

**UNITARIAN UNIVERSALIST COMMUNITY CHURCH  
OF WASHINGTON COUNTY (UCCWC)**

Bylaws of the UCCWC

**ACC DRAFT-Version 2024.05.19**

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## *Article One: Purpose*

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**Section 1.** The purpose of the Unitarian Universalist Community Church of Washington County (UCCWC) is to further individual freedom of belief, discipleship to advancing truth, the democratic process in human relations, fellowship undivided by nation, race or creed, and allegiance to the cause of a united world community.

**Section 2.** The members of the Unitarian Universalist Community Church of Washington County (UCCWC) welcome, affirm and embrace the worth and dignity of all people. Our welcome extends to all races, ethnicities, sexual orientations, gender identities, all gender expressions, socio-economic circumstances, and physical/mental abilities. We support political and social action affirming equal rights for all and oppose political and social action that would deny equal rights. Use of our name and involvement in support of political and social actions affirming equal rights may be done if authorized by the Board of Trustees.

**Section 3.** The members of the Unitarian Universalist Community Church of Washington County (UCCWC) may create further statements of purpose and covenants, so long as they do not require adherence to any particular creed and do not abridge equal rights or the democratic process.

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## *Article Two: Denominational Affiliation*

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**Section 1.** The UCCWC shall be a member of the Unitarian Universalist Association and of the UUA Pacific Western Region.

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## *Article Three: Physical Offices*

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**Section 1.** The principal office of the UCCWC shall be located in the County of Washington, State of Oregon.

**Section 2.** The registered office shall be located in the County of Washington, State of Oregon.

**Section 3.** The UCCWC may also have offices at such other places as the Board of Trustees may determine.

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## *Article Four: Membership*

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**Section 1.** The official roster of voting members, as determined by Board action, shall be maintained by the Chair of the Membership Committee. Voting membership is open to all persons provided that they:

- (a) are at least sixteen (16) years of age;
- (b) sign the Membership Book signifying their sympathy with Unitarian Universalist principles and values, the UCCWC Bylaws, the current Mission Statement of the UCCWC, and the Covenant of Right Relations;
- (c) make an annual financial contribution of record of at least one hundred dollars (\$100.00). The requirement of the annual contribution of record may be waived by a member of the Board of Trustees or the minister for reasons of financial hardship;
- (d) have been affirmed as a member by majority vote of the Board of Trustees; any denial of membership may be overridden by majority vote at a congregational meeting.

**Section 2.** Membership may be revoked by:

- (a) a written request by a member to the Secretary of the Board of Trustees to remove their name from membership;
- (b) Membership Committee action and Board action. When a member has moved away or cannot be located after several attempts to call or email, and/or has not made an annual financial contribution of record or received a waiver from the Minister or Board of Trustees in the past two fiscal years (July 1st of previous year to June 30th of present year), a letter will be sent by the Membership Committee chair notifying the member of termination of their membership. Thirty (30) days following the letter the member's name will be removed from the membership roster unless the Committee receives information indicating continuing membership to be appropriate. The removal of names from the membership roster for any reason, including a member's death, shall be affirmed by a majority vote of the Board of Trustees and recorded in its minutes; or;
- (c) an 80% majority of the voting members present at a regularly called meeting with required notice of the reasons for the proposed revocation of membership. A quorum for a meeting called for this purpose shall be at least forty percent (40%) of the voting membership of the congregation. The person who is the subject of the proposed revocation of membership shall be given an opportunity to be heard at the general meeting before the vote. A person whose membership is revoked pursuant to this section may not be readmitted

to membership except by vote of the congregation at a regularly called meeting.

**Section 3.** Members in care and unable to manage their finances may remain members through a special category of membership called Emeritus Member. This status confers a continuing waiver of their annual contribution and exempts the Emeritus Member from provisions in Section 2(b) for revoking membership. The Pastoral Care Team and Membership Team will recommend to the Board of Trustees and the Minister those who should be granted this status, which is affirmed by a majority vote of the Board of Trustees. Emeritus Member status does not include voting rights. The Membership Team will continue to reach out to Emeritus Members or their families at least every two years.

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### *Article Five: Board of Trustees*

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**Section 1.** The Board of Trustees shall consist of seven (7) voting members of the UCCWC.

**Section 2.** The business affairs of the church shall be managed by the Board of Trustees which may exercise all such powers of the church and do all such lawful acts as are not inconsistent with any statute or the Articles of Incorporation, including but not limited to the general charge of the property of the church, the conduct of all business affairs of the church, and the control of the administration of the church. The Board of Trustees shall not obligate the UCCWC for long-term indebtedness to exceed one (1) year without approval of the congregation in a duly constituted meeting, unless the item has already been approved as part of the annual budget.

**Section 3a.** Two (2) members of the congregation shall be elected to the Board of Trustees for a three-year term at the Annual Meeting. At the June meeting of the Board of Trustees, the current President presides, and the Board of Trustees conducts regular business, concluding with transition of authority from the current Board of Trustees to the new Board of Trustees. At that point in the June meeting, newly elected Members assume office; Members whose terms have ended step down; the new Board of Trustees elects a new President, Vice President and Secretary and conducts business as needed.

**Section 3b.** If at the Annual Meeting, there is no member of the congregation elected to any open term, including an expired term according to Section 3a, or a vacated term according to Section 4, then the Board of Trustees shall continue with less than seven (7) members, until such time as the Board of Trustees is able to elect members, as specified in Section 4, to fill any open terms.

**Section 3c.** A Treasurer shall be elected by the congregation at its Annual Meeting to serve a two-year term. The Treasurer shall be a voting Trustee of the Board. Resignation by the Treasurer before expiration of the term, or absence of the Treasurer according to Section 3b, shall be dealt with by the Board as with any other Trustee in

accordance with Article Five, Section 4. In that case, the Trustee elected by the Board to fill the vacated Treasurer's term shall assume all duties of the Treasurer, but until that time, the Board of Trustees shall appoint an existing member of the Board of Trustees to temporarily assume the duties of the Treasurer.

- Section 4.** Any vacancy occurring in the Board of Trustees may be filled by a majority vote of The Board of Trustees, subject to the provisions in Article Seven, Section 6. The elected Trustee shall serve until the next annual election, when a Trustee shall be elected by the congregation to fill the balance of any unexpired term. If any vacancy in the Board of Trustees creates one or more vacancies in Board-elected Officers, excluding the Treasurer, the Board of Trustees shall elect new Trustee(s) to fill the vacated Office(s) as soon as reasonably possible after consideration of filling the vacated Board terms.
- Section 5.** Notice of regular meetings of the Board of Trustees shall be given by deposit of the notice in the United States mail, or by e-mail, or by personal contact, or in the church newsletter at least one (1) week prior to the meeting.
- Section 6.** A majority of the number of serving Trustees shall constitute a quorum for the transaction of business.
- Section 7.** Trustees shall not receive any stated salary for their services. However, the Board may provide that the UCCWC reimburse any one (1) or more of the Trustees for any expense incurred on account of attendance at any meeting of the Board or meeting approved by the Board.
- Section 8.** The congregation shall be notified of all regular Board meetings. Board meetings shall be open to all congregational members, subject to the provisions in Article Five.

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### *Article Six: Officers*

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- Section 1.** The principal officers of the Board of Trustees shall be a President, a Vice President, a Secretary, and a Treasurer. The President, Vice President, and Secretary shall be elected annually by the Board of Trustees at its regular June meeting, according to Board of Trustees transition process specified in Article Five, Section 3a.
- Section 2.** The President shall be the chief executive officer of the church. The President shall have general and active management of the business of the church and shall see that all orders and resolutions of the Board are carried into effect.
- Section 3.** In the absence, resignation or in case of disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall also perform such other duties as the Board of Trustees shall assign.

**Section 4.** In the absence, resignation or in case of disability of both the President and the Vice President, the Secretary shall perform the duties and exercise the powers of the President. The Secretary shall record the minutes of all proceedings of the Board of Trustees and congregational meetings. These minutes will be kept on file in the office. The Secretary shall give, or cause to be given, when required, notices of meetings of the Board of Trustees and shall perform such other duties as may be assigned by the Board of Trustees.

**Section 5a.** The Treasurer shall have the custody of the UCCWC funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the church and shall deposit all moneys and other valuable effects in the name and to the credit of the church in such depositories as may be designated by the Board of Trustees.

**Section 5b.** The Treasurer shall disburse the funds of the UCCWC when proper to do so, taking proper vouchers for such disbursements, and shall render to the Board of Trustees, at the regular meetings of the Board of Trustees or whenever they may require it, an account of all transactions and of the financial condition of the UCCWC.

**Section 5c.** The Treasurer shall be bonded for an amount that is at least equivalent to the annual budget.

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### *Article Seven: Nominating Committee*

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**Section 1.** The Nominating Committee shall be comprised of three (3) voting members of the congregation serving three-year terms. One member shall be elected each year. No member of the Board of Trustees may be selected to serve on the Nominating Committee. Any vacancy occurring in the Nominating Committee may be filled by the Board of Trustees for the unexpired term, subject to the provisions in Article Seven, Section 6. The appointed Nominating Committee member shall serve until the next annual election, when a member shall be elected by the congregation to fill the balance of any unexpired Nominating Committee term.

**Section 2.** The Nominating Committee shall be responsible for the preparation of the ballot and the supervision of elections and balloting procedures at the Annual Meeting.

**Section 3.** Prior to each Annual Meeting of the congregation, the Nominating Committee shall prepare a ballot which shall include the names of one (1) or more nominees for each vacancy on the Board of Trustees, the Internal Financial Review Committee, and the Nominating Committee. One (1) or more names shall also be placed on the ballot if there is a vacancy in the position of Treasurer.

**Section 4.** The Nominating Committee shall submit its report to the Secretary at least sixty (60) days before the Annual Meeting. The proposed slate of candidates shall then be

made available to all congregation members. Additional nominations may be made by a petition of at least five (5) members submitted to the Secretary for inclusion on the ballot at least thirty (30) days before the Annual Meeting. The Secretary shall submit the final report of all nominations with the notice of the Annual Meeting.

**Section 5.** When a Ministerial Search Committee is required, the Nominating Committee shall propose a slate of candidates for the approval of the voting members of the congregation subject to the provisions in Article Eight, Section 4.

**Section 6.** The Nominating Committee shall maintain a list of potential candidates for leadership positions within the congregation. The Board of Trustees shall consult with the Nominating Committee before a vacancy on the Board of Trustees or any elected Committee is filled.

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### *Article Eight: Minister*

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**Section 1.** The minister shall be responsible for the conduct of worship within the church and the church's spiritual interests and affairs. The minister shall have freedom of the pulpit as well as freedom to express their opinions outside of the pulpit.

**Section 2.** The minister shall be an ex-officio member of the Board of Trustees and of such committees as the Board of Trustees shall designate.

**Section 3a.** UCCWC may hire a called minister or a contract minister.

**Section 3b.** A called minister serves indefinitely, with no limit on duration included in their contract. A congregational vote is required to call a minister at a special meeting requiring a quorum of at least forty percent (40%) of the voting membership of the congregation. At such a meeting, a two-thirds (2/3) majority vote is required to:

- (a) hire a called minister, following recommendation of the Search Committee, and an in-person visit including at least one sermon and meetings with members and Committees;
- (b) convert a contract minister to be the UCCWC called minister.

**Section 3c.** A contract minister serves for a limited time period, their contract specifying termination in one to at most three years, in some cases, subject to renewal.

- (a) The Board of Trustees has authority to hire a contract Minister, based on Search Committee recommendation;
- (b) The Board of Trustees has decision authority for renewing a contract and may call an informal congregational meeting to gather feedback and advice;
- (c) Where there are options for contract terms, such as contract duration or for participating in a particular UUA program, the Board of Trustees has decision authority for which option to

pursue and may call an informal congregational meeting to gather feedback and advice.

**Section 4.** The Ministerial Search Committee should be composed of seven (7) members for a called minister search and five (5) to seven (7) members for a contract minister search. In both cases, a majority of the Search Committee shall be elected by the congregation from a slate prepared by the Nominating Committee, and the remainder shall be appointed by the Board of Trustees. After the Search Committee is formed, should any vacancies occur, the Search Committee and the Board of Trustees will each evaluate whether replacement member(s) are needed. After conferring with the Search Committee, the Board of Trustees will appoint replacement member(s) if they are needed.

**Section 5.** The minister may be dismissed by a simple majority of the voting membership present at any meeting legally called specifically for that purpose. The quorum for such a meeting shall be at least forty percent (40%) of the voting membership of the congregation. Conditions of dismissal shall be governed by the Contract of Employment.

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### *Article Nine: Meetings of the Congregation*

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**Section 1.** A regular business meeting of the congregation shall be held annually before June 1 for the purpose of electing a Treasurer and members to the Nominating Committee, the Board of Trustees, and the Internal Financial Review Committee, and for the transaction of other business as may come before the meeting. Said Annual Meeting shall be held within the State of Oregon. The time and place of the meeting shall be fixed by the Board of Trustees.

**Section 2.** Special business meetings of the congregation may be called at the written request of ten percent (10%) or more of the voting members of the congregation or at the request of the Board of Trustees.

**Section 3.** The business to be transacted at all meetings shall be set forth in the notice of the meeting, which shall be sent to all members by mail at least thirty (30) days prior to the meeting.

**Section 4.** Except in cases where otherwise specified, twenty percent (20%) of the voting membership of the congregation shall constitute a quorum.

**Section 5.** Members may vote by proxy only for issues that are decided by written ballot. A proxy form for each meeting must be filed with the Nominating Committee prior to the vote. A proxy form can be obtained from the Nominating Committee. This proxy form must specify the absent member's name, the date of the congregational meeting, the person assigned the privilege of proxy, and the absent member's

signature. Each member present for the vote can carry a proxy vote for only one absent member.

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### ***Article Ten: Notices: Informal Action by the Board of Trustees***

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- Section 1.** Whenever, under the provisions of the Oregon Nonprofit Corporation Law or the Articles of Incorporation or of these *Bylaws*, notice is required to be given to any Board of Trustees member, it shall not be construed to require personal notice, but such notice may be given in writing, by e-mail or by mail, addressed to such Board of Trustees member at his or her address as it appears on the records of the UCCWC, with postage thereon prepaid, and such notice shall be deemed to be given when deposited in the United States mail.
- Section 2.** Whenever any notice is required to be given to any Board of Trustees member under the provisions of the Oregon Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or these *Bylaws*, a waiver in writing signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.
- Section 3.** Any action required by the Oregon Nonprofit Corporation Law to be taken at a meeting of the Board of Trustees or any other action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent, or consents, in writing setting forth the action so taken shall be signed, or approved by e-mail, by a majority of the Board of Trustees members entitled to vote with respect to the subject matter thereof. The action shall be effective on the date on which the last majority signature or e-mail approval is placed on the consent, or consents, or at such earlier time as is set forth therein.
- Section 4.** Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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### ***Article Eleven: Financial Matters***

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- Section 1.** The UCCWC shall keep correct and complete books and records of account.
- Section 2.** All checks or demands for money and notes of the UCCWC shall be signed by such officers or other persons as the Board of Trustees may designate.
- Section 3.** The accounting year of the church shall end on June 30.

**Section 4.** The Board of Trustees shall be responsible for the preparation of an annual budget. The budget shall be presented to the voting membership of the congregation for their approval at the Annual meeting or a special meeting called in accordance with Article Nine, Section 2.

**Section 5a.** There shall be an annual financial review conducted by an Internal Financial Review Committee (IFRC). The IFRC shall be composed of three (3) voting members of the congregation serving three-year terms. One member shall be elected each year. The Treasurer shall not be a member of the Internal Financial Review Committee. Any vacancy occurring in the IFRC may be filled by the Board of Trustees, subject to the provisions in Article Seven, Section 6. The appointed member shall serve until the next annual election, when a member shall be elected by the congregation to fill the balance of any unexpired IFRC term.

**Section 5b.** The annual financial review shall be presented to the congregation at the Annual Meeting. A review of UCCWC financial affairs by an external consultant will be conducted upon petition to the Board of Trustees by ten percent (10%) or more of the voting members of the congregation. An external audit will be conducted if twenty percent (20%) or more of the voting members petition the Board of Trustees.

**Section 6.** The UCCWC Board of Trustees has established the Church Community Fund Account as a part of the UCCWC Investment Funds, per guidelines in the *Policy Manual*. Should there be a major expense or emergency spending required by UCCWC beyond the ten percent (10%) per year expenditure authorized from the Church Community Fund Account, an amount may be authorized by a vote of the congregation. A quorum for a meeting called for this purpose shall be at least forty percent (40%) of the voting membership of the congregation. Such decisions will require at least eighty percent (80%) majority of the voting members present at the meeting.

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## *Article Twelve: General Provisions*

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**Section 1.** In the event any provision of these Bylaws is inconsistent with the Articles of Incorporation, the Articles shall govern.

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## *Article Thirteen: Amendments*

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**Section 1.** The Bylaws of the UCCWC, including any amendments hereto, may be altered, amended, or repealed and new *Bylaws* may be adopted by a two-thirds majority of the voting members present at any legally called meeting of the UCCWC.

**Section 2.** Notice of any proposed change(s) shall be contained in the notice of the meeting.

**Section 3.** Approved changes to the bylaws, with their approval date, will be noted in a table maintained as a separate document, “Unitarian Universalist Community Church of Washington County (UCCWC) Bylaws – Revision History”, version-linked to these “Bylaws of the UCCWC”.

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***Article Fourteen: Dissolution***

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**Section 1.** Should the UCCWC cease to function, and the membership vote to disband, any assets of the society shall be transferred as recommended by the Board of Trustees and approved by the membership to any 503(c)(3) group or groups for their general purposes. This transfer is to be made in full compliance with applicable Oregon laws.

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