

Monte Vista Unitarian Universalist Congregation Bylaws
as approved on xxxxxxxx

Contents

Article 1.	Name	Page 2
Article 2.	Purpose	Page 2
Article 3.	Denominational Affiliation	Page 2
Article 4.	Membership	Page 2
Article 5.	Congregational Meetings	Page 3
Article 6.	Officers and Board of Trustees	Page 6
Article 7.	Committees and Interest Groups	Page 10
Article 8.	Minister	Page 13
Article 9.	Bylaws Amendments and Replacement	Page 14
Article 10.	Dissolution	Page 16

Article 1. Name

The name of this Congregation shall be Monte Vista Unitarian Universalist Congregation (MVUUC).

Article 2. Purpose

The purpose of this Congregation shall be to cultivate the ideals of liberal religion, to nurture those ideals in our own neighborhood, and to encourage their growth in the larger world. Monte Vista Unitarian Universalist Congregation affirms the Principles and Purposes of Unitarian Universalism as adopted by the Unitarian Universalist Association of Congregations (UUA).

This Congregation is not organized for the private gain of any person, and shall be a non-profit, tax-exempt religious organization under the laws of the State of California.

Article 3. Denominational Affiliation

MVUUC shall be a member of the Unitarian Universalist Association of Congregations (UUA), and its regional organizations.

Article 4. Membership

A. Members

Membership is open to any person, aged 18 or older, regardless of race, color, ethnicity, gender, gender identity or expression, sexual orientation, or disability, who affirms the Principles and Purposes of Unitarian Universalism as adopted by the Unitarian Universalist Association of Congregations (UUA).

A person becomes a member by signing the membership book in the presence of the Minister or a member of the Board of Trustees and through the annual signing of a Good Stewardship Card. In addition, prospective members should complete a prospective member class or orientation in effect at that time.

Thirty days after completing the membership process, a new member may vote on any matter set forth in these bylaws, or on any business or policy matter brought before the Congregation by the Board of Trustees.

B. Friends

Friends are those who are 18 years of age or older who have not completed the Path to Membership but are committed to active involvement in the Congregation. Friends are welcome to make a financial pledge.

Those under the age of 18 who have completed the “Coming of Age” class are considered Friends. At age 18, with completion of a Good Stewardship Card and signing of the book, one who has completed Coming of Age does not need to attend the “New Members Class” to become a member.

C. Resignation or Removal from Membership

A member may resign Congregational membership by giving appropriate notice to the Board of Trustees. Membership is maintained by signing a Good Stewardship Card each fiscal year. A lapse shall be considered resignation of membership.

At any time, lapsed members may be reinstated by signing a Good Stewardship Card for the current fiscal year.

No member or friend shall be excluded for cause from the premises or activities of the Congregation without due process by the Board of Trustees. Due process may include, as applicable, procedures in the Safe Congregation Policies or any action taken by the Board of Trustees.

Article 5. Congregational Meetings

A. Annual and Special Meetings

The Annual Meeting shall be scheduled for a date in May and announced by the Board of Trustees at the beginning of each fiscal year, which runs from July 1 to June 30. The President shall determine the agenda, not limited to but including: Congregational elections, adoption of the budget for the following fiscal year, and year-end reports as needed.

Agenda items may be added to the annual meeting by any Board member, or by a petition signed by 1/8 of the Congregation presented two weeks in advance of the meeting.

Special congregational meetings may be initiated by the Board of Trustees or by a petition signed by 1/8 of the Congregation.

B. Notice

The Board Secretary shall use all appropriate media to notify the Congregation of the date, time, place, electronic link, and agenda for all Congregational meetings. Special meetings shall be announced by the Board at least 14 days in advance and include date, time, place, electronic link, and agenda.

C. Quorum and Voting

1. Only members as defined in Article 4 Section A may vote.
2. Unless otherwise specified, 25% of members shall constitute a quorum for all business meetings of the Congregation. Unless otherwise specified, approval of any motion before any body of this Congregation shall require a simple majority vote.
3. A quorum of 50% of members and approval vote of 70% of members present shall be required to:
 - a. Pass an amendment to the Bylaws.
 - b. Sell, mortgage, lease, convey, exchange, transfer, or otherwise dispose of all or part of the real property of this Congregation.
 - c. Disburse funds from unrestricted endowment funds (beyond the allowable annual disbursement).
 - d. Recall an elected officer or officers.
 - e. Dissolve this Congregation.
4. A quorum of 50% of members and approval vote of 90% of the members present shall be required to call a minister.
5. A quorum of 50% of members and a vote of 25% of the members present shall be required to dismiss a minister.
6. Members who are physically absent by necessity may attend meetings remotely when available. Planning for remote or hybrid meetings should incorporate the premise that face-to-face discussion is at the heart of

democratic practice and meeting together is at the core of the congregational experience. Remote or hybrid meetings must meet the following standards:

- a. Participants must identify themselves on the remote access portal provided by the Congregation, and membership must be verified to establish the quorum.
 - b. Those physically present and those attending remotely must be able to hear each other and all the proceedings, and to see any material presented visually.
 - c. The opportunity to enter into democratic discussion and debate must be provided equally to those attending in person and those attending remotely.
 - d. A means must be provided for counting votes of those attending remotely, including a means for them to participate in a secret ballot.
7. In-person or remote voting during a Congregational meeting will be the only voting options made available. Voting by proxy or absentee ballot will not be permitted.

D. Election and Appointment Procedures

1. Six weeks prior to an annual meeting, the Leadership Development Committee (LDC) will request recommendations from the Congregation for all offices and all elected committees (except the LDC). It will then compile a list of candidates. The Board will nominate new members for the LDC. Once approved for eligibility, those names will be added to the ballot. Fourteen days before the annual meeting, the LDC will publish the ballot, with one candidate for each opening.
2. Additional candidates may then be nominated by members, who may submit names to the LDC until five days before the Annual Meeting. Nominations will close at that time. Once approved for eligibility by the LDC, the names of these additional candidates will be added to the ballot. No provision is made for writing in candidates' names at the time of the election. Offices will be voted on individually.
3. Vacancies for elected positions will be filled by LDC appointment, with Board approval, and appointees will serve until the end of the fiscal year. All appointees are then eligible to be nominated to fill the remaining portion of the original term (See Article 7.D.). Serving as an

appointed replacement for less than a year will not affect any elected officeholder's eligibility to be elected for consecutive terms.

(Article 6, below, describes the structure, responsibilities and special instances of vacancies of the Board, and qualifications of Officers/Trustees. Article 7 describes the purposes and duties of elected committees.)

Article 6. Officers and Board of Trustees

The existence and actions of the Board are governed by the California Code for Non-Profit Religious Corporations, Title 1, Division 2, Part 4 (link below).

https://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?lawCode=CORP§ionNum=9130.&article=3.&highlight=true&keyword=Nonprofit%20religious

A. Board Composition

1. The Board of Trustees is composed of the following members, who serve as both officers of the Congregation and members of the Board of Trustees:

- a. The President serves as chair of the Board of Trustees and the presiding officer of the Congregation.
- b. The Vice-President is elected with the understanding that they will serve as President in their second year.
- c. The Treasurer shall have oversight and reporting responsibility to the Board and Congregation for all Congregational funds. The Treasurer shall be an ex officio voting member of the Finance Committee.
- d. The Secretary shall be responsible for recording and preserving all official records of the Congregation and the Board.
- e. Trustees at Large numbering from zero to three may be elected to the Board. The number of Trustees at Large will be determined by the Board and the Leadership Development Committee (LDC) annually, prior to the LDC's call for ballot recommendations, based on the needs and size of the Congregation.

2. The Minister and Director of Lifespan Religious Education serve as ex officio and non-voting members of the Board.

B. Terms of Office and Vacancies

1. Officers/Trustees shall be elected each year at the annual Congregational Meeting and take office the following July 1. They are elected for two-year terms. Officers/Trustees may serve two terms consecutively in the same or a different position.

a. The Secretary and Treasurer are elected in alternate years.

b. The Vice President, who serves as President-Elect, will be elected each year.

c. In the case of a vacancy in the Presidency, a new President will be appointed to serve until the end of the congregational year on June 30. The serving Vice President is eligible to be appointed President, and then remain as President for the following year without re-election.

d. In the case of a vacancy in the Vice-Presidency, the appointed replacement serves only until the end of the year and does not go on to serve as President. In this case, a President may be elected for a one-year term. The appointed Vice President replacement is eligible to be nominated for that one-year term. The outgoing President is also eligible to run for the one-year term, as long as they have not yet served two consecutive terms.

e. If more than one Trustee at Large is elected to the Board, the terms will be staggered.

f. Officers may be elected for one-year terms when necessary to maintain staggering of terms.

C. Eligibility

1. Candidates for Office shall have been Congregational members for at least two years immediately prior to taking office and must maintain membership throughout their tenure.

2. Candidates must be free from any conflict of interest due to business, financial, or personal relationships, especially those with paid staff members or other Board members.

3. The choice of nominees shall comply with any restrictions established by Limited Access Agreements, disciplinary action, and insurance or other contracts.

D. Authority and Responsibilities.

1. Excluding only those matters which require a Congregational vote, the Board of Trustees shall:

- a. Uphold the responsibilities of Officers and Trustees as stated in the Bylaws and Standing Rules.
- b. Direct the administration of the Congregation.
- c. Be responsible for all business and financial affairs of the Congregation, including general charge of its properties and maintenance of appropriate insurance.
- d. Practice due diligence in all legal matters.
- e. Have general oversight over committees.
- f. Working with the Minister, the Board shall initiate an evaluation of the shared Ministry each year.
- g. Be responsible for ensuring Congregational compliance with the Bylaws.

2. The Board will review and update the Congregational Calendar and Standing Rules annually. Standing Rules are the detailed rules of governance that are created by a majority vote of the Board. The Standing Rules include detailed descriptions of each officer's duties as well as all procedures for conducting the affairs of the Congregation and Board meetings. Standing Rules remain in force until amended, repealed, or annulled by a majority vote and those motions must be recorded in the Standing Rules.

3. The Board minutes will contain the record of all motions that carry. They will also be indexed or listed as an addendum to the Standing Rules so that they are easily accessible to the Board and the Congregation.

E. Resignations

1. Any member of the Board may resign their position by submitting appropriate notice to the President or Secretary, or in the absence of both, to any other Board member.
2. Failure to maintain Congregational membership shall be considered resignation.

F. Suspension/Removal

An Officer/Trustee may be removed from their position as follows:

1. Abuse of office, criminal activity, violation of the Congregation's Bylaws and policies or non-performance of duties, including lack of attendance, may result in suspension and/or removal provided the following:
 - a. The Board of Trustees and the Minister will meet with the individual(s) to determine resolutions of the issue if possible and appropriate.
 - b. The Board of Trustees may vote to suspend the Officer/Trustee and reassign his or her duties. A minimum of a unanimous vote minus one is required.
 - c. A suspended Officer/Trustee may appeal the suspension to the congregation, in which case the Board will call a Congregational Meeting for the sole purpose of deciding if the suspended Officer/Trustee should be removed or reinstated. A suspension will become a removal within 30 days if not appealed.
2. The congregation may recall any Officer/Trustee according to the provisions in Article 5, Section C.3.d.

G. Quorum

A quorum of the Board shall consist of a majority. Board actions shall be by majority vote of Board members present at any official Board meeting.

H. Calendared Board Meetings

1. The Board shall meet approximately monthly, not less than ten times in each fiscal year. Prior notice of meeting times, places and agendas will be published. Any Board Officer may call a Board meeting. The scheduling of Board meetings, and amount of prior notice, must be consistent with the

current California Code, Section 9211. The law pertains in any area where the Board has not previously established its own rules for meetings.

2. Board meetings are open to the members of the congregation as described in the Standing Rules.
3. The Board may hold closed meetings as appropriate. No minutes or recordings may be made of closed sessions. Motions resulting from a closed session must be made only during a regular session and are to be recorded in the regular session's minutes.
4. If Board meetings are held remotely, members must all be able to hear each other at the same time.
5. The Board shall agree upon a guide to meeting procedures at its first meeting and the choice shall be recorded in the Standing Rules.

I. Emergency Session Board Meetings

The Board may meet in emergency session without advance notification to the congregation. All Board members must be notified of emergency session Board meetings and the Congregation must be informed, and minutes published, within 10 days.

J. Conflicts of Interest

Whenever an Officer/Trustee has a financial, personal, or business interest in any matter coming before the Board, the affected person shall:

1. Fully disclose the nature of the interest.
2. Withdraw from discussing and voting on the matter. If necessary, the Board shall be the final arbiter of whether there is a conflict of interest.

Article 7. Committees and Interest Groups

A committee is defined as a group whose purpose is to carry out the work of the Congregation. Committees shall be composed of no fewer than three members. The Board may authorize short-term working groups as ad hoc committees or task forces.

A. Board Oversight of All Committees

1. The Board has oversight and authority over all committees, including ad hoc committees and task forces. Except for those committees elected by the Congregation, the Board may create and dissolve committees as it deems necessary. Chairs or members of Board established committees and task forces may be removed by a majority vote of the Board.

2. The number of members to be elected or appointed shall be determined by the Board in consultation with committee members, including the Leadership Development Committee.

B. Committee Spending

1. Expenditures may be authorized by committee vote in a scheduled meeting, to the budgeted limit, in concert with the committee's purpose. Committee chairs are authorized to sign the payment requests.

2. All committees and interest groups are required to follow the established financial policies of the Board.

C. Committee Governance

1. The Congregation's Bylaws and policies shall govern the conduct of all committees.

2. All committees elect their own officers, as needed, with one-year terms beginning with the fiscal year on July 1. Officers may serve more than one consecutive term. Only Congregation members may be officers or voting members of committees. Members of the Board may not serve as committee chairs.

3. All committees shall report to the Board at the beginning of the year concerning their Committee Standing Rules, officers, and members, and at the end of the year concerning their accomplishments.

D. Appointed Committees

Appointed committee members are chosen by the Board for their specific skills and qualifications. The Board may consult the LDC when appointing new members.

E. Elected Committees

Except for the Safe Congregation Pool and the Committee on Shared Ministry, the size of elected committees may be determined by the Board and the Leadership Development Committee according to the size and needs of the congregation.

Elected committee members shall have been congregational members for at least two years immediately prior to taking office and must maintain membership throughout their tenure.

1. A Leadership Development Committee (LDC) shall be nominated by the Board and elected at the annual meeting to serve staggered three-year terms. The LDC shall nominate candidates for the Board and new members of all other elected committees and recruit a Stewardship Chair. LDC members are limited to two consecutive three-year terms but may serve again after an absence of three years. Meetings may be closed at the option of the committee.

2. A Ministerial Search Committee shall be elected by the congregation in the case that the Congregation chooses to search for a settled Minister. Board Officers/Trustees may not serve on the Ministerial Search Committee. The Committee serves until a settled Minister has been called and may follow the procedures recommended by the UUA. Meetings may be closed at the option of the committee.

3. The Committee on Shared Ministry (COSM) works with the Minister to monitor and review the lay and professional ministry of the congregation. The committee shall consist of three members, and the term of each member is three (3) years. One member shall be elected by the Congregation, one member shall be appointed by the Board, and one member shall be chosen by the Minister in rotation. They may not serve more than one term consecutively but may serve again after an absence of three years. A vacancy on the COSM may be filled by the LDC, the Board or the Minister as appropriate. No member of the COSM may also be a member of the Board. COSM members continue to serve on the same schedule throughout ministerial transitions.

4. A Safe Congregation Pool of six members is elected by the congregation for three-year terms on a staggered basis as described in the Safe Congregation

Policy. The members may not serve more than two terms consecutively but may serve again after an absence of three years. The Board President and Minister are non-voting ex officio members.

5. A Religious Exploration Council for Children and Youth shall be elected on a staggered basis for two-year terms. They may not serve more than two terms consecutively and may serve again after a two-year absence. The Director of Lifespan Religious Exploration shall be a non-voting, ex officio member.

6. If a vacancy occurs on an elected committee other than the COSM, the LDC will nominate a replacement to be approved by the Board. Replacement committee members will serve until the end of the fiscal year and are eligible to be nominated to fill the remainder of the vacated position. Elected committee members may be elected for one-year terms when necessary to maintain staggering of terms.

F. Other Committees

All other committees must be authorized by the Board. These committees may acquire new members through invitation and consent of current members and may consult the LDC when searching for new members.

G. Interest Groups

Interest groups are groups that meet for fellowship, growth and to explore common interests.

Like committees, interest groups shall be recognized and overseen by the Board or the Board's designee. Interest groups may use MVUUC facilities, calendar, publicity, and announcements. Interest groups must have MVUUC members who hold a leadership role in the interest group and act as liaison with the congregation. If they wish to deposit funds or request payments, interest groups must have the approval of the Board or its designee.

No interest group member may benefit financially from their participation.

Article 8. Minister

A. Qualifications

The Minister shall maintain ethical and professional standards equivalent to those described in the Unitarian Universalist Ministers Association (UUMA) Code of Conduct (<https://www.uuma.org/page/guidelines>) and uphold the Principles and Purposes of Unitarian Universalism as adopted by the Unitarian Universalist Association of Congregations (UUA).

The Minister shall be in fellowship with the UUA or meet the following qualifications:

- Hold a graduate degree from a theological professional school or program accredited by the Association of Theological Schools (ATS).
- Have successfully completed a supervised ministerial internship in a congregation
- Have completed at least one unit of Clinical Pastoral Education from an Association for Clinical Pastoral Education (ACPE) accredited institution.
- Have passed a psychological screening at a career center for ministry.
- Have a strong knowledge of Unitarian Universalist worship, ritual, history, and practice.

B. Rights and Responsibilities

1. The Minister must adhere to the Bylaws and policies of the Congregation.

2. The Minister and the Congregation share responsibility for the religious meetings, growth, and mission of the Congregation. The Minister shall participate in an annual written evaluation of the shared ministry.

3. The Minister cares for the spiritual, physical, and pastoral care of the Congregation and represents the Congregation to the community in appearances and publications.

4. The Minister shall have freedom of the pulpit. The Minister shall also have the freedom to express their opinion outside the pulpit.

5. The Minister shall be a non-voting, ex officio member of the Board of Trustees and all congregational committees except for Leadership Development and Ministerial Search Committees.

6. Other duties, including administrative and supervisory, shall be included in the Contract for Ministry.

C. Calling or Dismissing a Minister

1. Whenever a vacancy occurs, the Board will seek input from the Congregation and consider its needs in determining the best way to fill the vacancy. The Board will consult the Unitarian Universalist Association guidelines and initiate and oversee the ministerial search process.
2. Calling or dismissing a Minister requires a secret ballot at a Congregational meeting.
3. A Minister may be suspended by the Board in the event of violation of the Minister's contract, the Unitarian Universalist Ministers Association (UUMA) Code of Conduct (<https://www.uuma.org/page/guidelines>) or unlawful activity, pending investigation.
4. The Congregation may sever its contract with a Minister, in accordance with the conditions of the Minister's contract, by a vote at a Congregational meeting.

D. Resignation

1. The Minister must give a minimum of 60 days' notice to resign, except that the Board may allow a shorter number of days.

E. Non-Discrimination

1. The Congregation complies with applicable civil rights laws and does not discriminate in the calling of a Minister or in hiring practices on the basis of race, age, gender, sexual orientation, ethnic and national origin, social status, economic status, marital status, or disability.

Article 9. Amendments

These Bylaws, and any addenda, may be amended or revised at any Congregational meeting, so far as allowed by law. Notice of any proposed amendments to the Bylaws shall be contained in the notice of the business meeting.

Article 10. Dissolution

Should this Congregation cease to function as a Unitarian Universalist congregation, it may be dissolved at a Congregational meeting. All property held or controlled, and all endowments owned or controlled, after paying all just claim upon it, shall be held for the use and benefit of the Unitarian Universalist Association or its legal successor. Upon dissolution of this Congregation, the Board of Trustees shall perform all actions necessary to effect such conveyance. No part of the net earnings of the Congregation shall benefit or be distributed to its members, Trustees, Officers, or other private persons.