

**WESTSIDE UNITARIAN UNIVERSALIST CONGREGATION  
CONSTITUTION AND BYLAWS  
AS AMENDED May 22, 2011**

**ARTICLE I - NAME**

The name of this religious organization shall be “West Seattle Unitarian Universalist Fellowship”, also doing business as: “Westside Unitarian Universalist Congregation.”

**ARTICLE II - PURPOSES**

The purposes of this Congregation are to foster the practice of liberal religion, the development of character, the enrichment of spirit, and the building of a better community and world.

**ARTICLE III - DENOMINATIONAL AFFILIATION**

The Congregation shall be a member of the Unitarian Universalist Association of Congregations and of the local and regional organizations of the Association.

**ARTICLE IV - MEMBERSHIP AND VOTING**

1. Requirements for Membership.

Any person, 14 years or age or older, who is in sympathy with the purposes of the Congregation, has attended an orientation session, and has registered a formal pledge with the Treasurer, may become a member of the Congregation by signing the Congregation Membership Book. No subscription to creed or formal ceremony shall be required of a new member. No discrimination as to gender, race, national origin, age, physical or mental ability, or sexual orientation, shall bar membership in the Congregation, provided all other requirements have been met.

2. Requirements for Voting.

A. Only members who have been active in the Congregation and have made a minimum financial contribution during the current church year shall have the right to vote at congregational meetings of the Congregation.

B. The Board shall define the minimum contribution.

C. An active member who cannot make the minimum financial contribution to maintain voting status is requested to notify the minister or a member of the Board of his/her financial hardship and will be exempt from the requirement to make the minimum financial contribution.

D. The Secretary shall post a list of the eligible voters at a Sunday service held at least two weeks prior to a Congregational meeting.

E. Any member removed for cause from the voting roster prepared as in D above may be reinstated upon appeal to and approval by a majority of the Board members present.

3. Withdrawal From Membership.

Withdrawal from Membership may be affected by written notice to the Secretary.

## **ARTICLE V - CONGREGATIONAL MEETINGS**

1. Date and Time of Annual Meeting.

The annual meeting of the Congregation shall be held in the month of May, at such time and place as shall be fixed by the Board of Trustees.

2. Order of Business at Annual Meeting.

The agenda may include the following items:

- A. Call to order by the President;
- B. Minutes of the previous annual meeting;
- C. Reports of officers;
- D. Reports of Committees;
- E. Reports of Congregation organizations, if any;
- F. Unfinished business;
- G. New business;
- H. Budget;
- I. Nominating Committee's report;
- J. Election of Officers;
- K. Election of Trustees;
- L. Election of Chair of Nominating Committee;
- M. Report of President Elect;
- N. Adjournment.

3. Special Meetings.

Additional congregational meetings may be called by the Board of Trustees or upon written petition of ten (10) or more voting members. Meetings required by written petition shall be called by the President within one month after receipt of the petition. The Secretary shall mail a notice of such meeting to each member of the Congregation at least ten (10) days before the date of the meeting, or notice may be effected by e-mail to members who have selected e-mail for the purpose of such notification, or by announcement in a newsletter mailed or e-mailed to each member at least ten (10) days before the meeting. The business to be transacted at any special meeting of the Congregation shall be specified in the notice for the meeting.

4. Quorum

Twenty-Five percent (25%) of the voting membership shall constitute a quorum except for voting on the hiring or dismissal of a minister, purchase or sale of real estate or the dissolution of the Congregation, which shall require forty percent (40%).

5. Manner of Acting.

Majority vote shall decide any question except for the revision of the Constitution and Bylaws, the hiring or dismissal of a minister, purchase or sale of real estate or the dissolution of the Congregation, each of which shall require a two-thirds (2/3) majority of the voting members in attendance.

6. Proxy Voting.

There shall be no proxy or absentee voting.

7. Rules of Procedure.

The rules of procedure at meetings of the Congregation, the Board and committees of the Congregation shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with this Constitution and Bylaws or any resolution of the Board.

## **ARTICLE VI - BOARD OF TRUSTEES**

1. Composition of Board; Term of Trustees.

The Board of Trustees shall be composed of seven (7) members, the incoming and outgoing Presidents, the Vice President, the Secretary, and the Treasurer, who are elected for one-year terms, and two Trustees, each to be elected in alternate years with each Trustee to serve a two-year term. Should the outgoing President choose not to serve or be unable to serve, an additional Trustee shall be elected to serve a one year term. The new officers and Trustees shall take office on June 1.

2. Qualifications of Trustees.

Only those members of the Congregation qualified to vote shall be eligible for election to the Board of Trustees.

3. Resignation.

Failure to attend three (3) consecutive meetings of the Board of Trustees shall constitute resignation therefrom, unless leave of absence is granted by the Board of Trustees.

4. Duties of Board of Trustees.

In addition to the responsibilities vested in it by law, the Board of Trustees shall have the following duties and responsibilities:

- A. Be in charge of the property of the Congregation, conduct all of its business affairs and control its administration.
- B. Elect officers as provided in Article VII, Subsection 1
- C. Hire employees of the Congregation and fix their compensation.
- D. Authorize all expenditures of money; however, no contract involving expenditure in excess of 3% of annual budgeted expenditures of the current fiscal year shall be made without an affirmative vote of the Congregation in a Congregational meeting.
- E. Call special Congregational meetings of the Congregation as needed.

F. Create Committees and appoint chairs to committees. Committee chairs shall be members of the Congregation.

5. Meetings of Board of Trustees.

The Board of Trustees shall meet once a month at a time and place to be announced by the President. Board meetings shall be open to all members of the Congregation. Minutes shall be recorded of all Board meetings and made available at the next public meeting of the Congregation. A volume of all recent minutes, bylaws and other pertinent documentation shall be openly displayed at each Congregational meeting for examination.

6. Quorum of Board of Trustees.

A majority of Board members at any meeting shall constitute a quorum for purposes of voting upon Congregation matters as defined under Duties of Board of Trustees.

7. Vacancies in the Board of Trustees, other than Officers.

Vacancies in the Board caused by any reason other than the removal of a Board member by a vote of the Congregation shall be filled by a vote of the majority of the remaining Board members, and each person so elected shall be a Board member until a successor is elected at the next annual meeting.

## **ARTICLE VII - OFFICERS**

1. Election of Officers.

The Board shall fill any office which becomes vacant, subject to a vote of approval at a Congregational meeting of the Congregation to be held within sixty (60) days of such appointment.

2. President.

The President shall serve as Chair of the Board and preside at all meetings of the Board and all Congregational meetings of the Congregation. The President is an ex-officio member of all committees except the Nominating Committee and shall represent the Congregation on all appropriate occasions.

3. Vice President.

The Vice President shall act in the place of the President during the President's absence and shall perform such duties as may be prescribed by the Board.

4. Secretary.

The Secretary shall keep an accurate record of the transactions of all Congregational meetings of the Congregation and meetings of the Board of Trustees. The Secretary shall also maintain a roster of the members of the Congregation qualified to vote, and perform such other duties as may be prescribed by the Board. All records of the Secretary shall remain the property of the Congregation. The Secretary is responsible for posting notices and notifying the membership of all Congregational meetings and the matters upon which a vote is required. The Secretary shall be in charge of all archives and records of the Congregation.

5. Treasurer; Assistant Treasurer.

The Treasurer shall have the following duties: To receive and safely keep all money and other property of the Congregation and disburse the same under the direction of and to the satisfaction of the Board of Trustees; to keep a complete account of the finances of the Congregation in books which shall be open for inspection at any time by the officers or Trustees; to render a current statement at each regular meeting of the Board and at the annual meeting of the Congregation; to render an annual statement which shall be audited under the direction of the Board of Trustees; to appoint an Assistant Treasurer with the advice and consent of the Board, which Assistant Treasurer need not be a member of the Congregation; and furnish statements of pledge status to the Congregation. The Treasurer is also responsible for any filings required by the Internal Revenue Service, the State of Washington, or any other governmental agency. Bond shall be provided the Treasurer and any Assistant Treasurer at the request and expense of the Congregation.

**ARTICLE VIII - FISCAL YEAR**

The fiscal year shall end on May 31 of each year.

**ARTICLE IX - NOMINATING COMMITTEE**

The Nominating Committee shall have three (3) members, each serving a one-year term. The members shall be elected at the annual meeting, with one elected as Chair, and two elected as regular members. If any member of the Nominating Committee shall for any reason fail to serve his or her full term of office, the Chair shall select any consenting voting member to fill the vacancy for the remainder of the term. If the vacancy is the Chair, then the board will replace the Chair. A slate of candidates for officers and Trustees shall be prepared by the Nominating Committee and presented to the Board. The Nominating Committee shall present nominations to be filled in time to be included with the announcement of the annual Congregational meeting.

Nominations for officers and Trustees may be made by any voting member at the annual Congregational meeting. If any are made and seconded, voting may be made by secret ballot, if requested by any voting member.

**ARTICLE X – COMPASSIONATE CONGREGATION COMMITTEE**

1. The Compassionate Congregation Committee (CCC) exists to foster the health and well-being of the ministry of the congregation. Included within that role is the management and resolution of the inevitable conflicts that arise within the congregation (members, staff and the minister). In order to build a compassionate congregation, the CCC will provide training, conflict management services and assessment of our ministries.

2. The Committee will consist of a minimum of five people, appointed by the Board in consultation with the minister. The Committee members will contain a diversity of skills related to conflict management and resolution, compassionate communication, organizational behavior, psychology, social work, and interpersonal relationships.

**ARTICLE XI - MINISTER**

1. Calling and Dismissal of Minister
  - A. A search committee of at least five members shall be elected by the members of the congregation. A minister of the Congregation may be called for an indefinite term by written ballot at a Congregational meeting, provided notice of same is included in the mailed notice of such meeting. The minister's compensation shall be determined by vote of the Congregation.
  - B. Dismissal or resignation shall carry not less than a ninety-day (90) termination date except by mutual consent of the minister and the Board of Trustees. The minister may not be dismissed except by a two-thirds (2/3) majority at a Congregational meeting.
  - C. Eligibility for the ministry of the church shall not be restricted on the basis of age, national origin, marital status, race or color, gender, sexual orientation or physical challenge.
  - D. The minister shall have freedom of the pulpit as well as freedom to express his or her personal opinion outside of the pulpit.
  - E. The minister shall have a written letter of agreement with the congregation, approved by the board, and signed by the President of the Board of Trustees.

## **ARTICLE XII - COMMITTEES AND AUXILIARY GROUPS**

1. Any committee, board or affiliated organization of the Congregation arriving at a statement of attitude on social action which is to be announced publicly shall announce the statement as coming from the committee, board or affiliated organization and not from the Congregation or its membership as a whole unless prior approval has been obtained from a Congregational meeting to speak in the name of the Congregation.
2. The Board may establish other Committees as needed.

## **ARTICLE XIII - DISSOLUTION OF CONGREGATION**

This Congregation may be dissolved only upon the recommendation of the Board of Trustees and approval by a two-thirds majority of the voting members in attendance at a Congregational meeting, as provided in Article V, subsection 5. If this Congregation shall at any time cease to be a member of the Unitarian Universalist Association, all outstanding debts shall be paid. The remaining assets of the Congregation, whether real or personal property, shall be transferred to the Unitarian Universalist (UUA) on the understanding that said property will be used by the Association for its general purposes. Alternatively, the Congregation may, with prior approval from the UUA Board of Trustees, designate the remaining assets to a particular UUA affiliate instead of UUA itself. This Article shall apply to all property donated to the Congregation, whether by will or in some other manner, unless the donor has expressly provided otherwise at the time of making the gift. It shall be the duty of the officers of the Congregation and the Board of Trustees to take all actions necessary to carry out the purpose of this article.

## **ARTICLE XIV - ENDOWMENT FUND**

An Endowment Fund, whose purpose, governance, and operational procedures shall be defined by a special Resolution, and adopted by the Congregation, shall be established.

## **ARTICLE XV - AMENDMENTS**

Amendments to this Constitution and Bylaws may be proposed by the Board of Trustees or by petition of ten (10) members qualified to vote. The details of any proposed change shall be contained in full in the notice of the meeting. This Constitution and Bylaws, or any portion thereof, so far as allowed by law, may be amended or repealed by a two-thirds vote of those present and eligible to vote at a Congregational meeting.

The above Constitution and Bylaws amend in full and replace the Constitution and Bylaws approved by the Congregation on January 24, 2010.

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Paula vanHaagen, President

I certify that the foregoing document was approved by a majority vote at a special congregational meeting of the Westside Unitarian Universalist Congregation on May 22, 2011

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Michael Armstrong, Secretary