

UNITARIAN UNIVERSALIST ASSOCIATION

BYLAWS AND RULES

as amended through
MAY 22, 2023



**UNITARIAN
UNIVERSALIST
ASSOCIATION**

Hard copy of these Bylaws and Rules available from
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UUA BYLAWS

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The pronouns “they” and “their” are used in these Bylaws and Rules in place of the singular gender pronouns “he,” “she,” “his,” and “hers,” and refer to a single individual unless the context indicates otherwise.

1 **ARTICLE I Name**

2 **Section C-1.1. Name.**

3 The name of this Association shall be Unitarian Universalist
4 Association. It is the successor to the American Unitarian
5 Association, which was founded in 1825 and incorporated in 1847,
6 and the Universalist Church of America, which was founded in 1793
7 and incorporated in 1866.

8 **ARTICLE II Principles and Purposes**

9 **Section C-2.1. Principles.**

10 We, the member congregations of the Unitarian Universalist
11 Association, covenant to affirm and promote

- 12 The inherent worth and dignity of every person;
- 13 Justice, equity and compassion in human relations;
- 14 Acceptance of one another and encouragement to spiritual growth
15 in our congregations;
- 16 A free and responsible search for truth and meaning;
- 17 The right of conscience and the use of the democratic process
18 within our congregations and in society at large;
- 19 The goal of world community with peace, liberty and justice for all;
- 20 Respect for the interdependent web of all existence of which we
21 are a part.

22 The living tradition which we share draws from many sources:

- 23 Direct experience of that transcending mystery and wonder,
24 affirmed in all cultures, which moves us to a renewal of the spirit
25 and an openness to the forces which create and uphold life;
 - 26 Words and deeds of prophetic people which challenge us to
27 confront powers and structures of evil with justice, compassion
28 and the transforming power of love;
 - 29 Wisdom from the world's religions which inspires us in our ethical
30 and spiritual life;
 - 31 Jewish and Christian teachings which call us to respond to God's
32 love by loving our neighbors as ourselves;
 - 33 Humanist teachings which counsel us to heed the guidance of
34 reason and the results of science, and warn us against idolatries
35 of the mind and spirit;
 - 36 Spiritual teachings of Earth-centered traditions which celebrate
37 the sacred circle of life and instruct us to live in harmony with the
38 rhythms of nature.
- 39 Grateful for the religious pluralism which enriches and ennobles our
40 faith, we are inspired to deepen our understanding and expand our
41 vision. As free congregations we enter into this covenant,
42 promising to one another our mutual trust and support.

43 **Section C-2.2. Purposes.**

44 The Unitarian Universalist Association shall devote its resources to
45 and exercise its corporate powers for religious, educational and
46 humanitarian purposes. The primary purpose of the Association is
47 to serve the needs of its member congregations, organize new
48 congregations, extend and strengthen Unitarian Universalist
49 institutions and implement its principles.

50 **Section C-2.3. Inclusion.**

51 Systems of power, privilege, and oppression have traditionally
52 created barriers for persons and groups with particular identities,
53 ages, abilities, and histories. We pledge to replace such barriers
54 with ever-widening circles of solidarity and mutual respect. We
55 strive to be an association of congregations that truly welcome all
56 persons and commit to structuring congregational and associational
57 life in ways that empower and enhance everyone's participation.

58 **Section C-2.4. Freedom of Belief.**

59 Nothing herein shall be deemed to infringe upon the individual
60 freedom of belief which is inherent in the Universalist and Unitarian
61 heritages or to conflict with any statement of purpose, covenant, or
62 bond of union used by any congregation unless such is used as a
63 creedal test.

64 **ARTICLE III Membership**

65 **Section C-3.1. Member Congregations.**

66 The Unitarian Universalist Association is a voluntary association of
67 autonomous, self-governing member congregations, which have
68 freely chosen to pursue common goals together.

69 **Section C-3.2. Congregational Polity.**

70 Nothing in these Bylaws shall be construed as infringing upon the
71 congregational polity or internal self-government of member
72 congregations, including the exclusive right of each such
73 congregation to call and ordain its own minister or ministers, and to
74 control its own property and funds. Any action by a member
75 congregation called for by these Bylaws shall be deemed to have
76 been taken if certified by an authorized officer of the congregation
77 as having been duly and regularly taken in accordance with its own
78 procedures and the laws which govern it.

79 ***Section C-3.3. Admission to Membership.**

80 A congregation becomes a member upon acceptance by the Board
81 of Trustees of the Association of its written application for
82 membership in which it subscribes to the principles of and pledges
83 to support the Association. The Board of Trustees shall adopt rules
84 to carry out the intent of this Section.

85 **Section 3.4. Church of the Larger Fellowship.**

86 The Church of the Larger Fellowship, Unitarian Universalist, shall
87 be a member congregation which is not considered to be located in
88 any particular district or region.

89 ***Section C-3.5. Certification of Membership.**

90 A member congregation shall be recognized as certified during the
91 fiscal year of the Association in which it becomes a member and
92 during each subsequent fiscal year in which it established that
93 during the immediately preceding fiscal year it:

- 94 (a) conducted regular religious services;
- 95 (b) held at least one business meeting of its members, elected its
96 own officers and maintained adequate records of
97 membership; and
- 98 (c) made a financial contribution to the Association.

99 Member congregations must furnish the Association with a report of
100 their activities showing compliance with subsections (a) and (b)
101 above.

102 Compliance with subsection (c) above shall be determined by
103 appropriate financial records of the Association. A member
104 congregation shall also be considered to be certified for that part of
105 any particular current fiscal year which precedes the deadline
106 established by the Board of Trustees for submitting proof of
107 compliance with subsections (a) and (b) above if during the next
108 preceding fiscal year such a congregation made a financial
109 contribution to the Association and filed the report required by this
110 Section during that year.

111 A member congregation which has not been certified for three
112 consecutive fiscal years shall be deemed inactive and placed in an
113 "inactive congregation" category.

114 The Board of Trustees shall make rules to carry out the intent of this
115 Section and shall determine which member congregations meet the
116 requirements set forth herein for any fiscal year of the Association.

117 Section C-3.6. Termination of Membership.

118 A member congregation upon written notification to the Association
119 may withdraw from the Association at any time. The Board of
120 Trustees may terminate the membership of any congregation that,
121 pursuant to the provisions of Section C-3.5, has been placed in an
122 "inactive congregation" category maintained by the Association but
123 shall do so only after consultation with:

- 124 (a) the congregation in question, whenever possible; and
- 125 (b) the President of the district or region in which the
126 congregation is located or such other authorized official as
127 the district or region designates in writing to the Association.

128 *Section C-3.7. Associate Member Qualifications.

129 The Board of Trustees may admit to associate membership in the
130 Association any major organization whose membership or
131 constituency consists of individuals located throughout the
132 Association and whose purposes and programs it finds to be
133 auxiliary to and supportive of the principles of the Association and
134 which pledges itself to support the Association. The Board of
135 Trustees may terminate such associate membership upon a finding
136 that the organization no longer meets the foregoing qualifications.

137 The Board of Trustees may adopt rules governing the requirements
138 for admission to and retention of associate membership. An
139 associate member organization shall be recognized as certified
140 during the fiscal year in which it becomes a member, and during
141 each subsequent fiscal year if it has made a financial contribution to
142 the Association during the immediately preceding fiscal year. The
143 Association shall neither exercise control over nor assume
144 responsibility for the programs, activities or finances of any
145 associate member.

146 *Section C-3.8. Independent Affiliate Organizations.

147 The Board of Trustees may admit to affiliated status those
148 independently constituted and operated organizations whose
149 purposes and intentions it finds to be in sympathy with the principles
150 of the Association, and may terminate such status upon finding that
151 the organization no longer meets the foregoing qualifications or is
152 not in compliance with the rules relating to such organizations. The
153 status granted is that of independent affiliate. The Board of
154 Trustees shall adopt rules governing the requirements for admission
155 to and retention of affiliated status. The requirements shall include
156 financial support of the Association by payment of an annual
157 contribution. The Association shall neither exercise control over nor
158 assume responsibility for the programs, activities, or finances of any
159 independent affiliate.

**160 Section C-3.9. Autonomy of Associate Member
161 Organizations and Independent Affiliate
162 Organizations.**

163 Nothing in these Bylaws shall be construed as infringing upon the
164 control of associate member organizations and independent affiliate
165 organizations by their own membership.

166 Section C-3.10. Members of Member Congregations.

167 For the purposes of these Bylaws, a member of a member
168 congregation is any individual who pursuant to its procedures has
169 full or partial voting rights at business meetings of the congregation
170 and who is certified as such by an authorized officer of the
171 congregation.

172 ARTICLE IV General Assembly

173 Section C-4.1. Meetings of the Association.

174 Each meeting of the Association for the conduct of business shall
175 be called a General Assembly.

176 Section C-4.2. Powers and Duties.

177 General Assemblies shall make overall policy for carrying out the
178 purposes of the Association and shall direct and control its affairs.

179 Section 4.3. Regular General Assembly.

180 A regular General Assembly shall be held at such time during each
181 fiscal year of the Association as the Board of Trustees shall
182 determine.

183 Section 4.4. Special General Assembly.

184 A special General Assembly may be called by the Board of Trustees
185 at any time, and shall be called upon petition of not less than fifty
186 certified member congregations by action of the governing boards
187 or their congregations. No more than twenty of the fifty
188 congregations may be from the same district or region..

189 Section 4.5. Place of Meeting.

190 Each regular and special General Assembly shall be held at such
191 place in the United States or Canada as the Board of Trustees shall
192 determine. Subject to procedures and guidelines adopted by the
193 Board of Trustees, delegates not physically present at General
194 Assembly may be deemed present in person to participate in and
195 vote at General Assembly by means of remote communication.

196 *Section 4.6. Notice of Meetings.

197 Notice of each regular and special General Assembly shall be given
198 not less than sixty days before the date thereof in such form and
199 manner as the Board of Trustees shall determine. Such notice shall
200 state the place, date, and hour of the meeting. Notice of each
201 special General Assembly shall indicate at whose direction it is
202 being called.

203 *Section C-4.7. Voting.

204 Voting at each regular and special General Assembly shall be by
205 accredited delegates from certified member congregations, certified
206 associate member organizations, and trustees.

207 Each delegate and trustee shall have only one vote, even if present
208 in more than one capacity. Proxy voting is prohibited except when
209 the amendment being processed is an amendment of the articles of
210 organization.

211 **Section 4.8. Delegates.**

212 (a) Member Delegates. Each certified member congregation is
213 entitled to be represented at each General Assembly by
214 delegates who are members of such congregation, selected
215 in accordance with its bylaws or procedures. The Church of
216 the Larger Fellowship is entitled to 22 such delegates. Other
217 certified member congregations are entitled to that number of
218 such delegates determined as follows: the number of
219 delegates of a certified member congregation shall be equal
220 to the number of members of the congregation divided by
221 fifty, plus one delegate for any fraction remaining, provided
222 that each certified member congregation shall be entitled to at
223 least two delegates.

224	Membership of	Member
225	Member Congregation	Delegates
226	1-100	2
227	101-150	3
228	151-200	4
229	201-250	5
230	251-300	6
231	301-350	7
232	351-400	8
233	401-450	9
234	451-500	10
235	Over 500	One for each additional 50
236		members or fraction thereof.

237 The number of members of a certified member congregation
238 which is a member of more than one denomination shall be
239 determined for the purposes of this Section either (i) by
240 dividing the number of members of the federated church by
241 the number of denominations included in the federation, or, at
242 the option of the federated church, (ii) by reporting the actual
243 number of members who identify themselves as Unitarian
244 Universalists.

245 (b) Minister Delegates and Religious Education Director
246 Delegates. Each certified member congregation is also
247 entitled to be represented at each General Assembly by the
248 ordained minister or ministers in ministerial fellowship with the
249 Association settled in such congregation, and by the religious
250 educators who are active members of the Liberal Religious
251 Educators Association and employed in such congregation. In
252 addition, each certified member congregation is also entitled
253 to be represented at each General Assembly by any minister
254 emeritus or minister emerita of such congregation in
255 ministerial fellowship with the Association and by any
256 religious educator emeritus or emerita designated as such by
257 a vote at a meeting of the member congregation not less than
258 six months prior to the General Assembly, provided that any
259 such minister has been settled previously in such
260 congregation, and any such religious educator emeritus or
261 emerita who has been previously employed in such
262 congregation.

263 (c) Associate Member Delegates. Each certified associate
264 member organization is entitled to be represented at each
265 General Assembly by two delegates who are members of a
266 certified congregation.

267 ***Section C-4.9. Accreditation of Delegates.**

268 The Board of Trustees shall make rules for the accreditation of
269 delegates and voting procedures. Such rules may include the
270 requirements of payment of a registration fee, a travel fund fee, or
271 both, in order to vote at a General Assembly, except that these
272 requirements shall not apply to the right to cast a ballot for any
273 elective position at large.

274 **Section 4.10. Quorum.**

275 Not less than 300 accredited delegates representing not less than
276 100 certified member congregations located in not less than 10
277 states or provinces shall constitute a quorum at any regular or
278 special General Assembly.

279 **Section 4.11. Tentative Agenda for Regular General**
280 **Assemblies.**

281 The Board of Trustees shall prepare a Tentative Agenda for each
282 regular General Assembly which shall include:

- 283 (a) reports and other matters required by these Bylaws to be
284 submitted to the General Assembly;
- 285 (b) proposed amendments to these Bylaws which are submitted
286 as prescribed in Article XV, Section 15.2;
- 287 (c) items referred by the preceding General Assembly;
- 288 (d) Business Resolutions and proposed amendments to Bylaws
289 and Rules submitted by the Commission on Appraisal;
- 290 (e) all proposed amendments to Rules and all Business
291 Resolutions as defined in Rule G-4.18.2, submitted by:
 - 292 (1) the Board of Trustees or the Executive Committee;
 - 293 (2) not less than fifteen certified member congregations by
294 action of their governing boards or their congregations;
295 or
 - 296 (3) a petition by not less than 250 members of certified
297 member congregations with no more than 10 members
298 of any one member congregation counted as part of the
299 250;
- 300 (f) proposed amendments to Rules and Business Resolutions
301 submitted by a district or region by official action at a duly
302 called meeting at which a quorum is present but not in excess
303 of three Business Resolutions per district. In a district or
304 region that does not maintain a formal governance structure,
305 a meeting for this purpose may be convened by vote of the
306 governing bodies or membership of at least fifteen
307 congregations in that district or region in good standing with
308 the UUA. A quorum for such a meeting shall require that at
309 least one-third of the congregations of the district or region be
310 represented by one or more formally credentialed delegates;
311 and
- 312 (g) Proposed Congregational Study/Action Issues submitted by
313 the Commission on Social Witness pursuant to Section
314 4.12(a).

315 Resolutions submitted under (d), (e)(2), (e)(3) and (f) must be
316 received by the Board of Trustees by February 1 whenever the
317 regular General Assembly opens in June. If the General Assembly
318 opens in a month other than June, the Business Resolutions
319 submitted under (d), (e)(2), (e)(3) and (f) must be received no later
320 than 110 days before the date set for the opening of that General
321 Assembly. The UUA Statements of Conscience process deadlines

322 are established by Sections 4.12(a) and (c) and by the Board of
323 Trustees pursuant to Section 4.13 whenever one or more regular
324 General Assembly is scheduled to begin in a month other than
325 June. The Board of Trustees shall include on the Tentative Agenda
326 all items so submitted. It may submit alternative versions of
327 Business Resolutions in addition to the original ones submitted if in
328 its judgment such alternatives clarify the resolutions and may make
329 such changes in the Business Resolutions as are necessary to
330 make each conform to a standard format. It may also submit one or
331 more alternative versions for the purpose of combining two or more
332 Business Resolutions. Adoption of Business Resolutions by a
333 General Assembly shall be by two-thirds vote. The Tentative
334 Agenda shall be mailed to each member congregation, associate
335 member organization and trustee by March 1 if the General
336 Assembly opens in June; otherwise, not less than 90 days before
337 the opening of the General Assembly.

338 *Section 4.12. UUA Statements of Conscience.

339 The purpose of the Congregational Study/Action Process is to provide
340 the member congregations of the Association with an opportunity to
341 mobilize energy, ideas, and resources around a common issue. The
342 end result will be a deeper understanding of our religious position on
343 the issue, a clear statement of Association policy as expressed in a
344 Statement of Conscience, and a greater capacity for the
345 congregations to take effective action. The process for adoption of
346 UUA Statements of Conscience shall be as follows:

347 (a) First Cycle Year

348 (1) Each member congregation or covenanting
349 community may submit to the Commission on Social
350 Witness by October 1 in the year preceding a General
351 Assembly one proposed Congregational Study/Action
352 Issue, such proposed Congregational Study/Action Issue
353 to be approved at a duly called meeting of its members or
354 its governing board at which a quorum is present. This
355 commences the process of a three year UUA Statement
356 of Conscience cycle ("the Cycle"). A Cycle year ends at
357 the close of General Assembly.

358 (2) For the proposed Congregational Study/Action Issue to be
359 placed on the Final Agenda of the General Assembly,
360 twenty-five percent (25%) of all certified congregations
361 must participate in the ballot vote concerning the
362 proposed Congregational Study/Action Issues.

363 (3) Each of the Proposed Congregational Study/Action Issues
364 shall be presented to the General Assembly by a
365 delegate, and one such proposed Congregational
366 Study/Action Issue shall be referred for study by virtue of
367 having received the highest number of votes among all
368 proposed Congregational Study/Action votes cast by the
369 General Assembly; provided, however, that if no proposed
370 Congregational Study/Action Issue receives a majority of
371 the votes cast, then a second vote shall be taken between
372 the two issues receiving the highest number of votes cast
373 in the initial election.

374 (4) If no proposed Congregation Study/Action Issues are on
375 the Final Agenda in the first Cycle year, or if no
376 Congregational Study/Action Issue is referred for study by
377 the General Assembly, then following the regular meeting
378 of the General Assembly, the Cycle shall begin again as
379 set forth in this subsection.

380 (b) Second Cycle Year

381 (1) During the meeting of the General Assembly in the
382 second Cycle year the Commission on Social Witness
383 shall conduct workshops on the Congregational
384 Study/Action Issue.

385 (c) Third Cycle Year

386 (1) The Commission on Social Witness shall then compose a
387 draft UUA Statement of Conscience. The draft UUA
388 Statement of Conscience, and a ballot to place the draft
389 UUA Statement of Conscience on the Final Agenda
390 during General Assembly in the third Cycle year shall be
391 included in the Congregational Poll.

392 (2) If the draft UUA Statement of Conscience is placed on the
393 Final Agenda for the next regular meeting of the General
394 Assembly, then the next General Assembly must debate
395 and vote on the proposed UUA Statement of Conscience.
396 Adoption of the UUA Statement of Conscience shall
397 require a two-thirds vote.

398 (3) If (a) the proposed UUA Statement of Conscience is not
399 placed on the Final Agenda for the next regular meeting of
400 the General Assembly; or (b) the General Assembly
401 chooses, by a two-thirds vote, to refer the proposed UUA
402 Statement of Conscience to the Commission on Social
403 Witness for one additional year of study/action, then the
404 Commission of Social Witness shall continue the study
405 and revision of the proposed UUA Statement of
406 Conscience for one more year. The revised UUA
407 Statement of Conscience may be placed on the Final
408 Agenda for the next regular meeting of the General
409 Assembly pursuant to subsection (b) above. If by the
410 regular meeting of the General Assembly following the
411 additional year the Commission on Social Witness has
412 been unable to find support to generate an acceptable
413 UUA Statement of Conscience, the Congregational
414 Study/Action Issue may be placed on the Final Agenda
415 with a proposal to drop such Congregational Study/Action
416 Issue.

417 (4) Following the regular meeting of the General Assembly in
418 the third Cycle year, the Cycle shall begin again as set
419 forth in Section 4.12(a) above.

420 Section 4.13. Revision of UUA Statements of 421 Conscience Process Schedule.

422 If the Board of Trustees votes to schedule one or more regular
423 General Assemblies to begin in a month other than June, the Board
424 of Trustees shall forthwith revise the UUA Statements of
425 Conscience process schedule set forth in Section 4.12 accordingly
426 and shall immediately notify the member congregations and the
427 Commission on Social Witness of the revised schedule in writing.

428 Section 4.14. Final Agenda for Regular General 429 Assemblies.

430 The Board of Trustees shall prepare a Final Agenda for each
431 General Assembly which shall include:

432 (a) all reports and other matters required by these Bylaws to be
433 submitted to the General Assembly and all proposed
434 amendments to Bylaws and Rules appearing on the Tentative
435 Agenda that meet the requirements of Rule G-4.18.3;

436 (b) those Business Resolutions, including alternative versions, on
437 the Tentative Agenda which meet the requirements of Rule
438 G-4.18.3;

439 (c) Business Resolutions, amendments to Rules or Bylaws or
440 other items submitted by the Board of Trustees or the
441 Executive Committee, which did not originally appear on the
442 Tentative Agenda; provided, however, that any such items
443 appear on the Final Agenda accompanied by an explanation
444 for the delayed submission;

445 (d) additional proposed amendments to Bylaws submitted by the
446 Commission on Appraisal;

447 (e) those proposed Congregational Study/Action Issues on the
448 Tentative Agenda which meet the requirements of Rule G-
449 4.18.3, and if applicable pursuant to Section 4.12(a); and

450 (f) the UUA Statement of Conscience submitted by the
451 Commission on Social Witness pursuant to Section 4.12(c)
452 and (d), if applicable.

453 The Board of Trustees shall mail the Final Agenda to each member
454 congregation, associate member organization and trustee not less
455 than 30 days before the General Assembly.

456 **Section 4.15. Agenda for Special General Assemblies.**

457 The Board of Trustees shall prepare the agenda for each special
458 General Assembly which shall include resolutions and proposed
459 amendments to Rules submitted by:

460 (a) the Board of Trustees;

461 (b) the petition, if any, which calls the special General Assembly;
462 or

463 (c) not less than 50 certified member congregations by action of
464 their governing boards or their congregations, with no more
465 than 20 of the 50 congregations from the same district.

466 The agenda shall be mailed to each member congregation,
467 associate member organization and trustee not less than 30 days
468 before the General Assembly.

469 ***Section 4.16. Additions to the Agenda of Regular 470 General Assemblies.**

471 (a) Non-substantive items related to greetings and similar
472 matters may be admitted to the agenda by a regular
473 General Assembly.

474 (b) Actions of Immediate Witness

475 (1) A General Assembly Action of Immediate Witness
476 is one concerned with a significant action, event or
477 development, the timing or specificity of which makes it
478 inappropriate to be addressed by a UUA Statement of
479 Conscience pursuant to the Study/Action process.

480 (2) No more than three General Assembly Actions of
481 Immediate Witness may be admitted to the agenda of
482 a regular General Assembly.

483 (3) The motion to admit each General Assembly Action
484 of Immediate Witness ruled eligible is not debatable,
485 but an opportunity for a two-minute statement of
486 advocacy to the General Assembly for each eligible
487 action by one of its sponsors prior to any such motion
488 shall be provided. Admission of a General Assembly
489 Action of Immediate Witness shall be by a two-thirds
490 vote.

491 (4) Affirmation of a General Assembly Action of Immediate
492 Witness shall be by a two-thirds vote.

493 (5) Actions submitted pursuant to this Section 4.16(b) must
494 be in
495 writing and filed with the Chair of the Commission on
496 Social Witness or the Commission's designee by the
497 deadline established by the Commission and
498 announced on the UUA website and through UUA
499 communications.

500 (c) Responsive Resolutions may be admitted to the agenda of a
501 regular General Assembly and acted upon.

502 (1) A Responsive Resolution is a resolution made in
503 response to a substantive portion of a report by an
504 officer or committee reporting to a regular General
505 Assembly.

506 (2) Affirmation of a Responsive Resolution shall be by
507 two-thirds
508 vote.

509 **Section 4.17. Items Admitted to Special General 510 Assembly Agenda.**

511 Except for non-substantive items related to greetings and similar
512 matters, no item not on the agenda for a Special General Assembly
513 shall be admitted to the agenda of that Assembly.

514 ***Section 4.18. Agenda Rules.**

515 General Assemblies shall adopt rules relating to the agenda.

516 ***Section 4.19. Rules of Procedure.**

517 Rules of procedure for the conduct of the meeting shall be adopted
518 at each General Assembly.

519 **ARTICLE V Committees of the Association**

520 **Section 5.1. Committees of the Association.**

521 The standing committees of the Association shall be:

522 (a) the Nominating Committee;

523 (b) the Presidential Search Committee;

524 (c) the General Assembly Planning Committee;

525 (d) the Commission on Appraisal;

526 (e) the Commission on Social Witness; and

527 (f) the Board of Review.

528 The President shall be a member, without vote, of the General
529 Assembly Planning Committee, the Commission on Appraisal, and
530 the Commission on Social Witness.

531 **Section 5.2. Election and Appointment.**

532 (a) Elected members. Elected members of all standing
533 committees of the Association shall take office at the close of
534 the General Assembly at which they are elected and shall
535 serve until their successors are elected and qualified, except
536 as otherwise provided herein.

537 (b) Appointed members. The terms of any appointed members
538 of standing committees of the Association shall begin at the
539 close of the regular General Assembly. The Board of
540 Trustees shall make each appointment no later than 120 days
541 after the beginning of the term. Appointed members shall
542 take office upon the effective date of their appointments and
543 shall serve until their successors are appointed and qualified,
544 except as otherwise provided herein.

545 **Section 5.3. Qualifications of Committee Members.**

546 To serve as a member of a standing committee of the Association,
547 a person must be a member of a member congregation. No
548 member of a standing committee of the Association, except a
549 member serving ex officio, may, during the term of office, serve as a
550 trustee or officer of, or hold any salaried position in, the Association.

551 **Section 5.4. Removal of Committee Member.**

552 An elected member of a standing committee of the Association may
553 be removed by a three-fourths vote of the Board of Trustees at a
554 meeting at which not less than three-fourths of the Board is present,
555 if in the opinion of the Board the member is incapacitated or unable
556 to carry out the duties of the office or otherwise for good cause. An
557 appointed member of a standing committee of the Association may
558 be removed at will by a majority vote of the Board of Trustees.

559 **Section 5.5. Vacancies.**

560 A vacancy created by the death, disqualification, resignation, or
561 removal of an elected or appointed member of a standing
562 committee of the Association shall be filled by majority vote of the
563 Board of Trustees. An individual appointed to fill a vacancy in an
564 elected position shall serve until the vacancy is filled by regular or
565 special election. An individual appointed to fill a vacancy in an
566 appointed position shall serve for the balance of the unexpired term,
567 and until a successor is appointed and qualified.

568 An elected member of a standing committee of the Association in
569 office for more than one-half of a full term shall be deemed to have
570 completed a full term for the purposes of re-election.

571 **Section 5.6. Nominating Committee.**

572 The Nominating Committee shall consist of nine members elected
573 to terms of three years. One-third of the members shall be elected
574 at the regular General Assembly held in each year. After serving
575 two terms in office, a member shall not be eligible for re-election
576 until after an interim of at least three years. The Nominating
577 Committee shall submit nominations for certain elective positions of
578 the Association, as provided in Article IX.

579 **Section 5.7. Presidential Search Committee.**

580 The Presidential Search Committee shall consist of five elected
581 members and two members appointed by the Board of Trustees.
582 Each term shall be six years. The elected members shall be elected
583 at the regular General Assembly held four years prior to the
584 expiration of a President's term. The terms of appointed members
585 shall begin at the close of the regular General Assembly at which
586 members were elected. After serving a term in office, a member
587 shall not be eligible for re-election until after an interim of at least six
588 years. The Committee shall nominate candidates for the office of
589 President, as provided in Section 9.5.

590 **Section 5.8. General Assembly Planning Committee.**

591 The General Assembly Planning Committee shall consist of eight
592 elected members and two members appointed by the Board of
593 Trustees. The terms of elected members shall be four years and the
594 terms of appointed members shall be two years. One-half of the
595 elected members shall be elected at the regular General Assembly
596 held in each odd-numbered year. After serving two terms in office,
597 an elected member shall not be eligible for re-election until after an
598 interim of at least four years. The Committee shall be responsible
599 for arrangements for General Assembly and programs and
600 meetings to be held in connection therewith. It may establish
601 subcommittees of its members and may delegate part or all of its
602 powers to them.

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603 **Section 5.9. Commission on Appraisal.**

604 The Commission on Appraisal shall consist of nine members
605 elected to terms of six years. One-third of the members shall be
606 elected at the regular General Assembly held in each odd-
607 numbered year. After serving a term in office, a member shall not
608 be eligible for re-election until after an interim of at least six years.

609 The Commission on Appraisal shall:

610 (a) review any function or activity of the Association which in its
611 judgment will benefit from an independent review and report
612 its conclusions to a regular General Assembly;

613 (b) study and suggest approaches to issues which may be of
614 concern to the Association; and

615 (c) report to a regular General Assembly at least once every four
616 years on the program and accomplishments of the
617 Association.

618 **Section 5.10. Commission on Social Witness.**

619 The Commission on Social Witness shall consist of three elected
620 members and two members appointed by the Board of Trustees.
621 Each term shall be four years. After serving two terms in office, a
622 member shall not be eligible for re-election until after an interim of at
623 least four years. One member shall be appointed in each odd-
624 numbered year. In addition to any election required to fill a vacancy,
625 no fewer than one nor more than two members shall be elected at
626 the regular General Assembly held in each odd-numbered year, as
627 is required to insure a full complement of elected members.

628 The duties of the Commission are described in Article IV.

629 **Section 5.11. Board of Review.**

630 (a) Members. The Board of Review shall consist of eight
631 members, as follows:

632 (1) Three members who are ministers, each of whom at the
633 time of election is in full ministerial fellowship with the
634 Association and has held such fellowship continuously
635 for the preceding seven years; and

636 (2) One member who is a Credentialed Religious Educator
637 at the highest level granted by the Religious Education
638 Credentialing Committee; and

639 (3) Four members who are not ministers or credentialed
640 religious educators, each of whom at the time of election
641 is a member of a certified member congregation and has
642 been a member of one or more such congregations for
643 not less than three years as an officer or a member of
644 the governing bodies of one or more such
645 congregations.

646 (b) Election and Term. Each term shall be eight years. At each
647 regular General Assembly held in an odd-numbered year
648 there shall be elected one person who is neither a minister
649 nor a credentialed religious educator. At each regular General
650 Assembly held in an odd-numbered year there shall be
651 elected either a minister, as described in subsection (a)(1),
652 above, or a Credentialed Religious Educator at the highest
653 level granted by the Religious Education Credentialing
654 Committee as described in section (a)(2) above. After serving
655 a term in office, a member shall not be eligible for re-election
656 until after an interim of at least eight years.

657 (c) Qualifications. No member of the Board of Review shall
658 during the term of office be a member of the Ministerial

659 Fellowship Committee or the Religious Education
660 Credentialing Committee.

661 (d) Removal. A member of the Board of Review may be
662 removed without hearing by the vote of six other members, or
663 as provided by Section 5.4.

664 (e) Duties. The duties of the Board of Review are described in
665 Articles XI and XII.

666 **Section 5.12. Additional Committees.**

667 Additional committees may be created by any General Assembly by
668 adoption of a resolution which shall state the membership, terms,
669 qualification, method of selection, and duties thereof.

670 **Section 5.13. Presiding Officer.**

671 Each committee shall elect a presiding officer from among its
672 members at its first meeting following the regular General Assembly
673 in each odd-numbered year. In the absence of such election the
674 Board of Trustees may designate a temporary presiding officer from
675 among members of the committee.

676 **Section 5.14. Time and Place of Meetings.**

677 Each committee shall hold meetings at such times and places as it
678 may determine.

679 **Section 5.15. Call and Notice of Meetings.**

680 Meetings of committees may be called by the presiding officer and
681 shall be called by the presiding officer at the request of a majority of
682 the members of the entire committee. Notice of committee
683 meetings shall be given in writing not less than ten nor more than
684 sixty days before the meeting and shall state the time and place of
685 the meeting.

686 **ARTICLE VI Board of Trustees**

687 **Section C-6.1. Responsibility.**

688 The Board of Trustees shall conduct the affairs of the Association
689 and, subject to these Bylaws, shall carry out the Association's
690 policies and directives as provided by law.

691 **Section 6.2. Powers.**

692 The Board of Trustees shall act for the Association between
693 General Assemblies.

694 **Section 6.3. Membership.**

695 The Board of Trustees shall consist of:

696 (a) the President, without vote, the Moderator and the Financial
697 Advisor; and

698 (b) Eleven trustees; and

699 (c) two youth trustees who, as of the date they commence
700 service as trustees, are of high school age, or the equivalent,
701 and are able to complete their term while of high school age.

702 ***Section 6.4. Election of Trustees.**

703 (a) One-third, as nearly as possible, of the non-Youth members
704 of the Board of Trustees shall be elected at each regular
705 General Assembly.

706 (b) The Board of Trustees shall assign a number to each trustee
707 position for the purposes of electing trustees.

708 (c) One Youth Trustee shall be elected at each regular General
709 Assembly.

710 **Section 6.5. Term.**

711 (a) Trustees shall take office immediately after the close of the
712 General Assembly at which they are elected, and shall serve
713 for terms of three years and until their successors are elected
714 and qualified. Any partial term of more than two years shall
715 be considered a full term for purposes of this Section. No
716 trustee may serve more than two successive full terms.
717 However, a trustee may at any time become one of the
718 elected officers of the Association and serve as long in that
719 office as if such trustee had not previously been a trustee. No
720 person who has served as an elected officer for a full term or
721 as a trustee for two full terms shall thereafter be elected a
722 trustee without an interim of at least three years.

723 (b) A Youth trustee shall take office immediately after the close of
724 the General Assembly at which they are elected, and shall
725 serve for a term of two years and until their successors are
726 elected and qualified. No Youth trustee may serve more than
727 one term. The term of a Youth trustee is equivalent to one full
728 term as defined in Section 6.5, for the purposes of eligibility
729 for election as a trustee.

730 ***Section 6.6. Qualifications of Trustees.**

731 (a) Each elected trustee shall be a member of a member
732 congregation. A trustee who ceases to meet these
733 qualifications shall be disqualified and the office declared
734 vacant. Not more than one trustee shall be a member of the
735 same member congregation. If a trustee becomes a member
736 of a member congregation in which another trustee is already
737 a member, such Trustee shall be disqualified and the office
738 declared vacant. The Board of Trustees shall adopt rules for
739 the application of this Section to persons holding membership
740 in more than one member congregation.

741 (b) Youth trustees shall be a member of a member congregation
742 if their congregation allows for youth membership. If their
743 congregation does not allow for youth membership, the
744 President, Minister or Religious Educator of that congregation
745 shall submit a written notice to the Nominating Committee of
746 the Youth trustee's affiliation with the congregation before the
747 person may be nominated to serve as a Youth trustee. A
748 Youth trustee shall not be a Member of or be affiliated with
749 the same congregation as any other trustee.

750 **Section 6.7. Resignation and Removal of Trustees.**

751 A trustee may at any time resign by giving written notice to the
752 Board of Trustees. Such resignation shall take effect at the time
753 specified therein, or, if no time is specified, then on delivery. A
754 trustee may be removed by a three-fourths vote of the entire Board
755 at a meeting at which not less than three-fourths of the entire Board
756 is present if in the opinion of the Board such trustee is incapacitated
757 or unable to carry out the duties of the office or otherwise for good
758 cause.

759 **Section 6.8. Vacancies.**

760 A vacancy created by the death, disqualification, resignation, or
761 removal of a trustee shall be filled by majority vote of the remaining
762 trustees. An individual appointed to fill a vacancy shall serve until
763 the vacancy is filled by regular or special election.

764 **Section 6.9. Place of Meeting.**

765 The Board of Trustees shall hold its meetings at such places as the
766 Board may determine.

767 **Section 6.10. Regular Meetings.**

768 Regular meetings of the Board of Trustees shall be held at such
769 times as the Board may determine. No fewer than three regular
770 meetings of the Board shall be held during each fiscal year of the
771 Association.

772 **Section 6.11. Special Meetings.**

773 Special meetings of the Board of Trustees may be called by the
774 Moderator or President, and shall be called by the Moderator at the
775 request of eight trustees. Notice of special meetings shall be given
776 in writing not less than five nor more than sixty days before the
777 meeting and shall state the agenda, time and place of the meeting.

778 **Section 6.12. Waiver of Notice.**

779 Notice of a meeting need not be given to any trustee who submits a
780 signed waiver of notice whether before or after the meeting, or who
781 attends the meeting without protesting, prior thereto or at its
782 commencement, the lack of notice.

783 **Section 6.13. Quorum.**

784 A majority plus one of the entire voting membership of the Board of
785 Trustees shall constitute a quorum for the transaction of business.

786 **Section 6.14. Compensation.**

787 Except for the President, members of the Board of Trustees shall
788 not receive compensation for their services but shall be reimbursed
789 as determined by the Board of Trustees for the expenses
790 reasonably incurred by them in the performance of their duties.

791 **Section 6.15. Annual Report.**

792 The Secretary shall on behalf of the Board of Trustees present an
793 annual report of its activities to the member congregations and at
794 each regular General Assembly.

795 **ARTICLE VII Committees of the Board of Trustees**

796 **Section 7.1. Committees of the Board of Trustees.**

797 The standing committees of the Board of Trustees shall be:

- 798 (a) the Executive Committee;
- 799 (b) the Ministerial Fellowship Committee;
- 800 (c) the Finance Committee;
- 801 (d) the Investment Committee;
- 802 (e) the Religious Education Credentialing Committee; and
- 803 (f) the Audit Committee.

804 The President shall be a member, without vote, of the Executive
805 Committee, the Finance Committee, and the Investment
806 Committee.

807 **Section 7.2. Appointment and Term of Office.**

808 Except as otherwise provided, the terms of members of standing
809 committees of the Board of Trustees shall be two years beginning at
810 the close of the regular General Assembly. Members shall be
811 appointed no later than 120 days after the beginning of the term.
812 Members shall take office upon the effective date of their

813 appointment and shall serve until their successors are appointed
814 and qualified.

815 **Section 7.3. Removal of Committee Member.**

816 Standing committee members appointed by the Board of Trustees
817 serve at the pleasure of the Board and may be removed by it at any
818 time.

819 **Section 7.4. Vacancies.**

820 A vacancy on any committee of the Board among members
821 appointed by the Board of Trustees shall be filled by it.

822 **Section 7.5. Executive Committee.**

823 The Executive Committee shall consist of the Moderator, the First
824 Vice Moderator, the Secretary, the Financial Advisor, and the
825 Financial Secretary. The position on the committee occupied by the
826 First Vice Moderator shall be filled by the Second Vice Moderator at
827 any meeting of the committee from which the First Vice Moderator
828 is absent or at which the First Vice Moderator is presiding in the
829 absence of the Moderator. The position on the committee occupied
830 by the Secretary shall be filled by the Assistant Secretary at any
831 meeting of the committee from which the Secretary is absent. The
832 Executive Committee shall conduct the current and ordinary
833 business of the Association between meetings of the Board of
834 Trustees. If between meetings of the Board of Trustees, matters
835 arise which (1) in the opinion of the Executive Committee are not
836 current and ordinary business but in the best interests of the
837 Association must nevertheless be acted upon, or (2) the Executive
838 Committee has been authorized by the Board to be acted upon,
839 then the Executive Committee may act thereon for the Board of
840 Trustees, but only if four or more members vote the action.

841 **Section 7.6. Ministerial Fellowship Committee.**

842 The Ministerial Fellowship Committee shall consist of no fewer than
843 fourteen members as follows:

- 844 (a) at least six members who are not ministers appointed by the
845 Board; and
- 846 (b) at least eight members who are ministers in full fellowship
847 with the Association, four appointed by the Unitarian
848 Universalist Ministers Association and the remainder by the
849 Board.

850 The committee shall have jurisdiction over ministerial fellowship with
851 the Association as provided in Article XI hereof. The Board of
852 Trustees shall designate a person who is not a member of the
853 committee to be its Executive Secretary and keep its records.

854 **Section 7.7. INTENTIONALLY DELETED.**

855 **Section 7.8. Investment Committee.**

856 The Investment Committee shall be the Investment Committee of
857 the Unitarian Universalist Common Endowment Fund LLC. The
858 duties of the Investment Committee are set forth in Article X.

859 **Section 7.9. Additional Committees.**

860 The Board of Trustees may appoint additional committees to serve
861 at its pleasure and shall determine the membership, qualifications,
862 and duties thereof.

863 **Section 7.10. Presiding Officer.**

864 The Board of Trustees shall appoint one member of each standing
865 committee of the Board to be its presiding officer.

866 **Section 7.11. Time and Place of Meetings.**

867 Each standing committee of the Board shall hold meetings at such
868 times and places as it may determine.

869 **Section 7.12. Call and Notice of Meetings.**

870 Meetings of standing committees of the Board may be called by the
871 presiding officer and shall be called by the presiding officer at the
872 request of a majority of the members of the entire committee.
873 Unless the Board of Trustees otherwise provides, notice of
874 meetings of each standing committee shall be given in such a
875 manner and within such time as the standing committee
876 determines.

877 **Section 7.13. Religious Education Credentialing
878 Committee.**

879 The Religious Education Credentialing Committee shall consist of
880 seven members as follows:

- 881 (a) three members, none of whom is a parish minister, minister
882 of religious education, community minister, a credentialed
883 religious educator, or a director of religious education,
884 appointed by the Board;
- 885 (b) one member who is a parish minister or community minister,
886 appointed by the Board;
- 887 (c) one member who is a minister of religious education,
888 appointed by the Board;
- 889 (d) one member who is a Credentialed Religious Educator at the
890 highest level granted by the Religious Education
891 Credentialing Committee, appointed by the Board; and
- 892 (e) one member nominated by the Board of the Liberal Religious
893 Educators Association and appointed by the Board of
894 Trustees.

895 The Committee shall have jurisdiction over religious education
896 credentialing with the Association as provided in Article XII thereof.
897 The Board of Trustees shall designate a person who is not a
898 member of the committee to be its Executive Secretary and keep its
899 records.

900 **Section 7.14. Audit Committee.**

901 The Audit Committee shall consist of **no fewer than four** members
902 as follows:

- 903 (a) persons appointed by the Board, none of whom are members
904 of the Board or hold a salaried position with the Association;
- 905 (b) the Financial Advisor.

906 No member of the Audit Committee shall serve for more than four
907 terms on the Audit Committee.

908 The duties of the Audit Committee are set forth in Article X.

909 **ARTICLE VIII Officers of the Association**

910 ***Section 8.1. Officers Enumerated.**

- 911 (a) Elected Officers. The elected officers of the Association shall
912 be a Moderator, a President, and a Financial Advisor.
- 913 (b) Appointed Non-salaried Officers. The appointed non-
914 salaried officers of the Association shall include one or more
915 Vice Moderators, a Secretary, and a Recording Secretary and
916 may include such other officers as the Board of Trustees may
917 appoint.

- 918 (c) Appointed Salaried Officers. The appointed salaried officers
919 of the Association shall include a Treasurer, and may include
920 one or more vice presidents, assistant treasurers, and such
921 other officers as the Board of Trustees may determine.

922 **Section C-8.2. Control by Board of Trustees.**

923 All officers shall be subject to the direction and control of the Board
924 of Trustees. All appointed officers shall be appointed by the Board
925 of Trustees and shall serve at its pleasure.

926 **Section 8.3. Term of Office.**

- 927 (a) Elected Officers. The elected officers shall be elected at a
928 regular General Assembly. The President shall take office no
929 later than 45 days after the close of such General Assembly.
930 All other officers shall take office immediately after the close
931 of such General Assembly.
- 932 (1) President. The President shall serve for a term of six
933 years and until their successor is elected, qualified and
934 takes office. No President shall serve more than one
935 term; and any partial term of more than two years
936 served by reason of appointment and/or election to
937 office pursuant to subsection 8.7(a) below shall be
938 considered a full term for purposes of this subsection.
- 939 (2) Moderator. The Moderator shall serve for a term of six
940 years and until their successor is elected and qualified.
941 No Moderator shall serve more than one term; and any
942 partial term of more than two years served by reason of
943 appointment and/or election to office pursuant to
944 subsection 8.7(a) below shall be considered a full term
945 for purposes of this subsection.
- 946 (3) Financial Advisor. The Financial Advisor shall serve for
947 a term of three years and until their successor is
948 elected and qualified. No Financial Advisor shall serve
949 more than two successive terms; and any partial term
950 of more than two years served by reason of
951 appointment and/or election to office pursuant to
952 subsection 8.7(a) below shall be considered a full term
953 for purposes of this subsection.

- 954 (b) Appointed Non-salaried Officers. The appointed non-salaried
955 officers shall serve for one or more terms of two years and
956 until their successors are appointed and qualified.

957 **Section 8.4. Qualification of Officers.**

958 Each officer of the Association shall be a member of a member
959 congregation. If an officer ceases to be a member of any member
960 congregation, such officer shall be disqualified and the office
961 declared vacant.

962 **Section 8.5. Removal of Officers.**

- 963 (a) Elected Officers. An elected officer may be removed by a
964 three-fourths vote of the entire Board of Trustees at a meeting
965 at which not less than three-fourths of the entire Board is
966 present if in the opinion of the Board such officer is
967 incapacitated or unable to carry out the duties of the office.
968 The President may also be removed by such a vote of the
969 Board if it determines that such removal is in the best
970 interests of the Association.
- 971 (b) Appointed Officers. An appointed officer may be removed by
972 the Board of Trustees at any time.

973 **Section 8.6. Resignation.**

974 An officer may resign at any time by giving written notice to the
975 Moderator, who shall immediately forward copies to the Board of
976 Trustees. Any such resignation shall take effect at the time
977 specified therein, or, if no time is specified, then upon delivery.

978 **Section 8.7. Vacancies.**

979 (a) Elected Officers. A vacancy created by the death,
980 disqualification, resignation, or removal of an elected officer
981 shall be filled by majority vote of the Board of Trustees. An
982 individual appointed to fill a vacancy shall serve until the
983 vacancy is filled by regular or special election. If the position
984 of Moderator is deemed vacant under Section 8.8(b), the
985 Board may, but shall not be obligated to, appoint as
986 Moderator any remaining individual(s) who had been serving
987 in the position of Moderator when the position was deemed
988 vacant, and may do so either as a sole appointment or with
989 one or more other individuals.

990 (b) Appointed Non-salaried Officers. A vacancy created by the
991 death, disqualification, resignation, or removal of an
992 appointed non-salaried officer may be filled by the Board of
993 Trustees for the balance of the unexpired term.

994 **Section 8.8. Moderator.**

995 (a) The Moderator shall preside at General Assemblies and
996 meetings of the Board of Trustees and the Executive
997 Committee. The Moderator shall represent the Association on
998 special occasions and shall assist in promoting its welfare.
999 The Moderator shall serve as Chief Governance Officer of the
1000 Association.

1001 (b) As used in these Bylaws, the term "Moderator" may refer to a
1002 single individual, or to multiple individuals serving in the
1003 position, even though the word "Moderator" may appear in
1004 the singular form of the word. When multiple individuals are
1005 serving in the position of Moderator, if one or more of those
1006 individuals dies, is disqualified, resigns, or is removed, the
1007 position of Moderator shall be deemed vacant under Section
1008 8.7(a).

1009 **Section 8.9. President.**

1010 The President shall be the chief executive officer of the Association.

1011 **Section 8.10. Financial Advisor.**

1012 The duties of the Financial Advisor are set forth in Article X.

1013 ***Section 8.11. Executive Vice President.**

1014 In the event an Executive Vice President should be appointed, the
1015 Board of Trustees shall describe their duties.

1016 **Section 8.12. Vice Moderators.**

1017 The Vice Moderator or Moderators shall be elected from among the
1018 members of the Board of Trustees by its members. In the absence
1019 of the Moderator a Vice Moderator shall preside at meetings and
1020 perform the duties of the Moderator. A Vice Moderator shall
1021 perform such other duties as may be assigned by the Board. In the
1022 event that more than one Vice Moderator is elected, one of the Vice
1023 Moderators shall be designated First Vice Moderator.

1024 **Section 8.13. Vice Presidents.**

1025 Any Vice President appointed shall have such powers and shall
1026 perform such duties as may be assigned by the Board of Trustees

1027 or as assigned by the President in conformity with any provisions of
1028 the Board appointment.

1029 **Section 8.14. Secretary.**

1030 The Secretary shall be appointed from among the members of the
1031 Board of Trustees and shall perform all duties usually pertaining to
1032 the office, except those of a Clerk under Massachusetts law. The
1033 Secretary shall represent the Association on special occasions and
1034 shall assist in promoting the welfare of the Association.

1035 **Section 8.15. Treasurer.**

1036 The duties of the Treasurer are set forth in Article X.

1037 **Section 8.16. Recording Secretary.**

1038 The Recording Secretary shall at all times be a resident of the
1039 Commonwealth of Massachusetts and upon being appointed shall
1040 be sworn to the faithful performance of the duties of the office. If
1041 the Recording Secretary ceases to be a resident of the
1042 Commonwealth of Massachusetts, such person shall be disqualified
1043 and the office declared vacant. The Recording Secretary shall keep
1044 an accurate record of all meetings of the Association and the Board
1045 of Trustees, shall perform such other duties as may be assigned by
1046 the Board, and shall perform the duties of a Clerk under
1047 Massachusetts law.

1048 **Section 8.17. Other Appointed Officers.**

1049 The Board of Trustees may appoint such other officers as it deems
1050 necessary and shall fix their powers and duties.

1051 **Section 8.18. Compensation.**

1052 The Moderator, the Financial Advisor, and the appointed non-
1053 salaried officers shall not receive compensation for their services
1054 but shall be reimbursed as determined by the Board of Trustees for
1055 expenses reasonably incurred by them in the performance of their
1056 duties.

1057 **Section 8.19. Reports by Officers.**

1058 The Moderator, the President, the Financial Advisor, and the
1059 Treasurer shall each make an annual report to the member
1060 congregations and to each regular General Assembly.

1061 **ARTICLE IX Nominations and Elections**

1062 **Section 9.1. Elective Positions.**

1063 The elective positions of the Association are those of the elected
1064 officers, the trustees, and the elected members of the standing
1065 committees of the Association. No person shall hold more than one
1066 elective position at a time whether by election or appointment. Ex
1067 officio positions for the purposes of this Bylaw provision shall be
1068 deemed part of the elected position from which the ex officio
1069 position is derived.

1070 **Section 9.2. Nomination Procedures.**

1071 The nomination procedures set forth in these Bylaws and the Rules
1072 adopted hereunder are exclusive, and no person who is not
1073 nominated in accordance with such procedures can be elected to
1074 any elective position.

1075 **Section 9.3. Notice by Nominating Committee.**

1076 On or before August 1 of each year, the Nominating Committee
1077 shall notify all certified member congregations in writing of the
1078 elective positions and vacancies to be filled at the next regular
1079 General Assembly.

1080 ***Section 9.4. Nomination by Nominating Committee.**

1081 (a) The Nominating Committee shall submit one or more
1082 nominations for each elective position to be filled, except
1083 Moderator and President, including positions to be filled by
1084 special election. With respect to Board positions, the
1085 Nominating Committee shall designate the position number
1086 for which each person is being nominated.

1087 (b) The Nominating Committee shall endeavor to nominate
1088 individuals so that the membership of the Board of Trustees
1089 and each elected committee reflects the full diversity of the
1090 Association, especially in regard to historically marginalized
1091 communities, but also balancing amongst size of
1092 congregation, lay and ordained, geography, age (including
1093 youth and young adults), and gender, among others. The
1094 Nominating Committee shall consult with groups and
1095 organizations including those traditionally underrepresented
1096 in Unitarian Universalist leadership, to help inform the
1097 nominating process.

1098 (c) Only one person from any one member congregation shall be
1099 nominated to serve on the Nominating Committee or the
1100 Board of Trustees.

1101 (d) The Nominating Committee shall issue a report with its
1102 nominations on or before March 15 of the year in which the
1103 nominees will be candidates for election. Nominations shall
1104 be filed with the Secretary of the Association and distributed
1105 to all certified member congregations, associate member
1106 organizations, and trustees.

1107 **Section 9.5. Nomination of President and Moderator.**

1108 (a) President. The Presidential Search Committee shall submit
1109 no fewer than two nominations for the office of President for
1110 an election at the end of a presidential term or for a special
1111 election. The report of the Presidential Search Committee
1112 shall be announced by November 15 of the year before the
1113 General Assembly at which there is to be a presidential
1114 election, except in the case of a special election, in which
1115 case the report of the Presidential Search Committee shall be
1116 announced by December 10 of the year before the election.

1117 (b) Moderator. The Board of Trustees shall submit one or more
1118 nominations for the office of Moderator for an election at the
1119 end of a Moderator term or for a special election. The report
1120 of the Board of Trustees shall be announced by November 15
1121 of the year before the General Assembly at which there is to
1122 be a Moderator election, except in the case of a special
1123 election, in which case the report of the Board of Trustees
1124 shall be announced by December 10 of the year before the
1125 election.

1126 **Section 9.6. Nomination by Petition.**

1127 (a) For Moderator and President. A nomination for the office of
1128 Moderator or President, for a regular or special election, may
1129 be by petition signed by no fewer than fifty certified member
1130 congregations, including at least one congregation from three
1131 of the regions of the Association. A certified member
1132 congregation may authorize the signing of a petition only by
1133 vote of its governing board or by vote at a duly called meeting
1134 of its members. Such a petition shall be filed with the
1135 Secretary of the Association, only in such form as the
1136 Secretary may prescribe, not later than February 1 of the
1137 year of the election and not earlier than the preceding
1138 December 1.

1139 (b) For other Elective Positions. A nomination for any elective
1140 position, for a regular or special election, may be by petition
1141 signed by not less than fifty members of certified member
1142 congregations, with no more than ten signatures of members
1143 of any one congregation counted toward the required fifty. A
1144 separate petition, in form prescribed by the Secretary, shall
1145 be filed for each nomination not later than May 1 of the year
1146 of the election and not earlier than the preceding October 1.
1147 A petition for nomination to the Board of Trustees must
1148 designate the position number for which the person is being
1149 nominated.

1150 **Section 9.7. Qualifications of Nominees.**

1151 Each person nominated for an elective position at large shall be a
1152 member of a member congregation. No person shall be nominated
1153 for more than one such elective position. If a person is nominated
1154 for more than one such elective position, the Secretary of the
1155 Association shall so notify such person in writing and such person
1156 shall have twenty days from the date of the notice to select one
1157 nomination which is acceptable. In the absence of a timely
1158 selection, all such nominations shall be void and the person shall be
1159 so notified in writing by the Secretary.

1160 **Section 9.8. Vacancy in Nominations.**

1161 If all persons nominated for an elective position at large die, decline
1162 to serve or are disqualified after the time has expired for making any
1163 further nominations, or if no valid and timely nomination is made,
1164 the position shall be filled after the final adjournment of the regular
1165 General Assembly at which the election would have been held in
1166 the same manner as if the position had been filled by election and
1167 had then become vacant.

1168 **Section 9.9. Supervision of Elections.**

1169 The Secretary shall supervise all elections for elective positions at
1170 large. The Secretary may appoint a committee of tellers to count
1171 ballots and perform other routine duties. The Secretary shall decide
1172 any question arising during such an election concerning:

1173 (a) the interpretation of any provision of these Bylaws or of Rules
1174 made hereunder relating to election procedures;

1175 (b) any procedural problem relating to the election which is not
1176 covered by these Bylaws or by the Rules; or

1177 (c) the interpretation of the intent of a voter in marking the ballot.

1178 The decision of the Secretary may be changed by a two-thirds vote
1179 of the Board of Trustees. The Secretary shall remain neutral in the
1180 election and shall not engage in electioneering, except for advocacy
1181 of their own candidacy for offices for which they are nominated.

1182 **Section 9.10. Conduct of Elections at Large.**

1183 (a) Election by Ballot. Voting shall be by ballot, except that if only
1184 one person has been validly nominated for an elective position
1185 at large the persons so nominated shall be declared elected
1186 and no voting shall be required. Delegates will have access to
1187 electronic voting onsite at General Assembly or remotely, as
1188 described in Section 9.10(d), or by mail ballot as described in
1189 Section 9.10(c).

1190 (b) Eligible Voters. Votes shall be cast only by accredited
1191 delegates from certified member congregations and certified
1192 associate member organizations to the regular General
1193 Assembly at which the election is held and by trustees. No
1194 person shall cast more than one vote.

1195 (c) Mail Ballots. Accredited delegates may cast their ballots as
1196 paper ballots by mail, if they request to do so. Mail ballots can
1197 be requested through the Secretary, and shall be requested at
1198 least forty-five days prior to the General Assembly at which the
1199 election is being held. A mail ballot that is returned must be
1200 received by the Secretary by the last business day before the
1201 close of voting at General Assembly in order to be counted.

1202 (d) Electronic Voting. Accredited delegates may vote electronically
1203 either onsite at General Assembly or remotely. The Secretary
1204 shall designate the electronic voting period in the General
1205 Assembly meeting announcement and may add more time if
1206 justified. Electronic voting systems must be auditable,
1207 accessible, and secure.

1208 ***Section 9.11. Counting of Ballots.**

1209 (a) Singular Positions. If there is more than one duly nominated
1210 candidate for a single position, not including the candidates for
1211 the position of Moderator and President, the candidate
1212 receiving the greatest number of votes is elected.

1213 (b) Multiple Positions of the Same Kind. If there is more than one
1214 such elective position of the same kind to be filled, the
1215 candidates respectively receiving the greatest number of votes
1216 are elected.

1217 (c) Moderator and President Voting. For the positions of Moderator
1218 and President, if there are two duly nominated candidates, the
1219 candidate receiving the greater number of votes will be
1220 elected. If there are more than two duly nominated candidates
1221 a ranked vote will be held in which voters indicate their ranked
1222 choices for candidates. If no candidate receives a majority of
1223 the first-choice votes cast, the candidate receiving the lowest
1224 first-choice vote shall be eliminated and the ballots cast for
1225 such candidate shall be redistributed in accordance with the
1226 second choice indicated thereon. This process shall be
1227 repeated until one candidate receives a majority of all votes
1228 cast or until only two candidates remain, at which time the one
1229 receiving the greater number of votes is elected.

1230 **Section 9.12. Special Elections.**

1231 If a vacancy occurs more than 630 days before the expiration of the
1232 term of an elected officer, an elected member of a standing
1233 committee of the Association, or a trustee, a special election shall
1234 be held to fill the balance of the unexpired term. The special
1235 election shall be held at the next regular General Assembly that
1236 begins at least 270 days after the date of the vacancy.

1237 ***Section 9.13. Rules for Nominations and Elections.**

1238 Rules relating to nomination and election procedures shall be
1239 adopted by a General Assembly. Such rules shall be applicable to
1240 elections held after the close of the General Assembly at which they
1241 are adopted.

1242 **ARTICLE X Finance and Contracts**

1243 ***Section 10.1. Annual Budget.**

1244 The annual budget of the Association shall be adopted and may
1245 subsequently be amended by the Board of Trustees. A budget or
1246 budgets for the coming year or years shall be presented to each
1247 regular General Assembly for its consideration and such
1248 recommendation of financial priorities as the General Assembly
1249 may wish to make.

1250 **Section 10.2. Election and Duties of the Financial**
1251 **Secretary.**

1252 The Financial Secretary shall be elected by the Board from among
1253 its members. The Financial Secretary facilitates the Board's
1254 conversations in order to fulfill its financial responsibilities.

1255 **Section 10.3. Duties of Financial Advisor.**

1256 The Financial Advisor shall advise the President and the Board of
1257 Trustees on financial policy and shall assist the Board in long-range
1258 planning by reviewing the sources of funds, the application of funds
1259 designated for specific purposes, the balance between foreseeable
1260 income and proposed expenditures, and the overall financial
1261 welfare of the Association. From time to time the Financial Advisor
1262 shall report to the President and the Board findings and
1263 recommendations respecting the current financial affairs of the
1264 Association and long-range planning.

1265 **Section 10.4 Duties of Treasurer and Assistant**
1266 **Treasurers.**

1267 The Treasurer shall have custody of the corporate seal and the
1268 funds and other properties of the Association and shall have the
1269 usual duties of the Treasurer of a corporation. The Treasurer or the
1270 Board of Trustees may from time to time delegate or assign to each
1271 Assistant Treasurer specified duties and authority; and any person,
1272 firm, organization or corporation dealing with the Association may
1273 assume that any act performed by an Assistant Treasurer, including
1274 the execution, sealing and delivery of any document, has been
1275 performed pursuant to an effective delegation or assignment of
1276 authority as aforesaid, and the Association shall be bound
1277 accordingly.

1278 **Section C-10.5. Raising of Funds.**

1279 The Association shall raise capital and operating funds to carry out
1280 its purposes. It may also raise capital and operating funds for
1281 associate member organizations and independent affiliate
1282 organizations.

1283 **Section C-10.6. Authority to Hold Funds for the Benefit**
1284 **of Others.**

1285 The Association may hold for investment and distribution funds
1286 given to the Association for the benefit of a member congregation,
1287 associate member organization, independent affiliate organization,
1288 or other Unitarian Universalist organization.

1289 **Section C-10.7. Responsibility for Funds Held by the**
1290 **Association.**

1291 (a) Board of Trustees. The Board of Trustees shall have ultimate
1292 responsibility for investing the funds held by the Association.

1293 (b) President. The President shall invest the endowment funds
1294 held by the Association in the Unitarian Universalist Common
1295 Endowment Fund LLC.

1296 (c) Investment Committee. The Investment Committee shall
1297 manage the endowment funds held by the Association,
1298 subject to control by the Board of Trustees.

1299 ***Section 10.8. Contracts and Securities.**

1300 The President, Secretary, Recording Secretary, Treasurer, and
1301 Assistant Treasurer may sign and attest deeds, mortgages,
1302 contracts, and other documents to which the Association is a party.

1303 **Section C-10.9. Pension System.**

1304 The Association shall establish and maintain a pension system for
1305 ministers in fellowship with the Association.

1306 **Section 10.10. Fiscal Year.**

1307 The fiscal year of the Association shall be from July 1 to June 30.

1308 **Section C-10.11. Corporate Seal.**

1309 The seal of the Association shall be in such form as the Board of
1310 Trustees shall approve.

1311 **Section 10.12. Indemnification of Trustees, Officers,
1312 Employees, and Volunteers.**

1313 The Association, to the extent legally permissible, shall indemnify
1314 any trustee, officer, employee of the Association or volunteer
1315 elected by a General Assembly or appointed by the Board of
1316 Trustees of the Association to serve the Association, or persons
1317 formerly holding such positions, against all liabilities and expenses
1318 (including court costs, attorneys' fees, and the amount of any
1319 judgment or reasonable settlement, fines and penalties) actually
1320 and necessarily incurred by any such person, subsequent to the
1321 adoption hereof, in connection with the defense of any claim
1322 asserted or threatened to be asserted against any such person, or
1323 any action, suit or proceeding in which any such person may be
1324 involved as a party, by reason of being or having been such trustee,
1325 officer, employee or volunteer or by reason of any action alleged to
1326 have been taken or omitted by any such person as such trustee,
1327 officer, employee or volunteer, except with respect to any matter as
1328 to which they shall have been adjudicated in any proceeding not to
1329 have acted in good faith in the reasonable belief that their action
1330 was in the best interests of the Association; provided, however, that
1331 as to any matter disposed of by a compromise payment by such
1332 person, pursuant to a consent decree or otherwise, no
1333 indemnification either for said payment or for any other expenses
1334 shall be provided unless such compromise and indemnification
1335 therefore shall be approved:

1336 (a) by a majority vote of a quorum consisting of disinterested
1337 trustees;

1338 (b) if such quorum cannot be obtained, then by a majority vote of
1339 a committee of the Board of Trustees consisting of all the
1340 disinterested trustees;

1341 (c) if there are not two or more disinterested trustees in office,
1342 then by a majority of the trustees then in office, provided they
1343 have obtained a written finding by independent legal counsel
1344 appointed by a majority of the trustees to the effect that,
1345 based upon a reasonable investigation of the relevant facts
1346 as described such opinion, the person to be indemnified
1347 appears to have acted in good faith and in the reasonable
1348 belief that their action was in the best interests of the
1349 Association;

1350 (d) if not resolved by (a), (b) or (c), above, by a court of
1351 competent jurisdiction.

1352 If authorized in the same manner specified above for compromise
1353 payments, expenses, including attorneys' fees actually and
1354 necessarily incurred by any such person in connection with the
1355 defense or disposition of any such action, suit or other proceeding
1356 may be paid from time to time by the Association in advance of the
1357 final disposition thereof upon receipt of (a) an affidavit of such
1358 individual of their good faith belief that they have met the standard
1359 of conduct necessary for indemnification under this Section and (b)
1360 an undertaking by such individual to repay the amount so paid to

1361 the Association if such person shall be adjudicated to be not entitled
1362 to indemnification under this Section, which undertaking may be
1363 accepted without reference to the financial ability of such person to
1364 make repayment. The right of indemnification herein provided shall
1365 inure to the benefit of the heirs, executors and administrators of
1366 each such trustee, officer, employee or volunteer and shall not be
1367 deemed exclusive of any other rights to which any such person may
1368 be entitled under any statute, bylaw, agreement, vote of members
1369 or otherwise or to which any such person might have been entitled
1370 were it not for this provision. As used in this Section, an "interested"
1371 trustee or officer is one against whom in such capacity the
1372 proceeding in question, or other proceeding on the same or similar
1373 grounds, is then pending.

1374 **Section 10.13. Duties of the Audit Committee.**

1375 The Audit Committee shall oversee the annual audit of the financial
1376 statements of the Association by an independent certified public
1377 accounting firm and monitor the establishment and implementation
1378 of accounting policies and internal controls. Specific duties of the
1379 Audit Committee shall be set forth in a charter adopted by the
1380 Board, which may be amended by the Board from time to time.

1381 **ARTICLE XI Ministry**

1382 **Section C-11.1. Ministerial Fellowship.**

1383 Each member congregation has the exclusive right to call and
1384 ordain its own minister or ministers, but the Association has the
1385 exclusive right to admit ministers to ministerial fellowship with the
1386 Association. Fellowship may be for the purposes of parish, religious
1387 education and/or community ministry as determined by action of the
1388 Ministerial Fellowship Committee.

1389 No minister shall be required to subscribe to any particular creed,
1390 belief, or interpretation of religion in order to obtain and hold
1391 fellowship.

1392 ***Section 11.2. Ministerial Fellowship Committee.**

1393 The Ministerial Fellowship Committee shall have exclusive
1394 jurisdiction over ministerial fellowship except as otherwise provided
1395 in these bylaws. It shall make rules governing ministerial fellowship,
1396 subject to the approval of the Board of Trustees.

1397 **Section 11.3. Admission to Fellowship.**

1398 A minister may be admitted to fellowship by the Ministerial
1399 Fellowship Committee, upon complying with the requirements of
1400 these Bylaws and the rules, policies, procedures and requests of
1401 the Committee. A minister who is admitted to fellowship shall be
1402 admitted to preliminary fellowship for a period that allows the
1403 Committee to evaluate ministry, and may thereafter be admitted to
1404 full fellowship. The term of preliminary fellowship shall be defined in
1405 the rules of the Committee.

1406 **Section 11.4. Fellowship Records.**

1407 The Executive Secretary of the Ministerial Fellowship Committee
1408 shall maintain up-to-date records of all ministers in fellowship with
1409 the Association. These records shall be available only to members
1410 of the committee, persons designated by the Committee, and, in
1411 cases of appeals, the Board of Review.

1412 **Section 11.5. Termination of Fellowship and
1413 Administrative Suspension.**

1414 The fellowship of a minister may be terminated by the Ministerial
1415 Fellowship Committee for unbecoming conduct, incompetence or
1416 other specified cause. Full fellowship may be terminated only after

1417 notice by the Committee and opportunity for a Fellowship Review
1418 before the Committee. During an investigation or the pendency of a
1419 complaint, the Ministerial Fellowship Committee may suspend a
1420 minister until a final determination can be made on the minister's
1421 fellowship status.

1422 **Section 11.6. Reinstatement to Fellowship.**

1423 The Ministerial Fellowship Committee may reinstate in or readmit to
1424 fellowship a minister who has previously resigned from fellowship or
1425 whose fellowship has been suspended or terminated.

1426 **Section 11.7. Appeal.**

1427 A minister in full ministerial fellowship whose fellowship is
1428 terminated may appeal the determination of the Ministerial
1429 Fellowship Committee to the Board of Review. The Board of
1430 Review shall have exclusive jurisdiction to hear and decide such
1431 appeals. No other appeal shall be allowed from any decision of the
1432 Ministerial Fellowship Committee.

1433 **Section 11.8. Procedure on Appeal.**

1434 An appeal to the Board of Review may be heard by a panel of the
1435 Board selected as provided in its rules. The Board of Review or its
1436 panel hearing an appeal shall limit its review to an examination of
1437 the Ministerial Fellowship Committee's decision, the information
1438 presented to the Committee, including the documents and other
1439 evidence compiled during the Fellowship Review, and the reasons
1440 articulated by the Ministerial Fellowship Committee for its decision
1441 terminating the minister's fellowship. If the minister requests
1442 consideration of newly discovered evidence not previously
1443 presented to the Ministerial Fellowship Committee, then the matter
1444 shall be returned to the Ministerial Fellowship Committee for
1445 consideration of that evidence before the Board proceeds with the
1446 appeal. These Bylaws and the rules of the Ministerial Fellowship
1447 Committee shall be binding upon the Board of Review or its panel.
1448 The Ministerial Fellowship Committee's determination of fact and/or
1449 credibility will not be overturned unless no reasonable fact finder
1450 could have reached such determination, and disputes of fact are to
1451 be resolved in favor of the Ministerial Fellowship Committee's
1452 determination. The Board of Review or its panel may set aside the
1453 decision of the Ministerial Fellowship Committee only where
1454 necessary to correct or prevent manifest injustice. The Board of
1455 Review or its panel may remand the case in whole or in part to the
1456 Committee or take such other action as may be just. The Board of
1457 Review or its panel shall set forth its finding and conclusions and
1458 will serve upon the affected minister and the Ministerial Fellowship
1459 Committee. The decision shall be entered in the fellowship records
1460 and shall be final and binding upon all parties. No appeal shall be
1461 allowed from the decision of the Board of Review. The Board of
1462 Review shall make rules to carry out the intent of this Section.

1463 **ARTICLE XII Religious Education Credentialing**

1464 **Section 12.1. Religious Education Credentialing.**

1465 Each member congregation has the exclusive right to employ its
1466 own religious educator, but the Association has the exclusive right
1467 to confer on religious educators a religious education credentialing
1468 status with the Association. No religious educator shall be required
1469 to subscribe to any particular creed, belief, or interpretation of
1470 religion in order to obtain and hold religious education credentialing
1471 status.

1472 **Section 12.2. Religious Education Credentialing**
1473 **Committee.**

1474 The Religious Education Credentialing Committee shall have
1475 exclusive jurisdiction over religious education credentialing except
1476 as otherwise provided herein. It shall make rules governing religious
1477 education credentialing, subject to the approval of the Board of
1478 Trustees.

1479 **Section 12.3. Achievement of Religious Education**
1480 **Credentialing Status.**

1481 A religious educator may achieve a religious education credentialing
1482 status by action of the Religious Education Credentialing
1483 Committee, upon complying with the requirements of these Bylaws
1484 and the rules, policies, procedures and requests of the committee.

1485 **Section 12.4. Religious Education Credentialing Levels.**

1486 The Religious Education Credentialing Committee shall adopt rules
1487 related to levels of religious education credentialing.

1488 **Section 12.5. Religious Education Credentialing**
1489 **Records.**

1490 The Executive Secretary of the Religious Education Credentialing
1491 Committee shall maintain up-to-date records of all religious
1492 educators who have achieved a status as a religious educator as
1493 described in Section 12.4 of these bylaws. These records shall be
1494 available only to members of the committee, persons designated by
1495 the Committee, and, in cases of appeals, the Board of Review.

1496 **Section 12.6. Termination or Administrative Suspension**
1497 **of Religious Education Credentialing Status.**

1498 The religious education credentialing status of a religious educator
1499 may be terminated by the Religious Education Credentialing
1500 Committee for unbecoming conduct, incompetence or other
1501 specified cause. Credentialing status may be terminated only after
1502 notice by the Committee and opportunity for a Religious Education
1503 Credentialing Status Review before the Committee. During an
1504 investigation or the pendency of a complaint, the Religious
1505 Education Credentialing Committee may suspend a religious
1506 educator's credentialing status until a final determination can be
1507 made.

1508 **Section 12.7. Reinstatement of Religious Education**
1509 **Credentialing Status.**

1510 The Religious Education Credentialing Committee may reinstate in
1511 or readmit to religious education credentialing status a religious
1512 educator who has previously resigned from religious education
1513 credentialing status or whose religious education credentialing
1514 status has lapsed, been suspended or terminated.

1515 **Section 12.8. Appeal.**

1516 A religious educator with a religious education credentialing status
1517 whose status is terminated may appeal the determination of the
1518 Religious Education Credentialing Committee to the Board of
1519 Review. The Board of Review shall have exclusive jurisdiction to
1520 hear and decide such appeals. No other appeal shall be allowed
1521 from any decision of the Religious Education Credentialing
1522 Committee.

1523 **Section 12.9. Procedure on Appeal.**

1524 An appeal to the Board of Review shall be heard by a panel of the
1525 Board selected as provided in its rules. The Board of Review or its
1526 panel hearing an appeal shall limit its review to an examination of
1527 the Religious Education Credentialing Committee's decision,

1528 including the documents and other evidence compiled during the
1529 Religious Education Credentialing Status Review, and the reasons
1530 articulated by the Religious Education Credentialing Committee for
1531 its decision terminating the religious educator's credentialing status.
1532 If the religious educator requests consideration of newly discovered
1533 evidence not previously presented to the Religious Education
1534 Credentialing Committee, then the matter shall be returned to the
1535 Religious Education Credentialing Committee for consideration of
1536 that evidence before the Board proceeds with the appeal. These
1537 Bylaws and the rules of the Religious Education Credentialing
1538 Committee shall be binding upon the Board of Review or its panel.
1539 The Religious Education Credentialing Committee's determination
1540 of fact and/or credibility will not be overturned unless no reasonable
1541 fact finder could have reached such determination, and disputes of
1542 fact are to be resolved in favor of the Religious Education
1543 Credentialing Committee's determination.

1544 The Board of Review or its panel may set aside the decision of the
1545 Religious Education Credentialing Committee only where necessary
1546 to correct or prevent manifest injustice. The Board of Review or its
1547 panel may remand the case in whole or part to the Religious
1548 Education Credentialing Committee or take such other action as
1549 may be just. The Board of Review or its panel shall set forth its
1550 finding and conclusions and shall be communicated to the affected
1551 religious educator and the Religious Education Credentialing
1552 Committee. The decision shall be entered in the religious education
1553 credentialing records and shall be final and binding upon all parties.
1554 No appeal shall be allowed from the decision of the Board of
1555 Review. The Board of Review shall make rules to carry out the
1556 intent of this Section.

1557 **ARTICLE XIII Regional Organizations**

1558 **Section C-13.1. Districts and Regions.**

1559 The Association shall support areas of regional responsibility known
1560 as districts or regions.

1561 ***Section C-13.2. Establishment.**

1562 The establishment of districts or regions and the manner of
1563 determining which congregations are included in each district or
1564 region shall be in accordance with rules adopted by the General
1565 Assembly.

1566 **Section 13.3. Members.**

1567 All member congregations of the Association located within the
1568 district **or** region shall be entitled to be member congregations of
1569 that district **or** region.

1570 **Section C-13.4. Autonomy.**

1571 Each district or region shall be autonomous and shall be controlled
1572 by its own member congregations to the extent consistent with the
1573 promotion of the welfare and interests of the Association as a whole
1574 and of its member congregations.

1575 **Section 13.5. District and Region Bylaws.**

1576 Each district or region shall adopt bylaws or policies which are not
1577 in conflict with these Bylaws.

1578 **ARTICLE XIV Rules**

1579 **Section 14.1. Adoption and Amendment of Rules by** 1580 **General Assemblies.**

1581 A General Assembly may adopt Rules not inconsistent with these
1582 Bylaws. Adoption or amendment of Rules by a General Assembly
1583 shall be by two-thirds vote. Each Rule adopted by a General

1584 Assembly shall be identified by a "G" preceding its Rule number. A
1585 General Assembly may amend or repeal Rules adopted by prior
1586 General Assemblies or by the Board of Trustees, if the proposed
1587 Rules or amendments have been placed on the agenda. Rules and
1588 amendments thereto shall be submitted for inclusion on the agenda
1589 in the same manner as other resolutions. The provisions of this
1590 Section 14.1 do not apply to the Rules of Procedure contemplated
1591 by Section 4.19.

1592 **Section 14.2. Adoption and Amendment of Rules by the** 1593 **Board of Trustees.**

1594 The Board of Trustees may adopt Rules not inconsistent with these
1595 Bylaws and with Rules adopted by General Assemblies and may
1596 amend or repeal its Rules.

1597 **Section 14.3. Rules of Order.**

1598 The Rules contained in the current edition of *Robert's Rules of*
1599 *Order Newly Revised* shall govern the Association in all cases to
1600 which they are applicable and in which they are not inconsistent
1601 with these Bylaws and any Rules that may be adopted hereunder.

1602 **ARTICLE XV Amendment**

1603 **Section C-15.1. Amendment of Bylaws.**

1604 (a) Amendments to Bylaws. These Bylaws may be amended by
1605 a two-thirds vote at a regular General Assembly if a proposed
1606 amendment has been placed on the agenda; provided,
1607 however, that proposals to amend, repeal, or add a new
1608 section of these Bylaws whose section number is preceded
1609 by a "C" (hereinafter a "C Bylaw") shall be governed by
1610 subsections (b) or (c) hereof.

1611 (b) Amendments to C Bylaws Other Than in Article II. A
1612 proposal to amend, repeal or add a new C Bylaw, other than
1613 those C Bylaws in Article II of these Bylaws, shall be subject
1614 to a two-step approval process.

1615 (1) Such proposals must be placed on the agenda of a
1616 regular General Assembly and approved preliminarily by
1617 a majority vote at such regular General Assembly.
1618 Following such preliminary approval, the proposal to
1619 amend, repeal or add a new C Bylaw shall be placed on
1620 the agenda of the next regular General Assembly for final
1621 adoption. Final adoption shall require a two-thirds vote.

1622 (2) The text of a proposed amendment which has been
1623 approved by one General Assembly, may be amended at
1624 any time prior to final adoption. If the Moderator rules that
1625 the amendment to the proposal is substantive, final
1626 adoption shall only be by a subsequent General
1627 Assembly except that any such proposal that has been
1628 under consideration for final approval at three successive
1629 regular General Assemblies shall not be subject to
1630 substantive amendment and shall be submitted to a vote
1631 for final approval at the third such regular General
1632 Assembly.

1633 (3) Such a proposal which, on any vote for final adoption,
1634 receives a majority but not a two-thirds vote, shall be
1635 placed on the agenda of the next regular General
1636 Assembly, at which it may be finally adopted if it receives
1637 the requisite approval. If the proposal is not passed by a
1638 two-thirds vote at the third regular General Assembly at
1639 which it is considered for final approval, neither the
1640 proposal nor another proposal that is substantively similar

<p>1641 shall be placed on the agenda of the next regular General 1642 Assembly.</p> <p>1643 (c) Amendments to C Bylaws in Article II. A proposal to amend, 1644 repeal or add a new C Bylaw in Article II of these Bylaws shall 1645 be subject to the following process</p> <p>1646 (1) Such a proposal shall be admitted to the agenda of a 1647 regular General Assembly for the purpose of determining 1648 whether the proposal shall be referred to a commission 1649 appointed by the Board of Trustees for study. Such a 1650 study shall involve member congregations. A majority 1651 vote at a regular General Assembly shall be required to 1652 refer such a proposal to the study commission. Once the 1653 study of the proposal is complete, which shall be 1654 completed in no more than two years, the study 1655 commission shall submit to the Board of Trustees for 1656 inclusion on the agenda of the next regular General 1657 Assembly any amendments to Article II that the study 1658 commission recommends. The Board of Trustees shall 1659 also include on the agenda any amendments that it 1660 recommends to the study commission proposal.</p> <p>1661 (2) A motion to dispense with the study process and give 1662 preliminary approval to a proposal to amend, repeal or 1663 add a new C Bylaw in Article II shall be in order during the 1664 General Assembly at which consideration of a motion to 1665 refer the proposal to the study process is authorized. A 1666 motion to dispense with the study process shall require a 1667 four-fifths vote for passage. Such a proposal shall then 1668 be placed on the agenda of the next regular General 1669 Assembly for final adoption without amendment. Final 1670 adoption shall require a two-thirds vote.</p> <p>1671 (3) At the first General Assembly following the completion of 1672 the study process, amendments to the Article II proposal 1673 may be considered only as follows:</p> <p>1674 (i) During the General Assembly there shall be a mini- 1675 assembly held during which amendments to the 1676 Article II proposal recommended by the study 1677 commission shall be considered.</p> <p>1678 (ii) A delegate may submit in writing at the mini- 1679 assembly an amendment to an Article II proposal. 1680 All such amendments shall be made available in 1681 writing to the General Assembly. The Moderator, in 1682 consultation with the chair of the study commission, 1683 the parliamentarian and legal counsel shall 1684 prioritize proposed amendments for consideration 1685 by the General Assembly. A majority vote of the 1686 General Assembly is required for approval of any 1687 amendment proposed in the mini-assembly.</p> <p>1688 (iii) Following the vote on any amendments proposed in 1689 the mini-assembly, the General Assembly shall 1690 vote on any amendments proposed by the Board of 1691 Trustees. A majority vote is required to adopt such 1692 amendments. Following the vote on all 1693 amendments, the General Assembly shall vote on 1694 preliminary approval of the Article II proposal. A 1695 majority vote is required for preliminary approval.</p> <p>1696 (iv) If no amendments proposed in the mini-assembly 1697 are adopted by the General Assembly pursuant to 1698 subsection (c)(3)(ii) above, the Article II proposal 1699 shall be submitted for final approval to the next 1700 regular General Assembly. Final approval requires</p>	<p>1701 a two-thirds vote of the General Assembly. No 1702 amendments may be considered.</p> <p>1703 (v) If one or more amendments proposed in the mini- 1704 assembly are adopted by the General Assembly, 1705 the Article II proposal shall be referred to the study 1706 commission. Within six months after the close of 1707 the General Assembly, the study commission, 1708 taking into account the decisions of the General 1709 Assembly, shall prepare the proposal to amend 1710 Article II. The Board of Trustees shall put this 1711 proposal on the agenda of the next regular General 1712 Assembly.</p> <p>1713 (4) At the next regular General Assembly following the 1714 process described in subsection (c)(3)(v), above, the 1715 Article II proposal is subject to amendment only by a 1716 three-fourths vote in favor of an amendment submitted to 1717 the General Assembly in writing by the Board of Trustees 1718 or a minimum of fifteen (15) certified congregations, as 1719 described in Section 15.2 of these Bylaws. Final approval 1720 of the Article II proposal requires a two-thirds vote of the 1721 General Assembly.</p> <p>1722 (5) If the Article II proposal does not receive the requisite 1723 approval at the General Assembly following the 1724 completion of the study process described in subsection 1725 (c)(3)(iv) or subsection (c)(4), above, neither the proposal 1726 nor another proposal that is substantively similar shall be 1727 placed on the agenda of the next regular General 1728 Assembly.</p> <p>1729 (6) If no study process of Article II has occurred for a period 1730 of fifteen years, the Board of Trustees shall appoint a 1731 commission to study Article II for not more than two years 1732 and to recommend appropriate revisions, if any, thereto 1733 to the Board of Trustees for inclusion on the agenda of the 1734 next regular General Assembly. The Board of Trustees 1735 shall also include on the agenda any amendments that it 1736 recommends to the study commission proposal. 1737 Notwithstanding anything to the contrary contained 1738 herein, proposals to amend Article II which are 1739 promulgated by a study commission in accordance with 1740 this paragraph shall be subject to a two-step approval 1741 process as described in subsections (c)(3) and (c)(4), 1742 above.</p>
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1743 ***Section 15.2. Submission of Proposed Amendment.**

1744 Proposed amendments to these Bylaws may be submitted only by:

- 1745 (a) the Board of Trustees;
- 1746 (b) the General Assembly Planning Committee;
- 1747 (c) the Commission on Appraisal;
- 1748 (d) not less than fifteen certified member congregations by action
1749 of their governing boards or their congregations; such
1750 proposed amendments to Bylaws must be received by the
1751 Board of Trustees on February 1 whenever the regular
1752 General Assembly opens in June; otherwise, not less than
1753 110 days before the General Assembly; or
- 1754 (e) a district or region by official action at a duly called meeting at
1755 which a quorum is present, such proposed amendment to be
1756 received by the Board of Trustees on February 1 whenever
1757 the regular General Assembly opens in June; otherwise, not
1758 less than 110 days before the next General Assembly. In a

1759 district or region that does not maintain a formal governance
1760 structure, a meeting for this purpose may be convened by
1761 vote of the governing bodies or membership of at least fifteen
1762 congregations in that district or region in good standing with
1763 the UUA. A quorum for such a meeting shall require that at
1764 least one-third of the congregations of the district or region be
1765 represented by one or more formally credentialed delegates.

1766 **RULES* of the UNITARIAN UNIVERSALIST**
1767 **ASSOCIATION**

1768 *Rules whose section number is preceded by a "G" are those
1769 adopted by a General Assembly and may be amended or repealed
1770 only by a General Assembly, as provided in Section 14.1 of the
1771 Bylaws.

1772 **RULE I Name**

1773 No existing rules applicable to Article I.

1774 **RULE II Principles and Purposes**

1775 **Rule G-2.1. Democratic Process.**

1776 Because the Association is committed to the use of the democratic
1777 process, because its governing institutions are accountable to our
1778 congregations, because accessibility is critical to countering
1779 systemic and institutional oppression and because openness and
1780 trust are characteristics of a healthy religious community, the UUA
1781 Board shall establish policies to allow for the maximum
1782 transparency of its proceedings and of the proceedings of all UUA
1783 committees, commissions and task forces, consistent with their
1784 effective functioning. These policies shall include:

1785 (a) providing advance notice of dates and locations of regular
1786 business meetings, and making agendas, reports and
1787 minutes available promptly;

1788 (b) providing avenues for comment on issues on the meetings'
1789 agendas;

1790 (c) accommodating observers at regular business meetings, with
1791 the exception of executive sessions.

1792 Implementing this rule shall be the responsibility of the Board of
1793 Trustees. The Board shall designate a specific person or
1794 committee to whom comments about adherence to this rule may be
1795 addressed. The Board shall report to the General Assembly
1796 annually for the next three years on its implementation.

1797 **Rule G-2.3. Non-discrimination.**

1798 The Association declares and affirms its special responsibility, and
1799 that of its member congregations and organizations, to promote the
1800 full participation of persons in all of its and their activities and in the
1801 full range of human endeavor without regard to racialized identity,
1802 ethnicity, gender expression, gender identity, sex, disability,
1803 affectional or sexual orientation, family and relationship structures,
1804 age, language, citizenship status, economic status, or national
1805 origin and without requiring adherence to any particular
1806 interpretation of religion or to any particular religious belief or creed.

1807 **RULE III Membership**

1808 **Section C-3.3. Admission to Membership.**

1809 **Rule 3.3.1. New Congregations.**

1810 It is the policy of the Unitarian Universalist Association to encourage
1811 and assist the development of new congregations as well as to

1812 support and aid existing member congregations as stated in the
1813 purposes of the Association.

1814 **Rule 3.3.2. Procedure for Admission.**

1815 A church or fellowship may become a member of the Association
1816 upon approval by the Board of Trustees of the Association of a
1817 written application for membership.

1818 The application shall include:

1819 (a) a statement that the applicant subscribes to the principles of
1820 the Association and pledges itself to support the Association;

1821 (b) a copy of the articles of incorporation or other organizing
1822 documents and the bylaws of the applicant;

1823 (c) the names and addresses of the charter members sufficient in
1824 number to satisfy the minimum membership requirements;
1825 and

1826 (d) an initial payment in an amount of no less than the Fair Share
1827 contribution to the Association's Annual Program Fund, pro-
1828 rated for the portion of the Association's fiscal year remaining
1829 as of the date of application.

1830 **Rule 3.3.3. Membership Requirements for Admission.**

1831 A new congregation, to be recognized as a member of the
1832 Association, must have thirty (30) of its adult members be members
1833 solely of the new congregation.

1834 **Rule 3.3.4. Multiple Local Congregations.**

1835 In many communities the liberal religious movement may be better
1836 served by the establishment of two or more member congregations.

1837 (a) It is ordinarily desirable that a new congregation should have
1838 the active support and sponsorship of any member
1839 congregation or congregations located in the same
1840 geographic area.

1841 (b) The Association will neither initiate nor recognize such a new
1842 congregation until after the Association has consulted by mail
1843 or by interview with any member congregation or
1844 congregations located in the same geographic area. Such
1845 consultation shall include a request for letters from the
1846 presiding officer of the congregation's governing board and
1847 minister of such congregation(s) stating judgment regarding
1848 the establishment and/or recognition of the new congregation.
1849 The Association may proceed to assist in organizing or
1850 recognizing the new congregation despite local protest or
1851 objection if the Association believes that such action is in the
1852 best interests of the entire movement and that it will
1853 strengthen the total Unitarian Universalist position in the
1854 community.

1855 **Rule 3.3.5. Rules and Regulations for New**
1856 **Congregations.**

1857 It is essential that Unitarian Universalist congregations be
1858 affirmative in spirit, inclusive in fellowship, and mutually supportive
1859 in their relationships with other congregations. The following
1860 statements represent the Association's best judgment as to the
1861 meaning of this general statement and shall be used by staff and
1862 the Board in determining action upon applications for membership.

1863 (a) In receiving the application of a new congregation for
1864 membership in the Association, the Congregational Services
1865 staff shall satisfy itself that the group is making its application
1866 in good faith and that it will make a sincere effort to carry out

1867 the purposes of the Association. (See specifically Article II of
1868 the Bylaws.)

1869 (b) The Association interprets its statements of purpose to mean
1870 that no congregation may be accepted into membership if its
1871 bylaws exclude from its local membership any person
1872 because of race, ethnicity, gender, disability, affectional or
1873 sexual orientation, language, citizenship status, economic
1874 status, or national origin.

1875 (c) All member congregations must be congregational in polity;
1876 the final authority to make decisions must be vested in the
1877 legal membership of the congregation.

1878 (d) Member congregations shall project and embark upon a
1879 balanced program of religious activity including adult worship
1880 and/or discussion and when feasible establishment of a
1881 church school in the Unitarian Universalist tradition.

1882 (e) New congregations are expected to establish and maintain
1883 cooperative relations with Unitarian Universalist agencies, as
1884 appropriate and feasible.

1885 (f) A congregation should be incorporated when possible under
1886 the laws of the state in which it exists. A congregation shall
1887 include in its articles of incorporation or other organizing
1888 documents a clause providing that the assets of the
1889 congregation will be transferred upon dissolution to the
1890 Association. Notwithstanding the foregoing, if a congregation
1891 obtains the prior written consent of the Association's Board of
1892 Trustees, the congregation may name an organization that is
1893 affiliated with the Association (such as a district, camp,
1894 conference center or other congregation) as the recipient of
1895 the congregation's assets upon dissolution.

1896 **Rule 3.3.6. Order of Administrative Procedure.**

1897 The order of administrative procedure:

1898 (a) Application for congregational membership in the Association
1899 will first be referred to UUA staff.

1900 (b) UUA staff will seek information and advice with respect to all
1901 applications as follows:

1902 U.S. Congregations – District President

1903 Other Congregations – Executive Officer of appropriate
1904 Unitarian or Universalist or Unitarian Universalist international
1905 group, if any.

1906 (c) UUA staff will make its recommendation to the President of
1907 the Association, and the President shall then make
1908 recommendations to the Board of Trustees of the UUA for its
1909 final action.

1910 **Section C-3.5. Certification of Membership.**

1911 **Rule 3.5.1. Required Annual Report.**

1912 In each fiscal year of the Association (July 1 to June 30), each
1913 member congregation shall file with the Secretary of the Association
1914 an Annual Report on the form and in the manner provided by the
1915 Association. The Annual Report shall include a certification by a
1916 minister or principal officer of the member congregation stating (a)
1917 whether or not the member congregation complied with the
1918 conditions set forth in Section C-3.5 of the Bylaws during the
1919 Association's prior fiscal year and (b) that the information provided
1920 to the Association in the Annual Report is true and correct to the
1921 best of the minister's or principal officer's knowledge.

1922 For purposes of determining compliance with Section C-3.5 of the
1923 Bylaws, a member congregation shall be deemed to have
1924 conducted 'regular religious services' if it has held at least 10
1925 services during the fiscal year.

1926 A member congregation's Annual Report for a particular fiscal year
1927 and, if submitted separately, the related certification must be
1928 received by the Association on or before February 1 following the
1929 close of that fiscal year whenever the regular General Assembly
1930 opens in June and otherwise on or before the close of business on
1931 the last business day which is at least 110 days before the date of
1932 the General Assembly next following the close of that fiscal year. If
1933 a member congregation's related certification is not received by the
1934 applicable deadline, it will still be deemed timely filed if the member
1935 congregation submits to the Association proof that it was mailed in
1936 accordance with the provisions of Rule G-13.4.2. Such proof may
1937 be in the form of a stamped or validated receipt for Registered or
1938 Certified Mail or a sworn statement attesting to the proper
1939 submission of the certification signed by the person responsible for
1940 its mailing.

1941 **Rule 3.5.2. Inactive Congregations**

1942 In September of each year UUA staff shall initiate the process of
1943 contacting congregations in the inactive category to determine their
1944 status.

1945 This process includes:

1946 (a) requesting a list of congregations that have failed to submit
1947 an annual report for three consecutive fiscal years;

1948 (b) forwarding this list to the UUA's District Staff with copies to
1949 District Presidents and District Trustees for their information;

1950 (c) upon receipt of the annual inactive congregations list and
1951 pursuant to the UUA's by-laws section C-3.6, the UUA's
1952 District staff shall follow up with any congregation in their
1953 district;

1954 (d) after follow up the District staff shall make a recommendation
1955 about each congregation's status to the UUA Board for action
1956 at its April meeting.

1957 **Section C-3.7. Associate Member Organizations.**

1958 **Rule 3.7.1. Limitation of Associate Membership.**

1959 It shall be the policy of the Board of Trustees to limit admissions to
1960 associate membership to major continent-wide organizations.

1961 **Rule 3.7.2. Non-Segregation.**

1962 Each associate member organization shall in all aspects of its work
1963 refrain from the practice of segregation based on race, ethnicity,
1964 gender, disability, affectional or sexual orientation, language,
1965 citizenship status, economic status, or national origin. This rule is
1966 not intended to preclude associate member organizations designed
1967 to benefit groups organized to ensure their fuller participation in the
1968 larger society and to fulfill their unique spiritual needs.

1969 **Rule 3.7.3. Application for Associate Membership.**

1970 Each applicant for membership shall submit with its application:

1971 (a) an attested copy of its charter and, unless it is included in the
1972 charter, an attested copy of its purposes, objectives, and
1973 bylaws;

1974 (b) the approximate number of members in the organization;

- 1975 (c) a list of principal officers with their personal mail addresses
1976 and the principal mail address of the organization;
- 1977 (d) a financial statement showing income and expenses for the
1978 latest fiscal year preceding the date of filing and showing
1979 assets, liabilities and net worth as of the end of such fiscal
1980 year;
- 1981 (e) the dates upon which its governing board met during the
1982 twelve months immediately preceding the date of filing;
- 1983 (f) any yearly reports of its governing body and its principal
1984 officers sent to members during the twelve months
1985 immediately preceding the date of filing;
- 1986 (g) evidence that it enjoys tax exempt status:
- 1987 (1) under Section 501(c)(3) of the U.S. Internal Revenue
1988 Code of 1954;
- 1989 (2) as a registered charity as provided for in the Income
1990 Tax Act (Canada); or
- 1991 (3) under the laws of the country governing the applicant's
1992 tax status;
- 1993 (h) if the applicant does not enjoy tax exempt status, the reason
1994 or reasons it does not;
- 1995 (i) a statement outlining the intended use of associate
1996 membership, if granted, and the goals and objectives of the
1997 organization that will be served by such use;
- 1998 (j) a statement outlining what advantage it is believed there
1999 would be to the Association and to the furtherance of the
2000 principles of the Association outlined in Bylaw Section C- 2.2;
- 2001 (k) any other information which the Board of Trustees of the
2002 Association shall require; and

2003 (l) The contribution contemplated by Rule 3.7.10.

2004 **Rule 3.7.4. Annual Report.**

2005 Except in the year when it is admitted to membership, each
2006 associate member shall send to the Association on or before April
2007 30 (i) an annual report which shall include the data required by
2008 subsections (b), (c), (d), (e) and (f) of Rule 3.7.3 and any other
2009 information which the Board of Trustees shall require and (ii) the
2010 contribution contemplated by Rule 3.7.10. If an associate member
2011 fails to comply with the provisions of this Rule, the Board of
2012 Trustees shall at its next regular meeting consider a finding of non-
2013 compliance and the termination of the associate membership status
2014 of such organization.

2015 **Rule 3.7.5. Report of Changes.**

2016 Each associate member shall send the Association an attested
2017 copy of any changes in its charter, purposes, objectives, or bylaws
2018 as soon as any such changes are made, and shall notify the
2019 Association immediately of any change in its tax exempt status.

2020 **Rule 3.7.6. Representation of Associate Membership.**

2021 No organization shall claim or represent in any manner that it is an
2022 associate member of the Association until such membership is
2023 voted by the Board of Trustees; and if and when any organization's
2024 associate membership expires or it is terminated, that organization
2025 shall immediately cease to claim, represent or imply in any manner
2026 that it is an associate member of the Association.

2027 **Rule 3.7.7. Mailing List.**

2028 Each associated member shall place the Association on its regular
2029 mailing list.

2030 **Rule 3.7.8. Additional Criteria for Admission.**

2031 Before granting associate membership, the Board of Trustees shall
2032 determine that the granting of such associate membership is likely
2033 to be of substantial benefit to the Unitarian Universalist movement.

2034 **Rule 3.7.9. Yearly Grant of Associate Membership.**

2035 Associate membership for all new or existing associate members
2036 shall be granted by the Board of Trustees for a designated one-year
2037 period or portion thereof.

2038 **Rule 3.7.10. Associate Member Contributions.**

2039 The contribution required to be submitted with an application for
2040 associate membership is \$500 for any applicant whose budget for
2041 the twelve months preceding its application for associate
2042 membership was \$1,000,000 or more and \$250 for any applicant
2043 whose budget for the twelve months preceding its application for
2044 associate membership was less than \$1,000,000. The contribution
2045 required to be submitted with an associate member's annual report
2046 is \$500 for any associate member whose budget for the twelve
2047 months preceding the due date of the annual report was \$1,000,000
2048 or more and \$250 for any associate member whose budget for the
2049 twelve months preceding the due date of the annual report was less
2050 than \$1,000,000.

2051 **Section C-3.8. Independent Affiliate Organizations.**

2052 **Rule 3.8.1. Application for Independent Affiliate Status.**

2053 Each applicant for independent affiliate status shall submit with its
2054 application:

2055 (a) an attested copy of its charter, and, unless it is included in the
2056 charter, an attested copy of its purposes, objectives, and
2057 bylaws;

2058 (b) the number of members or member groups in the
2059 organization;

2060 (c) a list of the principal officers with their personal mail
2061 addresses, congregation membership or congregation where
2062 settled if the officer is a fellowshipped minister serving a
2063 Unitarian Universalist congregation, and the principal mail
2064 address of the organization;

2065 (d) the contribution contemplated by rule 3.8.9;

2066 (e) a financial statement showing income and expenses for the
2067 latest fiscal year preceding the date of filing and showing
2068 assets, liabilities and net worth as of the end of such fiscal
2069 year;

2070 (f) the dates upon which its governing board met during the
2071 twelve months immediately preceding the date of filing;

2072 (g) any yearly reports of its governing body and its principal
2073 officers sent to members during the twelve months
2074 immediately preceding the date of filing;

2075 (h) evidence of whether it enjoys tax exempt status:

2076 (1) under Section 501(c)(3) of the U.S. Internal Revenue
2077 Code of 1954;

2078 (2) as a registered charity as provided for in the Income
2079 Tax Act (Canada); or

2080 (3) under the laws of the country governing the applicant's
2081 tax status;

2082 (i) if the applicant does not enjoy tax exempt status, the reason
2083 or reasons it does not;

2084 (j) a statement outlining how its purpose, mission and structure
2085 models interdependence through engagement with our
2086 member congregations, coordination or collaboration of effort
2087 and resources; and a statement outlining how the
2088 organization supports the transformation of institutions and
2089 our world to be aligned with those values expressed in our
2090 Principles; and

2091 (k) any other information which the Board of Trustees of the
2092 Association shall require.

2093 **Rule 3.8.2. Non-Segregation.**

2094 Each independent affiliate organization shall in all aspects of its
2095 work refrain from the practice of segregation based on race,
2096 ethnicity, gender, disability, affectional or sexual orientation,
2097 language, citizenship status, economic status, or national origin.
2098 This rule is not intended to preclude independent affiliate
2099 organizations designed to benefit groups organized to ensure their
2100 fuller participation in the larger society and to fulfill their unique
2101 spiritual needs.

2102 **Rule 3.8.3. Annual Contribution and Report.**

2103 Except in the year when it is admitted to independent affiliate status,
2104 each independent affiliate organization shall send the Association
2105 on or before April 30 (i) an annual report which shall include the
2106 data required by subsections (b), (c), (f), (g) and (h) of Rule 3.8.1
2107 and any other information which the Board of Trustees shall require
2108 and (ii) the contribution contemplated by Rule 3.8.9. If an
2109 independent affiliate organization fails to comply with the provisions
2110 of this Rule, the Board of Trustees shall at its next regular meeting
2111 consider a finding of non-compliance and the termination of the
2112 independent affiliate status of such organization.

2113 **Rule 3.8.4. Report of Changes.**

2114 Each independent affiliate organization shall send the Association
2115 an attested copy of any changes in its charter, purposes, objectives,
2116 or bylaws as soon as any such changes are made and shall notify
2117 the Association immediately of any change in its tax-exempt status.

2118 **Rule 3.8.5. Representation of Independent Affiliate 2119 Status.**

2120 No organization shall claim or represent in any manner that it is an
2121 independent affiliate with the Association until such status is voted
2122 by the Board of Trustees; and if and when any organization's
2123 independent affiliate status expires or it is terminated, that
2124 organization shall immediately cease to claim, represent or imply in
2125 any manner that it is affiliated with the Association.

2126 **Rule 3.8.6. Mailing List.**

2127 Each independent affiliate organization shall place the Association
2128 on its regular mailing list.

2129 **Rule 3.8.7. Additional Criteria for Admission.**

2130 Before granting independent affiliate status, the Board of Trustees
2131 shall determine that such affiliation is likely to be of substantial
2132 benefit to the Unitarian Universalist movement.

2133 **Rule 3.8.8. Yearly Grant of Independent Affiliate Status.**

2134 Independent affiliate status for all new or existing independent
2135 affiliate organizations shall be granted by the Board of Trustees for
2136 a designated one-year period or portion thereof.

2137 **Rule 3.8.9. Independent Affiliate Contributions.**

2138 The contribution required to be submitted with an application for
2139 independent affiliate status and with an independent affiliate's
2140 annual report is \$100.

2141 **RULE IV General Assembly**

2142 **Section 4.6. Notice of Meetings.**

2143 **Rule 4.6.1. Mailing of Notice.**

2144 Notice of each regular and special General Assembly shall be given
2145 not less than sixty days before the date thereof to each certified
2146 member congregation, associate member organization, and trustee.
2147 Such notice shall be given by the Secretary or the Recording
2148 Secretary.

2149 **Rule 4.6.2. Time of Notice.**

2150 Notice so sent shall be sufficient if mailed at Boston,
2151 Massachusetts, sixty days before any such General Assembly,
2152 addressed to the persons who according to the records of the
2153 Association are entitled thereto hereunder and sent to the
2154 addresses which appear on said records. When the Secretary in
2155 their absolute discretion finds it desirable and practicable, a copy of
2156 the notice shall be inserted in the denomination's publication most
2157 widely circulated within the denomination, in the issue which will be
2158 circulated as near to sixty days before the General Assembly as
2159 possible.

2160 **Rule 4.6.3. Content of Notice.**

2161 Such notice shall contain the date, time, and place where the
2162 General Assembly is to be held and shall state only that the
2163 business to be transacted will be set forth in the official agenda
2164 issued in accordance with the Bylaws. Such agenda need not
2165 accompany the notice. The original of such notice shall be signed
2166 by the Secretary or Recording Secretary and be made a part of the
2167 minutes of the General Assembly to which it pertains. The
2168 signature of the Secretary or Recording Secretary on copies of any
2169 such notice may be printed or typewritten.

2170 **Section C-4.7. Voting.**

2171 **Rule G-4.7.1. Recording the Vote on Resolutions.**

2172 The vote on resolutions shall be recorded as having been adopted:

2173 (a) unanimously; or

2174 (b) by a vote of two-thirds or more; or

2175 (c) by a specified vote for or against.

2176 When any resolution is reported by the Association, the recorded
2177 vote on each resolution shall be included.

2178 **Section C-4.9. Accreditation of Delegates.**

2179 **Rule G-4.9.1. Number of Delegates.**

2180 The Secretary of the Association shall, consistent with the Bylaws of
2181 the Association, determine the number of delegates to which each
2182 certified member congregation and associate member organization
2183 is entitled. The determinations of the Secretary may be appealed to
2184 the Board of Trustees.

2185 **Rule 4.9.1A. Merged, Consolidated, or Dissolved**
2186 **Congregations.**

2187 In the event a certified member congregation dissolves or merges
2188 or consolidates with another congregation subsequent to its filing
2189 the certified member certification form prescribed by Rule 3.5.1, any
2190 delegate credentials outstanding on the date of dissolution or
2191 merger or consolidation are thereby rendered null and void. In the
2192 event of merger or consolidation, the merged or consolidated
2193 certified member congregation shall be entitled during the current
2194 fiscal year of the Association to the number of delegate credentials
2195 that reflects the total membership of the merged or consolidated
2196 congregation or to the number of delegate credentials that the
2197 certified member congregations merging or consolidating would
2198 have been entitled to but for the merger or consolidation, whichever
2199 is less.

2200 **Rule 4.9.2. Settled Ministers.**

2201 A settled minister for the purpose of accreditation as a delegate
2202 pursuant to Bylaw Section 4.8 (b) is (a) a minister engaged by a
2203 certified member congregation in compensated ministerial activities
2204 which constitute fifty percent or more of a typical work schedule or
2205 (b) a community minister who (1) maintains active involvement in
2206 such congregation; (2) has written agreement with the
2207 congregation; (3) is in affiliation with the congregation; and (4) is
2208 compensated for community ministry work which constitutes fifty
2209 percent or more of a typical work schedule recognized by the
2210 congregation as ministry. A congregation is entitled to the number
2211 of accredited community minister delegates equal to the number of
2212 delegates to which it is entitled under Bylaw Section 4.8(a). A
2213 minister emeritus/a shall previously have settled in such
2214 congregation as described in this Rule. A certified member
2215 congregation shall certify in writing that its minister delegates meet
2216 the criteria for minister in accordance with this Rule.

2217 **Rule G-4.9.3. Mailing of Credential Cards.**

2218 Not less than forty-five days prior to each General Assembly, the
2219 Secretary of the Association shall send to each certified member
2220 congregation and associate member organization entitled to be
2221 represented by delegates the proper number of delegate
2222 credentials. The Secretary shall also furnish trustees with
2223 credentials.

2224 **Rule 4.9.4. Issuance of Duplicate Credential Card.**

2225 If a person who has been duly constituted a delegate arrives at a
2226 General Assembly without a properly executed Credential Card, the
2227 person may apply to the Secretary of the Association, or to one or
2228 more persons designated by the Secretary, for a special certificate
2229 of accreditation. The application shall be in writing on a form
2230 provided by the Secretary of the Association. It shall be signed by
2231 the applicant under the penalties of perjury. The certificate shall
2232 contain at least the following:

2233 (a) the name of the congregation or associate member
2234 organization involved;

2235 (b) in the case of a delegate representing a member
2236 congregation other than a settled minister or emerita/us
2237 minister or an accredited director of religious education, a
2238 statement that the applicant is a member of that
2239 congregation; or in the case of a delegate representing an
2240 associate member organization, a statement that the
2241 applicant is a member of a certified member congregation;

2242 (c) a statement that the person was designated as a delegate
2243 under established procedures of the congregation or is a

2244 settled minister or emerita/us minister thereof or is an
2245 accredited director of religious education employed in the
2246 congregation, or was designated as a delegate of an
2247 associate member organization; and

2248 (d) a brief statement as to why the applicant is not able to
2249 present an official and properly executed accrediting card.

2250 **Rule 4.9.5. Alternate Delegates.**

2251 Each certified member congregation may, in accordance with its
2252 own Bylaws or procedures, designate alternate delegates to any
2253 General Assembly in such number, not in excess of the number of
2254 delegates to which it is entitled, as it may determine. Alternate
2255 delegates shall be members of the certified member congregation
2256 they represent. All alternates appointed must be provided by the
2257 member congregation with a certification of their appointment
2258 signed by an officer of the congregation.

2259 **Rule G-4.9.6. Delegate Status.**

2260 Delegates and alternates may be designated to attend each
2261 General Assembly to be held in any fiscal year of the Association or
2262 only a particular General Assembly as each member congregation
2263 shall determine.

2264 **Rule 4.9.7. Issuance of Alternate Credentials.**

2265 In order to be issued credentials admitting the alternate as a
2266 delegate to the General Assembly, the alternate must present such
2267 certification and credential card and delegate badge of the delegate
2268 for whom such person is serving as alternate.

2269 **Rule G-4.9.8. Registration Fee.**

2270 All delegates, alternates and trustees must register in order to be
2271 admitted to the floor and vote at the General Assembly.

2272 **Rule 4.9.9. Amount of Fees.**

2273 The registration fee shall be set by the Board of Trustees.

2274 **Section 4.12. UUA Statements of Conscience and**
2275 **Study/Action Issues for Social Justice.**

2276 **Rule G-4.12.1. Report of Comments on UUA Statements**
2277 **of Conscience.**

2278 The Commission on Social Witness shall report to the General
2279 Assembly in summary fashion those comments on UUA Statements
2280 of Conscience submitted to it by member congregations.

2281 **Rule G-4.12.2. Study/Action Issues for Social Justice.**

2282 The Commission on Social Witness shall prepare (and the Board of
2283 Trustees shall include with the Tentative Agenda) a report
2284 summarizing the numbers and topics of the proposed
2285 Congregational Study/Action Issues submitted by the certified
2286 member congregations and sponsored organizations as defined in
2287 Section 4.12(a)(1), and the criteria which it used in selecting
2288 proposed Congregational Study/Action Issues included in the
2289 Congregational Poll. Each proposed Congregational Study/Action
2290 Issue that appears on the Tentative Agenda shall be accompanied
2291 by previous General Resolutions, actions and statements on related
2292 issues, with dates (if applicable), and the names or number of
2293 congregations submitting issues included within such proposed
2294 Congregational Study/Action Issue.

2295 **Rule G-4.12.3 Report on Implementation of UUA**
2296 **Statements of Conscience.**

2297 The UUA Administration shall report at each regular General
2298 Assembly regarding implementation of UUA Statements of
2299 Conscience with particular reference to the most recently adopted
2300 Statement of Conscience. Such report shall summarize
2301 implementation by member congregations, UUA staff and other
2302 Unitarian Universalist groups.

2303 **Rule 4.12.4 Mini-Assembly on UUA Statement of**
2304 **Conscience**

2305 During the regular General Assembly referred to in Section
2306 4.12(d)(1), a mini-assembly shall be held during which the proposed
2307 amendments to the revised UUA Statement of Conscience shall be
2308 accepted in writing. All such amendments shall be made available
2309 in writing to the General Assembly. The Commission on Social
2310 Witness shall finalize the UUA Statement of Conscience, and the
2311 chairperson of the Commission on Social Witness, in consultation
2312 with the moderator of the General Assembly, the parliamentarian
2313 and legal counsel, shall prioritize unincorporated amendments for
2314 consideration by the General Assembly.

2315 **Section 4.16. Additions to the Agenda of Regular**
2316 **General Assemblies.**

2317 **Rule G-4.16.1. General Assembly Actions of Immediate**
2318 **Witness, and Responsive Resolutions.**

2319 The Moderator shall take such steps as the Moderator considers
2320 practical to advise delegates and other persons or bodies as early
2321 as possible, preferably in writing, of the contents of any actions or
2322 resolutions presented to the General Assembly which are not on the
2323 Final Agenda and which are admitted to the agenda pursuant to
2324 Article IV, Section 4.16 of the Bylaws; and some time shall be
2325 scheduled when the sponsor(s) of the action(s) or resolution(s) can
2326 discuss the action or resolution with those interested.

2327 **Rule 4.16.2. Responsive Resolutions**

2328 Responsive resolutions are brief, advisory statements that express
2329 the sentiment of the delegates. They must be in response to a
2330 substantive portion of a report by an officer or committee reporting
2331 to a regular General Assembly, per Section 4.16. Responsive
2332 resolutions are not binding and do not set policy for the Association.
2333 They may not act as a substitute for other types of business items,
2334 such as business resolutions, budget motions, study/action issues,
2335 bylaw amendments, or actions of immediate witness. The
2336 Moderator will determine whether a proposed responsive resolution
2337 may be added to the final agenda under this rule.

2338 **Section 4.18. Agenda Rules.**

2339 **Rule G-4.18.1. Notice to Member Congregations and**
2340 **Districts.**

2341 By November 1 whenever in the fiscal year the General Assembly
2342 opens in June, otherwise not less than two hundred and ten days
2343 before each regular General Assembly, each certified member
2344 congregation shall be notified of the dates for submitting items for
2345 the Tentative and Final Agenda, the procedure to be followed, and
2346 the forms to be used.

2347 **Rule G-4.18.2. Business Resolutions and Study/Action**
2348 **Issues for Social Justice.**

2349 A Study/Action Issue for Social Justice is one that deals with issues
2350 of public policy within the province of the Department of Faith in

2351 Action. A Business Resolution directly involves the administration
2352 and structure of the Association.

2353 Any resolution submitted which, taken as a whole, has as its
2354 purpose the making of a statement of social concern or principle
2355 shall be deemed to be a Study/Action Issue for Social Justice.

2356 A Study/Action Issue for Social Justice or a UUA Statement of
2357 Conscience appearing on the Final Agenda shall not be amended
2358 so as to become a Business Resolution.

2359 **Rule G-4.18.3. Congregational Poll.**

2360 At the time of the mailing of the Tentative Agenda, each certified
2361 member congregation shall be requested to report by February 1,
2362 on a form provided, whether it recommends or does not recommend
2363 for action by the General Assembly the Business Resolutions,
2364 proposed Congregational Study/Action Issues in the first Cycle year
2365 and draft UUA Statements of Conscience in the Fourth Cycle year,
2366 or any additional years thereto pursuant to Section 4.12(d)(2)
2367 appearing on the Tentative Agenda, including the alternative
2368 versions of Business Resolutions (if any) submitted by the Board of
2369 Trustees. The recommendation with respect to each proposed
2370 resolution or issue must be certified by the minister, clerk or
2371 president of that congregation as being within the procedures of that
2372 congregation. Only a Business Resolution which a majority of the
2373 congregations voting on the resolution recommends for the action
2374 shall be eligible to be included on the Final Agenda from the
2375 Congregational Poll. If there is more than one version of a
2376 Business Resolution on the Tentative Agenda, the subject of the
2377 resolution shall be considered a single item on the Tentative
2378 Agenda and the Congregational Poll. All versions shall be listed
2379 consecutively within that item. An aye vote by a congregation for
2380 one or more versions shall be counted an aye vote for inclusion of a
2381 resolution on the subject in the Final Agenda. If support for the
2382 subject matter of the resolution is sufficient to make it eligible for
2383 inclusion on the Final Agenda, the version that receives the highest
2384 number of votes by the participating congregations shall be the one
2385 eligible for inclusion on the Final Agenda. From the Business
2386 Resolutions eligible from the Congregational Poll, the Board of
2387 Trustees shall include on the Final Agenda not more than the eight
2388 Business Resolutions receiving the highest number of
2389 "recommended for action" votes on the Congregational Poll. The
2390 Board of Trustees may also include on the Final Agenda alternative
2391 versions of Business Resolutions which are germane to those
2392 selected through the Congregational Poll. In the first Cycle year,
2393 the Board of Trustees also shall include on the Final Agenda not
2394 more than the five proposed Congregational Study/Action Issues
2395 receiving a majority of votes and the highest number of
2396 "recommended for action" votes on the Congregational Directives
2397 for General Assembly Action, provided that at least twenty-five
2398 percent (25%) of the congregations participated in the ballot vote for
2399 such proposed Congregational Study/Action Issues. If the number
2400 of proposed Congregational Study/Action Issues recommended for
2401 action in the Congregational Poll exceeds five and there is more
2402 than one such issue in fifth position as a result of a tie vote, all
2403 issues in fifth position shall be referred to the Final Agenda by the
2404 Commission on Social Witness. In the fourth Cycle year, or any
2405 additional years thereto pursuant to Section 4.12(d)(2), the Board of
2406 Trustees shall further include on the Final Agenda a proposed UUA
2407 Statement of Conscience, provided that at least twenty-five percent
2408 (25%) of the congregations participated in the ballot vote for such
2409 draft UUA Statement of Conscience. A report of the vote by which
2410 each resolution on the Tentative Agenda was or was not
2411 "recommended for action" shall be included on the Final Agenda.
2412 All Business Resolutions that are included on the Final Agenda

2413 shall be discussed during the General Assembly in a mini-
2414 assembly.

2415 **Rule 4.18.4. Matters Submitted by Districts**

2416 In the event that a proposed amendment to a Rule or to a Business
2417 Resolution that was submitted by a district is to be considered at a
2418 General Assembly, the district that submitted the proposed
2419 amendment or resolution may, in accordance with its own
2420 procedures, designate a representative to speak in support of the
2421 amendment or resolution at the General Assembly. The
2422 representative must be provided by the district with a certification of
2423 the representative's appointment signed by an officer of the district.

2424 **Rule 4.18.5. Amendments to Business Agenda Items on** 2425 **the Final Agenda**

2426 This rule defines the process for amending items on the General
2427 Assembly final agenda under Section 4.14. This rule does not
2428 address any proposed changes to Article II under Section C-15.1(c).

2429 (a) Delegates may submit amendments to any item which is
2430 scheduled for a vote on the General Assembly final agenda.
2431 Proposed amendments are due to the Secretary by the
2432 deadline published in the agenda, which will be at least
2433 fourteen (14) days before the start of General Assembly.
2434 Amendments received after the published deadline will not be
2435 considered. The Secretary will also determine the format for
2436 amendments to be submitted, and include a description of
2437 this in the final agenda. Each delegate may submit up to three
2438 amendments in total for all business items.

2439 Amendments will be considered by mini-assemblies
2440 according to this rule. Amendments must meet the following
2441 standards to be considered:

- 2442 (1) They must address the same topic and goal as the item
2443 they are amending;
- 2444 (2) They cannot reverse or invalidate the item;
- 2445 (3) They must match the structure of the UUA Bylaws and
2446 Rules; and
- 2447 (4) They cannot conflict with other rules, bylaws, or
2448 adopted statements.

2449 (b) The Moderator will review all submitted amendments to
2450 determine whether they meet the standards in this rule. If so,
2451 they will be considered at a business amendment mini-
2452 assembly. The Board of Trustees will promptly post all the
2453 amendments that will be considered.

2454 (c) The Board of Trustees will host one or more online business
2455 amendment mini-assemblies to discuss and vote on proposed
2456 amendments. These mini-assemblies must be held at least
2457 ten days before the start of General Assembly, and be open
2458 to all delegates. If an amendment receives sufficient delegate
2459 support, it may be considered on the General Assembly final
2460 agenda. That support will be determined by the following
2461 process:

- 2462 (1) Delegates will use an online poll to vote on whether to
2463 add a proposed amendment to the General Assembly
2464 final agenda.
- 2465 (2) Proposed amendments that receive support from at
2466 least 50% of delegates voting in the mini-assembly will
2467 be added to the General Assembly final agenda. This
2468 support is based on the total number of delegates who

2469 vote for or against the proposed amendment, and does
2470 not include abstentions.

2471 (d) Regardless of the level of support in the mini-assembly online
2472 poll, the Board of Trustees may choose to incorporate any
2473 proposed amendment into the final agenda for items it has
2474 submitted.

2475 (e) The Board of Trustees must publish the final language for all
2476 items on the final agenda at least seven days before the start
2477 of the General Assembly. This will include any proposed
2478 amendments that received sufficient support at a business
2479 amendment mini-assembly, unless the amendment is
2480 withdrawn by the initial delegate who submitted it. The Board
2481 of Trustees may also include any additional amendments it
2482 proposes.

2483 **Rule 4.18.6. Schedule and Ballot Voting on Agenda** 2484 **Items**

2485 Delegates will use electronic ballots to vote on items on the General
2486 Assembly agenda. These ballots must individually verify delegate
2487 credentials. The agenda will list when items will be considered for
2488 discussion and voting, which must be during a scheduled business
2489 session. Ballot voting will remain open for at least one hour after the
2490 end of the business session when the items on the ballot are
2491 considered. The Moderator will determine the composition of each
2492 ballot.

2493 **Section 4.19. Rules of Procedure.**

2494 **Rule G-4.19.1. Adoption of Rules of Procedure.**

2495 The Board of Trustees shall offer rules of procedure for adoption at
2496 the first session of each General Assembly.

2497 **RULE V Committees of the Association**

2498 **Section 5.5. Vacancies**

2499 A vacancy created by the death, disqualification, resignation, or
2500 removal of an elected or appointed member of a standing
2501 committee of the Association shall be filled by majority vote of the
2502 Board of Trustees. An individual appointed to fill a vacancy in an
2503 elected position shall serve until the vacancy is filled by regular or
2504 special election. An individual appointed to fill a vacancy in an
2505 appointed position shall serve for the balance of the unexpired term,
2506 and until a successor is appointed and qualified. An elected
2507 member of a standing committee of the Association in office for
2508 more than one-half of a full term shall be deemed to have
2509 completed a full term for the purposes of re-election.

2510 **Rule 5.5.1. Committee Member Resignations**

2511 A member of a committee of the Association may resign at any time
2512 by giving written notice to the Moderator. This resignation will take
2513 effect at the time specified in the written notice. If no effective time
2514 is specified, the resignation will take effect immediately when it is
2515 received.

2516 **RULE VI Board of Trustees**

2517 **Section 6.4. Election of Trustees.**

2518 No existing rules applicable to Section 6.4.

2519 **Section 6.6. Qualification of Trustees.**

2520 **Rule 6.6.1. Multiple Memberships.**

2521 For purposes of applying the Bylaw provision that no more than one
2522 trustee shall be a member of the same member congregation, a

2523 person holding membership in more than one member congregation
2524 shall be treated as being a member only of that member
2525 congregation whose services such person most regularly attends.
2526 The Secretary shall make any determinations required by this rule,
2527 subject to appeal to the Board of Trustees, with the affected trustee
2528 or trustees not voting.

2529 **Rule 6.6.2. Implementation of Section 6.6.**

2530 If at the close of a General Assembly election, the results are such
2531 that, except for the provisions of Section 6.6, more than one person
2532 from the same congregation would serve at the same time on the
2533 Board of Trustees,

2534 (a) if the conflict arises solely from the election just held, the
2535 Secretary of the Association shall thereupon declare that the
2536 persons so elected are disqualified and that the offices to
2537 which they have been so elected are vacant and are to be
2538 filled as provided in the Bylaws.

2539 (b) if the conflict arises because one person from a congregation
2540 is already serving on the Board of Trustees and another
2541 person from that congregation has just been so elected, the
2542 Secretary of the Association shall declare that the person just
2543 elected is disqualified and the office to which such person has
2544 been elected is vacant and that the vacancy is to be filled as
2545 provided in the Bylaws.

2546 **Rule 6.7 Resignation and Removal of Trustees**

2547 A trustee may at any time resign by giving written notice to the
2548 Board of Trustees. Such resignation shall take effect at the
2549 time specified therein, or, if not time is specified, then on
2550 delivery. A trustee may be removed by a three-fourths vote of
2551 the entire Board at a meeting at which not less than three-
2552 fourths of the entire Board is present if in the opinion of the
2553 Board such trustee is incapacitated or unable to carry out the
2554 duties of the office or otherwise for good cause.

2555 **RULE VII Committees of the Board of Trustees**

2556 **Section 7.4 Vacancies**

2557 **Rule 7.4.1. Committee Member Resignations**

2558 A member of a committee of the Board of Trustees may resign at
2559 any time by giving written notice to the Moderator. This resignation
2560 will take effect at the time specified in the written notice. If no
2561 effective time is specified, the resignation will take effect
2562 immediately when it is received.

2563 **RULE VIII Officers of the Association**

2564 **Section 8.1. Officers Enumerated.**

2565 **Rule 8.1.1. Officers Enumerated.**

2566 The appointed salaried officers of the Association shall include an
2567 Executive Vice President.

2568 **Section 8.11. Executive Vice President.**

2569 **Rule 8.11.1. Executive Vice President.**

2570 The Executive Vice President shall have responsibility under the
2571 President for the administrative affairs of the Association and shall
2572 perform such other duties as may be assigned to such officer.

2573 **Section 8.17. Other Appointed Officers.**

2574 **Rule 8.17. Other Appointed Officers.**

2575 The members serving without pay on the Ministerial Fellowship
2576 Committee, Finance Committee, and Investment Committees are
2577 designated as officers of the Association for the purposes, only, of
2578 carrying out their duties as members of such committees. The
2579 powers and duties of such members are as defined in the Bylaws,
2580 Rules, and Policies adopted by the Board of Trustees.

2581 **Section 8.6 Resignation**

2582 **Rule 8.6.1. Resignation of the Moderator**

2583 The Moderator may resign at any time by giving written notice to the
2584 Secretary. This resignation will take effect at the time specified in
2585 the written notice. If no effective time is specified, the resignation
2586 will take effect immediately when it is received.

2587 **RULE IX Nominations and Elections**

2588 **Section 9.4. Nomination by Nominating Committee.**

2589 **Rule G-9.4.1. Report of the Nominating Committee.**

2590 (a) Any person who applies to the Nominating Committee for
2591 nomination for the position of Financial Advisor or trustee
2592 shall submit by the application deadline a one-page statement
2593 of qualifications.

2594 (b) The report of the Nominating Committee required by Section
2595 9.4(d) may be mailed to certified member congregations,
2596 associate member organizations, and trustees either
2597 electronically or in hard copy. The report shall promptly be
2598 posted on the Association's website. The report shall include
2599 the statement of qualifications submitted by each nominee for
2600 Financial Advisor or trustee.

2601 **Section 9.11. Counting of Ballots.**

2602 **Rule G-9.11.1. Tie Vote-Elected Committee Position.**

2603 If a tie vote occurs in filling an elected position when only one
2604 person is to be elected and when ranked voting is not being used,
2605 or occurs in filling a slate when the slate cannot be completed
2606 without resolving the tie, then a candidate or candidates shall be
2607 eliminated by random draw to determine the winner.

2608 **Rule G-9.11.2. Tie Vote- Ranked Voting.**

2609 Should there be a tie for the fewest number of first preference
2610 votes, including mail ballots, then among these, the candidate with
2611 the fewest number of second preference votes shall be eliminated.
2612 Should a tie persist, the procedure shall continue with third
2613 preference votes, et cetera. Should a tie still persist, the candidate
2614 with the fewest number of original first preference votes, shall be
2615 eliminated. Should a tie still persist, the procedures shall continue
2616 with original second preference votes, et cetera. Should a tie still
2617 persist, a candidate shall be eliminated by random draw.

2618 **Section 9.13. Rules for Nominations and Elections.**

2619 **Rule G-9.13.1. Election Preparation.**

2620 Unless no voting is required according to Section 9.9(a), prior to
2621 each regular General Assembly at which an election is to be held,
2622 the Secretary shall prepare the voting system and ballots which
2623 shall include the names of all candidates who have been nominated
2624 for office in accordance with these Bylaws and whose nomination is
2625 contested by at least one other candidate. Voting instructions shall
2626 be sent with each credential issued by the Secretary.

2627 **Rule G-9.13.2. Order of Candidate Names.**

2628 In elections held by the Association, the order of names shall be
2629 determined by the Secretary; provided, however, that the order of
2630 names for elections to the Board of Trustees, other than Youth
2631 trustee, shall be by Board position number first, and then as
2632 determined above. For electronic voting, candidates shall be listed
2633 in random order for each separate ballot.

2634 **Rule G-9.13.3. Write-ins Prohibited.**

2635 In any election, the use of stickers or the writing in of the name of
2636 any person shall not be permitted and no vote so attempted shall be
2637 counted.

2638 **Rule G-9.13.4. Mail Ballots.**

2639 A mailed paper ballot shall be counted only if accompanied by a
2640 valid credential of the person casting the ballot.

2641 **Rule G-9.13.5. Voting at General Assembly.**

2642 A person shall be qualified to vote at General Assembly only if that
2643 person presents to the Secretary of the Association or those
2644 employed by them a valid credential plus a badge issued to that
2645 person and containing the same name as the name on the
2646 credential.

2647 **Rule G-9.13.6. Campaigns for Elective Office.**

2648 Each candidate for an at-large elective position may submit to the
2649 Association a campaign statement. The Association will post
2650 electronically the statements of all candidates. Notice of the posting
2651 shall be distributed to the congregations with the absentee
2652 ballots and electronically, and to the delegates as a part of the final
2653 agenda.

2654 **Rule G-9.13.7. Length of Campaigns for President and
2655 Moderator.**

2656 (a) Non-public planning for campaigns for President and
2657 Moderator, such as strategic, organizational or
2658 communications meetings, shall not begin earlier than
2659 October 1 of the year preceding the election.

2660 (b) Active campaigning, including public announcements or
2661 communication, virtual or in person public meetings, rallies, or
2662 events, and solicitation of endorsements, shall not begin until
2663 a nomination has been announced or November 15 of the
2664 year preceding these elections.

2665 (c) Active campaigning during GA is permitted only during the
2666 General Assembly at which the President or Moderator is
2667 elected. Active and passive campaigning for President or
2668 Moderator during any other General Assembly is prohibited.

2669 **Rule G-9.13.8 Campaign Finances Disclosures and
2670 Limitations.**

2671 Candidates for UUA President are limited to spending no more than
2672 \$100,000 on their campaign for election. No single donor, including
2673 the candidate themselves and any organization or group, may
2674 contribute more than \$5,000 in total, to a presidential campaign. In-
2675 kind donations of greater than \$500 equivalent cash value are
2676 reportable, but do not count against these totals.

2677 All candidates for at-large elective positions shall keep detailed and
2678 accurate records of:

2679 (a) their campaign expenses (stated in United States dollars) by
2680 categories of travel, postage, telephone, printing and other
2681 such categories as seem appropriate; and

2682 (b) the number of contributors to their campaigns, including the
2683 number of contributors in each of the following categories:

2684 (1) under \$50.00;

2685 (2) \$50.00 to \$250.00;

2686 (3) \$251.00 to \$1,000.00;

2687 (4) over \$1,000; and

2688 (5) In-kind donations with an equivalent cash value of \$500
2689 or more.

2690 No candidate for any elective position shall solicit or knowingly
2691 accept any contribution that is given through a tax-exempt entity
2692 with the purpose of conferring tax-exempt status to the contribution
2693 to which it would not otherwise be entitled. Such exempt entities
2694 include but are not limited to member congregations, associate
2695 member organizations and independent UUA affiliates.

2696 The names of contributors shall be disclosed. Each such report
2697 shall identify by name any member congregation, associate
2698 member organization or independent affiliate of the Association and
2699 any other tax exempt organization (including specifically, but without
2700 limitation to, any minister's discretionary fund or similar account)
2701 that has made any contribution to the campaign and shall state the
2702 amount of each such contribution. Such reports shall be filed with
2703 the Secretary of the Association. A preliminary report shall be due
2704 at the close of the first day of the regular General Assembly at
2705 which the election occurs. A final report shall be due 60 days
2706 thereafter. The Secretary shall, upon written request from a
2707 member of a member congregation, furnish such information from
2708 these reports as requested. These reports shall be made available
2709 for inspection by any member of a member congregation at the
2710 principal offices of the Association and shall be brought by the
2711 Secretary to the next General Assembly and made available for
2712 inspection there by any delegate.

2713 **Rule G-9.13.9. Separation of Campaigns from Conduct
2714 of Official Business.**

2715 (a) When running for office, candidates shall be prohibited from
2716 engaging in any electioneering or campaigning during the
2717 conduct of official business of the Unitarian Universalist
2718 Association.

2719 (b) Financial accounting and bookkeeping procedures shall be
2720 established which make it explicit that no monies of the
2721 Association were used in the financing of a candidate's
2722 campaigning or electioneering activities.

2723 **Rule G-9.13.10 Election Campaign Practices
2724 Committee.**

2725 (a) An Election Campaign Practices Committee is hereby
2726 established and shall consist of three persons to be appointed
2727 by the Board of Trustees for a term of two years each, and
2728 the Secretary, ex-officio, without vote. The Board shall
2729 designate one of the appointed members to chair the
2730 Committee. The appointed members' terms shall begin at the
2731 close of General Assembly in odd-numbered years. The
2732 Board may appoint an individual to fill a vacancy in
2733 membership of the Committee; persons appointed to fill a
2734 vacancy shall serve the balance of the vacating member's
2735 term. Persons appointed to the Committee shall remain
2736 neutral in elections held while they are serving and shall not
2737 engage in electioneering. Persons who seek nomination
2738 pursuant to Bylaw Sections 9.4, 9.5, or 9.6 are ineligible to
2739 serve on the Committee once they begin seeking nomination,

2740 and shall be deemed to have resigned from the Committee
2741 effective upon seeking nomination if they are then serving.

2742 (b) The duties of the Election Campaign Practices Committee
2743 shall be:

2744 (1) to distribute the campaign practices guidelines and
2745 financial disclosure rules to candidates for at-large
2746 elective positions not later than thirty days after
2747 nomination by the nominating committee or receipt of
2748 petition;

2749 (2) to receive and consider written complaints of alleged
2750 violations of such guidelines or rules; if the committee
2751 finds probable cause to establish that a violation exists,
2752 to notify a candidate or a number of candidates how
2753 they may voluntarily comply with guidelines or rules and
2754 how long they have to do so; to attempt to mediate
2755 disputes arising from such complaints; and, if no
2756 satisfactory resolution of a complaint is achieved, to
2757 adjudicate the dispute and report the adjudication in
2758 writing to the candidates affected;

2759 (3) to hold such hearings as may, at the Committee's
2760 discretion, be necessary or desirable to carry out the
2761 intent of subsection 2 above; and

2762 (4) to report on its activities and any recommendations it
2763 may have to the Board of Trustees at its October
2764 meeting following the elections.

2765 (c) If compliance to an adjudicated decision is not implemented
2766 by the stated deadline, the Committee is authorized to block
2767 or remove Association-subsidized privileges from the
2768 candidate's campaign.

2769 Candidates adjudicated to be in serious violation of Bylaw rules
2770 under Section 9.13 may have their names removed from the ballot.
2771 Any such removal shall be reported to the Board and to the General
2772 Assembly. Such removal by the ECPC would be subject to
2773 automatic review by the Board Executive Committee according to
2774 the provisions of Rule G-9.13.10(d).

2775 (d) Any candidate aggrieved by the Committee's adjudication
2776 may, within ten days of the mailing of the adjudication, appeal
2777 in writing to the Executive Committee of the Board of
2778 Trustees, which shall have exclusive jurisdiction to hear and
2779 determine such an appeal. The Executive Committee shall
2780 report its decision on the appeal in writing to the affected
2781 candidates as expeditiously as feasible. The Executive
2782 Committee of the Board of Trustees is authorized to issue any
2783 order or ruling it deems appropriate in connection with such a
2784 decision.

2785 (e) Any member of the Executive Committee of the Board of
2786 Trustees who is a candidate for UUA elective office shall not
2787 participate in any manner in the determination of any appeal
2788 from an adjudication of the Election Campaign Practices
2789 Committee.

2790 **RULE X Finance and Contracts**

2791 **Section 10.1. Annual Budget.**

2792 **Rule G-10.1.1 Presentation of Association Budget.**

2793 At each regular General Assembly the Board of Trustees shall
2794 present budgets for both the Current Fiscal Year and the
2795 Succeeding Fiscal Year. Current Fiscal Year means the fiscal year
2796 of the Association which has just begun or which is about to begin

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2797 at the time when the Assembly is held. Succeeding Fiscal Year
2798 means the year following the Current Fiscal Year.

2799 **Rule G-10.1.2. Expense Categories.**

2800 (a) Expense estimates in budgets presented by the Board shall
2801 be broken down by major categories or functions in such
2802 manner as the Board shall determine.

2803 (b) The Current Fiscal Year budget shall contain a separate
2804 expense category provision for contingencies, the amount of
2805 which shall be a minimum of 3% of the total of all unrestricted
2806 expense categories, exclusive of the provision for
2807 contingencies.

2808 **Rule G-10.1.3. Estimated Income.**

2809 Income amounts in the budget for the Current Fiscal Year shall
2810 represent the Board's best estimates of income from all sources.
2811 Income from the Annual Fund as so estimated shall be an amount
2812 which is not more than 7 percent greater than the actual Annual
2813 Fund income of the fiscal year preceding the Current Fiscal Year.
2814 In the budget for the Succeeding Fiscal Year, income from the
2815 Annual Fund shall be estimated at an amount which represents the
2816 Board's best estimate of the achievable results for such year.

2817 **Rule G-10.1.4. Procedures for Budget Consideration.**

2818 Any action by a General Assembly with respect to budgets shall be
2819 taken under the following procedure:

2820 (a) A budget hearing shall be held as part of the General
2821 Assembly program at a time when the Assembly is not in
2822 formal business session.

2823 (b) Main motions concerning budgets which are to be made in a
2824 formal business session shall be filed in writing with a person
2825 or persons designated by the Moderator as early as possible
2826 prior to or during the General Assembly but in any event on or
2827 before the day prior to the Business Session at which the
2828 proposed motion will be in order for adoption. The Moderator
2829 shall take such steps as the Moderator considers practical to
2830 advise delegates and other persons or bodies as early as
2831 possible, preferably in writing, of the contents of the motions
2832 so filed.

2833 (c) Any action with respect to the budget for the Current Fiscal
2834 Year calling for increased spending in any category shall
2835 provide for equivalent reductions in other categories of
2836 spending and specify the categories in which such reductions
2837 are to be made.

2838 (d) No action may be taken with respect to the Current Fiscal
2839 Year budget which shall be inconsistent with either Rule G-
2840 10.1.2(b) or G-10.1.3.

2841 **Rule G-10.1.5. Board of Trustees Report.**

2842 At each General Assembly the Board of Trustees shall make an
2843 accounting of its actions taken since the preceding General
2844 Assembly with respect to any budget votes of the preceding
2845 General Assembly.

2846 **Section 10.8. Contracts and Securities.**

2847 **Rule 10.8.1. Contracts and Securities.**

2848 The Executive Vice President may sign and attest deeds,
2849 mortgages, contracts, and other documents to which the
2850 Association is a party.

2851 **RULE XI Ministry**

2852 **Section 11.2. Ministerial Fellowship Committee.**

2853 **Rule 11.2. Ministerial Fellowship Committee.**

2854 The rules of the Ministerial Fellowship Committee are printed
2855 separately and are available on request.

2856 **Section 11.8 Procedure on Appeal.**

2857 **Rule 11.8. Procedure on Appeal.**

2858 The rules of the Ministerial Fellowship Board of Review are
2859 available on request.

2860 **RULE XII Religious Education Credentialing**

2861 **RULE XIII Regional Organizations**

2862 **Section C-13.2. Establishment.**

2863 **Rule G-13.2.1. Establishing Districts or Regions.**

2864 (a) Authority to recognize a new district or region as a unit of the
2865 UUA, or to remove that recognition, shall reside with the
2866 General Assembly; provided, however, that a district or region
2867 may request that the UUA cease to recognize it without
2868 approval from the General Assembly. The UUA Secretary
2869 shall maintain a current list of the districts and regions of the
2870 UUA as recognized by the General Assembly.

2871 (b) Each district or region shall be composed of the
2872 congregations assigned to that district or region by the Board
2873 of Trustees

2874 (c) The boundaries of each district or region encompass the
2875 areas served by its member congregations.

2876 (d) Upon application to the Board of Trustees and after notice
2877 and an opportunity to be heard is afforded the affected
2878 districts or regions, a congregation may change its district or
2879 regional membership with approval of the Board of Trustees.

2880 (e) The Map of Districts and Regions published on the UUA
2881 Website contains boundaries that are an approximation only
2882 of the boundary lines determined pursuant to subparagraph
2883 (c) above and are intended primarily as a guide for the newly
2884 admitted congregation in determining its membership.

2885 (f) Transition Provision. The amendments to Rule G-13.2.1
2886 deleting the Central Midwest, Heartland, and Prairie Star
2887 Districts shall not become effective until those Districts
2888 dissolve. This transition provision shall automatically be
2889 deleted from the bylaws following the first regular General
2890 Assembly occurring after all of those districts have dissolved.

2891

2892 **RULE XIV Rules**

2893 **Section 14.4. Miscellaneous Rules.**

2894 **Rule G-14.4.1. Performance of Acts.**

2895 When the last day for the performance of any act required under the
2896 Bylaws or Rules falls on a Saturday, Sunday, or a day which is a
2897 legal holiday in the place where the act is to be performed, the act
2898 may be performed on the next succeeding business day.

2899 **Rule G-14.4.2. Receipt of Documents.**

2900 When any ballot, petition, notice, document, or material of any kind
2901 whatsoever is required to be filed with, delivered to, or received by

2902 the Association or an officer, board, committee, or agent thereof on
2903 or before a certain day, the same shall be considered to have been
2904 so filed, delivered, or received only if it is postmarked seven days
2905 prior to said certain day or actually received at the office of the
2906 Association at 24 Farnsworth Street, Boston, MA 02210, on an
2907 earlier day or not later than 5:00 p.m. on said certain day.

2908 **RULE XV Amendments**

2909 **Section C.15.1. Amendment of Bylaws.**

2910 **Rule 15.1.1. Amending a Proposal for Changes to**
2911 **Article II by a Study Commission.**

2912 This rule defines the process for amending a proposal for changes
2913 to Article II made by a study commission under Section C-15.1(c).

2914 (a) Each delegate may submit only one amendment to the
2915 proposal for consideration at the first General Assembly after
2916 the study process is complete, under Section C-15.1(c)(3).
2917 The Secretary will determine the format in which amendments
2918 can be submitted. The Secretary may also allow delegates to
2919 pre-submit amendments to be considered at the mini-
2920 assembly required under 15.1(c)(3)(i). Amendments must
2921 meet the following standards to be considered:

- 2922 (1) They must only apply to a single section of the Article II
2923 proposal;
- 2924 (2) They must match the structure of the UUA Bylaws and
2925 Rules; and
- 2926 (3) They cannot conflict with other rules, bylaws, or
2927 adopted statements.

2928 The final agenda will include a description of the format and
2929 requirements for delegates to submit amendments.

2930 (b) The mini-assembly during General Assembly required under
2931 15.1(c)(3)(i) will be organized by the Moderator to offer
2932 opportunities to present and discuss amendments. The
2933 Moderator may use this discussion to assist in prioritizing
2934 amendments, but no vote will be required during the mini-
2935 assembly.

2936 (c) Each amendment submitted by congregational petition under
2937 Section C-15.1(c)(4) must have a primary congregational
2938 sponsor. Each congregation may only be the primary sponsor
2939 of one amendment to the proposal. The Secretary will
2940 determine the format in which amendments by congregational
2941 petition can be submitted. Amendments must meet the
2942 following standards to be considered:

- 2943 (1) They must only apply to a single section of the Article II
2944 proposal;
- 2945 (2) They must match the structure of the UUA Bylaws and
2946 Rules; and
- 2947 (3) They cannot conflict with other rules, bylaws, or
2948 adopted statements.

2949 (d) The Moderator will review all submitted amendments to
2950 determine whether they meet the standards in this rule. All
2951 submitted amendments which meet these standards will be
2952 publicly posted.

2953 **Section 15.2. Submission of Proposed Amendments.**

2954 **Rule G-15.2.1. Form of Submission.**

2955 A proposed amendment to the Bylaws submitted by certified
2956 member congregations or a district must include:

2957 (a) the Article and Section which it is proposed to amend or
2958 repeal;

2959 (b) a concise summary of the principal arguments on which the
2960 proponents rely; and

2961 (c) other Articles (or Sections) or "G" Rules affected by the
2962 proposed amendment and proposed text of any necessary
2963 conforming amendments and "G" Rules.

2964 Unitarian Universalist Association was given corporate status in
2965 May 1961 under special acts of legislature of The Commonwealth of
2966 Massachusetts and the State of New York. See Chapter 148 of the
2967 acts of 1960 of the Massachusetts legislature and Chapter 827 of
2968 the Acts of 1960 of the New York legislature. Copies of said Acts
2969 are attached to the minutes of the organizing meeting of the
2970 Association held in Boston, Massachusetts, in May 1961 and also
2971 are printed in the 1961-62 Directory of the Association.