

UNITARIAN UNIVERSALISTS OF SAN MATEO

BY-LAWS

ARTICLE I -- NAME AND ORGANIZATION

This congregation shall be known as the Unitarian Universalists of San Mateo. It is a non-profit organization incorporated under the laws of the State of California.

ARTICLE II - PURPOSE AND MISSION

Purpose: We covenant together in fellowship to foster liberal religious values and individual freedom of belief, to further democratic processes in all human relations, to affirm the basic dignity of every person, and through the strength of unity to give expression to these convictions. We welcome all people, regardless of race, class, physical ability, sexual orientation, or gender identity. We come from a variety of religious backgrounds and beliefs. We are bound together not by dogma, but rather by shared values, social concerns, interests and friendship.

Mission: We are a religious community of open hearts and open minds working together to transform ourselves and the world.

ARTICLE III --MEMBERSHIP

Section 3.1 Method of Joining

Any person who is in sympathy with the purposes and programs of this congregation and who is at least 14 years of age may become a member by signing the membership book. Memberships shall be categorized into one of 3 classes as outlined below. Only Members as defined in Section A, below, shall be reported to the Unitarian Universalist Association (UUA), the Pacific Central District (PCD), and other external organizations to which the Church contributes dues or fees on per member basis. Only Members as defined in Section A and C shall have voting rights and shall be counted to determine a quorum. All members should have or attempt to develop over time an understanding of the history and polity of the Unitarian Universalist Association.

A. Member: A member is one who has made an annual financial contribution of record.

B. Youth Member: Members who are less than 18 years of age shall be Youth members, and shall not have voting rights.

C. Lifetime Member: one who has been a Member for an extended period of time but is no longer able to contribute or actively participate, and who, upon recommendation by the Membership Committee, has been designated by the Board of Trustees as a Lifetime Member. Lifetime Members may receive all Church publications and mailings, if desired, at no cost.

Approved April 6th, 2014
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Section 3.2 Termination of Membership

Upon recommendation by the Membership Committee, the Board of Trustees, or a person authorized by the Board, after giving notice by mail to the member's last known address, may terminate the membership of one who has for more than one year not made a financial contribution or been granted a Lifetime Membership or financial waiver. A member who leaves the County of San Mateo to reside elsewhere permanently shall no longer be considered a member unless he or she personally requests that his or her name remain on the membership roll. A person may withdraw from membership by giving written or verbal notice.

ARTICLE IV --DENOMINATIONAL AFFILIATION

This congregation shall be a member of the Unitarian Universalist Association of the Pacific Central District of the Unitarian Universalist Association, and of such subsidiary organizations as the Board of Trustees may elect.

ARTICLE V -- CONGREGATIONAL MEETINGS

Section 5.1 Regular Meetings

This congregation shall hold an annual meeting during the month of April. At least two other regular meetings of the congregation shall be held each year, the specific time of each meeting to be determined by the Board of Trustees.

Section 5.2 Special Meetings

Special meetings of the congregation may be called by the Board of Trustees, or upon written petition of twenty or more members of the congregation presented to the President. The time of a special meeting called by petition shall be fixed by the President, but such meeting shall be held within thirty days of delivery of the petition to the Board President.

Section 5.3 Notice and Location of Meetings

All meetings of the congregation shall be held on the congregation premises. Notice of all meetings of the congregation shall be given to members by mail or congregation newsletter at least one week prior to the time of the meeting. The notice of the annual meeting shall contain the nominations of the Nominating committee.

Section 5.4 Quorum

At all meetings of the congregation fifty members or 20% of the total membership, whichever is lower, shall constitute a quorum.

Section 5.5 Voting and Absentee Ballots

Only members of the congregation who have been members for at least thirty (30) days are allowed to vote at a meeting of the congregation. An absentee ballot is allowed, if received by the congregation office prior to or at the meeting. If the substance of the proposal is changed during the meeting, the presiding officer will decide if the absentee ballot is valid or not.

ARTICLE VI --BOARD OF TRUSTEES MEETINGS

Section 6.1 Regular Meetings

There shall be at least ten regularly scheduled meetings of the Board of Trustees in a year, the specific time and place of each meeting to be determined by the Board. Notice of all Board meetings shall be given to all members of the Board at least one week prior to the meeting by mail or by email.

Section 6.2 Quorum

A quorum of the Board of Trustees shall consist of a majority of the authorized number of Trustees.

Section 6.3 Minutes

All meetings of the Board of Trustees shall all be open to the members of the congregation. All minutes of the Board of Trustees meetings and financial records of the congregation, except for the records of individual pledges and contributions received, may be inspected by members at any reasonable time.

Section 6.4 Audit

The Board of Trustees may order an audit of the financial records and practices of the congregation by a majority vote of members present at a regular board meeting.

ARTICLE VII --OFFICERS AND TRUSTEES

Section 7.1 Composition of the Board of Trustees

There shall be a Board of Trustees elected from among the members and composed of a President, Vice-President, Secretary, and Treasurer and five additional Trustees. The President of the Board of Trustees from the preceding year shall be an ex-officio member of the Board with voting privileges.

Section 7.2 Assumption of Duties

The officers and other Trustees shall assume their duties immediately after the annual meeting and serve their prescribed terms, or until the election or appointment of a successor.

Section 7.3 Responsibilities and Authority

The Board of Trustees shall have the general charge of the property of the congregation and conduct of its affairs, subject to ultimate control of the congregation by the membership expressed in its duly adopted directives. The Board shall focus, to the extent possible, on policy issues and on long term, strategic matters for the congregation. The Board shall develop and govern pursuant to written policies and procedures, and pursuant to such policies and procedures, the Board shall delegate administrative and operational responsibility to the Operations Group as set forth in Section 9.2. The Board shall retain ultimate authority over and be responsible for the performance of the Operations Group. The congregation membership shall approve all contracts relating to real property and expenditures in excess of \$5,000. In a grave emergency to the physical plant, the Board of Trustees, by unanimous vote, may authorize a larger expenditure.

Section 7.4 President

The President shall preside at all meetings of the congregation and the Board of Trustees, and may serve as an ex-officio member without voting privileges of all committees, except the Ministerial Search Committee and the Nominating Committee.

Section 7.5 Vice-President

The Vice-President shall assume the duties of the President during any period of temporary absence. In the event of death or resignation of the President, or in event of his or her incapacitation, as determined by majority vote of Trustees, other than the President, attending a duly convened meeting of the Board of Trustees, the Vice-President shall succeed to the Presidency.

Section 7.6 Secretary

The Secretary shall keep accurate records of proceedings at all business meetings of the congregation and the Board of Trustees and shall be the custodian of all congregation records other than financial records.

Section 7.7 Treasurer

The Treasurer shall be responsible and provide oversight for all congregational financial activity including but not limited to: collections, deposit and disbursement of funds, maintenance of accurate financial records and policies as approved by the Board, and financial reporting to the Operations Group, Board of Trustees, and congregation as required.

Section 7.8 Surety Bond

All officers and employees shall be under surety bond to the congregation at its expense, if deemed necessary by the Board of Trustees.

Section 7.9 Removal from Office

A Trustee, including officers, who misses three consecutive meetings of the Board of Trustees may be discharged from the office by a two-thirds vote of the members present at a regular board meeting. Officers and Trustees may be removed from the Board for breach of trust or gross misconduct by a two-thirds vote of members present at a regular board meeting.

ARTICLE VIII --ELECTIONS

Section 8.1 Elections at Annual Meeting

The business of the annual meeting shall include election of Officers, Trustees, and Nominating Committee.

Section 8.2 Nominations

The Nominating Committee shall present to the annual meeting one candidate for each congregation Officer and for each Trustee vacancy, and at least eight candidates for the Nominating Committee, and enough candidates to fill the Operations Group with a requested number of members, a minimum of five.

The five candidates for the Nominating Committee receiving the highest number of votes will be elected to the Nominating Committee, and will assume duties upon election. The Nominating Committee, when elected, shall meet and elect their own chairperson.

In this process it is intended that those members be recruited representing the various ages and interests of the congregation so that a broad range of interests and ideas may be brought together.

Nominations for every position may be made from the floor. Only members of the congregation may serve as Officers, Trustees, Nominating Committee members, Ministerial Search Committee members, Chairpersons of committees, and delegates to the Pacific Central District and the Unitarian Universalist Association meetings.

Section 8.3 Election Process

Officers and Trustees shall be elected by majority vote. Nominating Committee members shall be elected by plurality vote. Unelected Nominating Committee candidates shall be designated as alternates. At its first meeting, the members of the Nominating Committee shall elect a chairperson.

Section 8.4 Term of Office

Officers shall be elected for a term of one year. Of the five additional Trustees of the congregation, two shall be elected for two year terms at each even numbered annual meeting year and three for two year terms at each odd numbered annual

meeting year. Officers and Trustees shall assume their responsibilities immediately following their election.

Section 8.5 Vacancies

Vacancies in the offices of Officer, of Trustee, and of members of the Nominating Committee will be filled until the next meeting of the congregation by the Board of Trustees. The Nominating Committee, a standing committee, will at Board request nominate replacements for Officers and Trustees. The Board will select replacements for the Nominating Committee from among the Nominating Committee alternates, as available.

Section 8.6 Term Limits

Officers, Trustees, and members of the Nominating Committee shall serve for the prescribed term or until the election of their successors. No Trustee shall serve more than two consecutive terms. No President or Vice-President shall serve more than two consecutive full terms in the same office. No Secretary or Treasurer shall serve more than three consecutive full terms in the same office.

ARTICLE IX --COMMITTEES

Section 9.1 Executive Committee

There shall be an Executive Committee composed of the President, Vice-President, Treasurer, and two Trustees designated by the Board. This Committee shall have emergency power to act for the Board of Trustees between meetings of the Board. Meetings of the Executive Committee shall be held on the call of the President or, in his or her absence, the Vice-President or Treasurer. Issues coming before this committee shall be resolved by a majority vote of the members. All decisions of the Executive Committee are subject to review by the full Board at its next regular meeting.

Section 9.2 Operations Group

The Operations Group shall have administrative and operational responsibility for implementation of the approved purposes and programs of the congregation, subject to written policies and procedures developed by the Board, and subject to oversight by and the ultimate authority of the Board. A representative of the Operations Group shall attend all Board meetings and report on the status of ongoing projects. The Operations Group shall consist of a lay chair, the Minister, members of the congregation, and may include other members of the staff. The Board shall affirm new lay persons appointed to the Operations group on an annual basis.

The Operations Group shall consist of up to seven lay persons as nominated by the Nominating Committee , in addition to the Minister. Terms will be staggered so that

no more than 3 new persons are selected any one year to insure continuity while avoiding burnout. The first year 3 people will accept a 3 year term, 2 people a 2 year term, and 2 people a one year term. Thereafter, a maximum of 3 would be replaced each year.

The lay chairperson will be elected by the members of the Operations Group including the Minister. The Board shall be in ongoing conversation and collaboration with the Minister and Operations to evaluate their progress, process, and success in their work.

Section 9.3 Programs

The programs of the congregation not reporting directly to the Minister shall report to, and be supported by, the Operations Group.

Section 9.4 Board and Minister

There will be a Committee on Ministry.

Section 9.5 Ministerial Search Committee

A Ministerial Search Committee, consisting of seven members, shall as the need arises be established by the congregation members at a regular meeting of the congregation or a special meeting called for the purpose. Nominations shall be made by Congregation members at the meeting. The Ministerial Search Committee shall elect its own chairperson.

Section 9.6 Finance Oversight Committee

A Finance Oversight Committee shall be established by the Board of Trustees as a standing committee. The Committee shall have financial functions including but not limited to: 1) oversight of budget preparation and performance; 2) establishment and oversight of cash flow management; and 3) recommendation of financial policies and procedures to the Board. Three congregation members, the Treasurer and a member of Operations shall serve on the committee. The congregational members will be appointed to staggered terms of membership according to a formula approved by the Board of Trustees, but not to exceed five (5) consecutive years. The Treasurer will recommend the congregational members for approval by the Board of Trustees. Meetings of the Committee shall be arranged by the members to complete the goals of the committee; however, the Committee shall meet at least 9 times per year.

Section 9.7 Compensation and Benefits Committee

A Compensation and Benefits Committee shall be established by the Board of Trustees as a standing committee. The committee's functions shall include but not be limited to 1) reviewing and recommending ministerial compensation and benefits

and 2) review of staff compensation to ensure compliance with UU policies and procedures, and all applicable state and federal regulations. Two members of the congregation, the Treasurer or a Trustee designated by the Treasurer, and a member of Operations shall serve on the committee. The congregational members will be appointed to staggered terms of membership according to a formula approved by the Board of Trustees, but not to exceed five (5) consecutive years. The Treasurer will recommend the congregational members for approval by the Board of Trustees. Meetings of the Committee shall be arranged by the members to complete the goals of the committee; however, the Committee shall meet at least 6 times per year.

Section 9.8 Other Committees

Other committees of the congregation may be designated or approved by Operations or the Board of Trustees.

Section 9.9 Committee on Right Relations

The Minister may convene a Committee on Right Relations if a disagreement occurs between members of the congregation and cannot be resolved by the parties involved.

ARTICLE X -- MINISTER

Section 10.1 Selection of Minister and Salary

A minister of the congregation shall be recommended by the Ministerial Search Committee and shall be elected, and his or her initial salary and allowances fixed, by an affirmative vote of at least ninety percent of the members present at a meeting of the congregation called for the purpose. Subsequent changes in salary or allowances shall be by majority vote of members at a meeting of the congregation.

Section 10.2 Duties of Minister

The Board of Trustees shall welcome the minister's non-voting attendance at, and participation in, all deliberations of the Board save those relating to his or her own performance in the ministry of the congregation. The minister will regularly report to the Board on how he/ she observes that the congregation is progressing in the Mission. The Board shall request the minister to make a full report at the annual meeting, bringing to the attention of the membership any pertinent matters, and to make any recommendations that to him or her seem proper. Final decisions in matters of policy and procedure remain with the Board of Trustees and the congregation membership.

The minister shall oversee, represent and serve as manager for all paid employees as they carry out their regularly assigned duties. The Minister shall also have

primary responsibility for the activities of the spheres of “Worshipping”, “Learning”, and “Caring”, as well as a general oversight of all spheres and the well being of the entire organization.

Section 10.3 Freedom of Expression

The right of a minister to freedom of expression in the pulpit or elsewhere shall be fully recognized by the congregation.

Section 10.4 Contract Termination

Removal of a minister shall be by a majority vote of members present at a meeting of the congregation called for the purpose. The minister shall be given three months notice unless a shorter or longer period is mutually agreed upon.

Section 10.5 Interim or Temporary Minister

A congregational meeting may authorize the appointment of an interim or temporary minister. If so authorized, the Board of Trustees may select and appoint such an individual by majority vote.

ARTICLE XI --FISCAL YEAR

The fiscal year shall commence on July 1.

ARTICLE XII --TAKING STAND ON CONTROVERSIAL ISSUE

The congregation may take a public stand on a controversial issue in accordance with the following procedure:

Section 12.1 Placing Issue before Congregation

A simple majority of members present at a congregational meeting will be sufficient to place such an issue before the congregation.

Section 12.2 Study and Debate

The Board of Trustees will be responsible to see that each member has adequate opportunity through study and debate throughout committees of the congregation to become thoroughly informed on the issue.

Section 12.3 Voting on the Issue

After sufficient time for study a vote shall be taken on the issue itself at a congregational meeting. If there are no dissenting votes, the congregation shall be deemed to have taken a stand on the issue. If there are dissenting votes, any public statements will include a count of the number of yea and nay votes.

ARTICLE XIII --PARLIAMENTARY AUTHORITY

In matters not governed by the Articles of Incorporation of the congregation and these By-Laws, Roberts Rules of Order, the most recent revised edition, shall be the rules of conduct of the business of the congregation.

ARTICLE XIV --AMENDMENTS

These By-Laws may be amended at a meeting of the congregation by a two-thirds vote of those members present and voting, provided that amendments were submitted to the members by mail or congregation newsletter at least one month prior to the meeting. The notice will include the date and place of an open meeting to discuss the proposed changes; this meeting shall be scheduled to occur at least one week after the date of the notice and at least one week prior to the meeting.

ARTICLE XV --DISSOLUTION

Upon dissolution of the congregation and after provision is made for all of its liabilities, its assets shall become the property of the Unitarian Universalist Association.