

UNITARIAN UNIVERSALIST ASSOCIATION

BYLAWS AND RULES

as amended through

DECEMBER 8, 2025



UNITARIAN
UNIVERSALIST
ASSOCIATION

Hard copy of these Bylaws and Rules available from
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UUA BYLAWS and RULES

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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

of the core values and form a six-petal flower shape. Each arm is a different color, and clockwise they are: Interdependence (Orange), Equity (Red), Transformation (Purple), Pluralism (Blue), Generosity (Green), and Justice (Yellow).

Section C-1.1. Name.

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

ARTICLE II Purposes and Covenant

Section C-2.1. Purposes.

The Unitarian Universalist Association will devote its resources to and use its organizational powers for religious, educational, and humanitarian purposes. Its primary purposes are:

- (a) to assist congregations in their vital ministries,
- (b) to support and train leaders both lay and professional,
- (c) to foster lifelong faith formation and spiritual development,
- (d) to heal historic injustices,
- (e) to support and encourage the creation of new Unitarian Universalist communities, and
- (f) to advance our Unitarian Universalist values in the world.

The Unitarian Universalist Association will actively engage its members in the transformation of the world through liberating Love.

Section C-2.2. Values and Covenant.

As Unitarian Universalists, we covenant, congregation-to-congregation and through our Association, to support and assist one another in our ministries. We draw from our heritages of freedom, reason, hope, and courage, building on the foundation of love.

Love is the power that holds us together and is at the center of our shared values. We are accountable to one another for doing the work of living our shared values through the spiritual discipline of Love.

Inseparable from one another, these shared values are:

Shared Unitarian Universalist Values

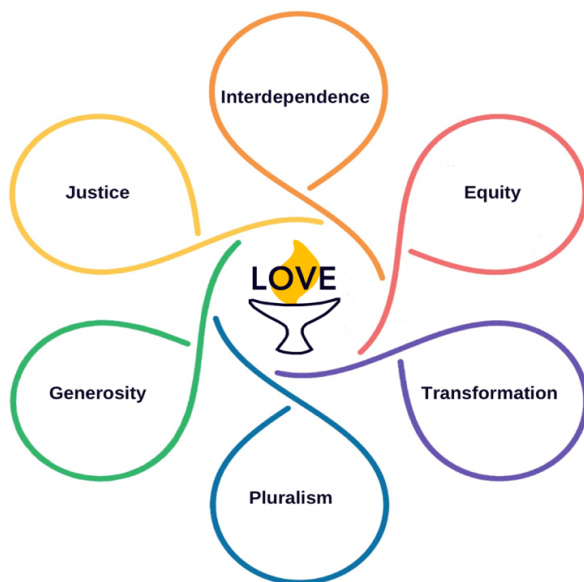


Image Description: A chalice with an overlay of the word Love over the flame, with six outstretched arms that create a circle around each

32 Interdependence. We honor the interdependent web of all existence. With reverence for the great web of life and with humility, we acknowledge our place in it.

We covenant to protect Earth and all beings from exploitation. We will create and nurture sustainable relationships of care and respect, mutuality and justice. We will work to repair harm and damaged relationships.

39 Pluralism. We celebrate that we are all sacred beings, diverse in culture, experience, and theology.

We covenant to learn from one another in our free and responsible search for truth and meaning. We embrace our differences and commonalities with Love, curiosity, and respect.

44 Justice. We work to be diverse multicultural Beloved Communities where all thrive.

We covenant to dismantle racism and all forms of systemic oppression. We support the use of inclusive democratic processes to make decisions within our congregations, our Association, and society at large.

50 Transformation. We adapt to the changing world.

We covenant to collectively transform and grow spiritually and ethically. Openness to change is fundamental to our Unitarian and Universalist heritages, never complete and never perfect.

54 Generosity. We cultivate a spirit of gratitude and hope.

We covenant to freely and compassionately share our faith, presence, and resources. Our generosity connects us to one another in relationships of interdependence and mutuality.

58 Equity. We declare that every person is inherently worthy and has the right to flourish with dignity, love and compassion.

We covenant to use our time, wisdom, attention, and money to build and sustain fully accessible and inclusive communities.

Section C-2.3. Inspirations.

Direct experiences of transcending mystery and wonder are primary sources of Unitarian Universalist inspiration. These experiences open our hearts, renew our spirits, and transform our lives. We draw upon, and are inspired by, sacred, secular, and scientific understandings that help us make meaning and live into our values. These sources ground us and sustain us in ordinary, difficult, and joyous times. We respect the histories, contexts, and cultures in which these sources were created and are currently practiced. Grateful for the experiences that move us, aware of the religious ancestries we inherit, and enlivened by the diversity which enriches our faith, we are called to ever deepen and expand our wisdom.

Section C-2.4. Inclusion.

Systems of power, privilege, and oppression have traditionally created barriers for persons and groups with particular identities, ages, abilities, and histories. We pledge to replace such barriers with ever-widening circles of solidarity and mutual respect. We strive to be an Association of congregations that truly welcome all persons who share our values. We commit to being an Association of congregations that empowers and enhances everyone's participation, especially those with historically marginalized identities.

83 **Section C-2.5. Freedom of Belief.**

84 Congregational freedom and the individual's right of conscience are
85 central to our Unitarian Universalist heritage.

86 Congregations may establish statements of purpose, covenants, and
87 bonds of union so long as they do not require that members adhere
88 to a particular creed.

89 **ARTICLE III Membership**

90 **Section C-3.1. Member Congregations.**

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

94 **Section C-3.2. Congregational Polity.**

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

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

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

110 **Section 3.4. Church of the Larger Fellowship.**

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

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

115 A member congregation shall be recognized as certified during the
116 fiscal year of the Association in which it becomes a member and
117 during each subsequent fiscal year in which it established that during
118 the immediately preceding fiscal year it:

119 (a) conducted regular religious services;

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

123 (c) made a financial contribution to the Association.

124 Member congregations must furnish the Association with a report of
125 their activities showing compliance with subsections (a) and (b)
126 above.

127 Compliance with subsection (c) above shall be determined by
128 appropriate financial records of the Association. A member
129 congregation shall also be considered to be certified for that part of
130 any particular current fiscal year which precedes the deadline
131 established by the Board of Trustees for submitting proof of
132 compliance with subsections (a) and (b) above if during the next
133 preceding fiscal year such a congregation made a financial
134 contribution to the Association and filed the report required by this
135 Section during that year.

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

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

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

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

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

150 (b) other authorized official the region designates in writing to the
151 Association.

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

153 The Board of Trustees may admit to associate membership in the
154 Association any major organization whose membership or
155 constituency consists of individuals located throughout the
156 Association and whose purposes and programs it finds to be auxiliary
157 to and supportive of the principles of the Association and which
158 pledges itself to support the Association. The Board of Trustees may
159 terminate such associate membership upon a finding that the
160 organization no longer meets the foregoing qualifications.

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

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

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

184 **Section C-3.9. Autonomy of Associate Member 185 Organizations and Independent Affiliate 186 Organizations.**

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

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

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

195 **ARTICLE IV General Assembly**

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

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

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

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

202 **Section 4.3. Regular General Assembly.**

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

206 **Section 4.4. Special General Assembly.**

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

212 **Section 4.5. Place of Meeting.**

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

219 ***Section 4.6. Notice of Meetings.**

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

225 ***Section C-4.7. Voting.**

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

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

233 **Section 4.8. Delegates.**

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

246	Membership of	Member
247	Member Congregation	Delegates
248	1-100	2
249	101-150	3
250	151-200	4

251	201-250	5
252	251-300	6
253	301-350	7
254	351-400	8
255	401-450	9
256	451-500	10
257	Over 500	One for each additional 50
258		members or fraction thereof.

259 The number of members of a certified member congregation
260 which is a member of more than one denomination shall be
261 determined for the purposes of this Section either (i) by dividing
262 the number of members of the federated church by the number
263 of denominations included in the federation, or, at the option of
264 the federated church, (ii) by reporting the actual number of
265 members who identify themselves as Unitarian Universalists.

266 (b) Minister Delegates and Religious Education Director
267 Delegates. Each certified member congregation is also entitled
268 to be represented at each General Assembly by the ordained
269 minister or ministers in ministerial fellowship with the
270 Association settled in such congregation, and by the religious
271 educators who are active members of the Liberal Religious
272 Educators Association and employed in such congregation. In
273 addition, each certified member congregation is also entitled to
274 be represented at each General Assembly by any minister
275 emeritus or minister emerita of such congregation in ministerial
276 fellowship with the Association and by any religious educator
277 emeritus or emerita designated as such by a vote at a meeting
278 of the member congregation not less than six months prior to
279 the General Assembly, provided that any such minister has
280 been settled previously in such congregation, and any such
281 religious educator emeritus or emerita who has been
282 previously employed in such congregation.

283 (c) Associate Member Delegates. Each certified associate
284 member organization is entitled to be represented at each
285 General Assembly by two delegates who are members of a
286 certified congregation.

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

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

294 **Section 4.10. Quorum.**

295 Not less than 300 accredited delegates representing not less than
296 100 certified member congregations located in not less than 10 states
297 or provinces shall constitute a quorum at any regular or special
298 General Assembly.

299 **Section 4.11. Tentative Agenda for Regular General**
300 **Assemblies.**

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

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

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

307 (c) items referred by the preceding General Assembly;

- 308 (d) Business Resolutions and proposed amendments to Bylaws
309 and Rules submitted by the Commission on Appraisal;
- 310 (e) all proposed amendments to Rules and all Business
311 Resolutions as defined in Rule G-4.18.2, submitted by:
- 312 (1) the Board of Trustees or the Executive Committee;
- 313 (2) not less than fifteen certified member congregations by
314 action of their governing boards or their congregations;
315 or
- 316 (3) a petition by not less than 250 members of certified
317 member congregations with no more than 10 members
318 of any one member congregation counted as part of the
319 250;
- 320 (f) proposed amendments to Rules and Business Resolutions
321 submitted by a region by official action at a duly called meeting
322 at which a quorum is present. In a region that does not
323 maintain a formal governance structure, a meeting for this
324 purpose may be convened by vote of the governing bodies or
325 membership of at least fifteen congregations in that region in
326 good standing with the UUA. A quorum for such a meeting
327 shall require that at least one-third of the congregations of the
328 region be represented by one or more formally credentialed
329 delegates; and
- 330 (g) Proposed Congregational Study/Action Issues submitted by
331 the Commission on Social Witness pursuant to Section
332 4.12(a).

333 Resolutions submitted under (d), (e)(2), (e)(3) and (f) must be
334 received by the Board of Trustees by February 1 whenever the
335 regular General Assembly opens in June. If the General Assembly
336 opens in a month other than June, the Business Resolutions
337 submitted under (d), (e)(2), (e)(3) and (f) must be received no later
338 than 110 days before the date set for the opening of that General
339 Assembly. The UUA Statements of Conscience process deadlines
340 are established by Sections 4.12(a) and (c) and by the Board of
341 Trustees pursuant to Section 4.13 whenever one or more regular
342 General Assemblies are scheduled to begin in a month other than
343 June. The Board of Trustees shall include on the Tentative Agenda
344 all items so submitted. It may submit alternative versions of Business
345 Resolutions in addition to the original ones submitted if in its judgment
346 such alternatives clarify the resolutions and may make such changes
347 in the Business Resolutions as are necessary to make each conform
348 to a standard format. It may also submit one or more alternative
349 versions for the purpose of combining two or more Business
350 Resolutions. Adoption of Business Resolutions by a General
351 Assembly shall be by two-thirds vote. The Tentative Agenda shall be
352 mailed to each member congregation, associate member
353 organization and trustee by March 1 if the General Assembly opens
354 in June; otherwise, not less than 90 days before the opening of the
355 General Assembly.

356 ***Section 4.12. UUA Statements of Conscience.**

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

365 (a) First Cycle Year

- 366 (1) Each member congregation or covenanting community
367 may submit to the Commission on Social Witness by
368 October 1 in the year preceding a General Assembly one

369 proposed Congregational Study/Action Issue, such
370 proposed Congregational Study/Action Issue to be
371 approved at a duly called meeting of its members or its
372 governing board at which a quorum is present. This
373 commences the process of a three year UUA Statement of
374 Conscience cycle ("the Cycle"). A Cycle year ends at the
375 close of General Assembly.

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

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

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

398 (b) Second Cycle Year

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

403 (c) Third Cycle Year

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

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

- 416 (3) If (a) the proposed UUA Statement of Conscience is not
417 placed on the Final Agenda for the next regular meeting of
418 the General Assembly; or (b) the General Assembly
419 chooses, by a two-thirds vote, to refer the proposed UUA
420 Statement of Conscience to the Commission on Social
421 Witness for one additional year of study/action, then the
422 Commission of Social Witness shall continue the study and
423 revision of the proposed UUA Statement of Conscience for
424 one more year. The revised UUA Statement of Conscience
425 may be placed on the Final Agenda for the next regular
426 meeting of the General Assembly pursuant to subsection
427 (b) above. If by the regular meeting of the General
428 Assembly following the additional year the Commission on
429 Social Witness has been unable to find support to generate
430 an acceptable UUA Statement of Conscience, the

431 Congregational Study/Action Issue may be placed on the
432 Final Agenda with a proposal to drop such Congregational
433 Study/Action Issue.

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

437 **Section 4.13. Revision of UUA Statements of** 438 **Conscience Process Schedule.**

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

445 **Section 4.14. Final Agenda for Regular General** 446 **Assemblies.**

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

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

453 (b) those Business Resolutions, including alternative versions, on
454 the Tentative Agenda which meet the requirements of Rule G-
455 4.18.3;

456 (c) Business Resolutions, amendments to Rules or Bylaws or
457 other items submitted by the Board of Trustees or the
458 Executive Committee, which did not originally appear on the
459 Tentative Agenda; provided, however, that any such items
460 appear on the Final Agenda accompanied by an explanation
461 for the delayed submission;

462 (d) additional proposed amendments to Bylaws submitted by the
463 Commission on Appraisal;

464 (e) those proposed Congregational Study/Action Issues on the
465 Tentative Agenda which meet the requirements of Rule G-
466 4.18.3, and if applicable pursuant to Section 4.12(a); and

467 (f) the UUA Statement of Conscience submitted by the
468 Commission on Social Witness pursuant to Section 4.12(c) and
469 (d), if applicable.

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

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

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

477 (a) the Board of Trustees;

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

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

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

486 ***Section 4.16. Additions to the Agenda of Regular** 487 **General Assemblies.**

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

491 (b) Actions of Immediate Witness

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

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

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

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

509 (5) Actions submitted pursuant to this Section 4.16(b) must
510 be in writing and filed with the Chair of the Commission on
511 Social Witness or the Commission's designee by the
512 deadline established by the Commission and
513 announced on the UUA website and through UUA
514 communications.

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

518 (1) A Responsive Resolution is a resolution made in
519 response to a substantive portion of a report by an
520 officer or committee reporting to a regular General
521 Assembly.

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

525 **Section 4.17. Items Admitted to Special General** 526 **Assembly Agenda.**

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

530 ***Section 4.18. Agenda Rules.**

531 General Assemblies shall adopt rules relating to the agenda.

532 ***Section 4.19. Rules of Procedure.**

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

535 **ARTICLE V Committees of the Association**

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

537 The standing committees of the Association shall be:

538 (a) the Nominating Committee;

539 (b) the Presidential Search Committee;

- 540 (c) the General Assembly Planning Committee;
- 541 (d) the Commission on Appraisal;
- 542 (e) the Commission on Social Witness; and
- 543 (f) the Board of Review.

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

547 **Section 5.2. Election and Appointment.**

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

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

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

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

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

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

575 **Section 5.5. Vacancies.**

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

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

587 **Section 5.6. Nominating Committee.**

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

595 **Section 5.7. Presidential Search Committee.**

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

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

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

618 **Section 5.9. Commission on Appraisal.**

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

624 The Commission on Appraisal shall:

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

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

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

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

643 **Section 5.11. Board of Review.**

- 644 (a) Members. The Board of Review shall consist of eight members,
645 as follows:
 - 646 (1) Three members who are ministers, each of whom at the
647 time of election is in full ministerial fellowship with the
648 Association and has held such fellowship continuously for
649 the preceding seven years; and
 - 650 (2) One member who is a Credentialed Religious Educator at
651 the highest level granted by the Religious Education
652 Credentialing Committee; and

653 (3) Four members who are not ministers or credentialed
654 religious educators, each of whom at the time of election
655 is a member of a certified member congregation and has
656 been a member of one or more such congregations for
657 not less than three years as an officer or a member of the
658 governing bodies of one or more such congregations.

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

670 (c) Qualifications. No member of the Board of Review shall during
671 the term of office be a member of the Ministerial Fellowship
672 Committee or the Religious Education Credentialing
673 Committee.

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

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

679 **Section 5.12. Additional Committees.**

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

683 **Section 5.13. Presiding Officer.**

684 Each committee shall elect a presiding officer from among its
685 members at its first meeting following the regular General Assembly
686 in each odd-numbered year. In the absence of such election the
687 Board of Trustees may designate a temporary presiding officer from
688 among members of the committee.

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

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

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

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

698 **ARTICLE VI Board of Trustees**

699 **Section C-6.1. Responsibility.**

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

703 **Section 6.2. Powers.**

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

706 **Section 6.3. Membership.**

707 The Board of Trustees shall consist of:

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

710 (b) Eleven trustees; and

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

714 ***Section 6.4. Election of Trustees.**

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

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

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

722 **Section 6.5. Term.**

723 (a) Trustees shall take office immediately after the close of the
724 General Assembly at which they are elected, and shall serve
725 for terms of three years and until their successors are elected
726 and qualified. Any partial term of more than two years shall be
727 considered a full term for purposes of this Section. No trustee
728 may serve more than two successive full terms. However, a
729 trustee may at any time become one of the elected officers of
730 the Association and serve as long in that office as if such
731 trustee had not previously been a trustee. No person who has
732 served as an elected officer for a full term or as a trustee for
733 two full terms shall thereafter be elected a trustee without an
734 interim of at least three years.

735 (b) A Youth trustee shall take office immediately after the close of
736 the General Assembly at which they are elected, and shall
737 serve for a term of two years and until their successors are
738 elected and qualified. No Youth trustee may serve more than
739 one term. The term of a Youth trustee is equivalent to one full
740 term as defined in Section 6.5, for the purposes of eligibility for
741 election as a trustee.

742 ***Section 6.6. Qualifications of Trustees.**

743 (a) Each elected trustee shall be a member of a member
744 congregation. A trustee who ceases to meet these
745 qualifications shall be disqualified and the office declared
746 vacant. Not more than one trustee shall be a member of the
747 same member congregation. If a trustee becomes a member
748 of a member congregation in which another trustee is already
749 a member, such Trustee shall be disqualified and the office
750 declared vacant. The Board of Trustees shall adopt rules for
751 the application of this Section to persons holding membership
752 in more than one member congregation.

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

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

763 A trustee may at any time resign by giving written notice to the Board
764 of Trustees. Such resignation shall take effect at the time specified
765 therein, or, if no time is specified, then on delivery. A trustee may be
766 removed by a three-fourths vote of the entire Board at a meeting at

767 which not less than three-fourths of the entire Board is present if in
768 the opinion of the Board such trustee is incapacitated or unable to
769 carry out the duties of the office or otherwise for good cause.

770 **Section 6.8. Vacancies.**

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

775 **Section 6.9. Place of Meeting.**

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

778 **Section 6.10. Regular Meetings.**

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

782 **Section 6.11. Special Meetings.**

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

788 **Section 6.12. Waiver of Notice.**

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

793 **Section 6.13. Quorum.**

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

796 **Section 6.14. Compensation.**

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

801 **Section 6.15. Annual Report.**

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

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

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

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

808 (a) the Executive Committee;

809 (b) the Ministerial Fellowship Committee;

810 (c) the Finance Committee;

811 (d) the Investment Committee;

812 (e) the Religious Education Credentialing Committee; and

813 (f) the Audit Committee.

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

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

817 Except as otherwise provided, the terms of members of standing
818 committees of the Board of Trustees shall be two years beginning at
819 the close of the regular General Assembly. Members shall be
820 appointed no later than 120 days after the beginning of the term.
821 Members shall take office upon the effective date of their
822 appointment and shall serve until their successors are appointed and
823 qualified.

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

825 Standing committee members appointed by the Board of Trustees
826 serve at the pleasure of the Board and may be removed by it at any
827 time.

828 **Section 7.4. Vacancies.**

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

831 **Section 7.5. Executive Committee.**

832 The Executive Committee shall consist of the Moderator, the First
833 Vice Moderator, the Secretary, the Financial Advisor, and the
834 Financial Secretary. The position on the committee occupied by the
835 First Vice Moderator shall be filled by the Second Vice Moderator at
836 any meeting of the committee from which the First Vice Moderator is
837 absent or at which the First Vice Moderator is presiding in the
838 absence of the Moderator. The position on the committee occupied
839 by the Secretary shall be filled by the Assistant Secretary at any
840 meeting of the committee from which the Secretary is absent. The
841 Executive Committee shall conduct the current and ordinary business
842 of the Association between meetings of the Board of Trustees. If
843 between meetings of the Board of Trustees, matters arise which (1)
844 in the opinion of the Executive Committee are not current and
845 ordinary business but in the best interests of the Association must
846 nevertheless be acted upon, or (2) the Executive Committee has
847 been authorized by the Board to be acted upon, then the Executive
848 Committee may act thereon for the Board of Trustees, but only if four
849 or more members vote the action.

850 **Section 7.6. Ministerial Fellowship Committee.**

851 The Ministerial Fellowship Committee shall consist of no fewer than
852 fourteen members as follows:

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

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

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

862 **Section 7.7. Investment Committee.**

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

866 **Section 7.8. Additional Committees.**

867 The Board of Trustees may appoint additional committees to serve
868 at its pleasure and shall determine the membership, qualifications,
869 and duties thereof.

870 **Section 7.9. Presiding Officer.**

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

873 **Section 7.10. Time and Place of Meetings.**

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

876 **Section 7.11. Call and Notice of Meetings.**

877 Meetings of standing committees of the Board may be called by the
878 presiding officer and shall be called by the presiding officer at the
879 request of a majority of the members of the entire committee. Unless
880 the Board of Trustees otherwise provides, notice of meetings of each
881 standing committee shall be given in such a manner and within such
882 time as the standing committee determines.

883 **Section 7.12. Religious Education Credentialing**
884 **Committee.**

885 The Religious Education Credentialing Committee shall consist of no
886 fewer than seven members appointed by the Board of Trustees as
887 follows:

- 888 (a) three members, none of whom is a parish minister, minister of
889 religious education, community minister, a credentialed
890 religious educator, or a director of religious education,
891 appointed by the Board;
- 892 (b) one member who is a parish minister or community minister,
893 appointed by the Board;
- 894 (c) one member who is a minister of religious education, appointed
895 by the Board;
- 896 (d) one member who is a Credentialed Religious Educator at the
897 highest level granted by the Religious Education Credentialing
898 Committee, appointed by the Board; and
- 899 (e) one member nominated by the Board of the Liberal Religious
900 Educators Association and appointed by the Board of
901 Trustees.

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

906 **Section 7.13. Audit Committee.**

907 The Audit Committee shall consist of **no fewer than four** members
908 as follows:

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

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

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

915 **ARTICLE VIII Officers of the Association**

916 ***Section 8.1. Officers Enumerated.**

- 917 (a) Elected Officers. The elected officers of the Association shall
918 be a Moderator, a President, and a Financial Advisor.
- 919 (b) Appointed Non-salaried Officers. The appointed non- salaried
920 officers of the Association shall include one or more Vice
921 Moderators, a Secretary, and a Recording Secretary and may
922 include such other officers as the Board of Trustees may
923 appoint.
- 924 (c) Appointed Salaried Officers. The appointed salaried officers of
925 the Association shall include a Treasurer, and may include one

926 or more vice presidents, assistant treasurers, and such other
927 officers as the Board of Trustees may determine.

928 **Section C-8.2. Control by Board of Trustees.**

929 All officers shall be subject to the direction and control of the Board
930 of Trustees. All appointed officers shall be appointed by the Board
931 of Trustees and shall serve at its pleasure.

932 **Section 8.3. Term of Office.**

933 (a) Elected Officers. The elected officers shall be elected at a
934 regular General Assembly. The President shall take office no
935 later than 45 days after the close of such General Assembly.
936 All other officers shall take office immediately after the close of
937 such General Assembly.

938 (1) President. The President shall serve for a term of six
939 years and until their successor is elected, qualified and
940 takes office. No President shall serve more than one
941 term; and any partial term of more than two years served
942 by reason of appointment and/or election to office
943 pursuant to subsection 8.7(a) below shall be considered
944 a full term for purposes of this subsection.

945 (2) Moderator. The Moderator shall serve for a term of six
946 years and until their successor is elected and qualified.
947 No Moderator shall serve more than one term; and any
948 partial term of more than two years served by reason of
949 appointment and/or election to office pursuant to
950 subsection 8.7(a) below shall be considered a full term
951 for purposes of this subsection.

952 (3) Financial Advisor. The Financial Advisor shall serve for
953 a term of three years and until their successor is elected
954 and qualified. No Financial Advisor shall serve more
955 than two successive terms; and any partial term of more
956 than two years served by reason of appointment and/or
957 election to office pursuant to subsection 8.7(a) below
958 shall be considered a full term for purposes of this
959 subsection.

960 (b) Appointed Non-salaried Officers. The appointed non-salaried
961 officers shall serve for one or more terms of two years and until
962 their successors are appointed and qualified.

963 **Section 8.4. Qualification of Officers.**

964 Each officer of the Association shall be a member of a member
965 congregation. If an officer ceases to be a member of any member
966 congregation, such officer shall be disqualified and the office
967 declared vacant.

968 **Section 8.5. Removal of Officers.**

969 (a) Elected Officers. An elected officer may be removed by a
970 three-fourths vote of the entire Board of Trustees at a meeting
971 at which not less than three-fourths of the entire Board is
972 present if in the opinion of the Board such officer is
973 incapacitated or unable to carry out the duties of the office. The
974 President may also be removed by such a vote of the Board if
975 it determines that such removal is in the best interests of the
976 Association.

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

979 **Section 8.6. Resignation.**

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

984 **Section 8.7. Vacancies.**

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

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

1000 **Section 8.8. Moderator.**

1001 (a) The Moderator shall preside at General Assemblies and
1002 meetings of the Board of Trustees and the Executive
1003 Committee. The Moderator shall represent the Association on
1004 special occasions and shall assist in promoting its welfare. The
1005 Moderator shall serve as Chief Governance Officer of the
1006 Association.

1007 (b) As used in these Bylaws, the term "Moderator" may refer to a
1008 single individual, or to multiple individuals serving in the
1009 position, even though the word "Moderator" may appear in the
1010 singular form of the word. When multiple individuals are
1011 serving in the position of Moderator, if one or more of those
1012 individuals dies, is disqualified, resigns, or is removed, the
1013 position of Moderator shall be deemed vacant under Section
1014 8.7(a).

1015 **Section 8.9. President.**

1016 The President shall be the chief executive officer of the Association.

1017 **Section 8.10. Financial Advisor.**

1018 The duties of the Financial Advisor are set forth in Article X.

1019 ***Section 8.11. Executive Vice President.**

1020 In the event an Executive Vice President should be appointed, the
1021 Board of Trustees shall describe their duties.

1022 **Section 8.12. Vice Moderators.**

1023 The Vice Moderator or Moderators shall be elected from among the
1024 members of the Board of Trustees by its members. In the absence
1025 of the Moderator a Vice Moderator shall preside at meetings and
1026 perform the duties of the Moderator. A Vice Moderator shall perform
1027 such other duties as may be assigned by the Board. In the event that
1028 more than one Vice Moderator is elected, one of the Vice Moderators
1029 shall be designated First Vice Moderator.

1030 **Section 8.13. Vice Presidents.**

1031 Any Vice President appointed shall have such powers and shall
1032 perform such duties as may be assigned by the Board of Trustees or
1033 as assigned by the President in conformity with any provisions of the
1034 Board appointment.

1035 **Section 8.14. Secretary.**

1036 The Secretary shall be appointed from among the members of the
1037 Board of Trustees and shall perform all duties usually pertaining to
1038 the office, except those of a Clerk under Massachusetts law. The
1039 Secretary shall represent the Association on special occasions and
1040 shall assist in promoting the welfare of the Association.

1041 **Section 8.15. Treasurer.**

1042 The duties of the Treasurer are set forth in Article X.

1043 **Section 8.16. Recording Secretary.**

1044 The Recording Secretary shall at all times be a resident of the
1045 Commonwealth of Massachusetts and upon being appointed shall be
1046 sworn to the faithful performance of the duties of the office. If the
1047 Recording Secretary ceases to be a resident of the Commonwealth
1048 of Massachusetts, such person shall be disqualified and the office
1049 declared vacant. The Recording Secretary shall keep an accurate
1050 record of all meetings of the Association and the Board of Trustees,
1051 shall perform such other duties as may be assigned by the Board,
1052 and shall perform the duties of a Clerk under Massachusetts law.

1053 **Section 8.17. Other Appointed Officers.**

1054 The Board of Trustees may appoint such other officers as it deems
1055 necessary and shall fix their powers and duties.

1056 **Section 8.18. Compensation.**

1057 The Moderator, the Financial Advisor, and the appointed non-
1058 salaried officers shall not receive compensation for their services but
1059 shall be reimbursed as determined by the Board of Trustees for
1060 expenses reasonably incurred by them in the performance of their
1061 duties.

1062 **Section 8.19. Reports by Officers.**

1063 The Moderator, the President, the Financial Advisor, and the
1064 Treasurer shall each make an annual report to the member
1065 congregations and to each regular General Assembly.

1066 **ARTICLE IX Nominations and Elections**

1067 **Section 9.1. Elective Positions.**

1068 The elective positions of the Association are those of the elected
1069 officers, the trustees, and the elected members of the standing
1070 committees of the Association. No person shall hold more than one
1071 elective position at a time whether by election or appointment. Ex
1072 officio positions for the purposes of this Bylaw provision shall be
1073 deemed part of the elected position from which the ex officio position
1074 is derived.

1075 **Section 9.2. Nomination Procedures.**

1076 The nomination procedures set forth in these Bylaws and the Rules
1077 adopted hereunder are exclusive, and no person who is not
1078 nominated in accordance with such procedures can be elected to any
1079 elective position.

1080 **Section 9.3. Notice by Nominating Committee.**

1081 On or before August 1 of each year, the Nominating Committee shall
1082 notify all certified member congregations in writing of the elective
1083 positions and vacancies to be filled at the next regular General
1084 Assembly.

1085 ***Section 9.4. Nomination by Nominating Committee.**

1086 (a) The Nominating Committee shall submit one or more
1087 nominations for each elective position to be filled, except
1088 Moderator and President, including positions to be filled by
1089 special election. With respect to Board positions, the
1090 Nominating Committee shall designate the position number for
1091 which each person is being nominated.

1092 (b) The Nominating Committee shall endeavor to nominate
1093 individuals so that the membership of the Board of Trustees
1094 and each elected committee reflects the full diversity of the
1095 Association, especially in regard to historically marginalized
1096 communities, but also balancing amongst size of congregation,

1097 lay and ordained, geography, age (including youth and young
1098 adults), and gender, among others. The Nominating
1099 Committee shall consult with groups and organizations
1100 including those traditionally underrepresented in Unitarian
1101 Universalist leadership, to help inform the nominating process.

1102 (c) Only one person from any one member congregation shall be
1103 nominated to serve on the Nominating Committee or the Board
1104 of Trustees.

1105 (d) The Nominating Committee shall issue a report with its
1106 nominations on or before March 15 of the year in which the
1107 nominees will be candidates for election. Nominations shall be
1108 filed with the Secretary of the Association and distributed to all
1109 certified member congregations, associate member
1110 organizations, and trustees.

1111 **Section 9.5. Nomination of President and Moderator.**

1112 (a) President. The Presidential Search Committee shall submit no
1113 fewer than two nominations for the office of President for an
1114 election at the end of a presidential term or for a special
1115 election. The report of the Presidential Search Committee shall
1116 be announced by November 15 of the year before the General
1117 Assembly at which there is to be a presidential election, except
1118 in the case of a special election, in which case the report of the
1119 Presidential Search Committee shall be announced by
1120 December 10 of the year before the election.

1121 (b) Moderator. The Board of Trustees shall submit one or more
1122 nominations for the office of Moderator for an election at the
1123 end of a Moderator term or for a special election. The report of
1124 the Board of Trustees shall be announced by November 15 of
1125 the year before the General Assembly at which there is to be
1126 a Moderator election, except in the case of a special election,
1127 in which case the report of the Board of Trustees shall be
1128 announced by December 10 of the year before the election.

1129 **Section 9.6. Nomination by Petition.**

1130 (a) For Moderator and President. A nomination for the office of
1131 Moderator or President, for a regular or special election, may
1132 be by petition signed by no fewer than fifty certified member
1133 congregations, including at least one congregation from three
1134 of the regions of the Association. A certified member
1135 congregation may authorize the signing of a petition only by
1136 vote of its governing board or by vote at a duly called meeting
1137 of its members. Such a petition shall be filed with the Secretary
1138 of the Association, only in such form as the Secretary may
1139 prescribe, not later than February 1 of the year of the election
1140 and not earlier than the preceding December 1.

1141 (b) For other Elective Positions. A nomination for any elective
1142 position, for a regular or special election, may be by petition
1143 signed by not less than fifty members of certified member
1144 congregations, with no more than ten signatures of members
1145 of any one congregation counted toward the required fifty. A
1146 separate petition, in form prescribed by the Secretary, shall be
1147 filed for each nomination not later than May 1 of the year of the
1148 election and not earlier than the preceding October 1. A
1149 petition for nomination to the Board of Trustees must designate
1150 the position number for which the person is being nominated.

1151 **Section 9.7. Qualifications of Nominees.**

1152 Each person nominated for an elective position at large shall be a
1153 member of a member congregation. No person shall be nominated
1154 for more than one such elective position. If a person is nominated for
1155 more than one such elective position, the Secretary of the
1156 Association shall so notify such person in writing and such person
1157 shall have twenty days from the date of the notice to select one

1158 nomination which is acceptable. In the absence of a timely selection,
1159 all such nominations shall be void and the person shall be so notified
1160 in writing by the Secretary.

1161 **Section 9.8. Vacancy in Nominations.**

1162 If all persons nominated for an elective position at large die, decline
1163 to serve or are disqualified after the time has expired for making any
1164 further nominations, or if no valid and timely nomination is made, the
1165 position shall be filled after the final adjournment of the regular
1166 General Assembly at which the election would have been held in the
1167 same manner as if the position had been filled by election and had
1168 then become vacant.

1169 **Section 9.9. Supervision of Elections.**

1170 The Secretary shall supervise all elections for elective positions at
1171 large. The Secretary may appoint a committee of tellers to count
1172 ballots and perform other routine duties. The Secretary shall decide
1173 any question arising during such an election concerning:

1174 (a) the interpretation of any provision of these Bylaws or of Rules
1175 made hereunder relating to election procedures;

1176 (b) any procedural problem relating to the election which is not
1177 covered by these Bylaws or by the Rules; or

1178 (c) the interpretation of the intent of a voter in marking the
1179 ballot.

1180 The decision of the Secretary may be changed by a two-thirds vote
1181 of the Board of Trustees. The Secretary shall remain neutral in the
1182 election and shall not engage in electioneering, except for advocacy
1183 of their own candidacy for offices for which they are nominated.

1184 **Section 9.10. Conduct of Elections at Large.**

1185 (a) Election by Ballot. Voting shall be by ballot, except that if only
1186 one person has been validly nominated for an elective position
1187 at large the persons so nominated shall be declared elected
1188 and no voting shall be required. Delegates will have access to
1189 electronic voting onsite at General Assembly or remotely, as
1190 described in Section 9.10(d), or by mail ballot as described in
1191 Section 9.10(c).

1192 (b) Eligible Voters. Votes shall be cast only by accredited
1193 delegates from certified member congregations and certified
1194 associate member organizations to the regular General
1195 Assembly at which the election is held and by trustees. No
1196 person shall cast more than one vote.

1197 (c) Mail Ballots. Accredited delegates may cast their ballots as
1198 paper ballots by mail, if they request to do so. Mail ballots can
1199 be requested through the Secretary, and shall be requested at
1200 least forty-five days prior to the General Assembly at which the
1201 election is being held. A mail ballot that is returned must be
1202 received by the Secretary by the last business day before the
1203 close of voting at General Assembly in order to be counted.

1204 (d) Electronic Voting. Accredited delegates may vote electronically
1205 either onsite at General Assembly or remotely. The Secretary
1206 shall designate the electronic voting period in the General
1207 Assembly meeting announcement and may add more time if
1208 justified. Electronic voting systems must be auditable,
1209 accessible, and secure.

1210 ***Section 9.11. Counting of Ballots.**

1211 (a) Singular Positions. If there is more than one duly nominated
1212 candidate for a single position, not including the candidates for
1213 the position of Moderator and President, the candidate receiving
1214 the greatest number of votes is elected.

1215 (b) Multiple Positions of the Same Kind. If there is more than one
1216 such elective position of the same kind to be filled, the
1217 candidates respectively receiving the greatest number of votes
1218 are elected.

1219 (c) Moderator and President Voting. For the positions of Moderator
1220 and President, if there are two duly nominated candidates, the
1221 candidate receiving the greater number of votes will be elected.
1222 If there are more than two duly nominated candidates a ranked
1223 vote will be held in which voters indicate their ranked choices for
1224 candidates. If no candidate receives a majority of the first-choice
1225 votes cast, the candidate receiving the lowest first-choice vote
1226 shall be eliminated and the ballots cast for such candidate shall
1227 be redistributed in accordance with the second choice indicated
1228 thereon. This process shall be repeated until one candidate
1229 receives a majority of all votes cast or until only two candidates
1230 remain, at which time the one receiving the greater number of
1231 votes is elected.

1232 **Section 9.12. Special Elections.**

1233 If a vacancy occurs more than 630 days before the expiration of the
1234 term of an elected officer, an elected member of a standing
1235 committee of the Association, or a trustee, a special election shall be
1236 held to fill the balance of the unexpired term. The special election
1237 shall be held at the next regular General Assembly that begins at
1238 least 270 days after the date of the vacancy.

1239 ***Section 9.13. Rules for Nominations and Elections.**

1240 Rules relating to nomination and election procedures shall be
1241 adopted by a General Assembly. Such rules shall be applicable to
1242 elections held after the close of the General Assembly at which they
1243 are adopted.

1244 **ARTICLE X Finance and Contracts**

1245 ***Section 10.1. Annual Budget.**

1246 The annual budget of the Association shall be adopted and may
1247 subsequently be amended by the Board of Trustees. A budget or
1248 budgets for the coming year or years shall be presented to each
1249 regular General Assembly for its consideration and such
1250 recommendation of financial priorities as the General Assembly may
1251 wish to make.

1252 **Section 10.2. Election and Duties of the Financial** 1253 **Secretary.**

1254 The Financial Secretary shall be elected by the Board from among
1255 its members. The Financial Secretary facilitates the Board's
1256 conversations in order to fulfill its financial responsibilities.

1257 **Section 10.3. Duties of Financial Advisor.**

1258 The Financial Advisor shall advise the President and the Board of
1259 Trustees on financial policy and shall assist the Board in long-range
1260 planning by reviewing the sources of funds, the application of funds
1261 designated for specific purposes, the balance between foreseeable
1262 income and proposed expenditures, and the overall financial welfare
1263 of the Association. From time to time the Financial Advisor shall
1264 report to the President and the Board findings and recommendations
1265 respecting the current financial affairs of the Association and long-
1266 range planning.

1267 **Section 10.4 Duties of Treasurer and Assistant** 1268 **Treasurers.**

1269 The Treasurer shall have custody of the corporate seal and the funds
1270 and other properties of the Association and shall have the usual
1271 duties of the Treasurer of a corporation. The Treasurer or the Board
1272 of Trustees may from time to time delegate or assign to each
1273 Assistant Treasurer specified duties and authority; and any person,

1274 firm, organization or corporation dealing with the Association may
1275 assume that any act performed by an Assistant Treasurer, including
1276 the execution, sealing and delivery of any document, has been
1277 performed pursuant to an effective delegation or assignment of
1278 authority as aforesaid, and the Association shall be bound
1279 accordingly.

1280 **Section C-10.5. Raising of Funds.**

1281 The Association shall raise capital and operating funds to carry out
1282 its purposes. It may also raise capital and operating funds for
1283 associate member organizations and independent affiliate
1284 organizations.

1285 **Section C-10.6. Authority to Hold Funds for the Benefit** 1286 **of Others.**

1287 The Association may hold for investment and distribution funds given
1288 to the Association for the benefit of a member congregation,
1289 associate member organization, independent affiliate organization,
1290 or other Unitarian Universalist organization.

1291 **Section C-10.7. Responsibility for Funds Held by the** 1292 **Association.**

1293 (a) Board of Trustees. The Board of Trustees shall have ultimate
1294 responsibility for investing the funds held by the Association.

1295 (b) President. The President shall invest the endowment funds
1296 held by the Association in the Unitarian Universalist Common
1297 Endowment Fund LLC.

1298 (c) Investment Committee. The Investment Committee shall
1299 manage the endowment funds held by the Association, subject
1300 to control by the Board of Trustees.

1301 ***Section 10.8. Contracts and Securities.**

1302 The President, Secretary, Recording Secretary, Treasurer, and
1303 Assistant Treasurer may sign and attest deeds, mortgages,
1304 contracts, and other documents to which the Association is a party.

1305 **Section C-10.9. Pension System.**

1306 The Association shall establish and maintain a pension system for
1307 ministers in fellowship with the Association.

1308 **Section 10.10. Fiscal Year.**

1309 The fiscal year of the Association shall be from July 1 to June 30.

1310 **Section C-10.11. Corporate Seal.**

1311 The seal of the Association shall be in such form as the Board of
1312 Trustees shall approve.

1313 **Section 10.12. Indemnification of Trustees, Officers,** 1314 **Employees, and Volunteers.**

1315 The Association, to the extent legally permissible, shall indemnify any
1316 trustee, officer, employee of the Association or volunteer elected by
1317 a General Assembly or appointed by the Board of Trustees of the
1318 Association to serve the Association, or persons formerly holding
1319 such positions, against all liabilities and expenses (including court
1320 costs, attorneys' fees, and the amount of any judgment or reasonable
1321 settlement, fines and penalties) actually and necessarily incurred by
1322 any such person, subsequent to the adoption hereof, in connection
1323 with the defense of any claim asserted or threatened to be asserted
1324 against any such person, or any action, suit or proceeding in which
1325 any such person may be involved as a party, by reason of being or
1326 having been such trustee, officer, employee or volunteer or by reason
1327 of any action alleged to have been taken or omitted by any such
1328 person as such trustee, officer, employee or volunteer, except with
1329 respect to any matter as to which they shall have been adjudicated
1330 in any proceeding not to have acted in good faith in the reasonable

1331 belief that their action was in the best interests of the Association;
1332 provided, however, that as to any matter disposed of by a
1333 compromise payment by such person, pursuant to a consent decree
1334 or otherwise, no indemnification either for said payment or for any
1335 other expenses shall be provided unless such compromise and
1336 indemnification therefore shall be approved:

1337 (a) by a majority vote of a quorum consisting of disinterested
1338 trustees;

1339 (b) if such quorum cannot be obtained, then by a majority vote of
1340 a committee of the Board of Trustees consisting of all the
1341 disinterested trustees;

1342 (c) if there are not two or more disinterested trustees in office, then
1343 by a majority of the trustees then in office, provided they have
1344 obtained a written finding by independent legal counsel
1345 appointed by a majority of the trustees to the effect that, based
1346 upon a reasonable investigation of the relevant facts as
1347 described such opinion, the person to be indemnified appears
1348 to have acted in good faith and in the reasonable belief that
1349 their action was in the best interests of the Association;

1350 (d) if not resolved by (a), (b) or (c), above, by a court of competent
1351 jurisdiction.

1352 If authorized in the same manner specified above for compromise
1353 payments, expenses, including attorneys' fees actually and
1354 necessarily incurred by any such person in connection with the
1355 defense or disposition of any such action, suit or other proceeding
1356 may be paid from time to time by the Association in advance of the
1357 final disposition thereof upon receipt of (a) an affidavit of such
1358 individual of their good faith belief that they have met the standard
1359 of conduct necessary for indemnification under this Section and (b)
1360 an undertaking by such individual to repay the amount so paid to the
1361 Association if such person shall be adjudicated to be not entitled to
1362 indemnification under this Section, which undertaking may be
1363 accepted without reference to the financial ability of such person to
1364 make repayment. The right of indemnification herein provided shall
1365 inure to the benefit of the heirs, executors and administrators of each
1366 such trustee, officer, employee or volunteer and shall not be deemed
1367 exclusive of any other rights to which any such person may be
1368 entitled under any statute, bylaw, agreement, vote of members or
1369 otherwise or to which any such person might have been entitled were
1370 it not for this provision. As used in this Section, an "interested" trustee
1371 or officer is one against whom in such capacity the proceeding in
1372 question, or other proceeding on the same or similar grounds, is then
1373 pending.

1374 **Section 10.13. Duties of the Audit Committee.**

1375 The Audit Committee shall oversee the annual audit of the financial
1376 statements of the Association by an independent certified public
1377 accounting firm and monitor the establishment and implementation
1378 of accounting policies and internal controls. Specific duties of the
1379 Audit Committee shall be set forth in a charter adopted by the Board,
1380 which may be amended by the Board from time to time.

1381 **ARTICLE XI Ministry**

1382 **Section C-11.1. Ministerial Fellowship.**

1383 Each member congregation has the exclusive right to call and ordain
1384 its own minister or ministers, but the Association has the exclusive
1385 right to admit ministers to ministerial fellowship with the Association.
1386 Fellowship may be for the purposes of parish, religious education
1387 and/or community ministry as determined by action of the Ministerial
1388 Fellowship Committee.

1389 No minister shall be required to subscribe to any particular creed,
1390 belief, or interpretation of religion in order to obtain and hold
1391 fellowship.

1392 ***Section 11.2. Ministerial Fellowship Committee.**

1393 The Ministerial Fellowship Committee shall have exclusive
1394 jurisdiction over ministerial fellowship except as otherwise provided
1395 in these bylaws. It shall make rules governing ministerial fellowship,
1396 subject to the approval of the Board of Trustees.

1397 **Section 11.3. Admission to Fellowship.**

1398 A minister may be admitted to fellowship by the Ministerial Fellowship
1399 Committee, upon complying with the requirements of these Bylaws
1400 and the rules, policies, procedures and requests of the Committee.
1401 A minister who is admitted to fellowship shall be admitted to
1402 preliminary fellowship for a period that allows the Committee to
1403 evaluate ministry, and may thereafter be admitted to full fellowship.
1404 The term of preliminary fellowship shall be defined in the rules of the
1405 Committee.

1406 **Section 11.4. Fellowship Records.**

1407 The Executive Secretary of the Ministerial Fellowship Committee
1408 shall maintain up-to-date records of all ministers in fellowship with the
1409 Association. These records shall be available only to members of the
1410 committee, persons designated by the Committee, and, in cases of
1411 appeals, the Board of Review.

1412 **Section 11.5. Termination of Fellowship and 1413 Administrative Suspension.**

1414 The fellowship of a minister may be terminated by the Ministerial
1415 Fellowship Committee for unbecoming conduct, incompetence or
1416 other specified cause. Full fellowship may be terminated only after
1417 notice by the Committee and opportunity for a Fellowship Review
1418 before the Committee. During an investigation or the pendency of a
1419 complaint, the Ministerial Fellowship Committee may suspend a
1420 minister until a final determination can be made on the minister's
1421 fellowship status.

1422 **Section 11.6. Reinstatement to Fellowship.**

1423 The Ministerial Fellowship Committee may reinstate in or readmit to
1424 fellowship a minister who has previously resigned from fellowship or
1425 whose fellowship has been suspended or terminated.

1426 **Section 11.7. Appeal.**

1427 A minister in full ministerial fellowship whose fellowship is terminated
1428 may appeal the determination of the Ministerial Fellowship
1429 Committee to the Board of Review. The Board of Review shall have
1430 exclusive jurisdiction to hear and decide such appeals. No other
1431 appeal shall be allowed from any decision of the Ministerial
1432 Fellowship Committee.

1433 **Section 11.8. Procedure on Appeal.**

1434 An appeal to the Board of Review may be heard by a panel of the
1435 Board selected as provided in its rules. The Board of Review or its
1436 panel hearing an appeal shall limit its review to an examination of the
1437 Ministerial Fellowship Committee's decision, the information
1438 presented to the Committee, including the documents and other
1439 evidence compiled during the Fellowship Review, and the reasons
1440 articulated by the Ministerial Fellowship Committee for its decision
1441 terminating the minister's fellowship. If the minister requests
1442 consideration of newly discovered evidence not previously presented
1443 to the Ministerial Fellowship Committee, then the matter shall be
1444 returned to the Ministerial Fellowship Committee for consideration of
1445 that evidence before the Board proceeds with the appeal. These
1446 Bylaws and the rules of the Ministerial Fellowship Committee shall be
1447 binding upon the Board of Review or its panel. The Ministerial
1448 Fellowship Committee's determination of fact and/or credibility will
1449 not be overturned unless no reasonable fact finder could have
1450 reached such determination, and disputes of fact are to be resolved
1451 in favor of the Ministerial Fellowship Committee's determination. The

1452 Board of Review or its panel may set aside the decision of the
1453 Ministerial Fellowship Committee only where necessary to correct or
1454 prevent manifest injustice. The Board of Review or its panel may
1455 remand the case in whole or in part to the Committee or take such
1456 other action as may be just. The Board of Review or its panel shall
1457 set forth its finding and conclusions and will serve upon the affected
1458 minister and the Ministerial Fellowship Committee. The decision
1459 shall be entered in the fellowship records and shall be final and
1460 binding upon all parties. No appeal shall be allowed from the decision
1461 of the Board of Review. The Board of Review shall make rules to
1462 carry out the intent of this Section.

1463 **ARTICLE XII Religious Education Credentialing**

1464 **Section 12.1. Religious Education Credentialing.**

1465 Each member congregation has the exclusive right to employ its own
1466 religious educator, but the Association has the exclusive right to
1467 confer on religious educators a religious education credentialing
1468 status with the Association. No religious educator shall be required
1469 to subscribe to any particular creed, belief, or interpretation of religion
1470 in order to obtain and hold religious education credentialing status.

1471 **Section 12.2. Religious Education Credentialing** 1472 **Committee.**

1473 The Religious Education Credentialing Committee shall have
1474 exclusive jurisdiction over religious education credentialing except as
1475 otherwise provided herein. It shall make rules governing religious
1476 education credentialing, subject to the approval of the Board of
1477 Trustees.

1478 **Section 12.3. Achievement of Religious Education** 1479 **Credentialing Status.**

1480 A religious educator may achieve a religious education credentialing
1481 status by action of the Religious Education Credentialing Committee,
1482 upon complying with the requirements of these Bylaws and the rules,
1483 policies, procedures and requests of the committee.

1484 **Section 12.4. Religious Education Credentialing Levels.**

1485 The Religious Education Credentialing Committee shall adopt rules
1486 related to levels of religious education credentialing.

1487 **Section 12.5. Religious Education Credentialing** 1488 **Records.**

1489 The Executive Secretary of the Religious Education Credentialing
1490 Committee shall maintain up-to-date records of all religious
1491 educators who have achieved a status as a religious educator as
1492 described in Section 12.4 of these bylaws. These records shall be
1493 available only to members of the committee, persons designated by
1494 the Committee, and, in cases of appeals, the Board of Review.

1495 **Section 12.6. Termination or Administrative Suspension** 1496 **of Religious Education Credentialing Status.**

1497 The religious education credentialing status of a religious educator
1498 may be terminated by the Religious Education Credentialing
1499 Committee for unbecoming conduct, incompetence or other specified
1500 cause. Credentialing status may be terminated only after notice by
1501 the Committee and opportunity for a Religious Education
1502 Credentialing Status Review before the Committee. During an
1503 investigation or the pendency of a complaint, the Religious Education
1504 Credentialing Committee may suspend a religious educator's
1505 credentialing status until a final determination can be made.

1506 **Section 12.7. Reinstatement of Religious Education** 1507 **Credentialing Status.**

1508 The Religious Education Credentialing Committee may reinstate in
1509 or readmit to religious education credentialing status a religious

1510 educator who has previously resigned from religious education
1511 credentialing status or whose religious education credentialing status
1512 has lapsed, been suspended or terminated.

1513 **Section 12.8. Appeal.**

1514 A religious educator with a religious education credentialing status
1515 whose status is terminated may appeal the determination of the
1516 Religious Education Credentialing Committee to the Board of
1517 Review. The Board of Review shall have exclusive jurisdiction to hear
1518 and decide such appeals. No other appeal shall be allowed from any
1519 decision of the Religious Education Credentialing Committee.

1520 **Section 12.9. Procedure on Appeal.**

1521 An appeal to the Board of Review shall be heard by a panel of the
1522 Board selected as provided in its rules. The Board of Review or its
1523 panel hearing an appeal shall limit its review to an examination of the
1524 Religious Education Credentialing Committee's decision, including
1525 the documents and other evidence compiled during the Religious
1526 Education Credentialing Status Review, and the reasons articulated
1527 by the Religious Education Credentialing Committee for its decision
1528 terminating the religious educator's credentialing status. If the
1529 religious educator requests consideration of newly discovered
1530 evidence not previously presented to the Religious Education
1531 Credentialing Committee, then the matter shall be returned to the
1532 Religious Education Credentialing Committee for consideration of
1533 that evidence before the Board proceeds with the appeal. These
1534 Bylaws and the rules of the Religious Education Credentialing
1535 Committee shall be binding upon the Board of Review or its panel.
1536 The Religious Education Credentialing Committee's determination of
1537 fact and/or credibility will not be overturned unless no reasonable fact
1538 finder could have reached such determination, and disputes of fact
1539 are to be resolved in favor of the Religious Education Credentialing
1540 Committee's determination.

1541 The Board of Review or its panel may set aside the decision of the
1542 Religious Education Credentialing Committee only where necessary
1543 to correct or prevent manifest injustice. The Board of Review or its
1544 panel may remand the case in whole or part to the Religious
1545 Education Credentialing Committee or take such other action as may
1546 be just. The Board of Review or its panel shall set forth its finding and
1547 conclusions and shall be communicated to the affected religious
1548 educator and the Religious Education Credentialing Committee. The
1549 decision shall be entered in the religious education credentialing
1550 records and shall be final and binding upon all parties. No appeal
1551 shall be allowed from the decision of the Board of Review. The Board
1552 of Review shall make rules to carry out the intent of this Section.

1553 **ARTICLE XIII Regional Organizations**

1554 **Section C-13.1. Regions.**

1555 The Association shall support areas of regional responsibility known
1556 as regions.

1557 ***Section C-13.2. Establishment.**

1558 The establishment of regions and the manner of determining which
1559 congregations are included in each region shall be in accordance
1560 with rules adopted by the General Assembly.

1561 **Section 13.3. Members.**

1562 All member congregations of the Association located within the
1563 region shall be entitled to be member congregations of that region.

1564 **Section C-13.4. Autonomy.**

1565 Each region shall be autonomous and shall be controlled by its own
1566 member congregations to the extent consistent with the promotion of
1567 the welfare and interests of the Association as a whole and of its
1568 member congregations.

1569 **Section 13.5. Region Bylaws.**

1570 Each region shall adopt bylaws or policies which are not in conflict
1571 with these Bylaws.

1572 **ARTICLE XIV Rules**

1573 **Section 14.1. Adoption and Amendment of Rules by**
1574 **General Assemblies.**

1575 A General Assembly may adopt Rules not inconsistent with these
1576 Bylaws. Adoption or amendment of Rules by a General Assembly
1577 shall be by two-thirds vote. Each Rule adopted by a General
1578 Assembly shall be identified by a "G" preceding its Rule number. A
1579 General Assembly may amend or repeal Rules adopted by prior
1580 General Assemblies or by the Board of Trustees, if the proposed
1581 Rules or amendments have been placed on the agenda. Rules and
1582 amendments thereto shall be submitted for inclusion on the agenda
1583 in the same manner as other resolutions. The provisions of this
1584 Section 14.1 do not apply to the Rules of Procedure contemplated by
1585 Section 4.19.

1586 **Section 14.2. Adoption and Amendment of Rules by the**
1587 **Board of Trustees.**

1588 The Board of Trustees may adopt Rules not inconsistent with these
1589 Bylaws and with Rules adopted by General Assemblies and may
1590 amend or repeal its Rules.

1591 **Section 14.3. Rules of Order.**

1592 The Rules contained in the current edition of *Robert's Rules of Order*
1593 *Newly Revised* shall govern the Association in all cases to which they
1594 are applicable and in which they are not inconsistent with these
1595 Bylaws and any Rules that may be adopted hereunder.

1596 **ARTICLE XV Amendment**

1597 **Section C-15.1. Amendment of Bylaws.**

1598 (a) Amendments to Bylaws. These Bylaws may be amended by a
1599 two-thirds vote at a regular General Assembly if a proposed
1600 amendment has been placed on the agenda; provided,
1601 however, that proposals to amend, repeal, or add a new
1602 section of these Bylaws whose section number is preceded by
1603 a "C" (hereinafter a "C Bylaw") shall be governed by
1604 subsections (b) or (c) hereof.

1605 (b) Amendments to C Bylaws Other Than in Article II. A proposal
1606 to amend, repeal or add a new C Bylaw, other than those C
1607 Bylaws in Article II of these Bylaws, shall be subject to a two-
1608 step approval process.

1609 (1) Such proposals must be placed on the agenda of a regular
1610 General Assembly and approved preliminarily by a majority
1611 vote at such regular General Assembly. Following such
1612 preliminary approval, the proposal to amend, repeal or add
1613 a new C Bylaw shall be placed on the agenda of the next
1614 regular General Assembly for final adoption. Final adoption
1615 shall require a two-thirds vote.

1616 (2) The text of a proposed amendment which has been
1617 approved by one General Assembly, may be amended at
1618 any time prior to final adoption. If the Moderator rules that
1619 the amendment to the proposal is substantive, final
1620 adoption shall only be by a subsequent General Assembly
1621 except that any such proposal that has been under
1622 consideration for final approval at three successive regular
1623 General Assemblies shall not be subject to substantive
1624 amendment and shall be submitted to a vote for final
1625 approval at the third such regular General Assembly.

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1636 (c) Amendments to C Bylaws in Article II. A proposal to amend,
1637 repeal or add a new C Bylaw in Article II of these Bylaws shall
1638 be subject to the following process

1639 (1) Such a proposal shall be admitted to the agenda of a
1640 regular General Assembly for the purpose of determining
1641 whether the proposal shall be referred to a commission
1642 appointed by the Board of Trustees for study. Such a study
1643 shall involve member congregations. A majority vote at a
1644 regular General Assembly shall be required to refer such a
1645 proposal to the study commission. Once the study of the
1646 proposal is complete, which shall be completed in no more
1647 than two years, the study commission shall submit to the
1648 Board of Trustees for inclusion on the agenda of the next
1649 regular General Assembly any amendments to Article II
1650 that the study commission recommends. The Board of
1651 Trustees shall also include on the agenda any
1652 amendments that it recommends to the study commission
1653 proposal.

1654 (2) A motion to dispense with the study process and give
1655 preliminary approval to a proposal to amend, repeal or add
1656 a new C Bylaw in Article II shall be in order during the
1657 General Assembly at which consideration of a motion to
1658 refer the proposal to the study process is authorized. A
1659 motion to dispense with the study process shall require a
1660 four-fifths vote for passage. Such a proposal shall then be
1661 placed on the agenda of the next regular General
1662 Assembly for final adoption without amendment. Final
1663 adoption shall require a two-thirds vote.

1664 (3) At the first General Assembly following the completion of
1665 the study process, amendments to the Article II proposal
1666 may be considered only as follows:

1667 (i) During the General Assembly there shall be a mini-
1668 assembly held during which amendments to the
1669 Article II proposal recommended by the study
1670 commission shall be considered.

1671 (ii) A delegate may submit in writing at the mini-
1672 assembly an amendment to an Article II proposal.
1673 All such amendments shall be made available in
1674 writing to the General Assembly. The Moderator, in
1675 consultation with the chair of the study commission,
1676 the parliamentarian and legal counsel shall prioritize
1677 proposed amendments for consideration by the
1678 General Assembly. A majority vote of the General
1679 Assembly is required for approval of any amendment
1680 proposed in the mini-assembly.

1681 (iii) Following the vote on any amendments proposed in
1682 the mini-assembly, the General Assembly shall vote on
1683 any amendments proposed by the Board of
1684 Trustees. A majority vote is required to adopt such
1685 amendments. Following the vote on all
1686 amendments, the General Assembly shall vote on
1687 preliminary approval of the Article II proposal. A
1688 majority vote is required for preliminary approval.

1689 (iv) If no amendments proposed in the mini-assembly
1690 are adopted by the General Assembly pursuant to
1691 subsection (c)(3)(ii) above, the Article II proposal
1692 shall be submitted for final approval to the next
1693 regular General Assembly. Final approval requires
1694 a two-thirds vote of the General Assembly. No
1695 amendments may be considered.

1696 (v) If one or more amendments proposed in the mini-
1697 assembly are adopted by the General Assembly, the
1698 Article II proposal shall be referred to the study
1699 commission. Within six months after the close of the
1700 General Assembly, the study commission, taking
1701 into account the decisions of the General Assembly,
1702 shall prepare the proposal to amend Article II. The
1703 Board of Trustees shall put this proposal on the
1704 agenda of the next regular General Assembly.

1705 (4) At the next regular General Assembly following the
1706 process described in subsection (c)(3)(v), above, the
1707 Article II proposal is subject to amendment only by a three-
1708 fourths vote in favor of an amendment submitted to the
1709 General Assembly in writing by the Board of Trustees or a
1710 minimum of fifteen (15) certified congregations, as
1711 described in Section 15.2 of these Bylaws. Final approval
1712 of the Article II proposal requires a two-thirds vote of the
1713 General Assembly.

1714 (5) If the Article II proposal does not receive the requisite
1715 approval at the General Assembly following the completion
1716 of the study process described in subsection (c)(3)(iv) or
1717 subsection (c)(4), above, neither the proposal nor another
1718 proposal that is substantively similar shall be placed on the
1719 agenda of the next regular General Assembly.

1720 (6) If no study process of Article II has occurred for a period of
1721 fifteen years, the Board of Trustees shall appoint a
1722 commission to study Article II for not more than two years
1723 and to recommend appropriate revisions, if any, thereto to
1724 the Board of Trustees for inclusion on the agenda of the
1725 next regular General Assembly. The Board of Trustees
1726 shall also include on the agenda any amendments that it
1727 recommends to the study commission proposal.
1728 Notwithstanding anything to the contrary contained herein,
1729 proposals to amend Article II which are promulgated by a
1730 study commission in accordance with this paragraph shall
1731 be subject to a two-step approval process as described in
1732 subsections (c)(3) and (c)(4), above.

1733 ***Section 15.2. Submission of Proposed Amendment.**

1734 Proposed amendments to these Bylaws may be submitted only by:

1735 (a) the Board of Trustees;

1736 (b) the General Assembly Planning Committee;

1737 (c) the Commission on Appraisal;

1738 (d) not less than fifteen certified member congregations by action
1739 of their governing boards or their congregations; such
1740 proposed amendments to Bylaws must be received by the
1741 Board of Trustees on February 1 whenever the regular General
1742 Assembly opens in June; otherwise, not less than 110 days
1743 before the General Assembly; or

1744 (e) a region by official action at a duly called meeting at which a
1745 quorum is present, such proposed amendment to be received
1746 by the Board of Trustees on February 1 whenever the regular
1747 General Assembly opens in June; otherwise, not less than 110
1748 days before the next General Assembly. In a region that does
1749 not maintain a formal governance structure, a meeting for this

1750 purpose may be convened by vote of the governing bodies or
1751 membership of at least fifteen congregations in that region in
1752 good standing with the UUA. A quorum for such a meeting
1753 shall require that at least one-third of the congregations of the
1754 region be represented by one or more formally credentialed
1755 delegates.

1756 **RULES* of the UNITARIAN UNIVERSALIST** 1757 **ASSOCIATION**

1758 *Rules whose section number is preceded by a "G" are those
1759 adopted by a General Assembly and may be amended or repealed
1760 only by a General Assembly, as provided in Section 14.1 of the
1761 Bylaws.

1762 **RULE I Name**

1763 No existing rules applicable to Article I.

1764 **RULE II Principles and Purposes**

1765 **Rule G-2.1. Democratic Process.**

1766 Because the Association is committed to the use of the democratic
1767 process, because its governing institutions are accountable to our
1768 congregations, because accessibility is critical to countering systemic
1769 and institutional oppression and because openness and trust are
1770 characteristics of a healthy religious community, the UUA Board shall
1771 establish policies to allow for the maximum transparency of its
1772 proceedings and of the proceedings of all UUA committees,
1773 commissions and task forces, consistent with their effective
1774 functioning. These policies shall include:

1775 (a) providing advance notice of dates and locations of regular
1776 business meetings, and making agendas, reports and minutes
1777 available promptly;

1778 (b) providing avenues for comment on issues on the meetings'
1779 agendas;

1780 (c) accommodating observers at regular business meetings, with
1781 the exception of executive sessions.

1782 Implementing this rule shall be the responsibility of the Board of
1783 Trustees. The Board shall designate a specific person or committee
1784 to whom comments about adherence to this rule may be addressed.
1785 The Board shall report to the General Assembly annually for the next
1786 three years on its implementation.

1787 **Rule G-2.3. Non-discrimination.**

1788 The Association declares and affirms its special responsibility, and
1789 that of its member congregations and organizations, to promote the
1790 full participation of persons in all of its and their activities and in the
1791 full range of human endeavor without regard to racialized identity,
1792 ethnicity, gender expression, gender identity, sex, disability,
1793 affectional or sexual orientation, family and relationship structures,
1794 age, language, citizenship status, economic status, or national origin
1795 and without requiring adherence to any particular interpretation of
1796 religion or to any particular religious belief or creed.

1797 **RULE III Membership**

1798 **Section C-3.3. Admission to Membership.**

1799 **Rule 3.3.1. New Congregations.**

1800 It is the policy of the Unitarian Universalist Association to encourage
1801 and assist the development of new congregations as well as to
1802 support and aid existing member congregations as stated in the
1803 purposes of the Association.

1804 **Rule 3.3.2. Procedure for Admission.**

1805 A church or fellowship may become a member of the Association
1806 upon approval by the Board of Trustees of the Association of a written
1807 application for membership.

1808 The application shall include:

- 1809 (a) a statement that the applicant subscribes to the principles of
1810 the Association and pledges itself to support the Association;
- 1811 (b) a copy of the articles of incorporation or other organizing
1812 documents and the bylaws of the applicant;
- 1813 (c) the names and addresses of the charter members sufficient in
1814 number to satisfy the minimum membership requirements; and
- 1815 (d) an initial payment in an amount of no less than the Fair Share
1816 contribution to the Association's Annual Program Fund, pro-
1817 rated for the portion of the Association's fiscal year remaining
1818 as of the date of application.

1819 **Rule 3.3.3. Membership Requirements for Admission.**

1820 A new congregation, to be recognized as a member of the
1821 Association, must have thirty (30) of its adult members be members
1822 solely of the new congregation.

1823 **Rule 3.3.4. Multiple Local Congregations.**

1824 In many communities the liberal religious movement may be better
1825 served by the establishment of two or more member congregations.

- 1826 (a) It is ordinarily desirable that a new congregation should have
1827 the active support and sponsorship of any member
1828 congregation or congregations located in the same geographic
1829 area.
- 1830 (b) The Association will neither initiate nor recognize such a new
1831 congregation until after the Association has consulted by mail
1832 or by interview with any member congregation or
1833 congregations located in the same geographic area. Such
1834 consultation shall include a request for letters from the
1835 presiding officer of the congregation's governing board and
1836 minister of such congregation(s) stating judgment regarding
1837 the establishment and/or recognition of the new congregation.
1838 The Association may proceed to assist in organizing or
1839 recognizing the new congregation despite local protest or
1840 objection if the Association believes that such action is in the
1841 best interests of the entire movement and that it will strengthen
1842 the total Unitarian Universalist position in the community.

1843 **Rule 3.3.5. Rules and Regulations for New**
1844 **Congregations.**

1845 It is essential that Unitarian Universalist congregations be affirmative
1846 in spirit, inclusive in fellowship, and mutually supportive in their
1847 relationships with other congregations. The following statements
1848 represent the Association's best judgment as to the meaning of this
1849 general statement and shall be used by staff and the Board in
1850 determining action upon applications for membership.

- 1851 (a) In receiving the application of a new congregation for
1852 membership in the Association, the Congregational Life staff
1853 shall satisfy itself that the group is making its application in
1854 good faith and that it will make a sincere effort to carry out the
1855 purposes of the Association. (See specifically Article II of the
1856 Bylaws.)
- 1857 (b) The Association interprets its statements of purpose to mean
1858 that no congregation may be accepted into membership if its
1859 bylaws exclude from its local membership any person because
1860 of race, ethnicity, gender, disability, affectional or sexual

1861 orientation, language, citizenship status, economic status, or
1862 national origin.

1863 (c) All member congregations must be congregational in polity; the
1864 final authority to make decisions must be vested in the legal
1865 membership of the congregation.

1866 (d) Member congregations shall project and embark upon a
1867 balanced program of religious activity including adult worship
1868 and/or discussion and when feasible establishment of a church
1869 school in the Unitarian Universalist tradition.

1870 (e) New congregations are expected to establish and maintain
1871 cooperative relations with Unitarian Universalist agencies, as
1872 appropriate and feasible.

1873 (f) A congregation should be incorporated when possible under
1874 the laws of the state in which it exists. A congregation shall
1875 include in its articles of incorporation or other organizing
1876 documents a clause providing that the assets of the
1877 congregation will be transferred upon dissolution to the
1878 Association. Notwithstanding the foregoing, if a congregation
1879 obtains the prior written consent of the Association's Board of
1880 Trustees, the congregation may name an organization that is
1881 affiliated with the Association (such as a camp, conference
1882 center or other congregation) as the recipient of the
1883 congregation's assets upon dissolution.

1884 **Rule 3.3.6. Order of Administrative Procedure.**

1885 The order of administrative procedure:

- 1886 (a) Application for congregational membership in the Association
1887 will first be referred to UUA staff.
- 1888 (b) UUA staff will seek information and advice with respect to all
1889 applications as follows:
 - 1890 U.S. Congregations
 - 1891 Executive Officer of appropriate Unitarian or Universalist or
 - 1892 Unitarian Universalist international group, if any.
- 1893 (c) UUA staff will make its recommendation to the President of the
1894 Association, and the President shall then make
1895 recommendations to the Board of Trustees of the UUA for its
1896 final action.

1897 **Section C-3.5. Certification of Membership.**

1898 **Rule 3.5.1. Required Annual Report.**

1899 In each fiscal year of the Association (July 1 to June 30), each
1900 member congregation shall file with the Secretary of the Association
1901 an Annual Report on the form and in the manner provided by the
1902 Association. The Annual Report shall include a certification by a
1903 minister or principal officer of the member congregation stating (a)
1904 whether or not the member congregation complied with the
1905 conditions set forth in Section C-3.5 of the Bylaws during the
1906 Association's prior fiscal year and (b) that the information provided to
1907 the Association in the Annual Report is true and correct to the best of
1908 the minister's or principal officer's knowledge.

1909 For purposes of determining compliance with Section C-3.5 of the
1910 Bylaws, a member congregation shall be deemed to have conducted
1911 'regular religious services' if it has held at least 10 services during the
1912 fiscal year.

1913 A member congregation's Annual Report for a particular fiscal year
1914 and, if submitted separately, the related certification must be received
1915 by the Association on or before February 1 following the close of that
1916 fiscal year whenever the regular General Assembly opens in June
1917 and otherwise on or before the close of business on the last business
1918 day which is at least 110 days before the date of the General

1919 Assembly next following the close of that fiscal year. If a member
1920 congregation's related certification is not received by the applicable
1921 deadline, it will still be deemed timely filed if the member
1922 congregation submits to the Association proof that it was mailed in
1923 accordance with the provisions of Rule G-13.4.2. Such proof may be
1924 in the form of a stamped or validated receipt for Registered or
1925 Certified Mail or a sworn statement attesting to the proper submission
1926 of the certification signed by the person responsible for its mailing.

1927 **Rule 3.5.2. Inactive Congregations**

1928 In September of each year UUA staff shall initiate the process of
1929 contacting congregations in the inactive category to determine their
1930 status.

1931 This process includes:

- 1932 (a) requesting a list of congregations that have failed to submit an
1933 annual report for three consecutive fiscal years;
- 1934 (b) forwarding this list to the UUA's Regional Staff;
- 1935 (c) upon receipt of the annual inactive congregations list and
1936 pursuant to the UUA's by-laws section C-3.6, the UUA's
1937 Regional staff shall follow up with any congregation in their
1938 region;
- 1939 (d) after follow up the Regional staff shall make a recommendation
1940 about each congregation's status to the UUA Board for action
1941 at its April meeting.

1942 **Section C-3.7. Associate Member Organizations.**

1943 **Rule 3.7.1. Limitation of Associate Membership.**

1944 It shall be the policy of the Board of Trustees to limit admissions to
1945 associate membership to major continent-wide organizations.

1946 **Rule 3.7.2. Non-Segregation.**

1947 Each associate member organization shall in all aspects of its work
1948 refrain from the practice of segregation based on race, ethnicity,
1949 gender, disability, affectional or sexual orientation, language,
1950 citizenship status, economic status, or national origin. This rule is not
1951 intended to preclude associate member organizations designed to
1952 benefit groups organized to ensure their fuller participation in the
1953 larger society and to fulfill their unique spiritual needs.

1954 **Rule 3.7.3. Application for Associate Membership.**

1955 Each applicant for membership shall submit with its application:

- 1956 (a) an attested copy of its charter and, unless it is included in the
1957 charter, an attested copy of its purposes, objectives, and
1958 bylaws;
- 1959 (b) the approximate number of members in the organization;
- 1960 (c) a list of principal officers with their personal mail addresses and
1961 the principal mail address of the organization;
- 1962 (d) a financial statement showing income and expenses for the
1963 latest fiscal year preceding the date of filing and showing
1964 assets, liabilities and net worth as of the end of such fiscal year;
- 1965 (e) the dates upon which its governing board met during the twelve
1966 months immediately preceding the date of filing;
- 1967 (f) any yearly reports of its governing body and its principal
1968 officers sent to members during the twelve months immediately
1969 preceding the date of filing;
- 1970 (g) evidence that it enjoys tax exempt status:
 - 1971 (1) under Section 501(c)(3) of the U.S. Internal Revenue
1972 Code of 1954;

- 1973 (2) as a registered charity as provided for in the Income Tax
1974 Act (Canada); or
- 1975 (3) under the laws of the country governing the applicant's
1976 tax status;
- 1977 (h) if the applicant does not enjoy tax exempt status, the reason or
1978 reasons it does not;
- 1979 (i) a statement outlining the intended use of associate
1980 membership, if granted, and the goals and objectives of the
1981 organization that will be served by such use;
- 1982 (j) a statement outlining what advantage it is believed there
1983 would be to the Association and to the furtherance of the
1984 principles of the Association outlined in Bylaw Section C- 2.2;
- 1985 (k) any other information which the Board of Trustees of the
1986 Association shall require; and
- 1987 (l) The contribution contemplated by Rule 3.7.10.

1988 **Rule 3.7.4. Annual Report.**

1989 Except in the year when it is admitted to membership, each associate
1990 member shall send to the Association on or before April 30 (i) an
1991 annual report which shall include the data required by subsections
1992 (b), (c), (d), (e) and (f) of Rule 3.7.3 and any other information which
1993 the Board of Trustees shall require and (ii) the contribution
1994 contemplated by Rule 3.7.10. If an associate member fails to comply
1995 with the provisions of this Rule, the Board of Trustees shall at its next
1996 regular meeting consider a finding of non-compliance and the
1997 termination of the associate membership status of such organization.

1998 **Rule 3.7.5. Report of Changes.**

1999 Each associate member shall send the Association an attested copy
2000 of any changes in its charter, purposes, objectives, or bylaws as soon
2001 as any such changes are made, and shall notify the Association
2002 immediately of any change in its tax exempt status.

2003 **Rule 3.7.6. Representation of Associate Membership.**

2004 No organization shall claim or represent in any manner that it is an
2005 associate member of the Association until such membership is voted
2006 by the Board of Trustees; and if and when any organization's
2007 associate membership expires or it is terminated, that organization
2008 shall immediately cease to claim, represent or imply in any manner
2009 that it is an associate member of the Association.

2010 **Rule 3.7.7. Mailing List.**

2011 Each associated member shall place the Association on its regular
2012 mailing list.

2013 **Rule 3.7.8. Additional Criteria for Admission.**

2014 Before granting associate membership, the Board of Trustees shall
2015 determine that the granting of such associate membership is likely to
2016 be of substantial benefit to the Unitarian Universalist movement.

2017 **Rule 3.7.9. Yearly Grant of Associate Membership.**

2018 Associate membership for all new or existing associate members
2019 shall be granted by the Board of Trustees for a designated one-year
2020 period or portion thereof.

2021 **Rule 3.7.10. Associate Member Contributions.**

2022 The contribution required to be submitted with an application for
2023 associate membership is \$500 for any applicant whose budget for the
2024 twelve months preceding its application for associate membership
2025 was \$1,000,000 or more and \$250 for any applicant whose budget
2026 for the twelve months preceding its application for associate
2027 membership was less than \$1,000,000. The contribution required to

2028 be submitted with an associate member's annual report is \$500 for
2029 any associate member whose budget for the twelve months
2030 preceding the due date of the annual report was \$1,000,000 or more
2031 and \$250 for any associate member whose budget for the twelve
2032 months preceding the due date of the annual report was less than
2033 \$1,000,000.

2034 **Section C-3.8. Independent Affiliate Organizations.**

2035 **Rule 3.8.1. Application for Independent Affiliate Status.**

2036 Each applicant for independent affiliate status shall submit with its
2037 application:

2038 (a) an attested copy of its charter, and, unless it is included in the
2039 charter, an attested copy of its purposes, objectives, and
2040 bylaws;

2041 (b) the number of members or member groups in the organization;

2042 (c) a list of the principal officers with their personal mail addresses,
2043 congregation membership or congregation where settled if the
2044 officer is a fellowshipped minister serving a Unitarian
2045 Universalist congregation, and the principal mail address of the
2046 organization;

2047 (d) the contribution contemplated by rule 3.8.9;

2048 (e) a financial statement showing income and expenses for the
2049 latest fiscal year preceding the date of filing and showing
2050 assets, liabilities and net worth as of the end of such fiscal year;

2051 (f) the dates upon which its governing board met during the twelve
2052 months immediately preceding the date of filing;

2053 (g) any yearly reports of its governing body and its principal
2054 officers sent to members during the twelve months immediately
2055 preceding the date of filing;

2056 (h) evidence of whether it enjoys tax exempt status:

2057 (1) under Section 501(c)(3) of the U.S. Internal Revenue
2058 Code of 1954;

2059 (2) as a registered charity as provided for in the Income Tax
2060 Act (Canada); or

2061 (3) under the laws of the country governing the applicant's
2062 tax status;

2063 (i) if the applicant does not enjoy tax exempt status, the reason or
2064 reasons it does not;

2065 (j) a statement outlining how its purpose, mission and structure
2066 models interdependence through engagement with our
2067 member congregations, coordination or collaboration of effort
2068 and resources; and a statement outlining how the organization
2069 supports the transformation of institutions and our world to be
2070 aligned with those values expressed in our Principles; and

2071 (k) any other information which the Board of Trustees of the
2072 Association shall require.

2073 **Rule 3.8.2. Non-Segregation.**

2074 Each independent affiliate organization shall in all aspects of its work
2075 refrain from the practice of segregation based on race, ethnicity,
2076 gender, disability, affectional or sexual orientation, language,
2077 citizenship status, economic status, or national origin. This rule is not
2078 intended to preclude independent affiliate organizations designed to
2079 benefit groups organized to ensure their fuller participation in the
2080 larger society and to fulfill their unique spiritual needs.

2081 **Rule 3.8.3. Annual Contribution and Report.**

2082 Except in the year when it is admitted to independent affiliate status,
2083 each independent affiliate organization shall send the Association on
2084 or before April 30 (i) an annual report which shall include the data
2085 required by subsections (b), (c), (f), (g) and (h) of Rule 3.8.1 and any
2086 other information which the Board of Trustees shall require and (ii)
2087 the contribution contemplated by Rule 3.8.9. If an independent
2088 affiliate organization fails to comply with the provisions of this Rule,
2089 the Board of Trustees shall at its next regular meeting consider a
2090 finding of non-compliance and the termination of the independent
2091 affiliate status of such organization.

2092 **Rule 3.8.4. Report of Changes.**

2093 Each independent affiliate organization shall send the Association an
2094 attested copy of any changes in its charter, purposes, objectives, or
2095 bylaws as soon as any such changes are made and shall notify the
2096 Association immediately of any change in its tax-exempt status.

2097 **Rule 3.8.5. Representation of Independent Affiliate Status.**

2099 No organization shall claim or represent in any manner that it is an
2100 independent affiliate with the Association until such status is voted by
2101 the Board of Trustees; and if and when any organization's
2102 independent affiliate status expires or it is terminated, that
2103 organization shall immediately cease to claim, represent or imply in
2104 any manner that it is affiliated with the Association.

2105 **Rule 3.8.6. Mailing List.**

2106 Each independent affiliate organization shall place the Association
2107 on its regular mailing list.

2108 **Rule 3.8.7. Additional Criteria for Admission.**

2109 Before granting independent affiliate status, the Board of Trustees
2110 shall determine that such affiliation is likely to be of substantial benefit
2111 to the Unitarian Universalist movement.

2112 **Rule 3.8.8. Yearly Grant of Independent Affiliate Status.**

2113 Independent affiliate status for all new or existing independent
2114 affiliate organizations shall be granted by the Board of Trustees for a
2115 designated one-year period or portion thereof.

2116 **Rule 3.8.9. Independent Affiliate Contributions.**

2117 The contribution required to be submitted with an application for
2118 independent affiliate status and with an independent affiliate's annual
2119 report is \$100.

2120 **RULE IV General Assembly**

2121 **Section 4.6. Notice of Meetings.**

2122 **Rule 4.6.1. Mailing of Notice.**

2123 Notice of each regular and special General Assembly shall be given
2124 not less than sixty days before the date thereof to each certified
2125 member congregation, associate member organization, and trustee.
2126 Such notice shall be given by the Secretary or the Recording
2127 Secretary.

2128 **Rule 4.6.2. Time of Notice.**

2129 Notice so sent shall be sufficient if mailed at Boston, Massachusetts,
2130 sixty days before any such General Assembly, addressed to the
2131 persons who according to the records of the Association are entitled
2132 thereto hereunder and sent to the addresses which appear on said
2133 records. When the Secretary in their absolute discretion finds it
2134 desirable and practicable, a copy of the notice shall be inserted in the
2135 denomination's publication most widely circulated within the

2136 denomination, in the issue which will be circulated as near to sixty
2137 days before the General Assembly as possible.

2138 **Rule 4.6.3. Content of Notice.**

2139 Such notice shall contain the date, time, and place where the General
2140 Assembly is to be held and shall state only that the business to be
2141 transacted will be set forth in the official agenda issued in accordance
2142 with the Bylaws. Such agenda need not accompany the notice. The
2143 original of such notice shall be signed by the Secretary or Recording
2144 Secretary and be made a part of the minutes of the General
2145 Assembly to which it pertains. The signature of the Secretary or
2146 Recording Secretary on copies of any such notice may be printed or
2147 typewritten.

2148 **Section C-4.7. Voting.**

2149 **Rule G-4.7.1. Recording the Vote on Resolutions.**

2150 The vote on resolutions shall be recorded as having been adopted:

- 2151 (a) unanimously; or
- 2152 (b) by a vote of two-thirds or more; or
- 2153 (c) by a specified vote for or against.

2154 When any resolution is reported by the Association, the recorded
2155 vote on each resolution shall be included.

2156 **Section C-4.9. Accreditation of Delegates.**

2157 **Rule G-4.9.1. Number of Delegates.**

2158 The Secretary of the Association shall, consistent with the Bylaws of
2159 the Association, determine the number of delegates to which each
2160 certified member congregation and associate member organization
2161 is entitled. The determinations of the Secretary may be appealed to
2162 the Board of Trustees.

2163 **Rule 4.9.1A. Merged, Consolidated, or Dissolved** 2164 **Congregations.**

2165 In the event a certified member congregation dissolves or merges or
2166 consolidates with another congregation subsequent to its filing the
2167 certified member certification form prescribed by Rule 3.5.1, any
2168 delegate credentials outstanding on the date of dissolution or merger
2169 or consolidation are thereby rendered null and void. In the event of
2170 merger or consolidation, the merged or consolidated certified
2171 member congregation shall be entitled during the current fiscal year
2172 of the Association to the number of delegate credentials that reflects
2173 the total membership of the merged or consolidated congregation or
2174 to the number of delegate credentials that the certified member
2175 congregations merging or consolidating would have been entitled to
2176 but for the merger or consolidation, whichever is less.

2177 **Rule 4.9.2. Settled Ministers.**

2178 A settled minister for the purpose of accreditation as a delegate
2179 pursuant to Bylaw Section 4.8 (b) is (a) a minister engaged by a
2180 certified member congregation in compensated ministerial activities
2181 which constitute fifty percent or more of a typical work schedule or
2182 (b) a community minister who (1) maintains active involvement in
2183 such congregation; (2) has written agreement with the congregation;
2184 (3) is in affiliation with the congregation; and (4) is compensated for
2185 community ministry work which constitutes fifty percent or more of a
2186 typical work schedule recognized by the congregation as ministry. A
2187 congregation is entitled to the number of accredited community
2188 minister delegates equal to the number of delegates to which it is
2189 entitled under Bylaw Section 4.8(a). A minister emeritus/a shall
2190 previously have settled in such congregation as described in this
2191 Rule. A certified member congregation shall certify in writing that its
2192 minister delegates meet the criteria for minister in accordance with
2193 this Rule.

2194 **Rule G-4.9.3. Mailing of Credential Cards.**

2195 Not less than forty-five days prior to each General Assembly, the
2196 Secretary of the Association shall send to each certified member
2197 congregation and associate member organization entitled to be
2198 represented by delegates the proper number of delegate credentials.
2199 The Secretary shall also furnish trustees with credentials.

2200 **Rule 4.9.4. Issuance of Duplicate Credential Card.**

2201 If a person who has been duly constituted a delegate arrives at a
2202 General Assembly without a properly executed Credential Card, the
2203 person may apply to the Secretary of the Association, or to one or
2204 more persons designated by the Secretary, for a special certificate of
2205 accreditation. The application shall be in writing on a form provided
2206 by the Secretary of the Association. It shall be signed by the applicant
2207 under the penalties of perjury. The certificate shall contain at least
2208 the following:

- 2209 (a) the name of the congregation or associate member
2210 organization involved;
- 2211 (b) in the case of a delegate representing a member congregation
2212 other than a settled minister or emerita/us minister or an
2213 accredited director of religious education, a statement that the
2214 applicant is a member of that congregation; or in the case of a
2215 delegate representing an associate member organization, a
2216 statement that the applicant is a member of a certified member
2217 congregation;
- 2218 (c) a statement that the person was designated as a delegate
2219 under established procedures of the congregation or is a
2220 settled minister or emerita/us minister thereof or is an
2221 accredited director of religious education employed in the
2222 congregation, or was designated as a delegate of an associate
2223 member organization; and
- 2224 (d) a brief statement as to why the applicant is not able to present
2225 an official and properly executed accrediting card.

2226 **Rule 4.9.5. Alternate Delegates.**

2227 Each certified member congregation may, in accordance with its own
2228 Bylaws or procedures, designate alternate delegates to any General
2229 Assembly in such number, not in excess of the number of delegates
2230 to which it is entitled, as it may determine. Alternate delegates shall
2231 be members of the certified member congregation they represent. All
2232 alternates appointed must be provided by the member congregation
2233 with a certification of their appointment signed by an officer of the
2234 congregation.

2235 **Rule G-4.9.6. Delegate Status.**

2236 Delegates and alternates may be designated to attend each General
2237 Assembly to be held in any fiscal year of the Association or only a
2238 particular General Assembly as each member congregation shall
2239 determine.

2240 **Rule 4.9.7. Issuance of Alternate Credentials.**

2241 In order to be issued credentials admitting the alternate as a delegate
2242 to the General Assembly, the alternate must present such
2243 certification and credential card and delegate badge of the delegate
2244 for whom such person is serving as alternate.

2245 **Rule G-4.9.8. Registration Fee.**

2246 All delegates, alternates and trustees must register in order to be
2247 admitted to the floor and vote at the General Assembly.

2248 **Rule 4.9.9. Amount of Fees.**

2249 The registration fee shall be set by the Board of Trustees.

2250 **Section 4.12. UUA Statements of Conscience and**
2251 **Study/Action Issues for Social Justice.**

2252 **Rule G-4.12.1. Report of Comments on UUA Statements**
2253 **of Conscience.**

2254 The Commission on Social Witness shall report to the General
2255 Assembly in summary fashion those comments on UUA Statements
2256 of Conscience submitted to it by member congregations.

2257 **Rule G-4.12.2. Study/Action Issues for Social Justice.**

2258 The Commission on Social Witness shall prepare (and the Board of
2259 Trustees shall include with the Tentative Agenda) a report
2260 summarizing the numbers and topics of the proposed Congregational
2261 Study/Action Issues submitted by the certified member
2262 congregations and sponsored organizations as defined in Section
2263 4.12(a)(1), and the criteria which it used in selecting proposed
2264 Congregational Study/Action Issues included in the Congregational
2265 Poll. Each proposed Congregational Study/Action Issue that appears
2266 on the Tentative Agenda shall be accompanied by previous General
2267 Resolutions, actions and statements on related issues, with dates (if
2268 applicable), and the names or number of congregations submitting
2269 issues included within such proposed Congregational Study/Action
2270 Issue.

2271 **Rule G-4.12.3 Report on Implementation of UUA**
2272 **Statements of Conscience.**

2273 The UUA Administration shall report at each regular General
2274 Assembly regarding implementation of UUA Statements of
2275 Conscience with particular reference to the most recently adopted
2276 Statement of Conscience. Such report shall summarize
2277 implementation by member congregations, UUA staff and other
2278 Unitarian Universalist groups.

2279 **Rule 4.12.4 Mini-Assembly on UUA Statement of**
2280 **Conscience**

2281 During the regular General Assembly referred to in Section
2282 4.12(d)(1), a mini-assembly shall be held during which the proposed
2283 amendments to the revised UUA Statement of Conscience shall be
2284 accepted in writing. All such amendments shall be made available in
2285 writing to the General Assembly. The Commission on Social Witness
2286 shall finalize the UUA Statement of Conscience, and the chairperson
2287 of the Commission on Social Witness, in consultation with the
2288 moderator of the General Assembly, the parliamentarian and legal
2289 counsel, shall prioritize unincorporated amendments for
2290 consideration by the General Assembly.

2291 **Section 4.16. Additions to the Agenda of Regular**
2292 **General Assemblies.**

2293 **Rule G-4.16.1. General Assembly Actions of Immediate**
2294 **Witness, and Responsive Resolutions.**

2295 The Moderator shall take such steps as the Moderator considers
2296 practical to advise delegates and other persons or bodies as early as
2297 possible, preferably in writing, of the contents of any actions or
2298 resolutions presented to the General Assembly which are not on the
2299 Final Agenda and which are admitted to the agenda pursuant to
2300 Article IV, Section 4.16 of the Bylaws; and some time shall be
2301 scheduled when the sponsor(s) of the action(s) or resolution(s) can
2302 discuss the action or resolution with those interested.

2303 **Rule 4.16.2. Responsive Resolutions**

2304 Responsive resolutions are brief, advisory statements that express
2305 the sentiment of the delegates. They must be in response to a
2306 substantive portion of a report by an officer or committee reporting to
2307 a regular General Assembly, per Section 4.16. Responsive
2308 resolutions are not binding and do not set policy for the Association.
2309 They may not act as a substitute for other types of business items,

2310 such as business resolutions, budget motions, study/action issues,
2311 bylaw amendments, or actions of immediate witness. The Moderator
2312 will determine whether a proposed responsive resolution may be
2313 added to the final agenda under this rule.

2314 **Section 4.18. Agenda Rules.**

2315 **Rule G-4.18.1. Notice to Member Congregations**

2316 By November 1 whenever in the fiscal year the General Assembly
2317 opens in June, otherwise not less than two hundred and ten days
2318 before each regular General Assembly, each certified member
2319 congregation shall be notified of the dates for submitting items for the
2320 Tentative and Final Agenda, the procedure to be followed, and the
2321 forms to be used.

2322 **Rule G-4.18.2. Business Resolutions and Study/Action**
2323 **Issues for Social Justice.**

2324 A Study/Action Issue for Social Justice is one that deals with issues
2325 of public policy within the province of the Department of Faith in
2326 Action. A Business Resolution directly involves the administration
2327 and structure of the Association.

2328 Any resolution submitted which, taken as a whole, has as its purpose
2329 the making of a statement of social concern or principle shall be
2330 deemed to be a Study/Action Issue for Social Justice.

2331 A Study/Action Issue for Social Justice or a UUA Statement of
2332 Conscience appearing on the Final Agenda shall not be amended so
2333 as to become a Business Resolution.

2334 **Rule G-4.18.3. Congregational Poll.**

2335 At the time of the mailing of the Tentative Agenda, each certified
2336 member congregation shall be requested to report by February 1, on
2337 a form provided, whether it recommends or does not recommend for
2338 action by the General Assembly the Business Resolutions, proposed
2339 Congregational Study/Action Issues in the first Cycle year and draft
2340 UUA Statements of Conscience in the Fourth Cycle year, or any
2341 additional years thereto pursuant to Section 4.12(d)(2) appearing on
2342 the Tentative Agenda, including the alternative versions of Business
2343 Resolutions (if any) submitted by the Board of Trustees. The
2344 recommendation with respect to each proposed resolution or issue
2345 must be certified by the minister, clerk or president of that
2346 congregation as being within the procedures of that congregation.
2347 Only a Business Resolution which a majority of the congregations
2348 voting on the resolution recommends for the action shall be eligible
2349 to be included on the Final Agenda from the Congregational Poll. If
2350 there is more than one version of a Business Resolution on the
2351 Tentative Agenda, the subject of the resolution shall be considered a
2352 single item on the Tentative Agenda and the Congregational Poll. All
2353 versions shall be listed consecutively within that item. An aye vote
2354 by a congregation for one or more versions shall be counted an aye
2355 vote for inclusion of a resolution on the subject in the Final Agenda.
2356 If support for the subject matter of the resolution is sufficient to make
2357 it eligible for inclusion on the Final Agenda, the version that receives
2358 the highest number of votes by the participating congregations shall
2359 be the one eligible for inclusion on the Final Agenda. From the
2360 Business Resolutions eligible from the Congregational Poll, the
2361 Board of Trustees shall include on the Final Agenda not more than
2362 the eight Business Resolutions receiving the highest number of
2363 "recommended for action" votes on the Congregational Poll. The
2364 Board of Trustees may also include on the Final Agenda alternative
2365 versions of Business Resolutions which are germane to those
2366 selected through the Congregational Poll. In the first Cycle year, the
2367 Board of Trustees also shall include on the Final Agenda not more
2368 than the five proposed Congregational Study/Action Issues receiving
2369 a majority of votes and the highest number of "recommended for
2370 action" votes on the Congregational Directives for General Assembly
2371 Action, provided that at least twenty-five percent (25%) of the

2372 congregations participated in the ballot vote for such proposed
 2373 Congregational Study/Action Issues. If the number of proposed
 2374 Congregational Study/Action Issues recommended for action in the
 2375 Congregational Poll exceeds five and there is more than one such
 2376 issue in fifth position as a result of a tie vote, all issues in fifth position
 2377 shall be referred to the Final Agenda by the Commission on Social
 2378 Witness. In the fourth Cycle year, or any additional years thereto
 2379 pursuant to Section 4.12(d)(2), the Board of Trustees shall further
 2380 include on the Final Agenda a proposed UUA Statement of
 2381 Conscience, provided that at least twenty-five percent (25%) of the
 2382 congregations participated in the ballot vote for such draft UUA
 2383 Statement of Conscience. A report of the vote by which each
 2384 resolution on the Tentative Agenda was or was not "recommended
 2385 for action" shall be included on the Final Agenda. All Business
 2386 Resolutions that are included on the Final Agenda shall be discussed
 2387 during the General Assembly in a mini-assembly.

2388 **Rule 4.18.4. Matters Submitted by Regions**

2389 In the event that a proposed amendment to a Rule or to a Business
 2390 Resolution that was submitted by a region is to be considered at a
 2391 General Assembly, the region that submitted the proposed
 2392 amendment or resolution may, in accordance with its own
 2393 procedures, designate a representative to speak in support of the
 2394 amendment or resolution at the General Assembly. The
 2395 representative must be provided by the region with a certification of
 2396 the representative's appointment signed by an officer of the region.

2397 **Rule 4.18.5. Amendments to Business Agenda Items on** 2398 **the Final Agenda**

2399 This rule defines the process for amending items on the General
 2400 Assembly final agenda under Section 4.14. This rule does not
 2401 address any proposed changes to Article II under Section C-15.1(c).

2402 (a) Delegates may submit amendments to any item which is
 2403 scheduled for a vote on the General Assembly final agenda.
 2404 Proposed amendments are due to the Secretary by the
 2405 deadline published in the agenda, which will be at least
 2406 fourteen (14) days before the start of General Assembly.
 2407 Amendments received after the published deadline will not be
 2408 considered. The Secretary will also determine the format for
 2409 amendments to be submitted, and include a description of this
 2410 in the final agenda. Each delegate may submit up to three
 2411 amendments in total for all business items.

2412 Amendments will be considered by mini-assemblies according
 2413 to this rule. Amendments must meet the following standards to
 2414 be considered:

- 2415 (1) They must address the same topic and goal as the item
 2416 they are amending;
- 2417 (2) They cannot reverse or invalidate the item;
- 2418 (3) They must match the structure of the UUA Bylaws and
 2419 Rules; and
- 2420 (4) They cannot conflict with other rules, bylaws, or
 2421 adopted statements.

2422 (b) The Moderator will review all submitted amendments to
 2423 determine whether they meet the standards in this rule. If so,
 2424 they will be considered at a business amendment mini-
 2425 assembly. The Board of Trustees will promptly post all the
 2426 amendments that will be considered.

2427 (c) The Board of Trustees will host one or more online business
 2428 amendment mini-assemblies to discuss and vote on proposed
 2429 amendments. These mini-assemblies must be held at least ten
 2430 days before the start of General Assembly, and be open to all
 2431 delegates. If an amendment receives sufficient delegate
 2432 support, it may be considered on the General Assembly final

2433 agenda. That support will be determined by the following
 2434 process:

- 2435 (1) Delegates will use an online poll to vote on whether to
 2436 add a proposed amendment to the General Assembly
 2437 final agenda.
- 2438 (2) Proposed amendments that receive support from at least
 2439 50% of delegates voting in the mini-assembly will be
 2440 added to the General Assembly final agenda. This
 2441 support is based on the total number of delegates who
 2442 vote for or against the proposed amendment, and does
 2443 not include abstentions.
- 2444 (d) Regardless of the level of support in the mini-assembly online
 2445 poll, the Board of Trustees may choose to incorporate any
 2446 proposed amendment into the final agenda for items it has
 2447 submitted.
- 2448 (e) The Board of Trustees must publish the final language for all
 2449 items on the final agenda at least seven days before the start
 2450 of the General Assembly. This will include any proposed
 2451 amendments that received sufficient support at a business
 2452 amendment mini-assembly, unless the amendment is
 2453 withdrawn by the initial delegate who submitted it. The Board
 2454 of Trustees may also include any additional amendments it
 2455 proposes.

2456 **Rule 4.18.6. Schedule and Ballot Voting on Agenda** 2457 **Items**

2458 Delegates will use electronic ballots to vote on items on the General
 2459 Assembly agenda. These ballots must individually verify delegate
 2460 credentials. The agenda will list when items will be considered for
 2461 discussion and voting, which must be during a scheduled business
 2462 session. Ballot voting will remain open for at least one hour after the
 2463 end of the business session when the items on the ballot are
 2464 considered. The Moderator will determine the composition of each
 2465 ballot.

2466 **Section 4.19. Rules of Procedure.**

2467 **Rule G-4.19.1. Adoption of Rules of Procedure.**

2468 The Board of Trustees shall offer rules of procedure for adoption at
 2469 the first session of each General Assembly.

2470 **RULE V Committees of the Association**

2471 **Section 5.5. Vacancies**

2472 A vacancy created by the death, disqualification, resignation, or
 2473 removal of an elected or appointed member of a standing committee
 2474 of the Association shall be filled by majority vote of the Board of
 2475 Trustees. An individual appointed to fill a vacancy in an elected
 2476 position shall serve until the vacancy is filled by regular or special
 2477 election. An individual appointed to fill a vacancy in an appointed
 2478 position shall serve for the balance of the unexpired term, and until a
 2479 successor is appointed and qualified. An elected member of a
 2480 standing committee of the Association in office for more than one-half
 2481 of a full term shall be deemed to have completed a full term for the
 2482 purposes of re-election.

2483 **Rule 5.5.1. Committee Member Resignations**

2484 A member of a committee of the Association may resign at any time
 2485 by giving written notice to the Moderator. This resignation will take
 2486 effect at the time specified in the written notice. If no effective time is
 2487 specified, the resignation will take effect immediately when it is
 2488 received.

2489 **RULE VI Board of Trustees**

2490 **Section 6.4. Election of Trustees.**

2491 No existing rules applicable to Section 6.4.

2492 **Section 6.6. Qualification of Trustees.**

2493 **Rule 6.6.1. Multiple Memberships.**

2494 For purposes of applying the Bylaw provision that no more than one
2495 trustee shall be a member of the same member congregation, a
2496 person holding membership in more than one member congregation
2497 shall be treated as being a member only of that member congregation
2498 whose services such person most regularly attends. The Secretary
2499 shall make any determinations required by this rule, subject to appeal
2500 to the Board of Trustees, with the affected trustee or trustees not
2501 voting.

2502 **Rule 6.6.2. Implementation of Section 6.6.**

2503 If at the close of a General Assembly election, the results are such
2504 that, except for the provisions of Section 6.6, more than one person
2505 from the same congregation would serve at the same time on the
2506 Board of Trustees,

2507 (a) if the conflict arises solely from the election just held, the
2508 Secretary of the Association shall thereupon declare that the
2509 persons so elected are disqualified and that the offices to which
2510 they have been so elected are vacant and are to be filled as
2511 provided in the Bylaws.

2512 (b) if the conflict arises because one person from a congregation
2513 is already serving on the Board of Trustees and another person
2514 from that congregation has just been so elected, the Secretary
2515 of the Association shall declare that the person just elected is
2516 disqualified and the office to which such person has been
2517 elected is vacant and that the vacancy is to be filled as provided
2518 in the Bylaws.

2519 **Rule 6.7 Resignation and Removal of Trustees**

2520 A trustee may at any time resign by giving written notice to the Board
2521 of Trustees. Such resignation shall take effect at the time
2522 specified therein, or, if not time is specified, then on delivery. A
2523 trustee may be removed by a three-fourths vote of the entire
2524 Board at a meeting at which not less than three-fourths of the
2525 entire Board is present if in the opinion of the Board such
2526 trustee is incapacitated or unable to carry out the duties of the
2527 office or otherwise for good cause.

2528 **RULE VII Committees of the Board of Trustees**

2529 **Section 7.4 Vacancies**

2530 **Rule 7.4.1. Committee Member Resignations**

2531 A member of a committee of the Board of Trustees may resign at any
2532 time by giving written notice to the Moderator. This resignation will
2533 take effect at the time specified in the written notice. If no effective
2534 time is specified, the resignation will take effect immediately when it
2535 is received.

2536 **RULE VIII Officers of the Association**

2537 **Section 8.1. Officers Enumerated.**

2538 **Rule 8.1.1. Officers Enumerated.**

2539 The appointed salaried officers of the Association shall include an
2540 Executive Vice President.

2541 **Section 8.11. Executive Vice President.**

2542 **Rule 8.11.1. Executive Vice President.**

2543 The Executive Vice President shall have responsibility under the
2544 President for the administrative affairs of the Association and shall
2545 perform such other duties as may be assigned to such officer.

2546 **Section 8.17. Other Appointed Officers.**

2547 **Rule 8.17. Other Appointed Officers.**

2548 The members serving without pay on the Ministerial Fellowship
2549 Committee, Finance Committee, and Investment Committees are
2550 designated as officers of the Association for the purposes, only, of
2551 carrying out their duties as members of such committees. The
2552 powers and duties of such members are as defined in the Bylaws,
2553 Rules, and Policies adopted by the Board of Trustees.

2554 **Section 8.6 Resignation**

2555 **Rule 8.6.1. Resignation of the Moderator**

2556 The Moderator may resign at any time by giving written notice to the
2557 Secretary. This resignation will take effect at the time specified in the
2558 written notice. If no effective time is specified, the resignation will take
2559 effect immediately when it is received.

2560 **RULE IX Nominations and Elections**

2561 **Section 9.4. Nomination by Nominating Committee.**

2562 **Rule G-9.4.1. Report of the Nominating Committee.**

2563 (a) Any person who applies to the Nominating Committee for
2564 nomination for the position of Financial Advisor or trustee shall
2565 submit by the application deadline a one-page statement of
2566 qualifications.

2567 (b) The report of the Nominating Committee required by Section
2568 9.4(d) may be mailed to certified member congregations,
2569 associate member organizations, and trustees either
2570 electronically or in hard copy. The report shall promptly be
2571 posted on the Association's website. The report shall include
2572 the statement of qualifications submitted by each nominee for
2573 Financial Advisor or trustee.

2574 **Section 9.11. Counting of Ballots.**

2575 **Rule G-9.11.1. Tie Vote-Elected Committee Position.**

2576 If a tie vote occurs in filling an elected position when only one
2577 person is to be elected and when ranked voting is not being used,
2578 or occurs in filling a slate when the slate cannot be completed
2579 without resolving the tie, then a candidate or candidates shall be
2580 eliminated by random draw to determine the winner.

2581 **Rule G-9.11.2. Tie Vote- Ranked Voting.**

2582 Should there be a tie for the fewest number of first preference
2583 votes, including mail ballots, then among these, the candidate with
2584 the fewest number of second preference votes shall be eliminated.
2585 Should a tie persist, the procedure shall continue with third
2586 preference votes, et cetera. Should a tie still persist, the candidate
2587 with the fewest number of original first preference votes, shall be
2588 eliminated. Should a tie still persist, the procedures shall continue
2589 with original second preference votes, et cetera. Should a tie still
2590 persist, a candidate shall be eliminated by random draw.

2591 **Section 9.13. Rules for Nominations and Elections.**

2592 **Rule G-9.13.1. Election Preparation.**

2593 Unless no voting is required according to Section 9.9(a), prior to
2594 each regular General Assembly at which an election is to be held,
2595 the Secretary shall prepare the voting system and ballots which

2596 shall include the names of all candidates who have been nominated
2597 for office in accordance with these Bylaws and whose nomination is
2598 contested by at least one other candidate. Voting instructions shall
2599 be sent with each credential issued by the Secretary.

2600 **Rule G-9.13.2. Order of Candidate Names.**

2601 In elections held by the Association, the order of names shall be
2602 determined by the Secretary; provided, however, that the order of
2603 names for elections to the Board of Trustees, other than Youth
2604 trustee, shall be by Board position number first, and then as
2605 determined above. For electronic voting, candidates shall be listed in
2606 random order for each separate ballot.

2607 **Rule G-9.13.3. Write-ins Prohibited.**

2608 In any election, the use of stickers or the writing in of the name of any
2609 person shall not be permitted and no vote so attempted shall be
2610 counted.

2611 **Rule G-9.13.4. Mail Ballots.**

2612 A mailed paper ballot shall be counted only if accompanied by a
2613 valid credential of the person casting the ballot.

2614 **Rule G-9.13.5. Voting at General Assembly.**

2615 A person shall be qualified to vote at General Assembly only if that
2616 person presents to the Secretary of the Association or those
2617 employed by them a valid credential plus a badge issued to that
2618 person and containing the same name as the name on the
2619 credential.

2620 **Rule G-9.13.6. Campaigns for Elective Office.**

2621 Each candidate for an at-large elective position may submit to the
2622 Association a campaign statement. The Association will post
2623 electronically the statements of all candidates. Notice of the posting
2624 shall be distributed to the congregations with the absentee
2625 ballots and electronically, and to the delegates as a part of the final
2626 agenda.

2627 **Rule G-9.13.7. Length of Campaigns for President and 2628 Moderator.**

2629 (a) Non-public planning for campaigns for President and
2630 Moderator, such as strategic, organizational or
2631 communications meetings, shall not begin earlier than October
2632 1 of the year preceding the election.

2633 (b) Active campaigning, including public announcements or
2634 communication, virtual or in person public meetings, rallies, or
2635 events, and solicitation of endorsements, shall not begin until
2636 a nomination has been announced or November 15 of the year
2637 preceding these elections.

2638 (c) Active campaigning during GA is permitted only during the
2639 General Assembly at which the President or Moderator is
2640 elected. Active and passive campaigning for President or
2641 Moderator during any other General Assembly is prohibited.

2642 **Rule G-9.13.8 Campaign Finances Disclosures and 2643 Limitations.**

2644 Candidates for UUA President are limited to spending no more than
2645 \$100,000 on their campaign for election. No single donor, including
2646 the candidate themselves and any organization or group, may
2647 contribute more than \$5,000 in total, to a presidential campaign. In-
2648 kind donations of greater than \$500 equivalent cash value are
2649 reportable, but do not count against these totals.

2650 All candidates for at-large elective positions shall keep detailed and
2651 accurate records of:

2652 (a) their campaign expenses (stated in United States dollars) by
2653 categories of travel, postage, telephone, printing and other
2654 such categories as seem appropriate; and

2655 (b) the number of contributors to their campaigns, including the
2656 number of contributors in each of the following categories:

2657 (1) under \$50.00;

2658 (2) \$50.00 to \$250.00;

2659 (3) \$251.00 to \$1,000.00;

2660 (4) over \$1,000; and

2661 (5) In-kind donations with an equivalent cash value of \$500
2662 or more.

2663 No candidate for any elective position shall solicit or knowingly accept
2664 any contribution that is given through a tax-exempt entity with the
2665 purpose of conferring tax-exempt status to the contribution to which
2666 it would not otherwise be entitled. Such exempt entities include but
2667 are not limited to member congregations, associate member
2668 organizations and independent UUA affiliates.

2669 The names of contributors shall be disclosed. Each such report shall
2670 identify by name any member congregation, associate member
2671 organization or independent affiliate of the Association and any other
2672 tax exempt organization (including specifically, but without limitation
2673 to, any minister's discretionary fund or similar account) that has made
2674 any contribution to the campaign and shall state the amount of each
2675 such contribution. Such reports shall be filed with the Secretary of
2676 the Association. A preliminary report shall be due at the close of the
2677 first day of the regular General Assembly at which the election
2678 occurs. A final report shall be due 60 days thereafter. The Secretary
2679 shall, upon written request from a member of a member
2680 congregation, furnish such information from these reports as
2681 requested. These reports shall be made available for inspection by
2682 any member of a member congregation at the principal offices of the
2683 Association and shall be brought by the Secretary to the next General
2684 Assembly and made available for inspection there by any delegate.

2685 **Rule G-9.13.9. Separation of Campaigns from Conduct 2686 of Official Business.**

2687 (a) When running for office, candidates shall be prohibited from
2688 engaging in any electioneering or campaigning during the
2689 conduct of official business of the Unitarian Universalist
2690 Association.

2691 (b) Financial accounting and bookkeeping procedures shall be
2692 established which make it explicit that no monies of the
2693 Association were used in the financing of a candidate's
2694 campaigning or electioneering activities.

2695 **Rule G-9.13.10 Election Campaign Practices 2696 Committee.**

2697 (a) An Election Campaign Practices Committee is hereby
2698 established and shall consist of three persons to be appointed
2699 by the Board of Trustees for a term of two years each, and the
2700 Secretary, ex-officio, without vote. The Board shall designate
2701 one of the appointed members to chair the Committee. The
2702 appointed members' terms shall begin at the close of General
2703 Assembly in odd-numbered years. The Board may appoint an
2704 individual to fill a vacancy in membership of the Committee;
2705 persons appointed to fill a vacancy shall serve the balance of
2706 the vacating member's term. Persons appointed to the
2707 Committee shall remain neutral in elections held while they are
2708 serving and shall not engage in electioneering. Persons who
2709 seek nomination pursuant to Bylaw Sections 9.4, 9.5, or 9.6
2710 are ineligible to serve on the Committee once they begin
2711 seeking nomination, and shall be deemed to have resigned

2712 from the Committee effective upon seeking nomination if they
2713 are then serving.

2714 (b) The duties of the Election Campaign Practices Committee shall
2715 be:

2716 (1) to distribute the campaign practices guidelines and
2717 financial disclosure rules to candidates for at-large
2718 elective positions not later than thirty days after
2719 nomination by the nominating committee or receipt of
2720 petition;

2721 (2) to receive and consider written complaints of alleged
2722 violations of such guidelines or rules; if the committee
2723 finds probable cause to establish that a violation exists,
2724 to notify a candidate or a number of candidates how they
2725 may voluntarily comply with guidelines or rules and how
2726 long they have to do so; to attempt to mediate disputes
2727 arising from such complaints; and, if no satisfactory
2728 resolution of a complaint is achieved, to adjudicate the
2729 dispute and report the adjudication in writing to the
2730 candidates affected;

2731 (3) to hold such hearings as may, at the Committee's
2732 discretion, be necessary or desirable to carry out the
2733 intent of subsection 2 above; and

2734 (4) to report on its activities and any recommendations it
2735 may have to the Board of Trustees at its October meeting
2736 following the elections.

2737 (c) If compliance to an adjudicated decision is not implemented by
2738 the stated deadline, the Committee is authorized to block or
2739 remove Association-subsidized privileges from the candidate's
2740 campaign.

2741 Candidates adjudicated to be in serious violation of Bylaw rules under
2742 Section 9.13 may have their names removed from the ballot. Any
2743 such removal shall be reported to the Board and to the General
2744 Assembly. Such removal by the ECPC would be subject to automatic
2745 review by the Board Executive Committee according to the provisions
2746 of Rule G-9.13.10(d).

2747 (d) Any candidate aggrieved by the Committee's adjudication may,
2748 within ten days of the mailing of the adjudication, appeal in
2749 writing to the Executive Committee of the Board of Trustees,
2750 which shall have exclusive jurisdiction to hear and determine
2751 such an appeal. The Executive Committee shall report its
2752 decision on the appeal in writing to the affected candidates as
2753 expeditiously as feasible. The Executive Committee of the
2754 Board of Trustees is authorized to issue any order or ruling it
2755 deems appropriate in connection with such a decision.

2756 (e) Any member of the Executive Committee of the Board of
2757 Trustees who is a candidate for UUA elective office shall not
2758 participate in any manner in the determination of any appeal
2759 from an adjudication of the Election Campaign Practices
2760 Committee.

2761 **RULE X Finance and Contracts**

2762 **Section 10.1. Annual Budget.**

2763 **Rule G-10.1.1 Presentation of Association Budget.**

2764 At each regular General Assembly the Board of Trustees shall
2765 present budgets for both the Current Fiscal Year and the Succeeding
2766 Fiscal Year. Current Fiscal Year means the fiscal year of the
2767 Association which has just begun or which is about to begin at the
2768 time when the Assembly is held. Succeeding Fiscal Year means the
2769 year following the Current Fiscal Year.

2770 **Rule G-10.1.2. Expense Categories.**

2771 (a) Expense estimates in budgets presented by the Board shall be
2772 broken down by major categories or functions in such manner
2773 as the Board shall determine.

2774 (b) The Current Fiscal Year budget shall contain a separate
2775 expense category provision for contingencies, the amount of
2776 which shall be a minimum of 3% of the total of all unrestricted
2777 expense categories, exclusive of the provision for
2778 contingencies.

2779 **Rule G-10.1.3. Estimated Income.**

2780 Income amounts in the budget for the Current Fiscal Year shall
2781 represent the Board's best estimates of income from all sources.
2782 Income from the Annual Fund as so estimated shall be an amount
2783 which is not more than 7 percent greater than the actual Annual Fund
2784 income of the fiscal year preceding the Current Fiscal Year. In the
2785 budget for the Succeeding Fiscal Year, income from the Annual Fund
2786 shall be estimated at an amount which represents the Board's best
2787 estimate of the achievable results for such year.

2788 **Rule G-10.1.4. Procedures for Budget Consideration.**

2789 Any action by a General Assembly with respect to budgets shall be
2790 taken under the following procedure:

2791 (a) A budget hearing shall be held as part of the General Assembly
2792 program at a time when the Assembly is not in formal business
2793 session.

2794 (b) Main motions concerning budgets which are to be made in a
2795 formal business session shall be filed in writing with a person
2796 or persons designated by the Moderator as early as possible
2797 prior to or during the General Assembly but in any event on or
2798 before the day prior to the Business Session at which the
2799 proposed motion will be in order for adoption. The Moderator
2800 shall take such steps as the Moderator considers practical to
2801 advise delegates and other persons or bodies as early as
2802 possible, preferably in writing, of the contents of the motions so
2803 filed.

2804 (c) Any action with respect to the budget for the Current Fiscal
2805 Year calling for increased spending in any category shall
2806 provide for equivalent reductions in other categories of
2807 spending and specify the categories in which such reductions
2808 are to be made.

2809 (d) No action may be taken with respect to the Current Fiscal Year
2810 budget which shall be inconsistent with either Rule G-10.1.2(b)
2811 or G-10.1.3.

2812 **Rule G-10.1.5. Board of Trustees Report.**

2813 At each General Assembly the Board of Trustees shall make an
2814 accounting of its actions taken since the preceding General
2815 Assembly with respect to any budget votes of the preceding General
2816 Assembly.

2817 **Section 10.8. Contracts and Securities.**

2818 **Rule 10.8.1. Contracts and Securities.**

2819 The Executive Vice President may sign and attest deeds, mortgages,
2820 contracts, and other documents to which the Association is a party.

2821 **Rule 10.9. UU Organizations Retirement Plan.**

2822 The UU Organizations Retirement Plan, maintained by the
2823 Association as a defined-contribution retirement savings program
2824 for the participation of Unitarian Universalist religious professionals,
2825 shall be considered to satisfy the purposes of the requirement of

2826 Section C 10.9, which is to support the financial wellbeing of retired
2827 ministers in fellowship.

2828 **RULE XI Ministry**

2829 **Section 11.2. Ministerial Fellowship Committee.**

2830 **Rule 11.2. Ministerial Fellowship Committee.**

2831 The rules of the Ministerial Fellowship Committee are printed
2832 separately and are available on request.

2833 **Section 11.8 Procedure on Appeal.**

2834 **Rule 11.8. Procedure on Appeal.**

2835 The rules of the Board of Review are available on request.

2836 **RULE XII Religious Education Credentialing**

2837 **RULE XIII Regional Organizations**

2838 **Section C-13.2. Establishment.**

2839 **Rule G-13.2.1. Establishing Regions.**

2840 (a) Authority to recognize a new region as a unit of the UUA, or to
2841 remove that recognition, shall reside with the General
2842 Assembly; provided, however, that a region may request that
2843 the UUA cease to recognize it without approval from the
2844 General Assembly. The UUA Secretary shall maintain a
2845 current list of the regions of the UUA as recognized by the
2846 General Assembly.

2847 (b) Each region shall be composed of the congregations assigned
2848 to that region by the Board of Trustees

2849 (c) The boundaries of each region encompass the areas served
2850 by its member congregations.

2851 (d) Upon application to the Board of Trustees and after notice and
2852 an opportunity to be heard is afforded the affected regions, a
2853 congregation may change its regional membership with
2854 approval of the Board of Trustees.

2855 (e) The Map of Regions published on the UUA Website contains
2856 boundaries that are an approximation only of the boundary
2857 lines determined pursuant to subparagraph (c) above and are
2858 intended primarily as a guide for the newly admitted
2859 congregation in determining its membership.

2860 **RULE XIV Rules**

2861 **Section 14.4. Miscellaneous Rules.**

2862 **Rule G-14.4.1. Performance of Acts.**

2863 When the last day for the performance of any act required under the
2864 Bylaws or Rules falls on a Saturday, Sunday, or a day which is a legal
2865 holiday in the place where the act is to be performed, the act may be
2866 performed on the next succeeding business day.

2867 **Rule G-14.4.2. Receipt of Documents.**

2868 When any ballot, petition, notice, document, or material of any kind
2869 whatsoever is required to be filed with, delivered to, or received by
2870 the Association or an officer, board, committee, or agent thereof on
2871 or before a certain day, the same shall be considered to have been
2872 so filed, delivered, or received only if it is postmarked seven days
2873 prior to said certain day or actually received at the office of the
2874 Association at 24 Farnsworth Street, Boston, MA 02210, on an earlier
2875 day or not later than 5:00 p.m. on said certain day.

2876 **RULE XV Amendments**

2877 **Section C.15.1. Amendment of Bylaws.**

2878 **Rule 15.1.1. Amending a Proposal for Changes to** 2879 **Article II by a Study Commission.**

2880 This rule defines the process for amending a proposal for changes to
2881 Article II made by a study commission under Section C-15.1(c).

2882 (a) Each delegate may submit only one amendment to the
2883 proposal for consideration at the first General Assembly after
2884 the study process is complete, under Section C-15.1(c)(3). The
2885 Secretary will determine the format in which amendments can
2886 be submitted. The Secretary may also allow delegates to pre-
2887 submit amendments to be considered at the mini-assembly
2888 required under 15.1(c)(3)(i). Amendments must meet the
2889 following standards to be considered:

2890 (1) They must only apply to a single section of the Article II
2891 proposal;

2892 (2) They must match the structure of the UUA Bylaws and
2893 Rules; and

2894 (3) They cannot conflict with other rules, bylaws, or adopted
2895 statements.

2896 The final agenda will include a description of the format and
2897 requirements for delegates to submit amendments.

2898 (b) The mini-assembly during General Assembly required under
2899 15.1(c)(3)(i) will be organized by the Moderator to offer
2900 opportunities to present and discuss amendments. The
2901 Moderator may use this discussion to assist in prioritizing
2902 amendments, but no vote will be required during the mini-
2903 assembly.

2904 (c) Each amendment submitted by congregational petition under
2905 Section C-15.1(c)(4) must have a primary congregational
2906 sponsor. Each congregation may only be the primary sponsor
2907 of one amendment to the proposal. The Secretary will
2908 determine the format in which amendments by congregational
2909 petition can be submitted. Amendments must meet the
2910 following standards to be considered:

2911 (1) They must only apply to a single section of the Article II
2912 proposal;

2913 (2) They must match the structure of the UUA Bylaws and
2914 Rules; and

2915 (3) They cannot conflict with other rules, bylaws, or adopted
2916 statements.

2917 (d) The Moderator will review all submitted amendments to
2918 determine whether they meet the standards in this rule. All
2919 submitted amendments which meet these standards will be
2920 publicly posted.

2921 **Section 15.2. Submission of Proposed Amendments.**

2922 **Rule G-15.2.1. Form of Submission.**

2923 A proposed amendment to the Bylaws submitted by certified member
2924 congregations must include:

2925 (a) the Article and Section which it is proposed to amend or repeal;

2926 (b) a concise summary of the principal arguments on which the
2927 proponents rely; and

2928 (c) other Articles (or Sections) or "G" Rules affected by the
2929 proposed amendment and proposed text of any necessary
2930 conforming amendments and "G" Rules.

2931 Unitarian Universalist Association was given corporate status in May
2932 1961 under special acts of legislature of The Commonwealth of
2933 Massachusetts and the State of New York. See Chapter 148 of the
2934 acts of 1960 of the Massachusetts legislature and Chapter 827 of the
2935 Acts of 1960 of the New York legislature. Copies of said Acts are
2936 attached to the minutes of the organizing meeting of the Association
2937 held in Boston, Massachusetts, in May 1961 and also are printed in
2938 the 1961-62 Directory of the Association.