

BYLAWS OF CEDARS UNITARIAN UNIVERSALIST CHURCH
June 17, 2007

Article I: THE CONGREGATION

Section A: IDENTITY AND PURPOSE

1. The name of this religious society shall be Cedars Unitarian Universalist Church, hereafter called CUUC or the Church.
2. This Church shall be a member of the Unitarian Universalist Association, and of such regional councils of that association as deemed appropriate by the Board of Trustees, hereafter referred to as the Board.
3. The purpose of this Church shall be to study and practice the principles of Unitarian Universalism.
4. The Church shall further declare its values and align its primary programs and activities with a mission statement defined and adopted by the congregation.

Section B: NON-DISCRIMINATION

1. The Church affirms and promotes the full participation of persons in all of its activities, including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, gender expression, physical ability, affectional or sexual orientation, age, or national origin.
2. The Church shall offer congregational and ministerial support for services of union and memorial services for all evolving definitions of family.
3. The Church affirms the practice of affirmative action to remedy the results of all forms of historical discrimination and declares itself to be a welcoming congregation.

Section C: MEMBERSHIP

1. Requirements of Membership
 - a. Persons sixteen years or older who are in sympathy with the purpose and program of the Church may become members.
 - b. Membership requires signature of the Membership Book.
 - c. Membership requires a financial contribution to the annual budget that is sufficient to cover local and national dues and newsletter costs. The minister may waive this requirement as to any particular individual or pledging unit. Any such waiver shall be reviewed annually and may be renewed according to the minister's discretion.
2. Removal from Membership
 - a. Any member who has not pledged or contributed financially to the annual operating fund for the current year will be notified that their membership has lapsed. This does not apply to a member whose contribution has been waived by the minister.

- b. Removal from membership in the Church for any other cause requires a 75% vote of the Board.

Section D: ORGANIZATIONAL STRUCTURE

1. The congregation shall elect a Board and Officers to oversee the conduct of its business, including the employment or appointment and performance of staff and lay leadership, and for general guidance of Church policy and programs.
2. The congregation shall engage the professional leadership of a Minister or Ministerial Staff to oversee the conduct of religious services, provide spiritual counsel to its members, and advise its lay leadership with respect to general denominational affairs and institutional practices.
3. Program activities reflecting the general values of the Church and its mission statement shall be planned and conducted as the responsibility of Program Committees chartered for such purpose.
4. Program Committee activities shall be coordinated with each other by a Program Council.
5. Additional committees shall be chartered as necessary for continuing activity in response to specific congregational needs, and taskforces shall be chartered for similar activity of limited duration.

Article II: GOVERNANCE AND LEADERSHIP

Section A: ADMINISTRATIVE MATTERS

1. These Bylaws shall define the basic operational framework for the conduct of Church affairs.
2. These Bylaws, so far as allowed by law, may be amended or repealed at any meeting of the Church by a 2/3 vote of a quorum of members. Notice of the meeting and any proposed changes shall be given at least two weeks in advance by Newsletter, the Church website, electronic mail or any other reasonable method.
3. A Policy Book recording policies and guidelines established for administrative guidance beyond the scope of these Bylaws shall be maintained by the Board. The Policy Book shall be freely accessible to all Church members.
4. Robert's Rules of Order, Revised, latest edition, shall govern in all matters not otherwise covered by the Bylaws.

Section B: MEETINGS AND VOTING

1. An Annual Business Meeting shall be held prior to June 30th, the end of the church year, at such time and place as shall be fixed by the Board and announced not less than two weeks in advance in the Church Newsletter, on the Church website, by electronic mail, or any other reasonable method.
2. The purpose of the Annual Meeting shall be to elect Officers and members of the Board and members of the Nominating Committee for the following term, and to conduct other business as deemed necessary by the Board. Nominations for all elected positions may be accepted from the Congregation during the Annual Meeting in addition to the slate recommended by the

Nominating Committee. Other business may be proposed by members of the Congregation but must be announced in advance as stipulated above.

3. The Board may call other business meetings of the Church as necessary with a minimum of one week's notice to all members. The purpose of the meeting shall be clearly stated in such notice.
4. Special business meetings may be called at the written request of ten percent of the members and will have the same requirements for membership notification as other business meetings.
5. Thirty percent of the membership shall constitute a quorum at any Church business meeting, except for the calling and dismissal of the Minister as described in Section E of Article II. A simple majority vote of the quorum shall be required to pass any motion, except in the calling of a minister, and the amending or repealing Bylaws, which shall require a 2/3 vote of a quorum of members (per paragraph 2 of Section A, Article II above).
6. Members are eligible to vote on issues before the congregation 30 days after they have established membership. Members may vote by absentee ballot. Absentee ballots shall not be counted in determining the existence of a quorum or on a motion to adjourn. Absentee ballots shall apply only to those propositions as specified in the notice of the meeting, and shall not apply to propositions that are substantively amended during the meetings in which they are considered. The Secretary shall maintain a record of all absentee ballots issued and such ballots shall be filed with the Secretary prior to the beginning of the meeting.
7. In case of dissolution or disposal of the Church's real property or other substantial assets, and in those cases only, persons voting shall have been members for at least eighteen (18) of the previous twenty-four (24) months.

Section C: THE BOARD OF TRUSTEES

1. The Board shall consist of a President, Vice-President, Secretary, Treasurer, and three Members-at-Large who have been elected as Trustees. Board members shall hold their offices or appointments from July 1 and shall serve two-year staggered terms. Any person who has served on the Board for six consecutive years shall not be eligible for re-election or re-appointment to the Board until the expiration of one year.
2. The duties of members elected to the Board shall be those usual to their respective offices. The President will preside over the Board and congregational meetings and will coordinate and implement the policies and directives of the Board and the congregation. The Vice-President shall serve in the absence of the President. The Secretary shall keep accurate minutes of all business meetings of the Church and the Board. The Treasurer shall be responsible for the custody and disbursement of all regular funds of the Church, as further described in Article III. Additional duties may be assigned as identified elsewhere in the Bylaws or as judged necessary by the Board.
3. The Board shall have general charge of the property of the Church, the conduct of all its business affairs, and the control of its administration including an annual review of the bylaws, the establishment of policy, and the appointment of such committees, taskforces, or individuals as it may deem necessary. It may fill vacancies in elective office and persons so appointed shall serve until the end of the vacated term.

4. It shall be the continuing responsibility of the Board to evaluate the performance of its Officers and Members-at-Large, Staff, and Committee/Taskforce Chairs, to insure that the purpose of the Church is being adequately served. After a warning of poor performance and insufficient improvement, the Board may vote their removal from office and appoint a new person to fill the vacancy.
5. A member of the Board may be removed by a two-thirds majority vote at a business or special meeting of the congregation, which may elect a successor to complete the unexpired portion of the term.
6. Members of the Board shall not be personally liable for debts incurred by CUUC except for such debts as shall have been caused by bad faith or gross negligence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member.
7. The Board shall meet at least once monthly, and a quorum for the conduct of business shall consist of more than 50% of its members. Each member of the Board shall have one equal vote.
8. Regular board meetings will be announced not less than two weeks in advance in the Church Newsletter, on the Church website, by electronic mail, or any other reasonable method.
9. Board meetings shall be open to all members of the Church unless there is an overriding need for privacy due to personnel or legal matters. When such privacy is required, the Board shall convene in Executive Session which excludes non-members of the Board and all or some of the staff. Only discussion may take place under those conditions. Any motions or voting must be in open session.
10. Special board meetings may be held if deemed necessary by the Board. Special Board meetings may also be called at the written request of 10% of the members of the congregation. Special Board meetings shall be announced not less than one week in advance, as described in paragraph 8 of Section C of Article II above.
11. A Church member who takes exception to any Board action or policy shall notify any Board member in writing. Upon receipt of such written notice the Board President shall either call a special Board meeting or use the next regular Board meeting to discuss the issue. If the issue needs to be carried to the congregation, the Board shall notify the Church of the issue and schedule a congregational meeting for discussion of the issue at the earliest possible time.

Section D: COMMITTEES

1. General
 - a. Committee designation and charters shall be subject to Board approval and shall be generally limited to Program Committees responsible for program activities and to Support Committees providing specialized assistance to the Board, the Minister, or the Program Council.
 - b. A current listing of Committees and the charters under which they operate shall be maintained by the Board in an Organizational Handbook made freely accessible to all Church members.

- c. Each Committee shall direct its activities toward satisfying the scope of responsibilities identified in its charter and may organize subordinate subcommittees for assistance or support in the performance of its responsibilities.
 - d. Each Committee shall meet regularly and be under the guidance of a Chair who shall be responsible for its performance.
 - e. Committee meetings shall generally be open to all members of the Church, except when the chartered duties of the Committee are of such sensitivity that attendance shall be by invitation only.
2. Program Committees and Council
- a. Program Committees shall be responsible for the planning and implementation of program activities reflecting Church values and its mission statement.
 - b. Comprehensive program coverage shall be ensured by the chartering of Committees to address the spiritual as well as secular aspirations and interests of the congregational community as well as its individual members.
 - c. Schedule and resource coordination of Program Committee activities shall be the principal function of a Program Council composed of the Chairs of each committee, the Vice President, and as otherwise designated by the Board.
 - d. The Program Council shall meet regularly and be under the guidance of the Vice President who shall represent the Board and convey the Council's actions and interests to the Board.
 - e. Meetings of the Program Council shall be open to all members of the Church.
3. Nominating Committee
- a. A Nominating Committee shall be composed of five members, four of whom will be elected by the Congregation at a Congregational Meeting for two-year staggered terms. The fifth member of the Committee will be a Board member appointed by the President of the Board and will serve on the Nominating Committee for one year. The Committee will convene at least six months prior to the next Annual Meeting and select its own chair. The Committee will select a slate of candidates for positions required by the Bylaws and other positions deemed necessary by the Board.
4. Additional Committees and Taskforces
- a. Support Committees shall be chartered for specialized financial and planning support to the Board, for direct support of the shared ministry of the Minister and Congregation, and for overall communications support of the Church.
 - b. Additional committees and taskforces shall be chartered as necessary by the Board.
 - c. Each Support Committee shall include a representative member of the entity to which it provides support.

Section E: THE MINISTER

1. The minister shall share with the congregation, through means and ways agreed upon at the time of the call and through stated review, responsibility for the religious services of the congregation and its spiritual interests and activities. Achievement of this collaboration shall be considered the responsibility alike of minister and congregation.
2. The minister shall have freedom of the pulpit as well as freedom to express his or her opinions outside the pulpit.
3. The minister shall be a non-voting, ex-officio member of the Board and of all committees, with the exception of the Nominating committee and the Ministerial Search committee.
4. The minister shall be called upon recommendation of the Ministerial Search Committee by a four-fifths majority of Church members present at any meeting legally called for the purpose, with the quorum for such a meeting to be constituted by forty percent of the voting members rather than thirty percent as required for other matters.
5. The minister may be dismissed by a majority vote of the qualified members of the Church present at any meeting legally called for the purpose, quorum for such a meeting to be constituted by forty percent of the voting members rather than thirty percent as required for other matters.
6. In the event of a minister's dismissal, his or her salary and allowances shall be continued for three months after date of dismissal. Should a minister offer his or her resignation, three month's notice must be given at the time the resignation is made except as the Board may allow an interval of less time.
7. The minister shall be in fellowship with the Unitarian Universalist Association, as determined by the Ministerial Fellowship Committee of the UUA.
8. The minister shall have a written letter of agreement with the Church, and the Board of Trustees shall act as agent of the Church in its negotiation and implementation.
9. A Committee on Ministry will be appointed by the Board, with concurrence of the Minister.
10. The Ministerial Search Committee, when needed, will be elected by the Congregation at a Congregational Meeting, and will consist of at least six members. The slate of candidates for the Search Committee will be selected by the Nominating Committee when advised to do so by the Board.

Article III: FISCAL MATTERS

Section A. The fiscal year shall end on June 30.

Section B. Custody of Funds and Record Keeping

1. The Treasurer shall hold in custody all regular funds of the Church, keep an account of all receipts and expenses, pay such bills as may be approved by the Board or a Committee delegated by it, and prepare financial reports as requested by the Board.
2. An independent financial review of the church accounts shall be conducted annually. The reviewer shall be appointed by the Board.

3. An outside financial review shall be conducted every three years.
4. Should CUUC cease to function and the membership vote to disband, any assets of the Church will be transferred to the Unitarian Universalist Association for its general purposes. This transfer is to be made in full compliance with whatever laws are applicable and after any debts incurred by CUUC have been paid.

Section C. Endowment Fund

1. Dedicated accounts separate from general funds of the CUUC treasury may be established to receive special gifts of money and other resources in support of the Church. These accounts shall be maintained within a special fund that shall be known as the Cedars Unitarian Universalist Church Endowment Fund (hereafter called the CUUC Fund).
2. A committee shall be chartered to maintain oversight of the CUUC Fund (hereafter called the Fund Committee) and may be a special committee dedicated to this purpose or another committee with fiscal affairs of the Church as its primary mission. The Fund Committee shall consist of a minimum of three CUUC members, all of whom shall be approved by the Board. A quorum shall consist of at least 51 percent of committee members. Unless otherwise specified, the Fund Committee will be governed by the rules for CUUC as identified in these bylaws.
3. The CUUC Fund may be divided into different accounts to meet the needs of grantors (donors); these accounts will be proposed by the Fund Committee for approval by the Board. Members of the Fund Committee shall establish at least these two different accounts: 1) a Capital Fund Account for land/building acquisition and construction or improvement of the completed structure, contents, and grounds; the principal and interest of which may be used for approved projects or for the steps necessary for undertaking a Capital Campaign in support of such projects; and 2) a General Endowment Account, of which only the interest may be used for approved projects to enhance the mission of CUUC apart from the general annual operating budget of the Church.
4. The Fund Committee is responsible for educating CUUC members about the CUUC Fund and for setting up all accounts and maintaining appropriate records in keeping with all legal requirements. It may negotiate with donors regarding restrictions on gifts and may provide the Board with recommendations for acceptance or rejection of gifts offered. A complete financial report of all funds invested and disbursed shall be made to the Church annually.
5. All assets are to be held in the name of the CUUC Fund. Decisions to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the CUUC Fund are to be made by the Fund Committee and reported to the Board on a regular basis to be defined by the Board. The Board of Trustees shall approve all expenditures from the Fund.
6. Members of the Fund Committee and the Board shall not be liable for any losses which may be incurred upon the investment of CUUC Fund assets except for such losses as shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the CUUC Fund in which the member has direct or indirect financial interest and shall at all times refrain from

conduct in which his/her personal interests would conflict with the interest of the CUUC Fund. Any breach of this policy would call for immediate removal by the Board of the offending member from the Fund Committee or the Board.

7. The CUUC Fund records shall be reviewed annually by a person not a member of the Fund Committee; the reviewer shall be appointed by the Board.
8. Any amendment to an established fund account which will change, alter or amend the purpose for which the account was established or the way the principal or interest is used shall be adopted by a three-fourths vote when a quorum is present, at a congregational meeting called specifically for the purpose of amending the CUUC Fund and announced in the CUUC newsletter, the Church website, electronic mail or any other reasonable method. If the change affects the principal, a repeat vote by the CUUC membership must be made at a similar special meeting in a subsequent month. A report on the results of the first vote must have been distributed at least a week before the second vote may occur.
9. In the event CUUC ceases to exist either through merger or dissolution, disposition or transfer of the fund shall be at the discretion of the Board in conformity with the Church Bylaws and in consultation with the Unitarian Universalist Association or its local representative.