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**

2 Section C-1.1. Name.

3 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**

9 Section C-2.1. Principles.

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

11 • The inherent worth and dignity of every person;

12 • Justice, equity and compassion in human relations;

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

14 • A free and responsible search for truth and meaning;

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

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

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

22 The living tradition which we share draws from many sources:

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

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.

43 Section C-2.2. Purposes.

44 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.

50 Section C-2.3. Inclusion.

51 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.

58 Section C-2.4. Freedom of Belief.

59 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.

64 **ARTICLE III Membership**

65 Section C-3.1. Member Congregations.

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

69 Section C-3.2. Congregational Polity.

70 Nothing in these Bylaws shall be construed as infringing upon the 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.

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

80 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 of and pledges to support the Association. The Board of Trustees shall adopt rules to carry out the intent of this Section.

85 Section 3.4. Church of the Larger Fellowship.

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

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

90 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; held at least one business meeting of its members, elected its own officers and maintained adequate records of membership; and made a financial contribution to the Association.

99 Member congregations must furnish the Association with a report of their activities showing compliance with subsections (a) and (b) 100 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 Association and whose purposes and programs it finds to be auxiliary to and supportive of the principles of the Association and which pledges itself to support the Association. The Board of Trustees may terminate such associate membership upon a finding that the organization no longer meets the foregoing qualifications.

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

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 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.

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| Over 500                   | One for each additional 50 members or fraction thereof.

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:

(a) reports and other matters required by these Bylaws to be submitted to the General Assembly;

(b) proposed amendments to these Bylaws which are submitted as prescribed in Article XV, Section 15.2;

(c) items referred by the preceding General Assembly;

(d) Business Resolutions and proposed amendments to Bylaws and Rules submitted by the Commission on Appraisal;

(e) all proposed amendments to Rules and all Business Resolutions as defined in Rule G-4.18.2, submitted by:

   (1) the Board of Trustees or the Executive Committee;

   (2) not less than fifteen certified member congregations by action of their governing boards or their congregations;

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

   (f) 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 credentialed delegates; and

   (g) 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

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are established by Sections 4.12(a) and (c) and by the Board of Trustees pursuant to Section 4.13 whenever one or more regular General Assembly is scheduled to begin in a month other than June. The Board of Trustees shall include on the Tentative Agenda all items so submitted. It may submit alternative versions of Business Resolutions in addition to the original ones submitted if in its judgment such alternatives clarify the resolutions and may make such changes in the Business Resolutions as are necessary to make each conform to a standard format. It may also submit one or more alternative versions for the purpose of combining two or more Business Resolutions. Adoption of Business Resolutions by a General Assembly shall be by two-thirds vote. The Tentative Agenda shall be mailed to each member congregation, associate member organization and trustee by March 1 if the General Assembly opens in June; otherwise, not less than 90 days before the opening of the General Assembly.

Section 4.12. UUA Statements of Conscience.

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

(a) First Cycle Year

(1) Each member congregation or covenanting community may submit to the Commission on Social Witness by October 1 in the year preceding a General Assembly one proposed Congregational Study/Action Issue, such proposed Congregational Study/Action Issue to be approved at a duly called meeting of its members or its governing board at which a quorum is present. This commences the process of a three year UUA Statement of Conscience cycle ("the Cycle"). A Cycle year ends at the close of General Assembly.

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

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

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

(b) Second Cycle Year

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

(c) Third Cycle Year

(1) The Commission on Social Witness shall then compose a draft UUA Statement of Conscience. The draft UUA Statement of Conscience, and a ballot to place the draft UUA Statement of Conscience on the Final Agenda during General Assembly in the third Cycle year shall be included in the Congregational Poll.

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

(3) If (a) the proposed UUA Statement of Conscience is not placed on the Final Agenda for the next regular meeting of the General Assembly; or (b) the General Assembly chooses, by a two-thirds vote, to refer the proposed UUA Statement of Conscience to the Commission on Social Witness for one additional year of study/action, then the Commission on Social Witness shall continue the study and revision of the proposed UUA Statement of Conscience for one more year. The revised UUA Statement of Conscience may be placed on the Final Agenda for the next regular meeting of the General Assembly pursuant to subsection (b) above. If by the regular meeting of the General Assembly following the additional year the Commission on Social Witness has been unable to find support to generate an acceptable UUA Statement of Conscience, the Congregational Study/Action Issue may be placed on the Final Agenda with a proposal to drop such Congregational Study/Action Issue.

(4) Following the regular meeting of the General Assembly in the third Cycle year, the Cycle shall begin again as set forth in Section 4.12(a) above.


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


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

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

(b) those Business Resolutions, including alternative versions, on the Tentative Agenda which meet the requirements of Rule G-4.18.3;
Section 4.16. Additions to the Agenda of Regular General Assemblies.

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

(b) Actions of Immediate Witness

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

(2) No more than three General Assembly Actions of Immediate Witness may be admitted to the agenda of a regular General Assembly.

(3) The motion to admit each General Assembly Action of Immediate Witness ruled eligible is not debatable, but an opportunity for a two-minute statement of advocacy to the General Assembly for each eligible action by one of its sponsors prior to any such motion shall be provided. Admission of a General Assembly Action of Immediate Witness shall be by a two-thirds vote.

(4) Affirmation of a General Assembly Action of Immediate Witness shall be by a two-thirds vote.

(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.

Section 4.17. Items Admitted to Special General Assembly Agenda.

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.

Section 4.18. Agenda for Special General Assemblies.

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

(a) the Board of Trustees;

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

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

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


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

ARTICLE V Committees of the Association

Section 5.1. Committees of the Association.

The standing committees of the Association shall be:

(a) the Nominating Committee;

(b) the Presidential Search Committee;

(c) the General Assembly Planning Committee;

(d) the Commission on Appraisal;

(e) the Commission on Social Witness; and

(f) the Board of Review.

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

Section 5.2. Election and Appointment.

(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.

(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.
Section 5.3. Qualifications of Committee Members.

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

Section 5.4. Removal of Committee Member.

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

Section 5.5. Vacancies.

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

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

Section 5.6. Nominating Committee.

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

Section 5.7. Presidential Search Committee.

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

Section 5.8. General Assembly Planning Committee.

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

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Section 5.9. Commission on Appraisal.

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

The Commission on Appraisal shall:

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

Section 5.10. Commission on Social Witness.

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

The duties of the Commission are described in Article IV.

Section 5.11. Board of Review.

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

(1) Three members who are ministers, each of whom at the time of election is in full ministerial fellowship with the Association and has held such fellowship continuously for the preceding seven years; and
(2) One member who is a Credentialed Religious Educator at the highest level granted by the Religious Education Credentialing Committee; and
(3) Four members who are not ministers or credentialed religious educators, each of whom at the time of election is a member of a certified member congregation and has been a member of one or more such congregations for not less than three years as an officer or a member of the governing bodies of one or more such congregations.

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

(c) Qualifications. No member of the Board of Review shall during the term of office be a member of the Ministerial
The Board of Trustees shall conduct the affairs of the Association between General Assemblies. Meetings of committees may be called by the President, without vote, the Moderator and the Financial Advisor; and the President, Minister or Religious Educator of the congregation does not allow the President, Minister or Religious Educator of the congregation to 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 board of trustees shall serve for terms 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 equivalent 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 the 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 trustees. An individual appointed to fill a vacancy shall serve until the vacancy is filled by regular or special election.
764 **Section 6.9. Place of Meeting.**
765 The Board of Trustees shall hold its meetings at such places as the 766 Board may determine.

767 **Section 6.10. Regular Meetings.**
768 Regular meetings of the Board of Trustees shall be held at such 769 times as the Board may determine. No fewer than three regular 770 meetings of the Board shall be held during each fiscal year of the 771 Association.

772 **Section 6.11. Special Meetings.**
773 Special meetings of the Board of Trustees may be called by the 774 Moderator or President, and shall be called by the Moderator at the 775 request of eight trustees. Notice of special meetings shall be given 776 in writing not less than five nor more than sixty days before the 777 meeting and shall state the agenda, time and place of the meeting.

778 **Section 6.12. Waiver of Notice.**
779 Notice of a meeting need not be given to any trustee who submits a 780 signed waiver of notice whether before or after the meeting, or who 781 attends the meeting without protesting, prior thereto or at its 782 commencement, the lack of notice.

783 **Section 6.13. Quorum.**
784 A majority plus one of the entire voting membership of the Board of 785 Trustees shall constitute a quorum for the transaction of business.

786 **Section 6.14. Compensation.**
787 Except for the President, members of the Board of Trustees shall 788 not receive compensation for their services but shall be reimbursed 789 as determined by the Board of Trustees for the expenses 790 reasonably incurred by them in the performance of their duties.

791 **Section 6.15. Annual Report.**
792 The Secretary shall on behalf of the Board of Trustees present an 793 annual report of its activities to the member congregations and at 794 each regular General Assembly.

795 **ARTICLE VII Committees of the Board of Trustees**
796 **Section 7.1. Committees of the Board of Trustees.**
797 The standing committees of the Board of Trustees shall be:

798 (a) the Executive Committee;

799 (b) the Ministerial Fellowship Committee;

800 (c) the Finance Committee;

801 (d) the Investment Committee;

802 (e) the Religious Education Credentialing Committee; and

803 (f) the Audit Committee.

804 The President shall be a member, without vote, of the Executive 805 Committee, the Finance Committee, and the Investment 806 Committee.

807 **Section 7.2. Appointment and Term of Office.**
808 Except as otherwise provided, the terms of members of standing 809 committees of the Board of Trustees shall be two years beginning at 810 the close of the regular General Assembly. Members shall be 811 appointed no later than 120 days after the beginning of the term. 812 Members shall take office upon the effective date of their 813 appointment and shall serve until their successors are appointed 814 and qualified.

815 **Section 7.3. Removal of Committee Member.**
816 Standing committee members appointed by the Board of Trustees 817 serve at the pleasure of the Board and may be removed by it at any 818 time.

819 **Section 7.4. Vacancies.**
820 A vacancy on any committee of the Board among members 821 appointed by the Board of Trustees shall be filled by it.

822 **Section 7.5. Executive Committee.**
823 The Executive Committee shall consist of the Moderator, the First 824 Vice Moderator, the Secretary, the Financial Advisor, and the 825 Financial Secretary. The position on the committee occupied by the 826 First Vice Moderator shall be filled by the Second Vice Moderator at 827 any meeting of the committee from which the First Vice Moderator 828 is absent or at which the First Vice Moderator is presiding in the 829 absence of the Moderator. The position on the committee occupied 830 by the Secretary shall be filled by the Assistant Secretary at any 831 meeting of the committee from which the Secretary is absent. The 832 Executive Committee shall conduct the current and ordinary 833 business of the Association between meetings of the Board of 834 Trustees. If between meetings of the Board of Trustees, matters 835 arise which (1) in the opinion of the Executive Committee are not 836 current and ordinary business but in the best interests of the 837 Association must nevertheless be acted upon, or (2) the Executive 838 Committee has been authorized by the Board to be acted upon, 839 then the Executive Committee may act thereon for the Board of 840 Trustees, but only if four or more members vote the action.

841 **Section 7.6. Ministerial Fellowship Committee.**
842 The Ministerial Fellowship Committee shall consist of no fewer than 843 fourteen members as follows:

844 (a) at least six members who are not ministers appointed by the 845 Board; and

846 (b) at least eight members who are ministers in full fellowship 847 with the Association, four appointed by the Unitarian 848 Universalist Ministers Association and the remainder by the 849 Board.

850 The committee shall have jurisdiction over ministerial fellowship with 851 the Association as provided in Article XI hereof. The Board of 852 Trustees shall designate a person who is not a member of the 853 committee to be its Executive Secretary and keep its records.

854 **Section 7.7. INTENTIONALLY DELETED.**

855 **Section 7.8. Investment Committee.**
856 The Investment Committee shall be the Investment Committee of 857 the Unitarian Universalist Common Endowment Fund LLC. The 858 duties of the Investment Committee are set forth in Article X.

859 **Section 7.9. Additional Committees.**
860 The Board of Trustees may appoint additional committees to serve 861 at its pleasure and shall determine the membership, qualifications, 862 and duties thereof.

863 **Section 7.10. Presiding Officer.**
864 The Board of Trustees shall appoint one member of each standing 865 committee of the Board to be its presiding officer.

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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:

(a) three members, none of whom is a parish minister, minister of religious education, community minister, a credentialed religious educator, or a director of religious education, appointed by the Board;

(b) one member who is a parish minister or community minister, appointed by the Board;

(c) one member who is a minister of religious education, appointed by the Board;

(d) one member who is a Credentialed Religious Educator at the highest level granted by the Religious Education Credentialing Committee, appointed by the Board; and

(e) 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:

(a) persons appointed by the Board, none of whom are members of the Board or hold a salaried position with the Association;

(b) 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.

(a) Elected Officers. The elected officers of the Association shall be a Moderator, a President, and a Financial Advisor.

(b) 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.

(a) 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.

(b) Appointed Officers. The appointed 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.

(a) 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.

(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 need not, 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.

(a) 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 at all times be a resident of the Commonwealth of Massachusetts and upon being appointed shall be sworn to the faithful performance of 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.

The Nominating Committee shall submit one or more nominations for each elective position to be filled, except for the office of President and Moderator, 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.

Section 9.5. Nomination of President and Moderator.

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.

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.

For President and Moderator. A nomination for the office of President or Moderator 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.

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 so 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.
1195 (c) Mail Ballots. Accredited delegates may cast their ballots as
1196 paper ballots by mail, if they request to do so. Mail ballots can
1197 be requested through the Secretary, and shall be requested at
1198 least forty-five days prior to the General Assembly at which the
1199 election is being held. A mail ballot that is returned must be
1200 received by the Secretary by the last business day before the
1201 close of voting at General Assembly in order to be counted.
1202 (d) Electronic Voting. Accredited delegates may vote electronically
1203 either onsite at General Assembly or remotely. The Secretary
1204 shall designate the electronic voting period in the General
1205 Assembly meeting announcement and may add more time if
1206 justified. Electronic voting systems must be audituble,
1207 accessible, and secure.
1208 *Section 9.11. Counting of Ballots.
1209 (a) Singular Positions. If there is more than one duly nominated
1210 candidate for a single position, not including the candidates for
1211 the position of Moderator and President, the candidate
1212 receiving the greatest number of votes is elected.
1213 (b) Multiple Positions of the Same Kind. If there is more than one
1214 such elective position of the same kind to be filled, the
1215 candidates respectively receiving the greatest number of votes
1216 are elected.
1217 (c) Moderator and President Voting. For the positions of Moderator
1218 and President, if there are two duly nominated candidates, the
1219 candidate receiving the greater number of votes will be
1220 elected. If there are more than two duly nominated candidates
1221 a ranked vote will be held in which voters indicate their ranked
1222 choices for candidates. If no candidate receives a majority of
1223 the first-choice votes cast, the candidate receiving the lowest
1224 first-choice vote shall be eliminated and the ballots cast for
1225 such candidate shall be redistributed in accordance with the
1226 second choice indicated thereon. This process shall be
1227 repeated until one candidate receives a majority of all votes
1228 cast or until only two candidates remain, at which time the one
1229 receiving the greater number of votes is elected.
1231 If a vacancy occurs more than 630 days before the expiration of the
1232 term of an elected officer, an elected member of a standing
1233 committee of the Association, or a trustee, a special election shall
1234 be held to fill the balance of the unexpired term. The special
1235 election shall be held at the next regular General Assembly that
1236 begins at least 270 days after the date of the vacancy.
1238 Rules relating to nomination and election procedures shall be
1239 adopted by a General Assembly. Such rules shall be applicable to
1240 elections held after the close of the General Assembly at which they
1241 are adopted.

ARTICLE X  Finance and Contracts

*Section 10.1. Annual Budget.
1244 The annual budget of the Association shall be adopted and may
1245 subsequently be amended by the Board of Trustees. A budget or
1246 budgets for the coming year or years shall be presented to each
1247 regular General Assembly for its consideration and such
1248 recommendation of financial priorities as the General Assembly
1249 may wish to make.

1250 Section 10.2. Election and Duties of the Financial
1251 Secretary.
1252 The Financial Secretary shall be elected by the Board from among
1253 its members. The Financial Secretary facilitates the Board's
1254 conversations in order to fulfill its financial responsibilities.

1255 Section 10.3. Duties of Financial Advisor.
1256 The Financial Advisor shall advise the President and the Board of
1257 Trustees on financial policy and shall assist the Board in long-range
1258 planning by reviewing the sources of funds, the application of funds
1259 designated for specific purposes, the balance between foreseeable
1260 income and proposed expenditures, and the overall financial
1261 welfare of the Association. From time to time the Financial Advisor
1262 shall report to the President and the Board findings and
1263 recommendations respecting the current financial affairs of the
1264 Association and long-range planning.

1265 Section 10.4. Duties of Treasurer and Assistant
1266 Treasurers.
1267 The Treasurer shall have custody of the corporate seal and the
1268 funds and other properties of the Association and shall have the
1269 usual duties of the Treasurer of a corporation. The Treasurer or the
1270 Board of Trustees may from time to time delegate or assign to each
1271 Assistant Treasurer specified duties and authority; and any person,
1272 firm, organization or corporation dealing with the Association may
1273 assume that any act performed by an Assistant Treasurer, including
1274 the execution, sealing and delivery of any document, has been
1275 performed pursuant to an effective delegation or assignment of
1276 authority as aforesaid, and the Association shall be bound
1277 accordingly.

1278 Section C-10.5. Raising of Funds.
1279 The Association shall raise capital and operating funds to carry out
1280 its purposes. It may also raise capital and operating funds for
1281 associate member organizations and independent affiliate
1282 organizations.

1283 Section C-10.6. Authority to Hold Funds for the Benefit
1284 of Others.
1285 The Association may hold for investment and distribution funds
1286 given to the Association for the benefit of a member congregation,
1287 associate member organization, independent affiliate organization,
1288 or other Unitarian Universalist organization.

1289 Section C-10.7. Responsibility for Funds Held by the
1290 Association.
1291 (a) Board of Trustees. The Board of Trustees shall have ultimate
1292 responsibility for investing the funds held by the Association.
1293 (b) President. The President shall invest the endowment funds
1294 held by the Association in the Unitarian Universalist Common
1295 Endowment Fund LLC.
1296 (c) Investment Committee. The Investment Committee shall
1297 manage the endowment funds held by the Association, subject to control by the Board of Trustees.

1299 *Section 10.8. Contracts and Securities.
1300 The President, Secretary, Recording Secretary, Treasurer, and
1301 Assistant Treasurer may sign and attest deeds, mortgages,
1302 contracts, and other documents to which the Association is a party.
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 Ministerial 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...
notice by the Committee and opportunity for a Fellowship Review
before the Committee. During an investigation or the pendency of a
complaint, the Ministerial Fellowship Committee may suspend a
minister until a final determination can be made on the minister's
fellowship status.

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
concerning a religious educator'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
whose status is terminated 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.

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

Section C-13.2. Establishment.

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

Section C-13.3. Members.

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

Section C-13.4. Autonomy.

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

Section C-13.5. District and Region Bylaws.

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

ARTICLE XIV Rules

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

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

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

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

Section 14.3. Rules of Order.

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

ARTICLE XV Amendment

Section C-15.1. Amendment of Bylaws.

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

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

(2) The text of a proposed amendment which has been approved by one General Assembly, may be amended at any time prior to final adoption. If the Moderator rules that the amendment to the proposal is substantive, final adoption shall only be by a subsequent General Assembly except that any such proposal that has been under consideration for final approval at three successive regular General Assemblies shall not be subject to substantive amendment and shall be submitted to a vote for final approval at the third such regular General Assembly.

(3) Such a proposal which, on any vote for final adoption, receives a majority but not a two-thirds vote, shall be placed on the agenda of the next regular General Assembly, at which it may be finally adopted if it receives the requisite approval. If the proposal is not passed by a two-thirds vote at the third regular General Assembly at which it is considered for final approval, neither the proposal nor another proposal that is substantively similar
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.*

Proposed amendments 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
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 credentialed delegates.

RULES* of the UNITARIAN UNIVERSALIST
ASSOCIATION

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

RULE I Name

No existing rules applicable to Article I.

RULE II Principles and Purposes


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

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

(b) providing avenues for comment on issues on the meetings’
agendas;

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

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

Rule G-2.3. Non-discrimination.

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

RULE III Membership

Section C-3.3. Admission to Membership.

Rule 3.3.1. New Congregations.

It is the policy of the Unitarian Universalist Association to encourage
1811 and assist the development of new congregations as well as to
1812 support and aid existing member congregations as stated in the
1813 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) a statement that the applicant subscribes to the principles of
the Association and pledges itself to support the Association;

(b) a copy of the articles of incorporation or other organizing
documents and the bylaws of the applicant;

(c) the names and addresses of the charter members sufficient in
number to satisfy the minimum membership requirements; and

(d) an initial payment in an amount of no less than the Fair Share
contribution to the Association’s Annual Program Fund, pro-
rated for the portion of the Association’s fiscal year remaining
as of the date of application.

Rule 3.3.3. Membership Requirements for Admission.

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.

(a) 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.

(b) 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.

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

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the purposes of the Association. (See specifically Article II of the Bylaws.)

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

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

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

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

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

Rule 3.3.6. Order of Administrative Procedure.

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:

U.S. Congregations – District President

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 congregations submit 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.

Rule 3.7.1. Limitation of Associate Membership.

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

Rule 3.7.2. Non-Segregation.

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 3.7.3. Application for Associate Membership.

Each applicant for associate 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.

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.

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


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.

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.

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 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 $1,000,000 or more and $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.


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 charter, an attested copy of its purposes, objectives, and 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

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2080 (3) under the laws of the country governing the applicant’s
tax status;
2081
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
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
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.
2113
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
2119 No organization shall claim or represent in any manner that it is an
2120 independent affiliate with the Association until such status is voted
2121 by the Board of Trustees; and if and when any organization’s
2122 independent affiliate status expires or it is terminated, that
2123 organization shall immediately cease to claim, represent or imply in
2124 any manner that it is affiliated with the Association.
2125
2126 Each independent affiliate organization shall place the Association
2127 on its regular mailing list.
2128
2129 Before granting independent affiliate status, the Board of Trustees
2130 shall determine that such affiliation is likely to be of substantial
2131 benefit to the Unitarian Universalist movement.

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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, the certificate shall be voided and the refusal to admit the alternate as a delegate shall be recorded on minute book. The certificate shall be signed by an officer of the congregation.

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 congregation other than a settled minister or emeritus/us minister, or 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 4.9.3. 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 the 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 emeritus/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 emeritus/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 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 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 certificate and credential card and delegate badge of the delegate for whom such person is serving as alternate.

Rule 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 certified 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.

2349 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.

Rule 4.12.4 Mini-Assembly on UUA Statement of Conscience

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.

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


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.

Rule 4.16.2. Responsive Resolutions

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/action issues, 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.

Section 4.18. Agenda Rules.

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

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


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

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

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

Rule G-4.18.3. Congregational Poll.

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.

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

Rule 4.18.4. Matters Submitted by Districts

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

Rule 4.18.5. Amendments to Business Agenda Items on the Final Agenda

This rule defines the process for amending items on the General Assembly final agenda under Section 4.14. This rule does not address any proposed changes to Article II under Section C-15.1(c).

(a) Delegates may submit amendments to any item which is scheduled for a vote on the General Assembly final agenda. Proposed amendments are due to the Secretary by the deadline published in the agenda, which will be at least fourteen (14) days before the start of General Assembly. Amendments received after the published deadline will not be considered. The Secretary will also determine the format for amendments to be submitted, and include a description of this in the final agenda. Each delegate may submit up to three amendments in total for all business items.

Amendments will be considered by mini-assemblies according to this rule. Amendments must meet the following standards to be considered:

(1) They must address the same topic and goal as the item they are amending;
(2) They cannot reverse or invalidate the item;
(3) They must match the structure of the UUA Bylaws and Rules; and
(4) They cannot conflict with other rules, bylaws, or adopted statements.

(b) The Moderator will review all submitted amendments to determine whether they meet the standards in this rule. If so, they will be considered at a business amendment mini-assembly. The Board of Trustees will promptly post all the amendments that will be considered.

(c) The Board of Trustees will host one or more online business amendment mini-assemblies to discuss and vote on proposed amendments. These mini-assemblies must be held at least ten days before the start of General Assembly, and be open to all delegates. If an amendment receives sufficient delegate support, it may be considered on the General Assembly final agenda. That support will be determined by the following process:

(1) Delegates will use an online poll to vote on whether to add a proposed amendment to the General Assembly final agenda.
(2) Proposed amendments that receive support from at least 50% of delegates voting in the mini-assembly will be added to the General Assembly final agenda. This support is based on the total number of delegates who vote for or against the proposed amendment, and does not include abstentions.

(d) Regardless of the level of support in the mini-assembly online poll, the Board of Trustees may choose to incorporate any proposed amendment into the final agenda for items it has submitted.

(e) The Board of Trustees must publish the final language for all items on the final agenda at least seven days before the start of the General Assembly. This will include any proposed amendments that received sufficient support at a business amendment mini-assembly, unless the amendment is withdrawn by the initial delegate who submitted it. The Board of Trustees may also include any additional amendments it proposes.

Rule 4.18.6. Schedule and Ballot Voting on Agenda Items

Delegates will use electronic ballots to vote on items on the General Assembly agenda. These ballots must individually verify delegate credentials. The agenda will list when items will be considered for discussion and voting, which must be during a scheduled business session. Ballot voting will remain open for at least one hour after the end of the business session when the items on the ballot are considered. The Moderator will determine the composition of each ballot.


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

RULE V Committees of the Association

Section 5.5. Vacancies

A vacancy created by the death, disqualification, resignation, or removal of an elected or appointed member of a standing committee of the Association shall be filled by majority vote of the Board of Trustees. An individual appointed to fill a vacancy in an elected position shall serve until the vacancy is filled by regular or special election. An individual appointed to fill a vacancy in an appointed position shall serve for the balance of the unexpired term, and until a successor is appointed and qualified. An elected member of a standing committee of the Association in office for more than one-half of a full term shall be deemed to have completed a full term for the purposes of re-election.

Rule 5.5.1. Committee Member Resignations

A member of a committee of the Association 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 VI Board of Trustees

Section 6.4. Election of Trustees.

No existing rules applicable to Section 6.4.

Section 6.6. Qualification of Trustees.

Rule 6.6.1. Multiple Memberships.

For purposes of applying the Bylaw provision that no more than one trustee shall be a member of the same member congregation, a
person holding membership in more than one member congregation shall be treated as being a member only of that member congregation whose services such person most regularly attends.

The Secretary shall make any determinations required by this rule, subject to appeal to the Board of Trustees, with the affected trustee or trustees not voting.

Rule 6.6.2. Implementation of Section 6.6.

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

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

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

Rule 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 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

Rule 7.4.1. Committee Member Resignations

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.

Rule 8.1.1. Officers Enumerated.

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

Section 8.11. Executive Vice President.

Rule 8.11.1. Executive Vice President.

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.

Rule 8.17. Other Appointed Officers.

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

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.


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

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

Section 9.11. Counting of Ballots.


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.


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 procedures shall continue with third preference votes, et cetera. 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 procedures shall continue with original second preference votes, et cetera. Should a tie still persist, a candidate shall be eliminated by random draw.


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.

In elections held by the Association, the order of names shall be determined by the Secretary; provided, however, that the order of names for elections to the Board of Trustees, other than Youth trustee, shall be by Board position number first, and then as determined above. For electronic voting, candidates shall be listed in random order for each separate ballot.


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


A mailed paper ballot shall be counted only if accompanied by a valid credential of the person casting the ballot.


A person shall be qualified to vote at the General Assembly only if that person presents to the Secretary of the Association a valid printed personal identification badge issued by the Association.


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. Such reports 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, that 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.


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.

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.


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 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 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 at-large for 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 an automatic review by the Board Executive Committee according to the provisions of Rule G-9.13.10(d).

Any candidate aggrieved by the Committee’s adjudication may, within ten days of the mailing of the adjudication, appear 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.

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.

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

(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 it 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 by 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

2902 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 Secretary will determine the format in which amendments can be submitted. The Secretary may also allow delegates to pre-submit amendments to be considered at the mini-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;

(3) They cannot conflict with other rules, bylaws, 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;

(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:

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

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

(g) 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.