

**DRAFT BYLAWS OF THE  
UNITARIAN UNIVERSALIST CONGREGATION OF SANTA MONICA**

Bylaws, as amended May 19, 2013, were rescinded and new Bylaws were adopted on TBD.

**ARTICLE I. NAME**

The name of this organization shall be the Unitarian Universalist Congregation of Santa Monica (UUSM), also known as the Unitarian Universalist Community Church of Santa Monica, herein referred to as the Congregation. This organization is incorporated in the State of California.

**ARTICLE II. PURPOSE**

Our Congregation embraces the Unitarian Universalist principles and traditions to

- provide a place and community where freedom of worship, freedom of speech, freedom of thought, and freedom for the dissemination of ideas shall be welcomed, protected, and fostered,
- maintain a pulpit where these freedoms shall be exercised and made manifest to our Congregation and to the community in which we carry on our activities,
- develop the intellectual, physical, moral, and spiritual faculties of the members and friends of our Congregation,
- provide a community in which the members offer moral and spiritual support to each other, and
- put our faith in action to nurture a beloved community within and beyond our walls through social justice, anti-racism, and anti-oppression efforts.

**ARTICLE III. UUA MEMBERSHIP**

This Congregation shall be a member of the Unitarian Universalist Association of Congregations (UUA) or its successors, and the Pacific Western Region (PWR) or its successors.

**ARTICLE IV. MEMBERSHIP**

**A. Membership Requirements**

To become a member of this Congregation, a person shall:

1. Sign a Membership statement and participate in the community life of the Congregation.
2. Reside within the greater Los Angeles area.

3. Be at least sixteen years of age or have successfully completed the Congregation's Coming of Age Program.
4. Make a financial contribution of record, or a pledge to do so, or receive a waiver from the Minister of the Congregation.
5. Be approved by the Board of Directors (hereinafter referred to as the Board) and have their name read into the minutes of the Board.

B. Honorary Member

The Minister may designate members to be honorary members, who are exempt from making a financial contribution of record.

C. Voting Eligibility

Anyone who is a member of the Congregation for at least forty days shall become a voting member.

D. Removal from Membership

A member shall be removed from membership in case of: (1) the member's death; (2) written request by the member; (3) a period of inactivity as defined by the Board; or (4) removal by at least a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the Congregation.

## ARTICLE V. CONGREGATIONAL MEETINGS

A. Annual Meetings

An Annual Meeting of the Congregation shall be called by the Board with notice to the Congregation membership of at least thirty (30) days, with required method(s) of notice per Board policy. The time, place, and agenda of the Annual Meeting shall be as designated by the Board, and all such information shall be published in writing and made available to the Congregation membership as part of the notice.

B. Special Meetings

Special Congregational meetings for a stated and defined purpose may be called by the Board or by the receipt of a written petition requesting such a meeting signed by at least 10% of all voting members of the Congregation. The Board shall give the Congregation at least fifteen (15) days' notice, with required method(s) of notice per Board policy. No other business may be transacted at such a meeting.

C. Conducting Congregational Meetings

1. Quorum

A quorum for a Congregational meeting shall consist of not less than 25% of the voting members of the Congregation, all to be physically in attendance at the meeting. Neither proxies nor absentee ballots shall be counted in determining the presence of a quorum. Once established, a quorum is deemed in effect until adjournment.

2. Voting

A majority of those votes cast by voting members shall be sufficient to either approve or disapprove matters submitted for determination by vote, unless otherwise stated in these Bylaws or in the motion itself. Absentee ballots or proxy designation shall be available to members who cannot attend a given meeting.

3. Online/Virtual Meetings

During an emergency, when large group gatherings are prohibited or discouraged, the Congregation may hold online or virtual meetings to make important decisions.

## ARTICLE VI. GOVERNANCE STRUCTURE

A. Board of Directors

The Board, subject to the prime authority of the Congregation, is the principal policy forming and administrative body of the Congregation. The Board has full authority and responsibility, except as limited by these Bylaws, to act on the business and programs of the Congregation.

B. Composition of the Board

The Board shall be composed of the four Officers of the Corporation (President, Vice President, Secretary and Treasurer), the Immediate Past President, four (4) Members-at-Large, and the Minister ex-officio (non-voting).

C. Election of the Board

The Leadership Development and Nominating Committee nominates candidates for Board positions who have been voting members for at least one year at the time of the Annual Meeting. Candidates who have been voting members for at least one year at the time of the Annual Meeting may also run by petition with signatures of 10% of the voting membership submitted to the Board at least twenty days (20) before the Annual Meeting.

Members of the Board shall be elected by a majority of the voting members of the Congregation at its Annual Meeting to fill open positions.

The President and Vice President shall be eligible to serve for a maximum of three (3) consecutive full one-year terms.

The Secretary, Treasurer, and Members-at-Large shall be eligible to serve for a maximum of two (2) consecutive full two-year terms.

Except for the President and Immediate Past President, Board membership shall not exceed eight (8) consecutive years.

These limits are not reduced by the member's having been appointed to a partial term.

#### D. Board Responsibilities

**All** Board members shall share meeting attendance and fiduciary responsibilities.

The **President** shall be the presiding officer of the Congregation and Board and shall coordinate and represent the Congregation on all appropriate occasions. The President votes at Board and Congregational meetings only in the case of a tie.

The **Vice President** shall act in the absence of or at the request of the President, at which time they shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such functions and duties as may be specified by Board policy.

The **Secretary** shall have general charge of and responsibility for all non-financial records of the Congregation and shall keep accurate minutes of all meetings of the Board and Congregation. The Secretary shall maintain records of membership in the Congregation and the voting eligibility of the members. The Secretary shall keep the Congregation informed of the actions of the Board per Board policy.

The **Treasurer** shall receive and disburse moneys and securities entrusted to the Congregation, shall keep a complete and accurate account of the finances of the Congregation, render written financial reports, and prepare an annual statement at the close of each fiscal year.

#### E. Removal of a Board Member

Any Officer or other member of the Board may be removed from office by a vote at a meeting of the Board or a Congregational meeting.

1. Such action at a Board meeting requires an affirmative vote by at least two-thirds (2/3) of voting members of the Board at an open meeting with the Minister in attendance. Advance notice of a Board meeting at which such a vote is to be taken shall be given to all Board members and to the Minister. The Congregation shall be notified of the outcome.

2. Such action at a Congregational meeting requires at least two-thirds (2/3) of the total votes cast. The notice of the meeting shall state that such a vote is scheduled to take place.

Any member of the Board who fails to attend three consecutive meetings of the Board shall be presumed to have resigned unless the absences are excused by the Board.

The Bylaws in this section only apply to the elected and appointed Board Members and not the Minister. The terms of the Minister's relationship with the Congregation are defined in the Ministerial Agreement.

#### F. Board Vacancies

If any member of the Board (excluding the Immediate Past President) shall die, resign, or otherwise be unable to serve, the Leadership Development and Nominating Committee shall appoint a member to fill the vacancy. The appointment shall be valid for the remainder of the vacated term.

If the Immediate Past President shall die, resign, or otherwise be unable to serve, the remaining members of the Board may appoint another Past President to fill the vacancy.

#### G. Meetings of the Board

Regular meetings of the Board shall be held at a location and on dates and times per Board policy and shall be open to all members and friends of the Congregation. Provision shall be made at meetings for non-Board members to address the Board. The Board may meet in executive session. A quorum at a Board meeting shall consist of a majority of Board members present. Any action by the Board may be decided upon by a majority of the votes cast by those present unless otherwise specified in these Bylaws or by Board policy.

### ARTICLE VII. COMMITTEES OF THE CONGREGATION

The committees articulated in the Bylaws are committees that are accountable to the Congregation and consult with the Board.

#### A. Leadership Development and Nominating Committee

UUSM's Leadership Development and Nominating Committee (LDNC) promotes our culture of service and engages church members in ways that both deepen their experience and serve our mission. The Committee cultivates, identifies, vets, and nominates where appropriate individuals for leadership positions in the Congregation.

The Committee shall consist of five (5) members who have been voting members for at least one year at the time of the Annual Meeting and the Minister who is ex-officio (non-voting). The members shall be elected at the Annual Meeting for staggered three-year terms. A member

may be elected for a maximum of two full three-year terms. This limit is not reduced by the member having been appointed to a partial term.

The Committee shall solicit candidates for vacant positions on the Board and Congregational committees named in these Bylaws. Members who desire to serve in positions on the Board or Congregational committees shall notify the Committee for consideration. The Committee shall then validate, submit, and publicize the names of all candidates. No member can be a member of the Board and the Leadership Development and Nominating Committee at the same time.

The list of all candidates shall be submitted to the Board at least forty days (40) before the Annual Meeting.

Vacancies on the Committee occurring between Annual Meetings shall be filled as follows:

1. If one of the positions becomes vacant, a replacement shall be selected by the remaining Committee members. If the office of Committee Chairperson becomes vacant, the Committee shall first fill any vacancies, and shall then elect a new Chairperson from among its members.
2. Each member named to fill a vacancy on the Committee shall serve until the next Annual Meeting, at which time the appointed member may choose to continue and complete the vacated term. If not, another member may be appointed to the position. At the discretion of the LDNC, this member can be guaranteed a nomination to fill this position for the election at the Annual Meeting. If this member is elected for the second (or third) year of the vacated position, it will still be considered as a partial term.

#### B. Ministerial Search Committee

The Ministerial Search Committee shall work with the UUA to search for and evaluate candidates for the position of settled Minister and then recommend a candidate for Congregational approval. This ad hoc Committee shall consist of seven (7) members who have been voting members for at least a year at the time of the Annual Meeting and elected by the Congregation at a Congregational meeting.

1. Nominations for the Ministerial Search Committee shall be made by the Leadership Development and Nominating Committee and shall be submitted to the Board at a Board meeting held at least thirty (30) days before the Congregational meeting at which the election is to be held. Board members may serve on the Ministerial Search Committee.
2. Nominations may also be made by petition of 10% or more of the voting members, submitted to the Board at least twenty (20) days before the Congregational meeting at which the election is to be held.

## ARTICLE VIII. MINISTRY

### A. Role of the Minister

The Minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to the Congregation. The Minister shall have freedom of the pulpit. The Minister shall also have the freedom to express their opinions outside the pulpit and may only represent the Congregation with authorization from the Board or the membership.

The duties of the Minister shall be as prescribed by the Letter of Agreement, agreed to by the Minister and Board.

### B. Qualifications

The Minister shall be in Fellowship with the Unitarian Universalist Association and agree to abide by the ethical code and guidelines of the Unitarian Universalist Ministers Association (UUMA).

### C. Calling a Settled Minister

Election of a new Settled Minister, as recommended by the Ministerial Search Committee, shall be at a Congregational meeting called for that purpose, with a quorum of at least 40% of the voting members of the Congregation. Election shall be by at least an 85% vote of those voting members present and voting.

### D. Dismissal of a Settled Minister

The minister may be dismissed by a majority vote of the voting members of the Congregation present at any meeting called for that purpose, with a quorum for such a meeting to be constituted by at least 40% of the voting members.

### E. Additional Congregational Ministers

After consultation with the Minister, additional Ministers may be hired by the Board (Contract or Assistant Minister) or called by the Congregation (Associate Minister). The details of the relationship with such Ministers shall be delineated by Board policy.

### F. Affiliated Community Ministers

Ministers who serve the community may be designated as Affiliated Community Ministers in response to a recommendation by the Minister and the concurrence of the Board. The details of the relationship with such Ministers shall be delineated by Board policy.

## ARTICLE IX. CHANGES TO BYLAWS

### A. Amending Bylaws

The right of amendment is reserved to the membership at large. The official call of the Congregational meeting shall include notice of any proposed amendments to the Bylaws, their exact purpose, and wording of the proposed change. The Congregation may amend these Bylaws through a vote of at least two-thirds (2/3) of those present and voting.

Amendments shall become effective immediately after adjournment of the meeting at which they are adopted.

#### B. Dissolution Clause

Any action to dissolve the Congregation must be approved by at least a two-thirds (2/3) vote of voting members of the Congregation present at a meeting called to specifically consider such action.

In the event of dissolution of the Congregation, all outstanding debts shall be paid, and the remaining assets shall be transferred to the Unitarian Universalist Association or its successors.

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