLE II Principles and Purposes

Section C-2.1. Principles.

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

12 The inherent worth and dignity of every person;

13 Justice, equity and compassion in human relations;

14 Acceptance of one another and encouragement to spiritual growth in our congregations;

16 A free and responsible search for truth and meaning;

17 The right of conscience and the use of the democratic process within our congregations and in society at large;

19 The goal of world community with peace, liberty and justice for all;

20 Respect for the interdependent web of all existence of which we are a part.

23 Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life;

26 Words and deeds of prophetic people which challenge us to confront powers and structures of evil with justice, compassion and the transforming power of love;

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

31 Jewish and Christian teachings which call us to respond to God’s love by loving our neighbors as ourselves;

33 Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit;

36 Spiritual teachings of Earth-centered traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.

39 Grateful for the religious pluralism which enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision. As free congregations we enter into this covenant, promising to one another our mutual trust and support.

Section C-2.2. Purposes.
The Unitarian Universalist Association shall devote its resources to and exercise its corporate powers for religious, educational and humanitarian purposes. The primary purpose of the Association is to serve the needs of its member congregations, organize new congregations, extend and strengthen Unitarian Universalist institutions and implement its principles.

Section C-2.3. Inclusion.

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

Section C-2.4. Freedom of Belief.

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

ARTICLE III Membership

Section C-3.1. Member Congregations.
The Unitarian Universalist Association is a voluntary association of autonomous, self-governing member congregations, which have freely chosen to pursue common goals together.

Section C-3.2. Congregational Polity.

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

Section C-3.3. Admission to Membership.

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

Section 3.4. Church of the Larger Fellowship.
The Church of the Larger Fellowship, Unitarian Universalist, shall be a member congregation which is not considered to be located in any particular district or region.

Section C-3.5. Certification of Membership.

A member congregation shall be recognized as certified during the fiscal year of the Association in which it becomes a member and during each subsequent fiscal year in which it established that it is conducting regular religious services.

(a) held at least one business meeting of its members, elected its own officers and maintained adequate records of membership; and

(b) made a financial contribution to the Association.

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

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

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

Section C-3.6. Termination of Membership.

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

(a) the congregation in question, whenever possible; and

(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.

Section C-3.7. Associate Member Qualifications.

The Board of Trustees may admit to associate membership in the Association any major organization whose membership or constituency consists of individuals located throughout the United States or Canada as the Board of Trustees shall determine. Subject to procedures and guidelines adopted by the Association, and who is certified as such by an authorized officer of the congregation.

Section C-3.8. Independent Affiliate Organizations.

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

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

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

Section C-3.10. Members of Member Congregations.

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

ARTICLE IV General Assembly

Section C-4.1. Meetings of the Association.

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

Section C-4.2. Powers and Duties.

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

Section C-4.3. Regular General Assembly.

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

Section C-4.4. Special General Assembly.

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

Section C-4.5. Place of Meeting.

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

Section C-4.6. Notice of Meetings.

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

Section C-4.7. Voting.

Voting at each regular and special General Assembly shall be by accredited delegates from certified member congregations, certified associate member organizations, and trustees.

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

<table>
<thead>
<tr>
<th>Membership of Member Congregation</th>
<th>Member Delegates</th>
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<tbody>
<tr>
<td>1-100</td>
<td>2</td>
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<tr>
<td>101-150</td>
<td>3</td>
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<tr>
<td>151-200</td>
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<td>201-250</td>
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<td>401-450</td>
<td>9</td>
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<tr>
<td>451-500</td>
<td>10</td>
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<tr>
<td>Over 500</td>
<td>One for each additional 50 members or fraction thereof.</td>
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</tbody>
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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 religious educators who are active members of the Liberal Religious Educators 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 religious educator emeritus or emerita 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 religious educator emeritus or emerita 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 regular General Assembly which shall include:

- reports and other matters required by these Bylaws to be submitted to the General Assembly;
- proposed amendments to these Bylaws which are submitted as prescribed in Article XV, Section 15.2;
- items referred by the preceding General Assembly;
- Business Resolutions and proposed amendments to Bylaws and Rules submitted by the Commission on Appraisal;
- all proposed amendments to Rules and all Business Resolutions as defined in Rule G-4.18.2, submitted by:
  - the Board of Trustees or the Executive Committee;
  - not less than fifteen certified member congregations by action of their governing boards or their congregations;
  - 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 district or 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 accredited delegates; and
- Proposed Congregational Study/Action Issues submitted by the Commission on Social Witness pursuant to Section 4.12(a).

Resolutions submitted under (d), (e)(2), (e)(3) and (f) must be received by the Board of Trustees by February 1 whenever the regular General Assembly opens in June. If the General Assembly opens in a month other than June, the Business Resolutions submitted under (d), (e)(2), (e)(3) and (f) must be received no later than 110 days before the date set for the opening of that General Assembly. The UUA Statements of Conscience process deadlines

UUA Bylaws: 3
are established by Sections 4.12(a) and (c) and by the Board of 

323 Trustees pursuant to Section 4.13 whenever one or more regular 

324 June. The Board of Trustees shall include on the Tentative Agenda 

326 all items so submitted. It may submit alternative versions of 

327 Business Resolutions in addition to the original ones submitted if in 

328 its judgment such alternatives clarify the resolutions and may make 

329 such changes in the Business Resolutions as are necessary to 

330 make each conform to a standard format. It may also submit one or 

331 more alternative versions for the purpose of combining two or more 

332 Business Resolutions. Adoption of Business Resolutions by a 

333 General Assembly shall be by two-thirds vote. The Tentative 

334 Agenda shall be mailed to each member congregation, associate 

335 member organization and trustee by March 1 if the General 

336 Assembly opens in June; otherwise, not less than 90 days before 

337 the opening of the General Assembly.

338 *Section 4.12. UUA Statements of Conscience.*

339 The purpose of the Congregational Study/Action Process is to provide 

340 the member congregations of the Association with an opportunity to 

341 mobilize energy, ideas, and resources around a common issue. The 

342 end result will be a deeper understanding of our religious position on 

343 the issue, a clear statement of Association policy as expressed in a 

344 Statement of Conscience, and a greater capacity for the 

345 congregations to take effective action. The process for adoption of 

346 UUA Statements of Conscience shall be as follows:

347 (a) First Cycle Year

348 (1) Each member congregation or covenan
ting 

349 community may submit to the Commission on Social 

350 Witness by October 1 in the year preceding a General 

351 Assembly one proposed Congregational Study/Action 

352 Issue, such proposed Congregational Study/Action Issue 

353 to be approved at a duly called meeting of its members or 

354 its governing board at which a quorum is present. This 

355 commences the process of a three year UUA Statement 

356 of Conscience cycle ("the Cycle"). A Cycle year ends at 

357 the close of General Assembly.

358 (2) For the proposed Congregational Study/Action Issue to be 

359 placed on the Final Agenda of the General Assembly, 

360 twenty-five percent (25%) of all certified congregations 

361 must participate in the ballot vote concerning the 

362 proposed Congregational Study/Action Issues.

363 (3) Each of the Proposed Congregational Study/Action Issues 

364 shall be presented to the General Assembly by a 

365 delegate, and one such proposed Congregational 

366 Study/Action Issue shall be referred for study by virtue of 

367 having received the highest number of votes among all 

368 proposed Congregational Study/Action votes cast by the 

369 General Assembly; provided, however, that if no proposed 

370 Congregational Study/Action Issue receives a majority of 

371 the votes cast, then a second vote shall be taken between 

372 the two issues receiving the highest number of votes cast 

373 in the initial election.

374 (4) If no proposed Congregational Study/Action Issues are on 

375 the Final Agenda in the first Cycle year, or if no 

376 Congregational Study/Action Issue is referred for study by 

377 the General Assembly, then following the regular meeting 

378 of the General Assembly, the Cycle shall begin again as 

379 set forth in this subsection.

380 (b) Second Cycle Year

381 (1) During the meeting of the General Assembly in the 

382 second Cycle year the Commission on Social Witness 

383 shall conduct workshops on the Congregational 

384 Study/Action Issue.

385 (c) Third Cycle Year

386 (1) The Commission on Social Witness shall then compose a 

387 draft UUA Statement of Conscience. The draft UUA 

388 Statement of Conscience, and a ballot to place the draft 

389 UUA Statement of Conscience on the Final Agenda 

390 during General Assembly in the third Cycle year shall be 

391 included in the Congregational Poll.

392 (2) If the draft UUA Statement of Conscience is placed on the 

393 Final Agenda for the next regular meeting of the General 

394 Assembly, then the next General Assembly must debate 

395 and vote on the proposed UUA Statement of Conscience. 

396 Adoption of the UUA Statement of Conscience shall 

397 require a two-thirds vote.

398 (3) If (a) the proposed UUA Statement of Conscience is not 

399 placed on the Final Agenda for the next regular meeting of 

400 the General Assembly; or (b) the General Assembly 

401 chooses, by a two-thirds vote, to refer the proposed UUA 

402 Statement of Conscience to the Commission on Social 

403 Witness for one additional year of study/action, then the 

404 Commission on Social Witness shall continue the study 

405 and revision of the proposed UUA Statement of 

406 Conscience for one more year. The revised UUA 

407 Statement of Conscience may be placed on the Final 

408 Agenda for the next regular meeting of the General 

409 Assembly pursuant to subsection (b) above. If by the 

410 regular meeting of the General Assembly following the 

411 additional year the Commission on Social Witness has 

412 been unable to find support to generate an acceptable 

413 UUA Statement of Conscience, the Congregational 

414 Study/Action Issue may be placed on the Final Agenda 

415 with a proposal to drop such Congregational Study/Action 

416 Issue.

417 (4) Following the regular meeting of the General Assembly in 

418 the third Cycle year, the Cycle shall begin again as set 

419 forth in Section 4.12(a) above.

420 Section 4.13. Revision of UUA Statements of 

421 Conscience Process Schedule.

422 If the Board of Trustees votes to schedule one or more regular 

423 General Assemblies to begin in a month other than June, the Board 

424 of Trustees shall forthwith revise the UUA Statements of 

425 Conscience process schedule set forth in Section 4.12 accordingly 

426 and shall immediately notify the member congregations and the 

427 Commission on Social Witness of the revised schedule in writing.

428 Section 4.14. Final Agenda for Regular General 

429 Assemblies.

430 The Board of Trustees shall prepare a Final Agenda for each 

431 General Assembly which shall include:

432 (a) all reports and other matters required by these Bylaws to be 

433 submitted to the General Assembly and all proposed 

434 amendments to Bylaws and Rules appearing on the Tentative 

435 Agenda that meet the requirements of Rule G-4.18.3;

436 (b) those Business Resolutions, including alternative versions, on 

437 the Tentative Agenda which meet the requirements of Rule 

438 G-4.18.3;
493 (5) Actions submitted pursuant to this Section 4.16(b) 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 on the UUA website and through UUA communications.

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

501 (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.

502 (2) Affirmation of a Responsive Resolution shall be by two-thirds vote.

503 Section 4.17. Items Admitted to Special General Assembly Agenda.

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

505 *Section 4.18. Agenda Rules.

506 General Assemblies shall adopt rules relating to the agenda.


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

509 ARTICLE V Committees of the Association

510 Section 5.1. Committees of the Association.

511 The standing committees of the Association shall be:

512 (a) the Nominating Committee;

513 (b) the Presidential Search Committee;

514 (c) the General Assembly Planning Committee;

515 (d) the Commission on Appraisal;

516 (e) the Commission on Social Witness; and

517 (f) the Board of Review.

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

519 Section 5.2. Election and Appointment.

520 (a) Elected members. Elected members of all standing committees of the Association shall take office at the close of the General Assembly at which they are elected and shall serve until their successors are elected and qualified, except as otherwise provided herein.

521 (b) Appointed members. The terms of any appointed members of standing committees of the Association shall begin at the close of the regular General Assembly. The Board of Trustees shall make each appointment no later than 120 days after the beginning of the term. Appointed members shall take office upon the effective date of their appointments and shall serve until their successors are appointed and qualified, except as otherwise provided herein.

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

546 To serve as a member of a standing committee of the Association, 547 a person must be a member of a member congregation. No 548 member of a standing committee of the Association, except a 549 member serving ex officio, may, during the term of office, serve as a 550 trustee or officer of, or hold any salaried position in, the Association.

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

552 An elected member of a standing committee of the Association may 553 be removed by a three-fourths vote of the Board of Trustees at a 554 meeting at which not less than three-fourths of the Board is present, 555 if in the opinion of the Board the member is incapacitated or unable 556 to carry out the duties of the office or otherwise for good cause. An 557 appointed member of a standing committee of the Association may 558 be removed at will by a majority vote of the Board of Trustees.

559 **Section 5.5. Vacancies.**

560 A vacancy created by the death, disqualification, resignation, or 561 removal of an elected or appointed member of a standing 562 committee of the Association shall be filled by majority vote of the 563 Board of Trustees. An individual appointed to fill a vacancy in an 564 elected position shall serve until the vacancy is filled by regular or 565 special election. An individual appointed to fill a vacancy in an 566 appointed position shall serve for the balance of the unexpired term, 567 and until a successor is appointed and qualified.

568 An elected member of a standing committee of the Association in 569 office for more than one-half of a full term shall be deemed to have 570 completed a full term for the purposes of re-election.

571 **Section 5.6. Nominating Committee.**

572 The Nominating Committee shall consist of nine members elected 573 to terms of three years. One-third of the members shall be elected 574 at the regular General Assembly held in each year. After serving 575 two terms in office, a member shall not be eligible for re-election 576 until after an interim of at least three years. The Nominating 577 Committee shall submit nominations for certain elective positions of 578 the Association, as provided in Article IX.

579 **Section 5.7. Presidential Search Committee.**

580 The Presidential Search Committee shall consist of five elected 581 members and two members appointed by the Board of Trustees. 582 Each term shall be six years. The elected members shall be elected 583 at the regular General Assembly held four years prior to the 584 expiration of a President’s term. The terms of appointed members 585 shall begin at the close of the regular General Assembly at which 586 members were elected. After serving a term in office, a member 587 shall not be eligible for re-election until after an interim of at least six 588 years. The Committee shall nominate candidates for the office of 589 President, as provided in Section 9.5.

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

591 The General Assembly Planning Committee shall consist of eight 592 elected members and two members appointed by the Board of 593 Trustees. The terms of elected members shall be four years and the 594 terms of appointed members shall be two years. One-half of the 595 elected members shall be elected at the regular General Assembly 596 held in each odd-numbered year. After serving two terms in office, 597 an elected member shall not be eligible for re-election until after an 598 interim of at least four years. The Committee shall be responsible 599 for arrangements for General Assembly and programs and 600 meetings to be held in connection therewith. It may establish 601 subcommittees of its members and may delegate part of all of its 602 powers to them.

603 **Section 5.9. Commission on Appraisal.**

604 The Commission on Appraisal shall consist of nine members 605 elected to terms of six years. One-third of the members shall be 606 elected at the regular General Assembly held in each odd- 607 numbered year. After serving a term in office, a member shall not 608 be eligible for re-election until after an interim of at least six years.

609 The Commission on Appraisal shall:

610 (a) **Review any function or activity of the Association which in its**

611 judgment will benefit from an independent review and report

612 its conclusions to a regular General Assembly;

613 (b) **Study and suggest approaches to issues which may be of**

614 concern to the Association; and

615 (c) **Report to a regular General Assembly at least once every four**

616 years on the program and accomplishments of the 617 Association.

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

619 The Commission on Social Witness shall consist of three elected 620 members and two members appointed by the Board of Trustees. 621 Each term shall be four years. After serving two terms in office, a 622 member shall not be eligible for re-election until after an interim of at 623 least four years. One member shall be appointed in each odd- 624 numbered year. In addition to any election required to fill a vacancy, 625 no fewer than one nor more than two members shall be elected at 626 the regular General Assembly held in each odd-numbered year, as 627 is required to insure a full complement of elected members.

628 The duties of the Commission are described in Article IV.

629 **Section 5.11. Board of Review.**

630 (a) **Members.** The Board of Review shall consist of eight 631 members, as follows:

632 (1) Three members who are ministers, each of whom at the 633 time of election is in full ministerial fellowship with the 634 Association and has held such fellowship continuously 635 for the preceding seven years; and

636 (2) One member who is a Credentialled Religious Educator 637 at the highest level granted by the Religious Education 638 Credentialing Committee; and

639 (3) Four members who are not ministers or credentialled 640 religious educators, each of whom at the time of election 641 is a member of a certified member congregation and has 642 been a member of one or more such congregations for 643 not less than three years as an officer or a member of 644 the governing bodies of one or more such 645 congregations.

646 (b) **Election and Term.** Each term shall be eight years. At each 647 regular General Assembly held in an odd-numbered year 648 there shall be elected one person who is neither a minister 649 nor a credentialled religious educator. At each regular General 650 Assembly held in an odd-numbered year there shall be 651 elected either a minister, as described in subsection (a)(1), 652 above, or a Credentialled Religious Educator at the highest 653 level granted by the Religious Education Credentialing 654 Committee as described in section (a)(2) above. After serving 655 a term in office, a member shall not be eligible for re-election 656 until after an interim of at least eight years.

657 (c) **Qualifications.** No member of the Board of Review shall 658 during the term of office be a member of the Ministerial
Fellowship Committee or the Religious Education
Credenting Committee.

(d) Removal. A member of the Board of Review may be
removed without hearing by the vote of six other members, or
as provided by Section 5.4.

(e) Duties. The duties of the Board of Review are described in
Articles XI and XII.

Section 5.12. Additional Committees.

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

Section 5.13. Presiding Officer.

Each committee shall elect a presiding officer from among its
members at its first meeting following the regular General Assembly.
In the absence of such election the Board of Trustees may designate a temporary presiding officer from
among members of the committee.

Section 5.14. Time and Place of Meetings.

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

Section 5.15. Call and Notice of Meetings.

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

ARTICLE VI Board of Trustees

Section C-6.1. Responsibility.

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

Section 6.2. Powers.

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

Section 6.3. Membership.

The Board of Trustees shall consist of:

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

(b) Eleven trustees; and

(c) Two youth trustees who, as of the date they commence
service as trustees, are of high school age, or the equivalent,
and are able to complete their term while of high school age.

Section 6.4. Election of Trustees.

(a) One-third, as nearly as possible, of the non-Youth members
of the Board of Trustees shall be elected at each regular
General Assembly.

(b) The Board of Trustees shall assign a number to each trustee
position for the purposes of electing trustees.

(c) One Youth Trustee shall be elected at each regular General
Assembly.

Section 6.5. Term.

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

Another youth trustee shall take office immediately after the close of
the General Assembly at which they are elected, and shall
serve for a term of two years and until their successors are
elected and qualified. No youth trustee may serve more than
one term. The term of a youth trustee is equal to one full
term as defined in Section 6.5, for the purposes of eligibility
for election as a trustee.

Section 6.6. Qualifications of Trustees.

(a) Each elected trustee shall be a member of a member
congregation. A trustee who ceases to meet these
qualifications shall be disqualified and the office declared
vacant. Not more than one trustee shall be a member of the
same member congregation. If a trustee becomes a member
of a member congregation in which another trustee is already
a member, such trustee shall be disqualified and the office
declared vacant. The Board of Trustees shall adopt rules for
the application of this section to persons holding membership
in more than one member congregation.

(b) Youth trustees shall be a member of a member congregation
if their congregation allows for youth membership. If their
congregation does not allow for youth membership, the
President, Minister or Religious Educator of that congregation
shall submit a written notice to the Nominating Committee of
the youth trustee’s affiliation with the congregation before the
person may be nominated to serve as a youth trustee. A
Youth trustee shall not be a Member of or be affiliated with
the same congregation as any other trustee.

Section 6.7. Resignation and Removal of Trustees.

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

Section 6.8. Vacancies.

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

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Section 6.9. Place of Meeting.
The Board of Trustees shall hold its meetings at such places as the Board may determine.

Section 6.10. Regular Meetings.
Regular meetings of the Board of Trustees shall be held at such times as the Board may determine. No fewer than three regular meetings of the Board shall be held during each fiscal year of the Association.

Section 6.11. Special Meetings.
Special meetings of the Board of Trustees may be called by the Moderator or President, and shall be called by the Moderator at the request of eight trustees. Notice of special meetings shall be given in writing not less than five nor more than sixty days before the meeting and shall state the agenda, time and place of the meeting.

Section 6.12. Waiver of Notice.
Notice of a meeting need not be given to any trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 6.13. Quorum.
A majority plus one of the entire voting membership of the Board of Trustees shall constitute a quorum for the transaction of business.

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

Section 6.15. Annual Report.
The Secretary shall on behalf of the Board of Trustees present an annual report of its activities to the member congregations and at each regular General Assembly.

ARTICLE VII Committees of the Board of Trustees

Section 7.1. Committees of the Board of Trustees.
The standing committees of the Board of Trustees shall be:

(a) the Executive Committee;
(b) the Ministerial Fellowship Committee;
(c) the Finance Committee;
(d) the Investment Committee;
(e) the Religious Education Credentialing Committee; and
(f) the Audit Committee.

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

Section 7.2. Appointment and Term of Office.
Except as otherwise provided, the terms of members of standing committees of the Board of Trustees shall be two years beginning at the close of the regular General Assembly. Members shall be appointed no later than 120 days after the beginning of the term. Members shall take office upon the effective date of their appointment and shall serve until their successors are appointed and qualified.

Section 7.3. Removal of Committee Member.
Standing committee members appointed by the Board of Trustees shall serve at the pleasure of the Board and may be removed by it at any time.

Section 7.4. Vacancies.
A vacancy on any committee of the Board among members appointed by the Board of Trustees shall be filled by the Board.

Section 7.5. Executive Committee.
The Executive Committee shall consist of the President, the First Vice President, the Secretary, the Financial Advisor, and the First Vice President. The position on the committee occupied by the President shall be filled by the Second Vice President at any meeting of the committee from which the President is absent or at which the President is presiding in the absence of the President. The position on the committee occupied by the Secretary shall be filled by the Assistant Secretary at any meeting of the committee from which the Secretary is absent. The Executive Committee shall conduct the current and ordinary business of the Association between meetings of the Board of Trustees. If between meetings of the Board of Trustees, matters arise which (1) in the opinion of the Executive Committee are not current and ordinary business but in the best interests of the Association must nevertheless be acted upon, or (2) the Executive Committee has been authorized by the Board to be acted upon, then the Executive Committee may act thereon for the Board of Trustees, but only if four or more members vote the action.

Section 7.6. Ministerial Fellowship Committee.
The Ministerial Fellowship Committee shall consist of no fewer than fourteen members as follows:

(a) at least six members who are not ministers appointed by the Board; and
(b) at least eight members who are ministers in full fellowship with the Association, four appointed by the Unitarian Universalist Ministers Association and the remainder by the Board.

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

Section 7.7. INTENTIONALLY DELETED.

Section 7.8. Investment Committee.
The Investment Committee shall be the Investment Committee of the Unitarian Universalist Common Endowment Fund LLC. The duties of the Investment Committee are set forth in Article X.

Section 7.9. Additional Committees.
The Board of Trustees may appoint additional committees to serve at its pleasure and shall determine the membership, qualifications, and duties thereof.

Section 7.10. Presiding Officer.
The Board of Trustees shall appoint one member of each standing committee of the Board to be its presiding officer.
Section 7.11. Time and Place of Meetings.
Each standing committee of the Board shall hold meetings at such times and places as it may determine.

Section 7.12. Call and Notice of Meetings.
Meetings of standing committees of the Board may be called by the presiding officer and shall be called by the presiding officer at the request of a majority of the members of the entire committee. Unless the Board of Trustees otherwise provides, notice of meetings of each standing committee shall be given in such a manner and within such time as the standing committee determines.

Section 7.13. Religious Education Credentialing Committee.
The Religious Education Credentialing Committee shall consist of seven members as follows:
- three members, none of whom is a parish minister, minister of religious education, community minister, a credentialed religious educator, or a director of religious education, appointed by the Board;
- one member who is a parish minister or community minister, appointed by the Board;
- one member who is a minister of religious education, appointed by the Board;
- one member who is a Certified Religious Educator at the highest level granted by the Religious Education Credentialing Committee, appointed by the Board; and
- one member nominated by the Board of the Liberal Religious Educators Association and appointed by the Board of Trustees.

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

The Audit Committee shall consist of no fewer than four members as follows:
- persons appointed by the Board, none of whom are members of the Board or hold a salaried position with the Association;
- the Financial Advisor.

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

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

ARTICLE VIII Officers of the Association

Section 8.1. Officers Enumerated.
- Elected Officers. The elected officers of the Association shall be a Moderator, a President, and a Financial Advisor.
- Appointed Non-salaried Officers. The appointed non-salaried officers of the Association shall include one or more Vice Moderators, a Secretary, and a Recording Secretary and 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. All appointed officers shall be appointed by the Board of Trustees and shall serve at its pleasure.

Section 8.3. Term of Office.
- Elected Officers. The elected officers shall be elected at a regular General Assembly. The President shall take office no later than 45 days after the close of such General Assembly.
- All other officers 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 their successor is elected, qualified and takes office. 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 their 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 their 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.

Section 8.4. Qualification of Officers.
Each officer of the Association shall be a member of a member congregation. If an officer ceases to be a member of any member congregation, such officer shall be disqualified and the office declared vacant.

Section 8.5. Removal of Officers.
- Elected Officers. An elected officer may be removed by a 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.
Section 8.6. Resignation.

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

Section 8.7. Vacancies.

(a) Elected Officers. A vacancy created by the death, disqualification, resignation, or removal of an elected officer shall be filled by majority vote of the Board of Trustees. An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election. If the position of Moderator is deemed vacant under Section 8.8(b), the Board may, but shall not be obligated to, appoint as Moderator any remaining individual(s) who had been serving in the position of Moderator when the position was deemed vacant, and may do so either as a sole appointment or with one or more other individuals.

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

Section 8.8. Moderator.

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

As used in these Bylaws, the term “Moderator” may refer to a single individual, or to multiple individuals serving in the position, even though the word “Moderator” may appear in the singular form of the word. When multiple individuals are serving in the position of Moderator, if one or more of those individuals dies, is disqualified, resigns, or is removed, the position of Moderator shall be deemed vacant under Section 8.7(a).

Section 8.9. President.

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

Section 8.10. Financial Advisor.

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

Section 8.11. Executive Vice President.

In the event an Executive Vice President should be appointed, the Board of Trustees shall describe their duties.

Section 8.12. Vice Moderators.

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

Section 8.13. Vice Presidents.

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

Section 8.14. Secretary.

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

Section 8.15. Treasurer.

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

Section 8.16. Recording Secretary.

The Recording Secretary shall perform all the duties of the office. If the Recording Secretary ceases to be a resident of the Commonwealth of Massachusetts, such person shall be disqualified and the office declared vacant. The Recording Secretary shall keep an accurate record of all meetings of the Association and the Board of Trustees, shall perform such other duties as may be assigned by the Board, and shall perform the duties of a Clerk under Massachusetts law.

Section 8.17. Other Appointed Officers.

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

Section 8.18. Compensation.

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

Section 8.19. Reports by Officers.

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

ARTICLE IX Nominations and Elections

Section 9.1. Elective Positions.

The elective positions of the Association are those of the elected officers, the trustees, and the elected members of the standing committees of the Association. No person shall hold more than one elective position at a time whether by election or appointment. Ex officio positions for the purposes of this Bylaw provision shall be deemed part of the elected position from which the ex officio position is derived.

Section 9.2. Nomination Procedures.

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

Section 9.3. Notice by Nominating Committee.

On or before August 1 of each year, the Nominating Committee shall notify all certified member congregations in writing of the elective positions and vacancies to be filled at the next regular General Assembly.
Section 9.4. Nomination by Nominating Committee.

(a) The Nominating Committee shall submit one or more nominations for each elective position to be filled, except for 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.

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

(d) The Nominating Committee shall issue a report with its nominations on or before March 15 of the year in which the nominees will be candidates for election. Nominations shall be filed with the Secretary of the Association and distributed to all certified member congregations, associate member organizations, and trustees.

Section 9.5. Nomination of President and Moderator.

(a) President. The Presidential Search Committee shall submit no fewer than two nominations for the office of President for an election at the end of a presidential term or for a special election. The report of the Presidential Search Committee shall be announced by November 15 of the year before the General Assembly at which there is to be a presidential election, except in the case of a special election, in which case the report of the Presidential Search Committee shall be announced by December 10 of the year before the election.

(b) Moderator. The Board of Trustees shall submit one or more nominations for the office of Moderator for an election at the end of a Moderator term or for a special election. The report of the Board of Trustees shall be announced by November 15 of the year before the General Assembly at which there is to be a Moderator election, except in the case of a special election, in which case the report of the Board of Trustees shall be announced by December 10 of the year before the election.

Section 9.6. Nomination by Petition.

(a) For Moderator and President. A nomination for the office of Moderator or President, for a regular or special election, may be by petition signed by no fewer than fifty certified member congregations, including at least one congregation from three of the regions of the Association. A certified member congregation may authorize the signing of a petition only by vote of its governing board or by vote at a duly called meeting of its members. Such a petition shall be filed with the Secretary of the Association, only in such form as the Secretary may prescribe, not later than February 1 of the year of the election and not earlier than the preceding December 1.

(b) For other Elective Positions. A nomination for any elective position, for a regular or special election, may be by petition signed by not less than fifty members of certified member congregations, with no more than ten signatures of members of any one congregation counted toward the required fifty. A separate petition, in form prescribed by the Secretary, shall be filed for each nomination not later than May 1 of the year of the election and not earlier than the preceding October 1. A petition for nomination to the Board of Trustees must designate the position number for which the person is being nominated.

Section 9.7. Qualifications of Nominees.

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

Section 9.8. Vacancy in Nominations.

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

Section 9.9. Supervision of Elections.

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

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

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

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

The decision of the Secretary may be changed by a two-thirds vote of the Board of Trustees. The Secretary shall remain neutral in the election and shall not engage in electioneering, except for advocacy of their own candidacy for offices for which they are nominated.

Section 9.10. Conduct of Elections at Large.

(a) Election by Ballot. Voting shall be by ballot, except that if only one person has been validly nominated for an elective position at large the persons so nominated shall be declared elected and no voting shall be required. Delegates will have access to electronic voting onsite at General Assembly or remotely, as described in Section 9.10(d), or by mail ballot as described in Section 9.10(c).

(b) Eligible Voters. Votes 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 vote.

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Section 9.11. Counting of Ballots.

(a) Singular Positions. If there is more than one duly nominated candidate for a single position, not including the candidates for the position of Moderator and President, the candidate receiving the greatest number of votes is elected.

(b) Multiple Positions of the Same Kind. 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.

(c) Moderator and President Voting. For the positions of Moderator and President, if there are two duly nominated candidates, the candidate receiving the greater number of votes will be elected. If there are more than two duly nominated candidates a ranked vote will be held in which voters indicate their ranked choices for candidates. 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.


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


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

ARTICLE X  Finance and Contracts

Section 10.1. Annual Budget.

The annual budget of the Association shall be adopted and may subsequently be amended by the Board of Trustees. A budget or budgets for the coming year or years shall be presented to each regular General Assembly for its consideration and such recommendation of financial priorities as the General Assembly may wish to make.
Section C-10.9. Pension System.

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

Section 10.10. Fiscal Year.

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

Section C-10.11. Corporate Seal.

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

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

The Association, to the extent legally permissible, shall indemnify any trustee, officer, employee of the Association or volunteer elected by a General Assembly or appointed by the Board of Trustees of the Association to serve the Association, or persons formerly holding such positions, against all liabilities and expenses (including court costs, attorneys’ fees, and the amount of any judgment or reasonable settlement, fines and penalties) actually and necessarily incurred by any such person, subsequent to the adoption hereof, in connection with the defense of any claim asserted or threatened to be asserted against any such person, or any action, suit or proceeding in which any such person may be involved as a party, by reason of being or having been such trustee, officer, employee or volunteer or by reason of any action alleged to have been taken or omitted by any such person as such trustee, officer, employee or volunteer, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the Association; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved:

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

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

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

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

If authorized in the same manner specified above for compromise payments, expenses, including attorneys’ fees actually and necessarily incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Association in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of their good faith belief that they have met the standard of conduct necessary for indemnification under this Section and (b) an undertaking by such individual to repay the amount so paid to the Association if such person shall be adjudicated to be not entitled to indemnification under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment. The right of indemnification herein provided shall inure to the benefit of the heirs, executors and administrators of each such trustee, officer, employee or volunteer and shall not be deemed exclusive of any other rights to which any such person may be entitled under any statute, bylaw, agreement, vote of members or otherwise or to which any such person might have been entitled were it not for this provision. As used in this Section, an “interested” trustee or officer is one against whom in such capacity the proceeding in question, or other proceeding on the same or similar grounds, is then pending.

Section 10.13. Duties of the Audit Committee.

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

ARTICLE XI Ministry

Section C-11.1. Ministerial Fellowship.

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

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

Section 11.2. Ministerial Fellowship Committee.

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

Section 11.3. Admission to Fellowship.

A minister may be admitted to fellowship by the Fellowship Committee, upon complying with the requirements of these Bylaws and the rules, policies, procedures and requests of the Committee. A minister who is admitted to fellowship shall be admitted to preliminary fellowship for a period that allows the Committee to evaluate ministry, and may thereafter be admitted to full fellowship. The term of preliminary fellowship shall be defined in the rules of the Committee.

Section 11.4. Fellowship Records.

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

Section 11.5. Termination of Fellowship and Administrative Suspension.

The fellowship of a minister may be terminated by the Ministerial Fellowship Committee for unbecoming conduct, incompetence or other specified cause. Full fellowship may be terminated only after
Section 11.6. Reinstatement to Fellowship.

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

Section 11.7. Appeal.

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

Section 11.8. Procedure on Appeal.

An appeal to the Board of Review may be heard by a panel of the Board selected as provided in its rules. The Board of Review or its panel hearing an appeal shall limit its review to an examination of the Ministerial Fellowship Committee’s decision, the information presented to the Committee, including the documents and other evidence compiled during the Fellowship Review, and the reasons articulated by the Ministerial Fellowship Committee for its decision terminating the minister’s fellowship. If the minister requests consideration of newly discovered evidence not previously presented to the Ministerial Fellowship Committee, then the matter shall be returned to the Ministerial Fellowship Committee for consideration of that evidence before the Board proceeds with the appeal. These Bylaws and the rules of the Ministerial Fellowship Committee shall be binding upon the Board of Review or its panel.

The Ministerial Fellowship Committee’s determination of fact and/or credibility will not be overturned unless no reasonable fact finder could have reached such determination, and disputes of fact are to be resolved in favor of the Ministerial Fellowship Committee’s determination. The Board of Review or its panel may set aside the decision of the Ministerial Fellowship Committee only where necessary to correct or prevent manifest injustice. The Board of Review or its panel may remand the case in whole or in part to the Committee or take such other action as may be just. The Board of Review or its panel shall set forth its findings and conclusions and will serve upon the affected minister and the Ministerial Fellowship Committee. The decision shall be entered in the fellowship records and shall be final and binding upon all parties. No appeal shall be allowed from the decision of the Board of Review. The Board of Review shall make rules to carry out the intent of this Section.

ARTICLE XII Religious Education Credentialing

Section 12.1. Religious Education Credentialing.

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

Section 12.2. Religious Education Credentialing Committee.

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

Section 12.3. Achievement of Religious Education Credentialing Status.

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

Section 12.4. Religious Education Credentialing Levels.

The Religious Education Credentialing Committee shall adopt rules related to levels of religious education credentialing.

Section 12.5. Religious Education Credentialing Records.

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

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

The religious education credentialing status of a religious educator may be terminated by the Religious Education Credentialing Committee for unbecoming conduct, incompetence or other specified cause. Credentialing status may be terminated only after notice by the Committee and opportunity for a Religious Education Credentialing Status Review before the Committee. During an investigation or the pendency of a complaint, the Religious Education Credentialing Committee may suspend a religious educator’s credentialing status until a final determination can be made.

Section 12.7. Reinstatement of Religious Education Credentialing Status.

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

Section 12.8. Appeal.

A religious educator with a religious education credentialing status may appeal the determination of the Religious Education Credentialing Committee to the Board of Review. The Board of Review shall have exclusive jurisdiction to hear and decide such appeals. No other appeal shall be allowed from any decision of the Religious Education Credentialing Committee.

Section 12.9. Procedure on Appeal.

An appeal to the Board of Review shall be heard by a panel of the Board selected as provided in its rules. The Board of Review or its panel hearing an appeal shall limit its review to an examination of the Religious Education Credentialing Committee’s decision,
ARTICLE XIII Regional Organizations

Section C-13.1. Districts and Regions.

1559 The Association shall support areas of regional responsibility known 1560 as districts or regions.

Section C-13.2. Establishment.

1561 The establishment of districts or regions and the manner of 1562 determining which congregations are included in each district or 1563 region shall be in accordance with rules adopted by the General 1564 Assembly.

Section C-13.3. Members.

1565 All member congregations of the Association located within the 1566 district or region shall be entitled to be member congregations of 1567 that district or region.

Section C-13.4. Autonomy.

1568 Each district or region shall be autonomous and shall be controlled 1569 by its own member congregations to the extent consistent with the 1570 promotion of the welfare and interests of the Association as a whole 1571 and of its member congregations.

Section C-13.5. District and Region Bylaws.

1572 Each district or region shall adopt bylaws or policies which are not 1573 in conflict with these Bylaws.

ARTICLE XIV Rules

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

1580 A General Assembly may adopt Rules not inconsistent with these 1581 Bylaws. Adoption or amendment of Rules by a General Assembly 1582 shall be by two-thirds vote. Each Rule adopted by a General 1583 Assembly shall be identified by a “G” preceding its Rule number. A 1584 General Assembly may amend or repeal Rules adopted by prior 1585 General Assemblies or by the Board of Trustees, if the proposed 1586 Rules or amendments have been placed on the agenda. Rules and 1587 amendments thereto shall be submitted for inclusion on the agenda 1588 in the same manner as other resolutions. The provisions of this 1589 Section do not apply to the Rules of Procedure contemplated 1590 by Section 4.19.

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

1591 The Board of Trustees may adopt Rules not inconsistent with these 1592 Bylaws and with Rules adopted by General Assemblies and may 1593 amend or repeal its Rules.

Section 14.3. Rules of Order.

1594 The Rules contained in the current edition of Robert’s Rules of 1595 Order Newly Revised shall govern the Association in all cases to 1596 which they are applicable and in which they are not inconsistent 1597 with these Bylaws and any Rules that may be adopted hereunder.

ARTICLE XV Amendment

Section C-15.1. Amendment of Bylaws.

1598 Amendments to Bylaws. These Bylaws may be amended by 1599 a two-thirds vote at a regular General Assembly if a proposed 1600 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.

1599 (b) Amendments to C Bylaws Other Than in Article II. A 1600 proposal to amend, repeal or add a new C Bylaw, other than 1601 those C Bylaws in Article II of these Bylaws, shall be subject to a two-step approval process.

1602 (1) Such proposals must be placed on the agenda of a 1603 regular General Assembly and approved preliminarily by 1604 a majority vote at such regular General Assembly. 1605 Following such preliminary approval, the proposal to 1606 amend, repeal or add a new C Bylaw shall be placed on 1607 the agenda of the next regular General Assembly for final 1608 adoption. Final adoption shall require a two-thirds vote.

1609 (2) The text of a proposed amendment which has been 1610 approved by one General Assembly, may be amended at 1611 any time prior to final adoption. If the Moderator rules that 1612 the amendment to the proposal is substantive, final 1613 adoption shall only be by a subsequent General 1614 Assembly except that any such proposal that has been 1615 under consideration for final approval at three successive 1616 regular General Assemblies shall be subject to substantive amendment and shall be submitted to a vote 1617 for final approval at the third such regular General 1618 Assembly.

1619 (3) Such a proposal which, on any vote for final adoption, 1620 receives a majority but not a two-thirds vote, shall be 1621 placed on the agenda of the next regular General 1622 Assembly, at which it may be finally adopted if it receives 1623 the requisite approval. If the proposal is not passed by a 1624 two-thirds vote at the third regular General Assembly at 1625 which it is considered for final approval, neither the 1626 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 mini-assembly 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 mini-assembly 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 mini-assembly 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 process as described in subsections (c)(3) and (c)(4), above.

*Section 15.2. Submission of Proposed Amendment.

Proposals submitted to these Bylaws may be submitted only by:

(a) the Board of Trustees;
(b) the General Assembly Planning Committee;
(c) the Commission on Appraisal;
(d) not less than fifteen certified member congregations by action 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; or
(e) a district or region by official action at a duly called meeting at which a quorum is present, such proposed amendment to 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 next General Assembly. In a
It is the policy of the Unitarian Universalist Association to encourage and assist the development of new congregations as well as to support and aid existing member congregations as stated in the purposes of the Association.

**Rule 3.3.2. Procedure for Admission.**

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

The application shall include:

- a statement that the applicant subscribes to the principles of the Association and pledges itself to support the Association;
- a copy of the articles of incorporation or other organizing documents and the bylaws of the applicant;
- the names and addresses of the charter members sufficient in number to satisfy the minimum membership requirements; and
- an initial payment in an amount of no less than the Fair Share contribution to the Association’s Annual Program Fund, proportioned for the portion of the Association’s fiscal year remaining as of the date of application.

**Rule 3.3.3. Membership Requirements.**

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

**Rule 3.3.4. Multiple Local Congregations.**

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

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

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

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

- 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 any rules and regulations applicable to its admission.
the purposes of the Association. (See specifically Article II of the Bylaws.)

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.

All member congregations must be congregational in polity; the final authority to make decisions must be vested in the legal membership of the congregation.

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.

New congregations are expected to establish and maintain cooperative relations with Unitarian Universalist agencies, as appropriate and feasible.

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.

The order of administrative procedure:

(a) Application for congregational membership in the Association will first be referred to UUA staff.

(b) UUA staff will seek information and advice with respect to all applications as follows:

1. U.S. Congregations – District President
2. Other Congregations – Executive Officer of appropriate Unitarian or Universalist or Unitarian Universalist international group, if any.

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

Section C-3.5. Certification of Membership.

Rule 3.5.1. Required Annual Report.

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

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

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

Rule 3.5.2. Inactive Congregations

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

This process includes:

(a) requesting a list of congregations that have failed to submit an annual report for three consecutive fiscal years;

(b) forwarding this list to the UUA’s District Staff with copies to District Presidents and District Trustees for their information;

(c) upon receipt of the annual inactive congregations list and pursuant to the UUA’s by-laws section C-3.6, the UUA’s District staff shall follow up with any congregation in their district;

(d) after follow up the District staff shall make a recommendation about each congregation’s status to the UUA Board for action at its April meeting.

Section C-3.7. Associate Member Organizations.

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

Rule 3.7.1. Limitation of Associate Membership.

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

Rule 3.7.2. Non-Segregation.

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;
Rule 3.7.6. Representation of Associate Membership.

2021 No organization shall claim or represent in any manner that it is an associate member of the Association until such membership is voted by the Board of Trustees; and if and when any organization's associate membership expires or it is terminated, that organization shall immediately cease to claim, represent or imply in any manner that it is an associate member of the Association.

Rule 3.7.7. Mailing List.

2028 Each associate member shall place the Association on its regular mailing list.


2030 Before granting associate membership, the Board of Trustees shall determine that the granting of such associate membership is likely to be of substantial benefit to the Unitarian Universalist movement.

Rule 3.7.9. Yearly Grant of Associate Membership.

2035 Associate membership for all new or existing associate members shall be granted by the Board of Trustees for a designated one-year period or portion thereof.

Rule 3.7.10. Associate Member Contributions.

2038 The contribution required to be submitted with an application for associate membership is $500 for any applicant whose budget for the twelve months preceding its application for associate membership was less than $1,000,000. The contribution required to be submitted with an associate member's annual report is $500 for any associate member whose budget for the twelve months preceding the due date of the annual report was less than $1,000,000. The contribution required to be submitted with an associate member's annual report is $250 for any associate member whose budget for the twelve months preceding the due date of the annual report was less than $1,000,000.

Section C-3.8. Independent Affiliate Organizations.

2051 Each applicant for independent affiliate status shall submit with its application:

(a) an attested copy of its charter, and, unless it is included in the bylaws;

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

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

(d) the contribution contemplated by rule 3.8.9;

(e) 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;

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

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

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

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

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

UUA Bylaws: 19
(3) under the laws of the country governing the applicant's

tax status;

2082 (i) if the applicant does not enjoy tax exempt status, the reason

2083 or reasons it does not;

2084 (j) a statement outlining how its purpose, mission and structure

2085 models interdependence through engagement with our

2086 member congregations, coordination or collaboration of effort

2087 and resources; and a statement outlining how the

2088 organization supports the transformation of institutions and

2089 our world to be aligned with those values expressed in our

2090 Principles; and

2091 (k) any other information which the Board of Trustees of the

2092 Association shall require.

2093 Rule 3.8.2. Non-Segregation.

2094 Each independent affiliate organization shall in all aspects of its

2095 work refrain from the practice of segregation based on race,

2096 ethnicity, gender, disability, affectional or sexual orientation,

2097 language, citizenship status, economic status, or national origin.

2098 This rule is not intended to preclude independent affiliate

2099 organizations designed to benefit groups organized to ensure their

2100 fuller participation in the larger society and to fulfill their unique

2101 spiritual needs.

2102 Rule 3.8.3. Annual Contribution and Report.

2103 Except in the year when it is admitted to independent affiliate status,

2104 each independent affiliate organization shall send the Association

2105 on or before April 30 (i) an annual report which shall include the

2106 data required by subsections (b), (c), (f), (g) and (h) of Rule 3.8.1

2107 and any other information which the Board of Trustees shall require

2108 and (ii) the contribution contemplated by Rule 3.8.9. If an

2109 independent affiliate organization fails to comply with the provisions

2110 of this Rule, the Board of Trustees shall at its next regular meeting

2111 consider a finding of non-compliance and the termination of the

2112 independent affiliate status of such organization.


2114 Each independent affiliate organization shall send the Association

2115 an attested copy of any changes in its charter, purposes, objectives,

2116 or bylaws as soon as any such changes are made and shall notify

2117 the Association immediately of any change in its tax-exempt status.

2118 Rule 3.8.5. Representation of Independent Affiliate

2119 Status.

2120 No organization shall claim or represent in any manner that it is an

2121 independent affiliate with the Association until such status is voted

2122 by the Board of Trustees; and if and when any organization's

2123 independent affiliate status expires or it is terminated, that

2124 organization shall immediately cease to claim, represent or imply in

2125 any manner that it is affiliated with the Association.

2126 Rule 3.8.6. Mailing List.

2127 Each independent affiliate organization shall place the Association

2128 on its regular mailing list.

2129 Rule 3.8.7. Additional Criteria for Admission.

2130 Before granting independent affiliate status, the Board of Trustees

2131 shall determine that such affiliation is likely to be of substantial

2132 benefit to the Unitarian Universalist movement.


2134 Independent affiliate status for all new or existing independent

2135 affiliate organizations shall be granted by the Board of Trustees for

2136 a designated one-year period or portion thereof.


2138 The contribution required to be submitted with an application for

2139 independent affiliate status and with an independent affiliate's

2140 annual report is $100.

2141 RULE IV General Assembly

2142 Section 4.6. Notice of Meetings.

2143 Rule 4.6.1. Mailing of Notice.

2144 Notice of each regular and special General Assembly shall be given

2145 not less than sixty days before the date thereof to each certified

2146 member congregation, associate member organization, and trustee.

2147 Such notice shall be given by the Secretary or the Recording

2148 Secretary.

2149 Rule 4.6.2. Time of Notice.

2150 Notice so sent shall be sufficient if mailed at Boston,

2151 Massachusetts, sixty days before any such General Assembly,

2152 addressed to the persons who according to the records of the

2153 Association are entitled thereto hereunder and sent to the

2154 addresses which appear on said records. When the Secretary in

2155 their absolute discretion finds it desirable and practicable, a copy of

2156 the notice shall be inserted in the denomination's publication most

2157 widely circulated within the denomination, in the issue which will be

2158 circulated as near to sixty days before the General Assembly as

2159 possible.

2160 Rule 4.6.3. Content of Notice.

2161 Such notice shall contain the date, time, and place where the

2162 General Assembly is to be held and shall state only that the

2163 business to be transacted will be set forth in the official agenda

2164 issued in accordance with the Bylaws. Such agenda need not

2165 accompany the notice. The original of such notice shall be signed

2166 by the Secretary or Recording Secretary and be made a part of the

2167 minutes of the General Assembly to which it pertains. The

2168 signature of the Secretary or Recording Secretary on copies of any

2169 such notice may be printed or typewritten.

2170 Section C-4.7. Voting.

2171 Rule G-4.7.1. Recording the Vote on Resolutions.

2172 The vote on resolutions shall be recorded as having been adopted:

2173 (a) unanimously; or

2174 (b) by a vote of two-thirds or more; or

2175 (c) by a specified vote for or against.

2176 When any resolution is reported by the Association, the recorded

2177 vote on each resolution shall be included.

2178 Section C-4.9. Accreditation of Delegates.

2179 Rule G-4.9.1. Number of Delegates.

2180 The Secretary of the Association shall, consistent with the Bylaws of

2181 the Association, determine the number of delegates to which each

2182 certified member congregation and associate member organization

2183 is entitled. The determinations of the Secretary may be appealed to

2184 the Board of Trustees.
Rule 4.9.1A. Merged, Consolidated, or Dissolved Congregations.

In the event a certified member congregation dissolves or merges or consolidates with another congregation subsequent to its filing of the certificate, the merged or consolidated congregation shall have the same number of delegates and alternates to which it is entitled; however, in the case of a delegate or alternate representing a member congregation, the certificate shall be issued to the merged or consolidated congregation or to the number of delegate credentials that the merged or consolidated congregation would have been entitled to but for the merger or consolidation, whichever is less.

Rule 4.9.2. Settled Ministers.

A settled minister for the purpose of accreditation as a delegate pursuant to Bylaw Section 4.8 (b) is (a) a minister engaged by a certified member congregation in compensated ministerial activities which constitute fifty percent or more of a typical work schedule or (b) a community minister who (1) maintains active involvement in such congregation; (2) has written agreement with the congregation; (3) is in affiliation with the congregation; and (4) is compensated for community ministry work which constitutes fifty percent or more of a typical work schedule recognized by the congregation. A congregation is entitled to the number of delegate credentials admitting the alternate as a delegate and is less.

Rule G-4.9.3. Mailing of Credential Cards.

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

Rule 4.9.4. Issuance of Duplicate Credential Card.

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

(a) the name of the congregation or associate member 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

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

Rule 4.9.5. Alternate Delegates.

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

Rule G-4.9.6. Delegate Status.

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


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

Rule G-4.9.8. Registration Fee.

All delegates, alternates and trustees must register in order to be admitted to the floor and vote at the General Assembly.

Rule 4.9.9. Amount of Fees.

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


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


The Commission on Social Witness shall prepare (and the Board of Trustees shall include with the Tentative Agenda) a report summarizing the numbers and topics of the proposed Congregational Study/Action Issues submitted by the member congregations and sponsored organizations as defined in Section 4.12(a)(1), and the criteria which it used in selecting proposed Congregational Study/Action Issues included in the Congregational Poll. Each proposed Congregational Study/Action Issue that appears on the Tentative Agenda shall be accompanied by previous General Resolutions, actions and statements on related issues, with dates (if applicable), and the names or number of congregations submitting issues included within such proposed Congregational Study/Action Issue.
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2396 The UUA Administration shall report at each regular General Assembly regarding implementation of UUA Statements of Conscience with particular reference to the most recently adopted Statement of Conscience. Such report shall summarize implementation by member congregations, UUA staff and other Unitarian Universalist groups.

2397 **Rule G-4.12.4 Mini-Assembly on UUA Statement of Conscience**

2398 During the regular General Assembly referred to in Section 4.12(d)(1), a mini-assembly shall be held during which the proposed amendments to the revised UUA Statement of Conscience 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 the UUA Statement of Conscience, 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.

2399 **Section 4.16. Additions to the Agenda of Regular General Assemblies.**

2400 **Rule G-4.16.1. General Assembly Actions of Immediate Witness, and Responsive Resolutions.**

2401 The Moderator shall take such steps as the Moderator considers practical to advise delegates and other persons or bodies as early as possible, preferably in writing, of the contents of any actions or resolutions presented to the General Assembly which are not on the Final Agenda and which are admitted to the agenda pursuant to Article IV, Section 4.16 of the Bylaws; and some time shall be scheduled when the sponsor(s) of the action(s) or resolution(s) can discuss the action or resolution with those interested.

2402 **Rule G-4.16.2. Responsive Resolutions**

2403 Responsive resolutions are brief, advisory statements that express the sentiment of the delegates. They must be in response to a substantive portion of a report by an officer or committee reporting to a regular General Assembly, per Section 4.16. Responsive resolutions are not binding and do not set policy for the Association. They may not act as a substitute for other types of business items, such as business resolutions, budget motions, study/actions items, bylaw amendments, or actions of immediate witness. The Moderator will determine whether a proposed responsive resolution may be added to the final agenda under this rule.

2404 **Rule G-4.16.3. Congregational Poll.**

2405 At the time of the mailing of the Tentative Agenda, each certified member congregation shall be requested to report by February 1, on a form provided, whether it recommends or does not recommend for action by the General Assembly the Business Resolutions, proposed Congregational Study/Action Issues in the first Cycle year and draft UUA Statements of Conscience in the Fourth Cycle year, or any additional years thereto pursuant to Section 4.12(d)(2) appearing on the Tentative Agenda, including the alternative versions of Business Resolutions (if any) submitted by the Board of Trustees. The recommendation with respect to each proposed resolution or issue must be certified by the minister, clerk or president of that congregation as being within the procedures of that congregation. Only a Business Resolution which a majority of the congregations voting on the resolution recommends for the action shall be eligible to be included on the Final Agenda from the Congregational Poll. If there is more than one version of a Business Resolution on the Tentative Agenda, the subject of the resolution shall be considered a single item on the Tentative Agenda and the Congregational Poll. All versions shall be listed consecutively within that item. An aye vote by a congregation for one or more versions shall be counted an aye vote for inclusion of a resolution on the subject in the Final Agenda. If support for the subject matter of the resolution is sufficient to make it eligible for inclusion on the Final Agenda, the version that receives the highest number of votes by the participating congregations shall be the one eligible for inclusion on the Final Agenda. From the Business Resolutions eligible from the Congregational Poll, the Board of Trustees shall include on the Final Agenda not more than the eight Business Resolutions receiving the highest number of "recommended for action" votes on the Congregational Poll. The Board of Trustees may also include on the Final Agenda alternative versions of Business Resolutions which are germane to those selected through the Congregational Poll. In the first Cycle year, the Board of Trustees also shall include on the Final Agenda not more than the five proposed Congregational Study/Action Issues receiving a majority of votes and the highest number of "recommended for action" votes on the Congregational Directives for General Assembly Action, provided that at least twenty-five percent (25%) of the congregations participated in the ballot vote for such proposed Congregational Study/Action Issues. If the number of proposed Congregational Study/Action Issues recommended for action in the Congregational Poll exceeds five and there is more than one such issue in fifth position as a result of a tie vote, all issues in fifth position shall be referred to the Final Agenda by the Commission on Social Witness. In the fourth Cycle year, or any additional years thereto pursuant to Section 4.12(d)(2), the Board of Trustees shall further include on the Final Agenda a proposed UUA Statement of Conscience, provided that at least twenty-five percent (25%) of the congregations participated in the ballot vote for such draft UUA Statement of Conscience. A report of the vote by which each resolution on the Tentative Agenda was or was not "recommended for action" shall be included on the Final Agenda.

2407 All Business Resolutions that are included on the Final Agenda...
2413 shall be discussed during the General Assembly in a mini-
2414 assembly.

2415 Rule 4.18.4. Matters Submitted by Districts
2416 In the event that a proposed amendment to a Rule or a Business
2417 Resolution that was submitted by a district is to be considered at a
2418 General Assembly, the district that submitted the proposed
2419 amendment or resolution may, in accordance with its own
2420 procedures, designate a representative to speak in support of the
2421 amendment or resolution at the General Assembly. The
2422 representative must be provided by the district with a certification
2423 of the representative’s appointment signed by an officer of the district.

2424 Rule 4.18.5. Amendments to Business Agenda Items on
2425 the Final Agenda
2426 This rule defines the process for amending items on the General
2427 Assembly final agenda under Section 4.14. This rule does not
2428 address any proposed changes to Article II under Section C-15.1(c).
2429 (a) Delegates may submit amendments to any item which is
2430 scheduled for a vote on the General Assembly final agenda.
2431 Proposed amendments are due to the Secretary by the
2432 deadline published in the agenda, which will be at least
2433 fourteen (14) days before the start of General Assembly.
2434 Amendments received after the published deadline will not be
2435 considered. The Secretary will also determine the format for
2436 amendments to be submitted, and include a description of
2437 this in the final agenda. Each delegate may submit up to three
2438 amendments in total for all business items.
2439 Amendments will be considered by mini-assemblies
2440 according to this rule. Amendments must meet the following
2441 standards to be considered:
2442 (1) They must address the same topic and goal as the item
2443 they are amending;
2444 (2) They cannot reverse or invalidate the item;
2445 (3) They must match the structure of the UUA Bylaws and
2446 Rules; and
2447 (4) They cannot conflict with other rules, bylaws, or
2448 adopted statements.
2449 (b) The Moderator will review all submitted amendments to
2450 determine whether they meet the standards in this rule. If so,
2451 they will be considered at a business amendment mini-
2452 assembly. The Board of Trustees will promptly post all the
2453 amendments that will be considered.
2454 (c) The Board of Trustees will host one or more online business
2455 amendment mini-assemblies to discuss and vote on proposed
2456 amendments. These mini-assemblies must be held at least
2457 ten days before the start of General Assembly, and be open
2458 to all delegates. If an amendment receives sufficient delegate
2459 support, it may be considered on the General Assembly final
2460 agenda. That support will be determined by the following
2461 process:
2462 (1) Delegates will use an online poll to vote on whether to
2463 add a proposed amendment to the General Assembly
2464 final agenda.
2465 (2) Proposed amendments that receive support from at
2466 least 50% of delegates voting in the mini-assembly will
2467 be added to the General Assembly final agenda. This
2468 support is based on the total number of delegates who

2469 vote for or against the proposed amendment, and does
2470 not include abstentions.
2471 (d) Regardless of the level of support in the mini-assembly online
2472 poll, the Board of Trustees may choose to incorporate any
2473 proposed amendment into the final agenda for items it has
2474 submitted.
2475 (e) The Board of Trustees must publish the final language for all
2476 items on the final agenda at least seven days before the start
2477 of the General Assembly. This will include any proposed
2478 amendments that received sufficient support at a business
2479 amendment mini-assembly, unless the amendment is
2480 withdrawn by the initial delegate who submitted it. The Board
2481 of Trustees may also include any additional amendments it
2482 proposes.

2483 Rule 4.18.6. Schedule and Ballot Voting on Agenda
2484 Items
2485 Delegates will use electronic ballots to vote on items on the General
2486 Assembly agenda. These ballots must individually verify delegate
2487 credentials. The agenda will list when items will be considered for
2488 discussion and voting, which must be during a scheduled business
2489 session. Ballot voting will remain open for at least one hour after the
2490 end of the business session when the items on the ballot are
2491 considered. The Moderator will determine the composition of each
2492 ballot.

2495 The Board of Trustees shall offer rules of procedure for adoption at
2496 the first session of each General Assembly.

2497 RULE V Committees of the Association
2498 Section 5.5. Vacancies
2499 A vacancy created by the death, disqualification, resignation, or
2500 removal of an elected or appointed member of a standing
2501 committee of the Association shall be filled by majority vote of the
2502 Board of Trustees. An individual appointed to fill a vacancy in an
2503 elected position shall serve until the vacancy is filled by regular or
2504 special election. An individual appointed to fill a vacancy in an
2505 appointed position shall serve for the balance of the unexpired term,
2506 and until a successor is appointed and qualified. An elected
2507 member of a standing committee of the Association in office for
2508 more than one-half of a full term shall be deemed to have
2509 completed a full term for the purposes of re-election.

2510 Rule 5.5.1. Committee Member Resignations
2511 A member of a committee of the Association may resign at any time
2512 by giving written notice to the Moderator. This resignation will take
2513 effect at the time specified in the written notice. If no effective time
2514 is specified, the resignation will take effect immediately when it is
2515 received.

2516 RULE VI Board of Trustees
2517 Section 6.4. Election of Trustees.
2518 No existing rules applicable to Section 6.4.

2519 Section 6.6. Qualification of Trustees.
2520 Rule 6.6.1. Multiple Memberships.
2521 For purposes of applying the Bylaw provision that no more than one
2522 trustee shall be a member of the same member congregation, a

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Rule 6.6.2. Implementation of Section 6.6.

2529 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,

2530 (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.

2531 (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.

Rule 6.7 Resignation and Removal of Trustees

2546 A trustee may at any time resign by giving written notice to the Board of Trustees. Such resignation shall take effect at the time specified therein, or, if not time is specified, then on delivery. A trustee may be removed by a three-fourths vote of the entire Board at a meeting at which not less than three-fourths of the entire Board is present if in the opinion of the Board such trustee is incapacitated or unable to carry out the duties of the office or otherwise for good cause.

RULE VII Committees of the Board of Trustees

Section 7.4 Vacancies

2556 A member of a committee of the Board of Trustees may resign at any time by giving written notice to the Moderator. This resignation will take effect at the time specified in the written notice. If no effective time is specified, the resignation will take effect immediately when it is received.

Rule 7.4.1. Committee Member Resignations

2558 A member of a committee of the Board of Trustees may resign at any time by giving written notice to the Moderator. This resignation will take effect at the time specified in the written notice. If no effective time is specified, the resignation will take effect immediately when it is received.

RULE VIII Officers of the Association

Section 8.1. Officers Enumerated.

2561 The appointed salaried officers of the Association shall include an Executive Vice President.

Section 8.11. Executive Vice President.

2567 The Executive Vice President shall have responsibility under the President for the administrative affairs of the Association and shall perform such other duties as may be assigned to such officer.

Section 8.17. Other Appointed Officers.

2574 The members serving without pay on the Ministerial Fellowship Committee, Finance Committee, and Investment Committees are designated as officers of the Association for the purposes, only, of carrying out their duties as members of such committees. The powers and duties of such members are as defined in the Bylaws, Rules, and Policies adopted by the Board of Trustees.

Section 8.6 Resignation

Rule 8.6.1. Resignation of the Moderator

2585 The Moderator may resign at any time by giving written notice to the Secretary. This resignation will take effect at the time specified in the written notice. If no effective time is specified, the resignation will take effect immediately when it is received.

RULE IX Nominations and Elections

Section 9.4. Nomination by Nominating Committee.


2591 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.

2592 (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.

Section 9.11. Counting of Ballots.


2601 If a tie vote occurs in filling an elected position when only one person is to be elected and when ranked voting is not being used, or occurs in filling a slate when the slate cannot be completed without resolving the tie, then a candidate or candidates shall be eliminated by random draw to determine the winner.


2609 Should there be a tie for the fewest number of first preference votes, including mail ballots, then among these, the candidate with the fewest number of second preference votes shall be eliminated. Should a tie persist, the procedure shall continue with third preference votes, etc. Should a tie still persist, the candidate with the fewest number of original first preference votes, shall be eliminated. Should a tie still persist, the procedure shall continue with second preference votes, etc. Should a tie still persist, a candidate shall be eliminated by random draw.


2620 Unless no voting is required according to Section 9.9(a), prior to each regular General Assembly at which an election is to be held, the Secretary shall prepare the voting system and ballots which shall include the names of all candidates who have been nominated for office in accordance with these Bylaws and whose nomination is contested by at least one other candidate. Voting instructions shall be sent with each credential issued by the Secretary.
All candidates for a reportable, kind donations of greater than $1,000 shall be notified.

(b) Rule G

electronically Association a candidate. Each candidate for an at-large elective position shall be notified.


(a) A person shall be qualified to vote at General Assembly only if that person presents to the Secretary of the Association or those employed by them a valid credential plus a badge issued to that person and containing the same name as the name on the credential.


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

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

(a) Non-public planning for campaigns for President and Moderator, such as strategic, organizational or communications meetings, shall not begin earlier than October 1 of the year preceding the election.

(b) Active campaigning, including public announcements or communication, virtual or in person public meetings, rallies, or events, and solicitation of endorsements, shall not begin until a nomination has been announced or November 15 of the year preceding these elections.

(c) Active campaigning during GA is permitted only during the General Assembly at which the President or Moderator is elected. Active and passive campaigning for President or Moderator during any other General Assembly is prohibited.

Rule G-9.13.8 Campaign Finances Disclosures and Limitations.

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

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

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

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

(1) under $50.00;

(2) $50.00 to $250.00;

(3) $251.00 to $1,000.00;

(4) over $1,000; and

(5) In-kind donations with an equivalent cash value of $500 or more.

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

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


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

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


(a) An Election Campaign Practices Committee is hereby established and shall consist of three persons to be appointed by the Board of Trustees for a term of two years each, and is connected with the office of the Secretary, ex-officio, without vote. The Board shall designate one of the appointed members to chair the Committee. The appointed members' terms shall begin at the close of the General Assembly in odd-numbered years. The Board may appoint an individual to fill a vacancy in membership of the Committee; persons appointed to fill a vacancy shall serve the balance of the vacating member's term. Persons appointed to the Committee shall remain neutral in elections held while they are serving and shall not engage in electioneering. Persons who seek nomination pursuant to Bylaw Sections 9.4, 9.5, or 9.6 are ineligible to serve on the Committee once they begin seeking nomination.
and shall be deemed to have resigned from the Committee effective upon seeking nomination if they are then serving.

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

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

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

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

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

(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.

Candidates adjudicated to be in serious violation of Bylaw rules under Section 9.13 may have their names removed from the ballot. Any such removal shall be reported to the Board and to the General Assembly. Such removal by the ECPC would be subject to automatic review by the Board Executive Committee according to the provisions of Rule G-9.13.10(d).

(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

Section 10.1. Annual Budget.

Rule G-10.1.1 Presentation of Association Budget.

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

Rule G-10.1.2. Expense Categories.

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

(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.

Rule G-10.1.3. Estimated Income.

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

Rule G-10.1.4. Procedures for Budget Consideration.

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

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

(c) Any action with respect to the budget for the Current Fiscal Year calling for increased spending in any category shall 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 G-10.1.2(b) or G-10.1.3.

Rule G-10.1.5. Board of Trustees Report.

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

Section 10.8. Contracts and Securities.


The Executive Vice President may sign and attest deeds, mortgages, contracts, and other documents to which the Association is a party.
RULE XI Ministry

Section 11.2. Ministerial Fellowship Committee.


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

Section 11.8 Procedure on Appeal.


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

RULE XII Religious Education Credentialing

RULE XIII Regional Organizations

Section C-13.2. Establishment.

Rule G-13.2.1. Establishing Districts or Regions.

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

RULE XIV Rules

Section 14.4. Miscellaneous Rules.


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

Rule G-14.4.2. Receipt of Documents.

When any ballot, petition, notice, document, or material of any kind whatsoever is required to be filed with, delivered to, or received by the Association or an officer, board, committee, or agent thereof on or before a certain day, the same shall be considered to have been so filed, delivered, or received only if it is postmarked seven days prior to said certain day or actually received at the office of the Association at 24 Farnsworth Street, Boston, MA 02210, on an earlier day or not later than 5:00 p.m. on said certain day.

RULE XV Amendments

Section C-15.1. Amendment of Bylaws.

Rule 15.1.1. Amending a Proposal for Changes to Article II by a Study Commission.

This rule defines the process for amending a proposal for changes to Article II made by a study commission under Section C-15.1(c).

(a) Each delegate may submit only one amendment to the proposal for consideration at the first General Assembly after the study process is complete, under Section C-15.1(c)(3).

(b) The amendments to the Ministerial Fellowship Committee are printed before the amendments to the General Assembly required under 15.1(c)(3)(i). Amendments must meet the following standards to be considered:

1. They must only apply to a single section of the Article II proposal;
2. They must match the structure of the UUA Bylaws and Rules; and
3. They cannot conflict with other bylaws, rules, or adopted statements.

The final agenda will include a description of the format and requirements for delegates to submit amendments.

(b) The mini-assembly during General Assembly required under 15.1(c)(3)(i) will be organized by the Moderator to offer opportunities to present and discuss amendments. The Moderator may use this discussion to assist in prioritizing amendments, but no vote will be required during the mini-assembly.

(c) Each amendment submitted by congregational petition under Section C-15.1(c)(4) must have a primary congregational sponsor. Each congregation may only be the primary sponsor of one amendment to the proposal. The Secretary will determine the format in which amendments by congregational petition can be submitted. Amendments must meet the following standards to be considered:

1. They must only apply to a single section of the Article II proposal;
2. They must match the structure of the UUA Bylaws and Rules; and
3. They cannot conflict with other rules, bylaws, or adopted statements.

(d) The Moderator will review all submitted amendments to determine whether they meet the standards in this rule. All submitted amendments which meet these standards will be publicly posted.

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Section 15.2. Submission of Proposed Amendments.

Rule G-15.2.1. Form of Submission.

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

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

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

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

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