

# UNITARIAN UNIVERSALIST ASSOCIATION

## BYLAWS AND RULES

as amended through

**JULY 1, 2018**

(CORRECTED MAY 8, 2019)



UNITARIAN  
UNIVERSALIST  
ASSOCIATION

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Hard copy of these Bylaws and Rules available from  
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*As amended through July 1, 2015*

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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 and  
28 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 of  
35 the mind and spirit;
- 36 • Spiritual teachings of Earth-centered traditions which celebrate the  
37 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, promising  
42 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 to  
47 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 with  
54 ever-widening circles of solidarity and mutual respect. We strive to  
55 be an association of congregations that truly welcome all persons  
56 and commit to structuring congregational and associational life in  
57 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 as  
77 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 to  
83 support the Association. The Board of Trustees shall adopt rules to  
84 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 be  
87 a member congregation which is not considered to be located in any  
88 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 during  
93 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 membership;  
97 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 congregation  
126 is located or such other authorized official as the district or  
127 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 auxiliary  
133 to and supportive of the principles of the Association and which  
134 pledges itself to support the Association. The Board of Trustees may  
135 terminate such associate membership upon a finding that the  
136 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 each  
141 subsequent fiscal year if it has made a financial contribution to the  
142 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 associate  
145 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 not  
152 in compliance with the rules relating to such organizations. The  
153 status granted is that of independent affiliate. The Board of Trustees  
154 shall adopt rules governing the requirements for admission to and  
155 retention of affiliated status. The requirements shall include financial  
156 support of the Association by payment of an annual contribution. The  
157 Association shall neither exercise control over nor assume  
158 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 full  
169 or partial voting rights at business meetings of the congregation and  
170 who is certified as such by an authorized officer of the congregation.

171 **ARTICLE IV General Assembly**

172 **Section C-4.1. Meetings of the Association.**

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

175 **Section C-4.2. Powers and Duties.**

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

178 **Section 4.3. Regular General Assembly.**

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

182 **Section 4.4. Special General Assembly.**

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

188 **Section 4.5. Place of Meeting.**

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

195 **\*Section 4.6. Notice of Meetings.**

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

201 **\*Section C-4.7. Voting.**

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

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

209 **Section 4.8. Delegates.**

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

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



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

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

259 (c) Associate Member Delegates. Each certified associate  
260 member organization is entitled to be represented at each  
261 General Assembly by two delegates who are members of a  
262 certified congregation.

#### 263 \*Section C-4.9. Accreditation of Delegates.

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

#### 270 Section 4.10. Quorum.

271 Not less than 300 accredited delegates representing not less than  
272 100 certified member congregations located in not less than 10 states  
273 or provinces shall constitute a quorum at any regular or special  
274 General Assembly.

#### 275 Section 4.11. Tentative Agenda for Regular General 276 Assemblies.

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

- 279 (a) reports and other matters required by these Bylaws to be  
280 submitted to the General Assembly;
- 281 (b) proposed amendments to these Bylaws which are submitted  
282 as prescribed in Article XV, Section 15.2;
- 283 (c) items referred by the preceding General Assembly;
- 284 (d) Business Resolutions and proposed amendments to Bylaws  
285 and Rules submitted by the Commission on Appraisal;
- 286 (e) all proposed amendments to Rules and all Business  
287 Resolutions as defined in Rule G-4.18.2, submitted by:
  - 288 (1) the Board of Trustees or the Executive Committee;
  - 289 (2) not less than fifteen certified member congregations by  
290 action of their governing boards or their congregations;  
291 or
  - 292 (3) a petition by not less than 250 members of certified  
293 member congregations with no more than 10 members  
294 of any one member congregation counted as part of the  
295 250;

296 (f) proposed amendments to Rules and Business Resolutions  
297 submitted by a district or region by official action at a duly  
298 called meeting at which a quorum is present but not in excess  
299 of three Business Resolutions per district. In a district or region  
300 that does not maintain a formal governance structure, a  
301 meeting for this purpose may be convened by vote of the  
302 governing bodies or membership of at least fifteen  
303 congregations in that district or region in good standing with the  
304 UUA. A quorum for such a meeting shall require that at least  
305 one-third of the congregations of the district or region be  
306 represented by one or more formally credentialed delegates;  
307 and

308 (g) Proposed Congregational Study/Action Issues submitted by  
309 the Commission on Social Witness pursuant to Section  
310 4.12(a).

311 Resolutions submitted under (d), (e)(2), (e)(3) and (f) must be  
312 received by the Board of Trustees by February 1 whenever the  
313 regular General Assembly opens in June. If the General Assembly  
314 opens in a month other than June, the Business Resolutions  
315 submitted under (d), (e)(2), (e)(3) and (f) must be received no later  
316 than 110 days before the date set for the opening of that General  
317 Assembly. The UUA Statements of Conscience process deadlines  
318 are established by Sections 4.12(a) and (c) and by the Board of  
319 Trustees pursuant to Section 4.13 whenever one or more regular  
320 General Assembly is scheduled to begin in a month other than June.  
321 The Board of Trustees shall include on the Tentative Agenda all items  
322 so submitted. It may submit alternative versions of Business  
323 Resolutions in addition to the original ones submitted if in its judgment  
324 such alternatives clarify the resolutions and may make such changes  
325 in the Business Resolutions as are necessary to make each conform  
326 to a standard format. It may also submit one or more alternative  
327 versions for the purpose of combining two or more Business  
328 Resolutions. Adoption of Business Resolutions by a General  
329 Assembly shall be by two-thirds vote. The Tentative Agenda shall be  
330 mailed to each member congregation, associate member  
331 organization and trustee by March 1 if the General Assembly opens  
332 in June; otherwise, not less than 90 days before the opening of the  
333 General Assembly.

#### 334 \*Section 4.12. UUA Statements of Conscience.

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

343 (a) First Cycle Year

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

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

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

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

377 (b) Second Cycle Year

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

382 (c) Third Cycle Year

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

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

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

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

#### 417 **Section 4.13. Revision of UUA Statements of** 418 **Conscience Process Schedule.**

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

#### 425 **Section 4.14. Final Agenda for Regular General** 426 **Assemblies.**

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

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

433 (b) those Business Resolutions, including alternative versions, on  
434 the Tentative Agenda which meet the requirements of Rule G-  
435 4.18.3;

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

442 (d) additional proposed amendments to Bylaws submitted by the  
443 Commission on Appraisal;

444 (e) those proposed Congregational Study/Action Issues on the  
445 Tentative Agenda which meet the requirements of Rule G-  
446 4.18.3, and if applicable pursuant to Section 4.12(a); and

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

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

#### 453 **Section 4.15. Agenda for Special General Assemblies.**

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

457 (a) the Board of Trustees;

458 (b) the petition, if any, which calls the special General Assembly;  
459 or

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

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

#### 466 **\*Section 4.16. Additions to the Agenda of Regular** 467 **General Assemblies.**

468 (a) Non-substantive items related to greetings and similar  
469 matters may be admitted to the agenda by a regular  
470 General Assembly.

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

476 (2) No more than three General Assembly Actions of Immediate  
477 Witness may be admitted to the agenda of a regular  
478 General Assembly.

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

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

488 (5) Actions submitted pursuant to this Section 4.16(b) must be in  
489 writing and filed with the Chair of the Commission on Social  
490 Witness or the Commission's designee by the deadline  
491 established by the Commission and announced at the opening  
492 session of the General Assembly.  
493 (c) Responsive Resolutions may be admitted to the agenda of a  
494 regular General Assembly and acted upon.  
495 (1) A Responsive Resolution is a resolution made in response to  
496 a substantive portion of a report by an officer or committee  
497 reporting to a regular General Assembly.  
498 (2) Affirmation of a Responsive Resolution shall be by two-thirds  
499 vote.

#### 500 **Section 4.17. Items Admitted to Special General** 501 **Assembly Agenda.**

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

#### 505 **\*Section 4.18. Agenda Rules.**

506 General Assemblies shall adopt rules relating to the agenda.

#### 507 **\*Section 4.19. Rules of Procedure.**

508 Rules of procedure for the conduct of the meeting shall be adopted at  
509 each General Assembly.

### 510 **ARTICLE V Committees of the Association**

#### 511 **Section 5.1. Committees of the Association.**

512 The standing committees of the Association shall be:

- 513 (a) the Nominating Committee;
- 514 (b) the Presidential Search Committee;
- 515 (c) the General Assembly Planning Committee;
- 516 (d) the Commission on Appraisal;
- 517 (e) the Commission on Social Witness; and
- 518 (f) the Board of Review.

519 The President shall be a member, without vote, of the General  
520 Assembly Planning Committee, the Commission on Appraisal, and  
521 the Commission on Social Witness.

#### 522 **Section 5.2. Election and Appointment.**

523 (a) Elected members. Elected members of all standing  
524 committees of the Association shall take office at the close of  
525 the General Assembly at which they are elected and shall  
526 serve until their successors are elected and qualified, except  
527 as otherwise provided herein.

528 (b) Appointed members. The terms of any appointed members of  
529 standing committees of the Association shall begin at the close  
530 of the regular General Assembly in odd-numbered years. The  
531 Board of Trustees shall make each appointment no later than  
532 120 days after the beginning of the term. Appointed members  
533 shall take office upon the effective date of their appointments  
534 and shall serve until their successors are appointed and  
535 qualified, except as otherwise provided herein.

#### 536 **Section 5.3. Qualifications of Committee Members.**

537 To serve as a member of a standing committee of the Association, a  
538 person must be a member of a member congregation. No member of  
539 a standing committee of the Association, except a member serving  
540 ex officio, may, during the term of office, serve as a trustee or officer  
541 of, or hold any salaried position in, the Association.

#### 542 **Section 5.4. Removal of Committee Member.**

543 An elected member of a standing committee of the Association may  
544 be removed by a three-fourths vote of the Board of Trustees at a  
545 meeting at which not less than three-fourths of the Board is present, if

546 in the opinion of the Board the member is incapacitated or unable to  
547 carry out the duties of the office or otherwise for good cause. An  
548 appointed member of a standing committee of the Association may  
549 be removed at will by a majority vote of the Board of Trustees.

#### 550 **Section 5.5. Vacancies.**

551 A vacancy created by the death, disqualification, resignation, or  
552 removal of an elected or appointed member of a standing committee  
553 of the Association shall be filled by majority vote of the Board of  
554 Trustees. An individual appointed to fill a vacancy in an elected  
555 position shall serve until the vacancy is filled by regular or special  
556 election. An individual appointed to fill a vacancy in an appointed  
557 position shall serve for the balance of the unexpired term, and until a  
558 successor is appointed and qualified.

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

#### 562 **Section 5.6. Nominating Committee.**

563 The Nominating Committee shall consist of nine members elected to  
564 terms of three years. One-third of the members shall be elected at  
565 the regular General Assembly held in each year. After serving two  
566 terms in office, a member shall not be eligible for re-election until after  
567 an interim of at least three years. The Nominating Committee shall  
568 submit nominations for certain elective positions of the Association,  
569 as provided in Article IX.

#### 570 **Section 5.7. Presidential Search Committee.**

571 The Presidential Search Committee shall consist of five elected  
572 members and two members appointed by the Board of Trustees.  
573 Each term shall be six years. The elected members shall be elected  
574 at the regular General Assembly held four years prior to the  
575 expiration of a President's term. The terms of appointed members  
576 shall begin at the close of the regular General Assembly at which  
577 members were elected. After serving a term in office, a member shall  
578 not be eligible for re-election until after an interim of at least six years.  
579 The Committee shall nominate candidates for the office of President,  
580 as provided in Section 9.5.

#### 581 **Section 5.8. General Assembly Planning Committee.**

582 The General Assembly Planning Committee shall consist of eight  
583 elected members and two members appointed by the Board of  
584 Trustees. The terms of elected members shall be four years and the  
585 terms of appointed members shall be two years. One-half of the  
586 elected members shall be elected at the regular General Assembly  
587 held in each odd-numbered year. After serving two terms in office,  
588 an elected member shall not be eligible for re-election until after an  
589 interim of at least four years. The Committee shall be responsible for  
590 arrangements for General Assembly and programs and meetings to  
591 be held in connection therewith. It may establish subcommittees of its  
592 members and may delegate part or all of its powers to them.

#### 593 **Section 5.9. Commission on Appraisal.**

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

599 The Commission on Appraisal shall:

- 600 (a) review any function or activity of the Association which in its  
601 judgment will benefit from an independent review and report its  
602 conclusions to a regular General Assembly;
- 603 (b) study and suggest approaches to issues which may be of  
604 concern to the Association; and
- 605 (c) report to a regular General Assembly at least once every four  
606 years on the program and accomplishments of the Association.

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

608 The Commission on Social Witness shall consist of three elected  
609 members and two members appointed by the Board of Trustees.  
610 Each term shall be four years. After serving two terms in office, a  
611 member shall not be eligible for re-election until after an interim of at  
612 least four years. One member shall be appointed in each odd-  
613 numbered year. In addition to any election required to fill a vacancy,  
614 no fewer than one nor more than two members shall be elected at the  
615 regular General Assembly held in each odd-numbered year, as is  
616 required to insure a full complement of elected members.

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

618 **Section 5.11. Board of Review.**

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

- 621 (1) Three members who are ministers, each of whom at the  
622 time of election is in final ministerial fellowship with the  
623 Association and has held such fellowship continuously for  
624 the preceding seven years; and  
625 (2) One member who is a Credentialed Religious Educator –  
626 Master Level; and  
627 (3) Four members who are not ministers or credentialed  
628 religious educators, each of whom at the time of election  
629 is a member of a certified member congregation and has  
630 been a member of one or more such congregations for  
631 not less than three years as an officer or a member of the  
632 governing bodies of one or more such congregations.

633 (b) Election and Term. Each term shall be eight years. At each  
634 regular General Assembly held in an odd-numbered year there  
635 shall be elected one person who is neither a minister nor a  
636 credentialed religious educator. At each regular General  
637 Assembly held in an odd-numbered year there shall be elected  
638 either a minister, as described in subsection (a)(1), above, or a  
639 Credentialed Religious Educator – Master Level as described  
640 in section (a)(2) above. After serving a term in office, a  
641 member shall not be eligible for re-election until after an interim  
642 of at least eight years.

643 (c) Qualifications. No member of the Board of Review shall during  
644 the term of office be a member of the Ministerial Fellowship  
645 Committee or the Religious Education Credentialing  
646 Committee.

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

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

652 **Section 5.12. Additional Committees.**

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

656 **Section 5.13. Presiding Officer.**

657 Each committee shall elect a presiding officer from among its  
658 members at its first meeting following the regular General Assembly  
659 in each odd-numbered year. In the absence of such election the  
660 Board of Trustees may designate a temporary presiding officer from  
661 among members of the committee.

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

663 Each committee shall hold meetings at such times and places as it  
664 may determine.

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

666 Meetings of committees may be called by the presiding officer and  
667 shall be called by the presiding officer at the request of a majority of  
668 the members of the entire committee. Notice of committee meetings  
669 shall be given in writing not less than ten nor more than sixty days  
670 before the meeting and shall state the time and place of the meeting.

671 **ARTICLE VI Board of Trustees**

672 **Section C-6.1. Responsibility.**

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

676 **Section 6.2. Powers.**

677 The Board of Trustees shall act for the Association between General  
678 Assemblies.

679 **Section 6.3. Membership.**

680 The Board of Trustees shall consist of:

- 681 (a) the President, without vote, the Moderator and the Financial  
682 Advisor; and  
683 (b) Eleven trustees; and  
684 (c) two youth trustees who, as of the date they commence service  
685 as trustees, are of high school age, or the equivalent, and are  
686 able to complete their term while of high school age.

687 **\*Section 6.4. Election of Trustees.**

- 688 (a) One-third, as nearly as possible, of the non-Youth members of  
689 the Board of Trustees shall be elected at each regular General  
690 Assembly.  
691 (b) The Board of Trustees shall assign a number to each trustee  
692 position for the purposes of electing trustees.  
693 (c) One Youth Trustee shall be elected at each regular General  
694 Assembly.

695 **Section 6.5. Term.**

- 696 (a) Trustees shall take office immediately after the close of the  
697 General Assembly at which they are elected, and shall serve  
698 for terms of three years and until their successors are elected  
699 and qualified. Any partial term of more than two years shall be  
700 considered a full term for purposes of this Section. No trustee  
701 may serve more than two successive full terms. However, a  
702 trustee may at any time become one of the elected officers of  
703 the Association and serve as long in that office as if such  
704 trustee had not previously been a trustee. No person who has  
705 served as an elected officer for a full term or as a trustee for  
706 two full terms shall thereafter be elected a trustee without an  
707 interim of at least three years.  
708 (b) A Youth trustee shall take office immediately after the close of  
709 the General Assembly at which they are elected, and shall  
710 serve for a term of two years and until their successors are  
711 elected and qualified. No Youth trustee may serve more than  
712 one term. The term of a Youth trustee is equivalent to one full  
713 term as defined in Section 6.5, for the purposes of eligibility for  
714 election as a trustee.

715 **\*Section 6.6. Qualifications of Trustees.**

- 716 (a) Each elected trustee shall be a member of a member  
717 congregation. A trustee who ceases to meet these

718 qualifications shall be disqualified and the office declared  
719 vacant. Not more than one trustee shall be a member of the  
720 same member congregation. If a trustee becomes a member  
721 of a member congregation in which another trustee is already  
722 a member, such Trustee shall be disqualified and the office  
723 declared vacant. The Board of Trustees shall adopt rules for  
724 the application of this Section to persons holding membership  
725 in more than one member congregation.

726 (b) Youth trustees shall be a member of a member congregation if  
727 their congregation allows for youth membership. If their  
728 congregation does not allow for youth membership, the  
729 President, Minister or Religious Educator of that congregation  
730 shall submit a written notice to the Nominating Committee of  
731 the Youth trustee's affiliation with the congregation before the  
732 person may be nominated to serve as a Youth trustee. A  
733 Youth trustee shall not be a Member of or be affiliated with the  
734 same congregation as any other trustee.  
735

#### 736 **Section 6.7. Resignation and Removal of Trustees.**

737 A trustee may at any time resign by giving written notice to the Board  
738 of Trustees. Such resignation shall take effect at the time specified  
739 therein, or, if no time is specified, then on delivery. A trustee may be  
740 removed by a three-fourths vote of the entire Board at a meeting at  
741 which not less than three-fourths of the entire Board is present if in  
742 the opinion of the Board such trustee is incapacitated or unable to  
743 carry out the duties of the office or otherwise for good cause.

#### 744 **Section 6.8. Vacancies.**

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

#### 749 **Section 6.9. Place of Meeting.**

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

#### 752 **Section 6.10. Regular Meetings.**

753 Regular meetings of the Board of Trustees shall be held at such  
754 times as the Board may determine. No fewer than three regular  
755 meetings of the Board shall be held during each fiscal year of the  
756 Association.

#### 757 **Section 6.11. Special Meetings.**

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

#### 763 **Section 6.12. Waiver of Notice.**

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

#### 768 **Section 6.13. Quorum.**

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

#### 771 **Section 6.14. Compensation.**

772 Except for the President, members of the Board of Trustees shall not  
773 receive compensation for their services but shall be reimbursed as  
774 determined by the Board of Trustees for the expenses reasonably  
775 incurred by them in the performance of their duties.

#### 776 **Section 6.15. Annual Report.**

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

## 780 **ARTICLE VII Committees of the Board of Trustees**

### 781 **Section 7.1. Committees of the Board of Trustees.**

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

- 783 (a) the Executive Committee;
- 784 (b) the Ministerial Fellowship Committee;
- 785 (c) the Finance Committee;
- 786 (d) the Investment Committee;
- 787 (e) the Religious Education Credentialing Committee; and
- 788 (f) the Audit Committee.

789 The President shall be a member, without vote, of the Executive  
790 Committee, the Finance Committee, and the Investment Committee.

### 791 **Section 7.2. Appointment and Term of Office.**

792 Except as otherwise provided, the terms of members of standing  
793 committees of the Board of Trustees shall be two years beginning at  
794 the close of the regular General Assembly. Members shall be  
795 appointed no later than 120 days after the beginning of the term.  
796 Members shall take office upon the effective date of their  
797 appointment and shall serve until their successors are appointed and  
798 qualified.

### 799 **Section 7.3. Removal of Committee Member.**

800 Standing committee members appointed by the Board of Trustees  
801 serve at the pleasure of the Board and may be removed by it at any  
802 time.

### 803 **Section 7.4. Vacancies.**

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

### 806 **Section 7.5. Executive Committee.**

807 The Executive Committee shall consist of the Moderator, the First  
808 Vice Moderator, the Secretary, the Financial Advisor, and the  
809 **Financial Secretary**. The position on the committee occupied by the  
810 First Vice Moderator shall be filled by the Second Vice Moderator at  
811 any meeting of the committee from which the First Vice Moderator is  
812 absent or at which the First Vice Moderator is presiding in the  
813 absence of the Moderator. The position on the committee occupied  
814 by the Secretary shall be filled by the Assistant Secretary at any  
815 meeting of the committee from which the Secretary is absent. The  
816 Executive Committee shall conduct the current and ordinary business  
817 of the Association between meetings of the Board of Trustees. If  
818 between meetings of the Board of Trustees, matters arise which (1)  
819 in the opinion of the Executive Committee are not current and  
820 ordinary business but in the best interests of the Association must  
821 nevertheless be acted upon, or (2) the Executive Committee has  
822 been authorized by the Board to be acted upon, then the Executive  
823 Committee may act thereon for the Board of Trustees, but only if four  
824 or more members vote the action.

### 825 **Section 7.6. Ministerial Fellowship Committee.**

826 The Ministerial Fellowship Committee shall consist of no fewer than  
827 fourteen members as follows:

- 828 (a) at least six members who are not ministers appointed by the  
829 Board; and
- 830 (b) at least eight members who are ministers in final fellowship  
831 with the Association, four appointed by the Unitarian  
832 Universalist Ministers Association and the remainder by the  
833 Board.

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

838 **Section 7.7. INTENTIONALLY DELETED.**

839

840 **Section 7.8. Investment Committee.**

841 The Investment Committee shall be the Investment Committee of the  
842 Unitarian Universalist Common Endowment Fund LLC. The duties of  
843 the Investment Committee are set forth in Article X.

844 **Section 7.9. Additional Committees.**

845 The Board of Trustees may appoint additional committees to serve at  
846 its pleasure and shall determine the membership, qualifications, and  
847 duties thereof.

848 **Section 7.10. Presiding Officer.**

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

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

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

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

855 Meetings of standing committees of the Board may be called by the  
856 presiding officer and shall be called by the presiding officer at the  
857 request of a majority of the members of the entire committee. Unless  
858 the Board of Trustees otherwise provides, notice of meetings of each  
859 standing committee shall be given in such a manner and within such  
860 time as the standing committee determines.

861 **Section 7.13. Religious Education Credentialing  
862 Committee.**

863 The Religious Education Credentialing Committee shall consist of  
864 seven members as follows:

- 865 (a) three members, none of whom is a parish minister, minister of  
866 religious education, community minister, a credentialed  
867 religious educator, or a director of religious education,  
868 appointed by the Board;
- 869 (b) one member who is a parish minister or community minister,  
870 appointed by the Board;
- 871 (c) one member who is a minister of religious education,  
872 appointed by the Board;
- 873 (d) one member who is a Credentialed Religious Educator –  
874 Master Level, appointed by the Board; and
- 875 (e) one member nominated by the Board of the Liberal Religious  
876 Educators Association and appointed by the Board of Trustees.

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

881 **Section 7.14. Audit Committee.**

882 The Audit Committee shall consist of **no fewer than four** members  
883 as follows:

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

887 No member of the Audit Committee shall serve for more than four  
888 terms on the Audit Committee.

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

890 **ARTICLE VIII Officers of the Association**

891 **\*Section 8.1. Officers Enumerated.**

892 (a) Elected Officers. The elected officers of the Association shall  
893 be a Moderator, a President, and a Financial Advisor.

894 (b) Appointed Non-salaried Officers. The appointed non- salaried  
895 officers of the Association shall include one or more Vice  
896 Moderators, a Secretary, and a Recording Secretary and may  
897 include such other officers as the Board of Trustees may  
898 appoint.

899 (c) Appointed Salaried Officers. The appointed salaried officers of  
900 the Association shall include a Treasurer, and may include one  
901 or more vice presidents, assistant treasurers, and such other  
902 officers as the Board of Trustees may determine.

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

904 All officers shall be subject to the direction and control of the Board of  
905 Trustees. All appointed officers shall be appointed by the Board of  
906 Trustees and shall serve at its pleasure.

907 **Section 8.3. Term of Office.**

908 (a) Elected Officers. The elected officers shall be elected at a  
909 regular General Assembly and shall take office immediately  
910 after the close of such General Assembly.

911 (1) President. The President shall serve for a term of six  
912 years and until their successor is elected and qualified.  
913 No President shall serve more than one term; and any  
914 partial term of more than two years served by reason of  
915 appointment and/or election to office pursuant to  
916 subsection 8.7(a) below shall be considered a full term  
917 for purposes of this subsection.

918 (2) Moderator. The Moderator shall serve for a term of six  
919 years and until their successor is elected and qualified.  
920 No Moderator shall serve more than one term; and any  
921 partial term of more than two years served by reason of  
922 appointment and/or election to office pursuant to  
923 subsection 8.7(a) below shall be considered a full term  
924 for purposes of this subsection.

925 (3) Financial Advisor. The Financial Advisor shall serve for a  
926 term of three years and until their successor is elected  
927 and qualified.

928 No Financial Advisor shall serve more than two successive terms;  
929 and any partial term of more than two years served by reason of  
930 appointment and/or election to office pursuant to subsection 8.7(a)  
931 below shall be considered a full term for purposes of this subsection.

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

935 **Section 8.4. Qualification of Officers.**

936 Each officer of the Association shall be a member of a member  
937 congregation. If an officer ceases to be a member of any member  
938 congregation, such officer shall be disqualified and the office declared  
939 vacant.

940 **Section 8.5. Removal of Officers.**

941 (a) Elected Officers. An elected officer may be removed by a  
942 three-fourths vote of the entire Board of Trustees at a meeting  
943 at which not less than three-fourths of the entire Board is  
944 present if in the opinion of the Board such officer is  
945 incapacitated or unable to carry out the duties of the office. The  
946 President may also be removed by such a vote of the Board if  
947 it determines that such removal is in the best interests of the  
948 Association.

949 (b) Appointed Officers. An appointed officer may be removed by  
950 the Board of Trustees at any time.

951 **Section 8.6. Resignation.**

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

956 **Section 8.7. Vacancies.**

957 (a) Elected Officers. A vacancy created by the death,  
958 disqualification, resignation, or removal of an elected officer  
959 shall be filled by majority vote of the Board of Trustees. An  
960 individual appointed to fill a vacancy shall serve until the  
961 vacancy is filled by regular or special election.

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

966 **Section 8.8. Moderator.**

967 (a) The Moderator shall preside at General Assemblies and  
968 meetings of the Board of Trustees and the Executive  
969 Committee. The Moderator shall represent the Association on  
970 special occasions and shall assist in promoting its welfare. The  
971 Moderator shall serve as Chief Governance Officer of the  
972 Association.

973 (b) As used in these Bylaws, the term "Moderator" may refer to a  
974 single individual, or to multiple individuals, serving in the  
975 position, even though the word "Moderator" may appear in the  
976 singular form of the word.

977 **Section 8.9. President.**

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

979 **Section 8.10. Financial Advisor.**

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

981 **\*Section 8.11. Executive Vice President.**

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

984 **Section 8.12. Vice Moderators.**

985 The Vice Moderator or Moderators shall be elected from among the  
986 members of the Board of Trustees by its members. In the absence  
987 of the Moderator a Vice Moderator shall preside at meetings and  
988 perform the duties of the Moderator. A Vice Moderator shall perform  
989 such other duties as may be assigned by the Board. In the event that  
990 more than one Vice Moderator is elected, one of the Vice Moderators  
991 shall be designated First Vice Moderator.

992 **Section 8.13. Vice Presidents.**

993 Any Vice President appointed shall have such powers and shall  
994 perform such duties as may be assigned by the Board of Trustees or  
995 as assigned by the President in conformity with any provisions of the  
996 Board appointment.

997 **Section 8.14. Secretary.**

998 The Secretary shall be appointed from among the members of the  
999 Board of Trustees and shall perform all duties usually pertaining to  
1000 the office, except those of a Clerk under Massachusetts law. The  
1001 Secretary shall represent the Association on special occasions and  
1002 shall assist in promoting the welfare of the Association.

1003 **Section 8.15. Treasurer.**

1004 The duties of the Treasurer are set forth in Article X.

1005 **Section 8.16. Recording Secretary.**

1006 The Recording Secretary shall at all times be a resident of the  
1007 Commonwealth of Massachusetts and upon being appointed shall be  
1008 sworn to the faithful performance of the duties of the office. If the  
1009 Recording Secretary ceases to be a resident of the Commonwealth

1010 of Massachusetts, such person shall be disqualified and the office  
1011 declared vacant. The Recording Secretary shall keep an accurate  
1012 record of all meetings of the Association and the Board of Trustees,  
1013 shall perform such other duties as may be assigned by the Board,  
1014 and shall perform the duties of a Clerk under Massachusetts law.

1015 **Section 8.17. Other Appointed Officers.**

1016 The Board of Trustees may appoint such other officers as it deems  
1017 necessary and shall fix their powers and duties.

1018 **Section 8.18. Compensation.**

1019 The Moderator, the Financial Advisor, and the appointed non-  
1020 salaried officers shall not receive compensation for their services but  
1021 shall be reimbursed as determined by the Board of Trustees for  
1022 expenses reasonably incurred by them in the performance of their  
1023 duties.

1024 **Section 8.19. Reports by Officers.**

1025 The Moderator, the President, the Financial Advisor, and the  
1026 Treasurer shall each make an annual report to the member  
1027 congregations and to each regular General Assembly.

1028 **ARTICLE IX Nominations and Elections**

1029 **Section 9.1. Elective Positions.**

1030 The elective positions of the Association are those of the elected  
1031 officers, the trustees, and the elected members of the standing  
1032 committees of the Association. No person shall hold more than one  
1033 elective position at a time whether by election or appointment. Ex  
1034 officio positions for the purposes of this Bylaw provision shall be  
1035 deemed part of the elected position from which the ex officio position  
1036 is derived.

1037 **Section 9.2. Nomination Procedures.**

1038 The nomination procedures set forth in these Bylaws and the Rules  
1039 adopted hereunder are exclusive, and no person who is not  
1040 nominated in accordance with such procedures can be elected to any  
1041 elective position.

1042 **Section 9.3. Notice by Nominating Committee.**

1043 On or before August 1 of each year, the Nominating Committee shall  
1044 notify all certified member congregations in writing of the elective  
1045 positions and vacancies to be filled at the next regular General  
1046 Assembly.

1047 **\*Section 9.4. Nomination by Nominating Committee.**

1048 (a) The Nominating Committee shall submit one or more  
1049 nominations for each elective position to be filled, except  
1050 Moderator and President, including positions to be filled by  
1051 special election. With respect to Board positions, the  
1052 Nominating Committee shall designate the position number for  
1053 which each person is being nominated.

1054 (b) The Nominating Committee shall endeavor to nominate  
1055 individuals so that the membership of the Board of Trustees  
1056 and each elected committee reflects the full diversity of the  
1057 Association, especially in regard to historically marginalized  
1058 communities, but also balancing amongst size of congregation,  
1059 lay and ordained, geography, age (including youth and young  
1060 adults), and gender, among others. The Nominating Committee  
1061 shall consult with groups and organizations including those  
1062 traditionally underrepresented in Unitarian Universalist  
1063 leadership, to help inform the nominating process.

1064 (c) Only one person from any one member congregation shall be  
1065 nominated to serve on the Nominating Committee or the Board  
1066 of Trustees.

1067 (d) The report of the Nominating Committee shall be filed with the  
1068 Secretary of the Association and mailed to all certified member  
1069 congregations, associate member organizations, and trustees  
1070 on or before December 10 of each year.

1071 **Section 9.5. Nomination of President and Moderator.**

1072 (a) President. The Presidential Search Committee shall submit no  
1073 fewer than two nominations for the office of President for an  
1074 election at the end of a presidential term or for a special  
1075 election. The report of the Presidential Search Committee shall  
1076 be announced by February 1 of the year before the General  
1077 Assembly at which there is to be a presidential election, except  
1078 in the case of a special election, in which case the report of the  
1079 Presidential Search Committee shall be announced by  
1080 December 10 of the year before the election.

1081 (b) Moderator. The Board of Trustees shall submit one or more  
1082 nominations for the office of Moderator for an election at the  
1083 end of a Moderator term or for a special election. The report of  
1084 the Board of Trustees shall be announced by February 1 of the  
1085 year before the General Assembly at which there is to be a  
1086 Moderator election, except in the case of a special election, in  
1087 which case the report of the Board of Trustees shall be  
1088 announced by December 10 of the year before the election.

1089 **Section 9.6. Nomination by Petition.**

1090 (a) For Moderator and President. A nomination for the office of  
1091 Moderator or President, for a regular or special election, may  
1092 be by petition signed by no fewer than twenty-five certified  
1093 member congregations. A certified member congregation may  
1094 authorize the signing of a petition only by vote of its governing  
1095 board or by vote at a duly called meeting of its members. Such  
1096 a petition shall be filed with the Secretary of the Association,  
1097 only in such form as the Secretary may prescribe, not later  
1098 than February 1 of the year of the election and not earlier than  
1099 the preceding March 1.

1100 (b) For other Elective Positions. A nomination for any elective  
1101 position, for a regular or special election, may be by petition  
1102 signed by not less than fifty members of certified member  
1103 congregations, with no more than ten signatures of members of  
1104 any one congregation counted toward the required fifty. A  
1105 separate petition, in form prescribed by the Secretary, shall be  
1106 filed for each nomination not later than February 1 of the year  
1107 of the election and not earlier than the preceding October 1. A  
1108 petition for nomination to the Board of Trustees must designate  
1109 the position number for which the person is being nominated.

1110 **Section 9.7. Qualifications of Nominees.**

1111 Each person nominated for an elective position at large shall be a  
1112 member of a member congregation. No person shall be nominated  
1113 for more than one such elective position. If a person is nominated for  
1114 more than one such elective position, the Secretary of the  
1115 Association shall so notify such person in writing and such person  
1116 shall have twenty days from the date of the notice to select one  
1117 nomination which is acceptable. In the absence of a timely selection,  
1118 all such nominations shall be void and the person shall be so notified  
1119 in writing by the Secretary.

1120 **Section 9.8. Vacancy in Nominations.**

1121 If all persons nominated for an elective position at large die, decline to  
1122 serve or are disqualified after the time has expired for making any  
1123 further nominations, or if no valid and timely nomination is made, the  
1124 position shall be filled after the final adjournment of the regular  
1125 General Assembly at which the election would have been held in the  
1126 same manner as if the position had been filled by election and had  
1127 then become vacant.

1128 **Section 9.9. Supervision of Elections.**

1129 The Secretary shall supervise all elections for elective positions at  
1130 large. The Secretary may appoint a committee of tellers to count  
1131 ballots and perform other routine duties. The Secretary shall decide  
1132 any question arising during such an election concerning:

- 1133 (a) the interpretation of any provision of these Bylaws or of Rules  
1134 made hereunder relating to election procedures;
  - 1135 (b) any procedural problem relating to the election which is not  
1136 covered by these Bylaws or by the Rules; or
  - 1137 (c) the interpretation of the intent of a voter in marking the ballot.
- 1138 The Secretary's decision shall be final. The Secretary shall remain  
1139 neutral in the election and shall not engage in electioneering, except  
1140 for advocacy of their own candidacy for offices for which they are  
1141 nominated.

1142 **Section 9.10. Conduct of Elections at Large.**

1143 (a) Election by Ballot. Voting shall be by written or electronic ballot,  
1144 except that if only one person has been validly nominated for  
1145 each elective position at large the persons so nominated shall  
1146 be declared elected and no ballots shall be required.

1147 (b) Persons Entitled to Vote. Ballots shall be cast only by  
1148 accredited delegates from certified member congregations and  
1149 certified associate member organizations to the regular General  
1150 Assembly at which the election is held and by trustees. No  
1151 person shall cast more than one ballot.

1152 (c) Absentee Voting. Those entitled to cast ballots in an election  
1153 may cast their ballots electronically or by mail. Absentee ballots  
1154 shall be mailed at least forty-five days prior to the General  
1155 Assembly at which the election is being held. An absentee  
1156 ballot that is mailed must be received by the Secretary not less  
1157 than seven calendar days before the General Assembly in order  
1158 to be counted. An absentee ballot that is transmitted  
1159 electronically must be received by the Secretary prior to the  
1160 closing of voting at the GA location. The closing date and time  
1161 shall be designated in the General Assembly meeting  
1162 announcement.

1163 **\*Section 9.11. Counting of Ballots.**

1164 (a) For the position of President, Moderator, Financial Advisor, or  
1165 Trustee. If there are no more than two duly nominated  
1166 candidates for a position, the candidate receiving the greater  
1167 number of votes is elected; provided, however, that (i) in  
1168 construing the foregoing with respect to Trustee positions, each  
1169 Trustee position number shall be considered a separate elective  
1170 position; and (ii) in construing this section, a duly nominated  
1171 candidate for the position of Moderator may consist of more  
1172 than one person. If there are more than two duly nominated  
1173 candidates for a position, the ballot shall be designed to permit  
1174 the designation of first, second, third, etc., choice. If no  
1175 candidate receives a majority of the first-choice votes cast, the  
1176 candidate receiving the lowest first-choice vote shall be  
1177 eliminated and the ballots cast for such candidate shall be  
1178 redistributed in accordance with the second choice indicated  
1179 thereon. This process shall be repeated until one candidate  
1180 receives a majority of all votes cast or until only two candidates  
1181 remain, at which time the one receiving the greater number of  
1182 votes is elected.

1183 (b) For Other Elective Positions. If there is one elective position at  
1184 large to be filled, the candidate receiving the greatest number of  
1185 votes is elected. If there is more than one such elective position  
1186 of the same kind to be filled, the candidates respectively  
1187 receiving the greatest number of votes are elected.

1188 **Section 9.12. Special Elections.**

1189 If a vacancy occurs more than 630 days before the expiration of the  
1190 term of an elected officer, an elected member of a standing  
1191 committee of the Association, or a trustee, a special election shall be  
1192 held to fill the balance of the unexpired term. The special election  
1193 shall be held at the next regular General Assembly that begins at  
1194 least 270 days after the date of the vacancy.



1195 **\*Section 9.13. Rules for Nominations and Elections.**

1196 Rules relating to nomination and election procedures shall be  
1197 adopted by a General Assembly. Such rules shall be applicable to  
1198 elections held after the close of the General Assembly at which they  
1199 are adopted.

1200 **Section 9.14. Transition Provision.**

1201 (a) The amendments to Sections 6.3, 6.4(a) 6.5, 6.6, 6.8, 8.3, 8.7,  
1202 9.1, 9.3, and 9.6(a) shall become effective at the close of the  
1203 regular General Assembly in 2013.

1204 (b) The amendments to section 6.4(b), 9.4, 9.6(b), 9.11, 9.12, and  
1205 Rule G-9.13.2 shall become effective at the close of the regular  
1206 General Assembly in 2012.

1207 (c) The terms of all trustees shall expire at the close of the regular  
1208 General Assembly in 2013.

1209 (d) Notwithstanding the provisions of Section 9.4., for elections at  
1210 the regular General Assembly in 2013:

1211 (1) The Board of Trustees shall appoint, not later than  
1212 October 31, 2012, from among its current members, four  
1213 members, for specified numbered seats, to each serve a  
1214 two-year term beginning immediately after the close of  
1215 the regular General Assembly in 2013. No member  
1216 whose service on the Board of Trustees began prior to  
1217 June 2009 shall be eligible for selection for such a term.

1218 (2) The Nominating Committee shall nominate one or more  
1219 candidates to run for election to each of seven additional  
1220 positions: four positions with a one-year term and three  
1221 positions with a three-year term. These candidates may  
1222 or may not be current members of the Board of  
1223 Trustees.

1224 (3) The Nominating Committee shall nominate one or more  
1225 candidates for election to a three-year term as Financial  
1226 Advisor.

1227 (4) Candidates may be nominated by petition for the Board  
1228 of Trustees or the Financial Advisor, as specified in  
1229 Section 9.6.

1230 (5) A report of the Nominating Committee shall be filed with  
1231 the Secretary of the Association and be mailed to all  
1232 certified member congregations, associate member  
1233 organizations, and trustees on or before December 10,  
1234 2012.

1235 (e) For elections at any regular General Assembly before 2019, no  
1236 trustee shall be eligible for nomination for a term that would  
1237 result in more than six years of continuous service.

1238 (f) This transition provision shall automatically be deleted from the  
1239 bylaws following the regular General Assembly in 2018.

1240 **ARTICLE X Finance and Contracts**

1241 **\*Section 10.1. Annual Budget.**

1242 The annual budget of the Association shall be adopted and may  
1243 subsequently be amended by the Board of Trustees. A budget or  
1244 budgets for the coming year or years shall be presented to each  
1245 regular General Assembly for its consideration and such  
1246 recommendation of financial priorities as the General Assembly may  
1247 wish to make.

1248 **Section 10.2. Election and Duties of the Financial  
1249 Secretary.**

1250 **The Financial Secretary shall be elected by the Board from  
1251 among its members. The Financial Secretary facilitates the  
1252 Board's conversations in order to fulfill its financial  
1253 responsibilities.**

1254 **Section 10.3. Duties of Financial Advisor.**

1255 The Financial Advisor shall advise the President and the Board of  
1256 Trustees on financial policy and shall assist the Board in long-range  
1257 planning by reviewing the sources of funds, the application of funds  
1258 designated for specific purposes, the balance between foreseeable  
1259 income and proposed expenditures, and the overall financial welfare  
1260 of the Association. From time to time the Financial Advisor shall  
1261 report to the President and the Board findings and recommendations  
1262 respecting the current financial affairs of the Association and long-  
1263 range planning.

1264 **Section 10.4 Duties of Treasurer and Assistant  
1265 Treasurers.**

1266 The Treasurer shall have custody of the corporate seal and the funds  
1267 and other properties of the Association and shall have the usual  
1268 duties of the Treasurer of a corporation. The Treasurer or the Board  
1269 of Trustees may from time to time delegate or assign to each  
1270 Assistant Treasurer specified duties and authority; and any person,  
1271 firm, organization or corporation dealing with the Association may  
1272 assume that any act performed by an Assistant Treasurer, including  
1273 the execution, sealing and delivery of any document, has been  
1274 performed pursuant to an effective delegation or assignment of  
1275 authority as aforesaid, and the Association shall be bound  
1276 accordingly.

1277 **Section C-10.5. Raising of Funds.**

1278 The Association shall raise capital and operating funds to carry out its  
1279 purposes. It may also raise capital and operating funds for associate  
1280 member organizations and independent affiliate organizations.

1281 **Section C-10.6. Authority to Hold Funds for the Benefit  
1282 of Others.**

1283 The Association may hold for investment and distribution funds given  
1284 to the Association for the benefit of a member congregation,  
1285 associate member organization, independent affiliate organization, or  
1286 other Unitarian Universalist organization.

1287 **Section C-10.7. Responsibility for Funds Held by the  
1288 Association.**

1289 (a) Board of Trustees. The Board of Trustees shall have ultimate  
1290 responsibility for investing the funds held by the Association.

1291 (b) President. The President shall invest the endowment funds  
1292 held by the Association in the Unitarian Universalist Common  
1293 Endowment Fund LLC.

1294 (c) Investment Committee. The Investment Committee shall  
1295 manage the endowment funds held by the Association, subject  
1296 to control by the Board of Trustees.

1297 **\*Section 10.8. Contracts and Securities.**

1298 The President, Secretary, Recording Secretary, Treasurer, and  
1299 Assistant Treasurer may sign and attest deeds, mortgages,  
1300 contracts, and other documents to which the Association is a party.

1301 **Section C-10.9. Pension System.**

1302 The Association shall establish and maintain a pension system for  
1303 ministers in fellowship with the Association.

1304 **Section 10.10. Fiscal Year.**

1305 The fiscal year of the Association shall be from July 1 to June 30.

1306 **Section C-10.11. Corporate Seal.**

1307 The seal of the Association shall be in such form as the Board of  
1308 Trustees shall approve.

1309 **Section 10.12. Indemnification of Trustees, Officers,**  
1310 **Employees, and Volunteers.**

1311 The Association, to the extent legally permissible, shall indemnify any  
1312 trustee, officer, employee of the Association or volunteer elected by a  
1313 General Assembly or appointed by the Board of Trustees of the  
1314 Association to serve the Association, or persons formerly holding  
1315 such positions, against all liabilities and expenses (including court  
1316 costs, attorneys' fees, and the amount of any judgment or reasonable  
1317 settlement, fines and penalties) actually and necessarily incurred by  
1318 any such person, subsequent to the adoption hereof, in connection  
1319 with the defense of any claim asserted or threatened to be asserted  
1320 against any such person, or any action, suit or proceeding in which  
1321 any such person may be involved as a party, by reason of being or  
1322 having been such trustee, officer, employee or volunteer or by reason  
1323 of any action alleged to have been taken or omitted by any such  
1324 person as such trustee, officer, employee or volunteer, except with  
1325 respect to any matter as to which they shall have been adjudicated in  
1326 any proceeding not to have acted in good faith in the reasonable  
1327 belief that their action was in the best interests of the Association;  
1328 provided, however, that as to any matter disposed of by a  
1329 compromise payment by such person, pursuant to a consent decree  
1330 or otherwise, no indemnification either for said payment or for any  
1331 other expenses shall be provided unless such compromise and  
1332 indemnification therefore shall be approved:

- 1333 (a) by a majority vote of a quorum consisting of disinterested  
1334 trustees;  
1335 (b) if such quorum cannot be obtained, then by a majority vote of a  
1336 committee of the Board of Trustees consisting of all the  
1337 disinterested trustees;  
1338 (c) if there are not two or more disinterested trustees in office, then  
1339 by a majority of the trustees then in office, provided they have  
1340 obtained a written finding by independent legal counsel  
1341 appointed by a majority of the trustees to the effect that, based  
1342 upon a reasonable investigation of the relevant facts as  
1343 described such opinion, the person to be indemnified appears  
1344 to have acted in good faith and in the reasonable belief that  
1345 their action was in the best interests of the Association;  
1346 (d) if not resolved by (a), (b) or (c), above, by a court of competent  
1347 jurisdiction.

1348  
1349 If authorized in the same manner specified above for compromise  
1350 payments, expenses, including attorneys' fees actually and  
1351 necessarily incurred by any such person in connection with the  
1352 defense or disposition of any such action, suit or other proceeding  
1353 may be paid from time to time by the Association in advance of the  
1354 final disposition thereof upon receipt of (a) an affidavit of such  
1355 individual of their good faith belief that they have met the standard of  
1356 conduct necessary for indemnification under this Section and (b) an  
1357 undertaking by such individual to repay the amount so paid to the  
1358 Association if such person shall be adjudicated to be not entitled to  
1359 indemnification under this Section, which undertaking may be  
1360 accepted without reference to the financial ability of such person to  
1361 make repayment. The right of indemnification herein provided shall  
1362 inure to the benefit of the heirs, executors and administrators of each  
1363 such trustee, [or] officer, employee or volunteer and shall not be  
1364 deemed exclusive of any other rights to which any such person may  
1365 be entitled under any statute, bylaw, agreement, vote of members or  
1366 otherwise or to which any such person might have been entitled were  
1367 it not for this provision. As used in this Section, an "interested" trustee  
1368 or officer is one against whom in such capacity the proceeding in  
1369 question, or other proceeding on the same or similar grounds, is then  
1370 pending.

1371 **Section 10.13. Duties of the Audit Committee.**

1372 The Audit Committee shall oversee the annual audit of the financial  
1373 statements of the Association by an independent certified public  
1374 accounting firm and monitor the establishment and implementation of  
1375 accounting policies and internal controls. Specific duties of the Audit  
1376 Committee shall be set forth in a charter adopted by the Board, which  
1377 may be amended by the Board from time to time.

1378

**ARTICLE XI Ministry**

1379 **Section C-11.1. Ministerial Fellowship.**

1380 Each member congregation has the exclusive right to call and ordain  
1381 its own minister or ministers, but the Association has the exclusive  
1382 right to admit ministers to ministerial fellowship with the Association.  
1383 Fellowship may be for the purposes of parish, religious education  
1384 and/or community ministry as determined by action of the Ministerial  
1385 Fellowship Committee.

1386 No minister shall be required to subscribe to any particular creed,  
1387 belief, or interpretation of religion in order to obtain and hold  
1388 fellowship.

1389 **\*Section 11.2. Ministerial Fellowship Committee.**

1390 The Ministerial Fellowship Committee shall have exclusive  
1391 jurisdiction over ministerial fellowship except as otherwise provided in  
1392 these bylaws. It shall make rules governing ministerial fellowship,  
1393 subject to the approval of the Board of Trustees.

1394 **Section 11.3. Admission to Fellowship.**

1395 A minister may be admitted to fellowship by the Ministerial Fellowship  
1396 Committee, upon complying with the requirements of these Bylaws  
1397 and the rules, policies, procedures and requests of the Committee. A  
1398 minister who is admitted to fellowship shall be admitted to preliminary  
1399 fellowship for a period of at least three years, be evaluated in  
1400 ministry, and may thereafter be admitted to final fellowship.

1401 **Section 11.4. Fellowship Records.**

1402 The Executive Secretary of the Ministerial Fellowship Committee  
1403 shall maintain up-to-date records of all ministers in fellowship with the  
1404 Association. These records shall be available only to members of the  
1405 committee, persons designated by the Committee, and, in cases of  
1406 appeals, the Board of Review.

1407 **Section 11.5. Termination of Fellowship and**  
1408 **Administrative Suspension.**

1409 The fellowship of a minister may be terminated by the Ministerial  
1410 Fellowship Committee for unbecoming conduct, incompetence or  
1411 other specified cause. Final fellowship may be terminated only after  
1412 notice by the Committee and opportunity for a Fellowship Review  
1413 before the Committee. During an investigation or the pendency of a  
1414 complaint, the Ministerial Fellowship Committee may suspend a  
1415 minister until a final determination can be made on the minister's  
1416 fellowship status.

1417 **Section 11.6. Reinstatement to Fellowship.**

1418 The Ministerial Fellowship Committee may reinstate in or readmit to  
1419 fellowship a minister who has previously resigned from fellowship or  
1420 whose fellowship has been suspended or terminated.

1421 **Section 11.7. Appeal.**

1422 A minister in final ministerial fellowship whose fellowship is  
1423 terminated may appeal the determination of the Ministerial Fellowship  
1424 Committee to the Board of Review. The Board of Review shall have  
1425 exclusive jurisdiction to hear and decide such appeals. No other  
1426 appeal shall be allowed from any decision of the Ministerial  
1427 Fellowship Committee.

1428 **Section 11.8. Procedure on Appeal.**

1429 An appeal to the Board of Review may be heard by a panel of the  
1430 Board selected as provided in its rules. The Board of Review or its  
1431 panel hearing an appeal shall limit its review to an examination of the  
1432 Ministerial Fellowship Committee's decision, the information  
1433 presented to the Committee, including the documents and other  
1434 evidence compiled during the Fellowship Review, and the reasons  
1435 articulated by the Ministerial Fellowship Committee for its decision  
1436 terminating the minister's fellowship. If the minister requests  
1437 consideration of newly discovered evidence not previously presented

1438 to the Ministerial Fellowship Committee, then the matter shall be  
1439 returned to the Ministerial Fellowship Committee for consideration of  
1440 that evidence before the Board proceeds with the appeal. These  
1441 Bylaws and the rules of the Ministerial Fellowship Committee shall be  
1442 binding upon the Board of Review or its panel. The Ministerial  
1443 Fellowship Committee's determination of fact and/or credibility will not  
1444 be overturned unless no reasonable fact finder could have reached  
1445 such determination, and disputes of fact are to be resolved in favor of  
1446 the Ministerial Fellowship Committee's determination. The Board of  
1447 Review or its panel may set aside the decision of the Ministerial  
1448 Fellowship Committee only where necessary to correct or prevent  
1449 manifest injustice. The Board of Review or its panel may remand the  
1450 case in whole or in part to the Committee or take such other action as  
1451 may be just. The Board of Review or its panel shall set forth its  
1452 finding and conclusions and will serve upon the affected minister and  
1453 the Ministerial Fellowship Committee. The decision shall be entered  
1454 in the fellowship records and shall be final and binding upon all  
1455 parties. No appeal shall be allowed from the decision of the Board of  
1456 Review. The Board of Review shall make rules to carry out the intent  
1457 of this Section.

## 1458 **ARTICLE XII Religious Education Credentialing**

### 1459 **Section 12.1. Religious Education Credentialing.**

1460 Each member congregation has the exclusive right to employ its own  
1461 religious educator, but the Association has the exclusive right to  
1462 confer on religious educators a religious education credentialing  
1463 status with the Association. No religious educator shall be required to  
1464 subscribe to any particular creed, belief, or interpretation of religion in  
1465 order to obtain and hold religious education credentialing status.

### 1466 **Section 12.2. Religious Education Credentialing 1467 Committee.**

1468 The Religious Education Credentialing Committee shall have  
1469 exclusive jurisdiction over religious education credentialing except as  
1470 otherwise provided herein. It shall make rules governing religious  
1471 education credentialing, subject to the approval of the Board of  
1472 Trustees.

### 1473 **Section 12.3. Achievement of Religious Education 1474 Credentialing Status.**

1475 A religious educator may achieve a religious education credentialing  
1476 status by action of the Religious Education Credentialing Committee,  
1477 upon complying with the requirements of these Bylaws and the rules,  
1478 policies, procedures and requests of the committee.

### 1479 **Section 12.4. Religious Education Credentialing Levels.**

1480 The Religious Education Credentialing Committee shall adopt rules  
1481 related to levels of religious education credentialing as follows:  
1482 religious education credentialing includes Credentialed Religious  
1483 Educator – Associate Level status, credentialed religious educator  
1484 status, and Credentialed Religious Educator – Master Level status as  
1485 determined by action of the Religious Education Credentialing  
1486 Committee.

### 1487 **Section 12.5. Religious Education Credentialing 1488 Records.**

1489 The Executive Secretary of the Religious Education Credentialing  
1490 Committee shall maintain up-to-date records of all religious educators  
1491 who have achieved a status as a religious educator as described in  
1492 Section 12.4 of these bylaws. These records shall be available only  
1493 to members of the committee, persons designated by the Committee,  
1494 and, in cases of appeals, the Board of Review.

### 1495 **Section 12.6. Termination or Administrative 1496 Suspension of Religious Education Credentialing 1497 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 specified  
1501 cause. Credentialing status may be terminated only after notice by  
1502 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 Education  
1505 Credentialing Committee may suspend a religious educator's  
1506 credentialing status until a final determination can be made.

### 1507 **Section 12.7. Reinstatement of Religious Education 1508 Credentialing Status.**

1509 The Religious Education Credentialing Committee may reinstate in or  
1510 readmit to religious education credentialing status a religious  
1511 educator who has previously resigned from religious education  
1512 credentialing status or whose religious education credentialing status  
1513 has lapsed, been suspended or terminated.

### 1514 **Section 12.8. Appeal.**

1515 A religious educator with a religious education credentialing status  
1516 whose status is terminated may appeal the determination of the  
1517 Religious Education Credentialing Committee to the Board of Review.  
1518 The Board of Review shall have exclusive jurisdiction to hear and  
1519 decide such appeals. No other appeal shall be allowed from any  
1520 decision of the Religious Education Credentialing Committee.

### 1521 **Section 12.9. Procedure on Appeal.**

1522 An appeal to the Board of Review shall be heard by a panel of the  
1523 Board selected as provided in its rules. The Board of Review or its  
1524 panel hearing an appeal shall limit its review to an examination of the  
1525 Religious Education Credentialing Committee's decision, including  
1526 the documents and other evidence compiled during the Religious  
1527 Education Credentialing Status Review, and the reasons articulated  
1528 by the Religious Education Credentialing Committee for its decision  
1529 terminating the religious educator's credentialing status. If the  
1530 religious educator requests consideration of newly discovered  
1531 evidence not previously presented to the Religious Education  
1532 Credentialing Committee, then the matter shall be returned to the  
1533 Religious Education Credentialing Committee for consideration of that  
1534 evidence before the Board proceeds with the appeal. These Bylaws  
1535 and the rules of the Religious Education Credentialing Committee  
1536 shall be binding upon the Board of Review or its panel. The Religious  
1537 Education Credentialing Committee's determination of fact and/or  
1538 credibility will not be overturned unless no reasonable fact finder  
1539 could have reached such determination, and disputes of fact are to  
1540 be resolved in favor of the Religious Education Credentialing  
1541 Committee's determination.

1542 The Board of Review or its panel may set aside the decision of the  
1543 Religious Education Credentialing Committee only where necessary  
1544 to correct or prevent manifest injustice. The Board of Review or its  
1545 panel may remand the case in whole or part to the Religious  
1546 Education Credentialing Committee or take such other action as may  
1547 be just. The Board of Review or its panel shall set forth its finding and  
1548 conclusions and shall be communicated to the affected religious  
1549 educator and the Religious Education Credentialing Committee. The  
1550 decision shall be entered in the religious education credentialing  
1551 records and shall be final and binding upon all parties. No appeal  
1552 shall be allowed from the decision of the Board of Review. The  
1553 Board of Review shall make rules to carry out the intent of this  
1554 Section.

## 1555 **ARTICLE XIII Regional Organizations**

### 1556 **Section C-13.1. Districts and Regions.**

1557 The Association shall support areas of regional responsibility known  
1558 as districts or regions.

### 1559 **\*Section C-13.2. Establishment.**

1560 The establishment of districts or regions and the manner of  
1561 determining which congregations are included in each district or  
1562 region shall be in accordance with rules adopted by the General  
1563 Assembly.

### 1564 **Section 13.3. Members.**

1565 All member congregations of the Association located within the  
1566 district **or** region shall be entitled to be member congregations of that  
1567 district **or** region.

1568 **Section C-13.4. Autonomy.**

1569 Each district or region shall be autonomous and shall be controlled by  
1570 its own member congregations to the extent consistent with the  
1571 promotion of the welfare and interests of the Association as a whole  
1572 and of its member congregations.

1573 **Section 13.5. District Bylaws.**

1574 Each district or region shall adopt bylaws or policies which are not in  
1575 conflict with these Bylaws.

1576 **ARTICLE XIV Rules**

1577 **Section 14.1. Adoption and Amendment of Rules by**  
1578 **General Assemblies.**

1579 A General Assembly may adopt Rules not inconsistent with these  
1580 Bylaws. Adoption or amendment of Rules by a General Assembly  
1581 shall be by two-thirds vote. Each Rule adopted by a General  
1582 Assembly shall be identified by a "G" preceding its Rule number. A  
1583 General Assembly may amend or repeal Rules adopted by prior  
1584 General Assemblies or by the Board of Trustees, if the proposed  
1585 Rules or amendments have been placed on the agenda. Rules and  
1586 amendments thereto shall be submitted for inclusion on the agenda in  
1587 the same manner as other resolutions. The provisions of this Section  
1588 14.1 do not apply to the Rules of Procedure contemplated by Section  
1589 4.19.

1590 **Section 14.2. Adoption and Amendment of Rules by**  
1591 **the Board of Trustees.**

1592 The Board of Trustees may adopt Rules not inconsistent with these  
1593 Bylaws and with Rules adopted by General Assemblies and may  
1594 amend or repeal its Rules.

1595 **Section 14.3. Rules of Order.**

1596 The Rules contained in the current edition of *Robert's Rules of Order*  
1597 *Newly Revised* shall govern the Association in all cases to which they  
1598 are applicable and in which they are not inconsistent with these  
1599 Bylaws and any Rules that may be adopted hereunder.

1600 **ARTICLE XV Amendment**

1601 **Section C-15.1. Amendment of Bylaws.**

1602 (a) Amendments to Bylaws. These Bylaws may be amended by a  
1603 two-thirds vote at a regular General Assembly if a proposed  
1604 amendment has been placed on the agenda; provided,  
1605 however, that proposals to amend, repeal, or add a new  
1606 section of these Bylaws whose section number is preceded by  
1607 a "C" (hereinafter a "C Bylaw") shall be governed by  
1608 subsections (b) or (c) hereof.

1609 (b) Amendments to C Bylaws Other Than in Article II. A proposal  
1610 to amend, repeal or add a new C Bylaw, other than those C  
1611 Bylaws in Article II of these Bylaws, shall be subject to a two-  
1612 step approval process.

1613 (1) Such proposals must be placed on the agenda of a regular  
1614 General Assembly and approved preliminarily by a majority  
1615 vote at such regular General Assembly. Following such  
1616 preliminary approval, the proposal to amend, repeal or add  
1617 a new C Bylaw shall be placed on the agenda of the next  
1618 regular General Assembly for final adoption. Final adoption  
1619 shall require a two-thirds vote.

1620 (2) The text of a proposed amendment which has been  
1621 approved by one General Assembly, may be amended at  
1622 any time prior to final adoption. If the Moderator rules that  
1623 the amendment to the proposal is substantive, final  
1624 adoption shall only be by a subsequent General Assembly  
1625 except that any such proposal that has been under  
1626 consideration for final approval at three successive regular

1627 General Assemblies shall not be subject to substantive  
1628 amendment and shall be submitted to a vote for final  
1629 approval at the third such regular General Assembly.

1630 (3) Such a proposal which, on any vote for final adoption,  
1631 receives a majority but not a two-thirds vote, shall be  
1632 placed on the agenda of the next regular General  
1633 Assembly, at which it may be finally adopted if it receives  
1634 the requisite approval. If the proposal is not passed by a  
1635 two-thirds vote at the third regular General Assembly at  
1636 which it is considered for final approval, neither the  
1637 proposal nor another proposal that is substantively similar  
1638 shall be placed on the agenda of the next regular General  
1639 Assembly.

1640 (c) Amendments to C Bylaws in Article II. A proposal to amend,  
1641 repeal or add a new C Bylaw in Article II of these Bylaws shall  
1642 be subject to the following process

1643 (1) Such a proposal shall be admitted to the agenda of a  
1644 regular General Assembly for the purpose of determining  
1645 whether the proposal shall be referred to a commission  
1646 appointed by the Board of Trustees for study. Such a study  
1647 shall involve member congregations. A majority vote at a  
1648 regular General Assembly shall be required to refer such a  
1649 proposal to the study commission. Once the study of the  
1650 proposal is complete, which shall be completed in no more  
1651 than two years, the study commission shall submit to the  
1652 Board of Trustees for inclusion on the agenda of the next  
1653 regular General Assembly any amendments to Article II  
1654 that the study commission recommends. The Board of  
1655 Trustees shall also include on the agenda any  
1656 amendments that it recommends to the study commission  
1657 proposal.

1658 (2) A motion to dispense with the study process and give  
1659 preliminary approval to a proposal to amend, repeal or add  
1660 a new C Bylaw in Article II shall be in order during the  
1661 General Assembly at which consideration of a motion to  
1662 refer the proposal to the study process is authorized. A  
1663 motion to dispense with the study process shall require a  
1664 four-fifths vote for passage. Such a proposal shall then be  
1665 placed on the agenda of the next regular General  
1666 Assembly for final adoption without amendment. Final  
1667 adoption shall require a two-thirds vote.

1668 (3) At the first General Assembly following the completion of  
1669 the study process, amendments to the Article II proposal  
1670 may be considered only as follows:

1671 (i) During the General Assembly there shall be a mini-  
1672 assembly held during which amendments to the  
1673 Article II proposal recommended by the study  
1674 commission shall be considered.

1675 (ii) A delegate may submit in writing at the mini-  
1676 assembly an amendment to an Article II proposal.  
1677 All such amendments shall be made available in  
1678 writing to the General Assembly. The Moderator, in  
1679 consultation with the chair of the study commission,  
1680 the parliamentarian and legal counsel shall prioritize  
1681 proposed amendments for consideration by the  
1682 General Assembly. A majority vote of the General  
1683 Assembly is required for approval of any  
1684 amendment proposed in the mini-assembly.

1685 (iii) Following the vote on any amendments proposed in  
1686 the mini-assembly, the General Assembly shall vote  
1687 on any amendments proposed by the Board of  
1688 Trustees. A majority vote is required to adopt such  
1689 amendments. Following the vote on all  
1690 amendments, the General Assembly shall vote on

1691 preliminary approval of the Article II proposal. A  
 1692 majority vote is required for preliminary approval.

1693 (iv) If no amendments proposed in the mini-assembly  
 1694 are adopted by the General Assembly pursuant to  
 1695 subsection (c)(3)(ii) above, the Article II proposal  
 1696 shall be submitted for final approval to the next  
 1697 regular General Assembly. Final approval requires a  
 1698 two-thirds vote of the General Assembly. No  
 1699 amendments may be considered.

1700 (v) If one or more amendments proposed in the mini-  
 1701 assembly are adopted by the General Assembly, the  
 1702 Article II proposal shall be referred to the study  
 1703 commission. Within six months after the close of the  
 1704 General Assembly, the study commission, taking  
 1705 into account the decisions of the General Assembly,  
 1706 shall prepare the proposal to amend Article II. The  
 1707 Board of Trustees shall put this proposal on the  
 1708 agenda of the next regular General Assembly.

1709 (4) At the next regular General Assembly following the  
 1710 process described in subsection (c)(3)(v), above, the  
 1711 Article II proposal is subject to amendment only by a three-  
 1712 fourths vote in favor of an amendment submitted to the  
 1713 General Assembly in writing by the Board of Trustees or a  
 1714 minimum of fifteen (15) certified congregations, as  
 1715 described in Section 15.2 of these Bylaws. Final approval  
 1716 of the Article II proposal requires a two-thirds vote of the  
 1717 General Assembly.

1718 (5) If the Article II proposal does not receive the requisite  
 1719 approval at the General Assembly following the completion  
 1720 of the study process described in subsection (c)(3)(iv) or  
 1721 subsection (c)(4), above, neither the proposal nor another  
 1722 proposal that is substantively similar shall be placed on the  
 1723 agenda of the next regular General Assembly.

1724 (6) If no study process of Article II has occurred for a period of  
 1725 fifteen years, the Board of Trustees shall appoint a  
 1726 commission to study Article II for not more than two years  
 1727 and to recommend appropriate revisions, if any, thereto  
 1728 to the Board of Trustees for inclusion on the agenda of the  
 1729 next regular General Assembly. The Board of Trustees  
 1730 shall also include on the agenda any amendments that it  
 1731 recommends to the study commission proposal.  
 1732 Notwithstanding anything to the contrary contained herein,  
 1733 proposals to amend Article II which are promulgated by a  
 1734 study commission in accordance with this paragraph shall  
 1735 be subject to a two-step approval process as described in  
 1736 subsections (c)(3) and (c)(4), above.

1737 **\*Section 15.2. Submission of Proposed Amendment.**

1738 Proposed amendments to these Bylaws may be submitted only by:

1739 (a) the Board of Trustees;

1740 (b) the General Assembly Planning Committee;

1741 (c) the Commission on Appraisal;

1742 (d) not less than fifteen certified member congregations by action  
 1743 of their governing boards or their congregations; such  
 1744 proposed amendments to Bylaws must be received by the  
 1745 Board of Trustees on February 1 whenever the regular General  
 1746 Assembly opens in June; otherwise, not less than 110 days  
 1747 before the General Assembly; or

1748 (e) a district or region by official action at a duly called meeting at  
 1749 which a quorum is present, such proposed amendment to be  
 1750 received by the Board of Trustees on February 1 whenever the  
 1751 regular General Assembly opens in June; otherwise, not less  
 1752 than 110 days before the next General Assembly. In a district  
 1753 or region that does not maintain a formal governance structure,

1754 a meeting for this purpose may be convened by vote of the  
 1755 governing bodies or membership of at least fifteen  
 1756 congregations in that district or region in good standing with the  
 1757 UUA. A quorum for such a meeting shall require that at least  
 1758 one-third of the congregations of the district or region be  
 1759 represented by one or more formally credentialed delegates.

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1760 **RULES\* of the UNITARIAN UNIVERSALIST**  
 1761 **ASSOCIATION**

1762 \*Rules whose section number is preceded by a "G" are those  
 1763 adopted by a General Assembly and may be amended or repealed  
 1764 only by a General Assembly, as provided in Section 14.1 of the  
 1765 Bylaws.

1766 **RULE I Name**

1767 No existing rules applicable to Article I.

1768 **RULE II Principles and Purposes**

1769 **Rule G-2.1. Democratic Process.**

1770 Because the Association is committed to the use of the democratic  
 1771 process, because its governing institutions are accountable to our  
 1772 congregations, because accessibility is critical to countering systemic  
 1773 and institutional oppression and because openness and trust are  
 1774 characteristics of a healthy religious community, the UUA Board shall  
 1775 establish policies to allow for the maximum transparency of its  
 1776 proceedings and of the proceedings of all UUA committees,  
 1777 commissions and task forces, consistent with their effective  
 1778 functioning. These policies shall include:

- 1779 (a) providing advance notice of dates and locations of regular  
 1780 business meetings, and making agendas, reports and minutes  
 1781 available promptly;
- 1782 (b) providing avenues for comment on issues on the meetings'  
 1783 agendas;
- 1784 (c) accommodating observers at regular business meetings, with  
 1785 the exception of executive sessions.

1786 Implementing this rule shall be the responsibility of the Board of  
 1787 Trustees. The Board shall designate a specific person or committee  
 1788 to whom comments about adherence to this rule may be addressed.  
 1789 The Board shall report to the General Assembly annually for the next  
 1790 three years on its implementation.

1791 **Rule G-2.3. Non-discrimination.**

1792 The Association declares and affirms its special responsibility, and  
 1793 that of its member congregations and organizations, to promote the  
 1794 full participation of persons in all of its and their activities and in the  
 1795 full range of human endeavor without regard to racialized identity,  
 1796 ethnicity, gender expression, gender identity, sex, disability,  
 1797 affectional or sexual orientation, family and relationship structures,  
 1798 age, language, citizenship status, economic status, or national origin  
 1799 and without requiring adherence to any particular interpretation of  
 1800 religion or to any particular religious belief or creed.

1801 **RULE III Membership**

1802 **Section C-3.3. Admission to Membership.**

1803 **Rule 3.3.1. New Congregations.**

1804 It is the policy of the Unitarian Universalist Association to encourage  
 1805 and assist the development of new congregations as well as to  
 1806 support and aid existing member congregations as stated in the  
 1807 purposes of the Association.

1808 **Rule 3.3.2. Procedure for Admission.**

1809 A church or fellowship may become a member of the Association  
1810 upon approval by the Board of Trustees of the Association of a  
1811 written application for membership.

1812 The application shall include:

- 1813 (a) a statement that the applicant subscribes to the principles of  
1814 the Association and pledges itself to support the Association;
- 1815 (b) a copy of the articles of incorporation or other organizing  
1816 documents and the bylaws of the applicant;
- 1817 (c) the names and addresses of the charter members sufficient in  
1818 number to satisfy the minimum membership requirements; and
- 1819 (d) an initial payment in an amount of no less than the Fair Share  
1820 contribution to the Association's Annual Program Fund, pro-  
1821 rated for the portion of the Association's fiscal year remaining  
1822 as of the date of application.

1823 **Rule 3.3.3. Membership Requirements for Admission.**

1824 A new congregation, to be recognized as a member of the  
1825 Association, must have thirty (30) of its adult members be members  
1826 solely of the new congregation.

1827 **Rule 3.3.4. Multiple Local Congregations.**

1828 In many communities the liberal religious movement may be better  
1829 served by the establishment of two or more member congregations.

- 1830 (a) It is ordinarily desirable that a new congregation should have  
1831 the active support and sponsorship of any member  
1832 congregation or congregations located in the same geographic  
1833 area.
- 1834 (b) The Association will neither initiate nor recognize such a new  
1835 congregation until after the Association has consulted by mail  
1836 or by interview with any member congregation or  
1837 congregations located in the same geographic area. Such  
1838 consultation shall include a request for letters from the  
1839 presiding officer of the congregation's governing board and  
1840 minister of such congregation(s) stating judgment regarding the  
1841 establishment and/or recognition of the new congregation. The  
1842 Association may proceed to assist in organizing or recognizing  
1843 the new congregation despite local protest or objection if the  
1844 Association believes that such action is in the best interests of  
1845 the entire movement and that it will strengthen the total  
1846 Unitarian Universalist position in the community.

1847 **Rule 3.3.5. Rules and Regulations for New  
1848 Congregations.**

1849 It is essential that Unitarian Universalist congregations be affirmative  
1850 in spirit, inclusive in fellowship, and mutually supportive in their  
1851 relationships with other congregations. The following statements  
1852 represent the Association's best judgment as to the meaning of this  
1853 general statement and shall be used by staff and the Board in  
1854 determining action upon applications for membership.

- 1855 (a) In receiving the application of a new congregation for  
1856 membership in the Association, the Congregational Services  
1857 staff shall satisfy itself that the group is making its application in  
1858 good faith and that it will make a sincere effort to carry out the  
1859 purposes of the Association. (See specifically Article II of the  
1860 Bylaws.)
- 1861 (b) The Association interprets its statements of purpose to mean  
1862 that no congregation may be accepted into membership if its  
1863 bylaws exclude from its local membership any person because  
1864 of race, ethnicity, gender, disability, affectional or sexual  
1865 orientation, language, citizenship status, economic status, or  
1866 national origin.

- 1867 (c) All member congregations must be congregational in polity; the  
1868 final authority to make decisions must be vested in the legal  
1869 membership of the congregation.

- 1870 (d) Member congregations shall project and embark upon a  
1871 balanced program of religious activity including adult worship  
1872 and/or discussion and when feasible establishment of a church  
1873 school in the Unitarian Universalist tradition.

- 1874 (e) New congregations are expected to establish and maintain  
1875 cooperative relations with Unitarian Universalist agencies, as  
1876 appropriate and feasible.

- 1877 (f) A congregation should be incorporated when possible under  
1878 the laws of the state in which it exists. A congregation shall  
1879 include in its articles of incorporation or other organizing  
1880 documents a clause providing that the assets of the  
1881 congregation will be transferred upon dissolution to the  
1882 Association. Notwithstanding the foregoing, if a congregation  
1883 obtains the prior written consent of the Association's Board of  
1884 Trustees, the congregation may name an organization that is  
1885 affiliated with the Association (such as a district, camp,  
1886 conference center or other congregation) as the recipient of the  
1887 congregation's assets upon dissolution.

1888 **Rule 3.3.6. Order of Administrative Procedure.**

1889 The order of administrative procedure:

- 1890 (a) Application for congregational membership in the Association  
1891 will first be referred to UUA staff.
- 1892 (b) UUA staff will seek information and advice with respect to all  
1893 applications as follows:
  - 1894 U.S. Congregations – District President
  - 1895 Other Congregations – Executive Officer of appropriate  
1896 Unitarian or Universalist or Unitarian Universalist  
1897 international group, if any.
- 1898 (c) UUA staff will make its recommendation to the President of the  
1899 Association, and the President shall then make  
1900 recommendations to the Board of Trustees of the UUA for its  
1901 final action.

1902 **Section C-3.5. Certification of Membership.**

1903 **Rule 3.5.1. Required Annual Report.**

1904 In each fiscal year of the Association (July 1 to June 30), each  
1905 member congregation shall file with the Secretary of the Association  
1906 an Annual Report on the form and in the manner provided by the  
1907 Association. The Annual Report shall include a certification by a  
1908 minister or principal officer of the member congregation stating (a)  
1909 whether or not the member congregation complied with the  
1910 conditions set forth in Section C-3.5 of the Bylaws during the  
1911 Association's prior fiscal year and (b) that the information provided to  
1912 the Association in the Annual Report is true and correct to the best of  
1913 the minister's or principal officer's knowledge.

1914 For purposes of determining compliance with Section C-3.5 of the  
1915 Bylaws, a member congregation shall be deemed to have conducted  
1916 'regular religious services' if it has held at least 10 services during the  
1917 fiscal year.

1918 A member congregation's Annual Report for a particular fiscal year  
1919 and, if submitted separately, the related certification must be received  
1920 by the Association on or before February 1 following the close of that  
1921 fiscal year whenever the regular General Assembly opens in June  
1922 and otherwise on or before the close of business on the last business  
1923 day which is at least 110 days before the date of the General  
1924 Assembly next following the close of that fiscal year. If a member  
1925 congregation's related certification is not received by the applicable  
1926 deadline, it will still be deemed timely filed if the member  
1927 congregation submits to the Association proof that it was mailed in

1928 accordance with the provisions of Rule G-13.4.2. Such proof may be  
1929 in the form of a stamped or validated receipt for Registered or  
1930 Certified Mail or a sworn statement attesting to the proper submission  
1931 of the certification signed by the person responsible for its mailing.

### 1932 **Rule 3.5.2. Inactive Congregations**

1933 In September of each year UUA staff shall initiate the process of  
1934 contacting congregations in the inactive category to determine their  
1935 status.

1936 This process includes:

- 1937 (a) requesting a list of congregations that have failed to submit an  
1938 annual report for three consecutive fiscal years;
- 1939 (b) forwarding this list to the UUA's District Staff with copies to  
1940 District Presidents and District Trustees for their information;
- 1941 (c) upon receipt of the annual inactive congregations list and  
1942 pursuant to the UUA's by-laws section C-3.6, the UUA's  
1943 District staff shall follow up with any congregation in their  
1944 district;
- 1945 (d) after follow up the District staff shall make a recommendation  
1946 about each congregation's status to the UUA Board for action  
1947 at its April meeting.

### 1948 **Section C-3.7. Associate Member Organizations.**

#### 1949 **Rule 3.7.1. Limitation of Associate Membership.**

1950 It shall be the policy of the Board of Trustees to limit admissions to  
1951 associate membership to major continent-wide organizations.

#### 1952 **Rule 3.7.2. Non-Segregation.**

1953 Each associate member organization shall in all aspects of its work  
1954 refrain from the practice of segregation based on race, ethnicity,  
1955 gender, disability, affectional or sexual orientation, language,  
1956 citizenship status, economic status, or national origin. This rule is not  
1957 intended to preclude associate member organizations designed to  
1958 benefit groups organized to ensure their fuller participation in the  
1959 larger society and to fulfill their unique spiritual needs.

#### 1960 **Rule 3.7.3. Application for Associate Membership.**

1961 Each applicant for membership shall submit with its application:

- 1962 (a) an attested copy of its charter and, unless it is included in the  
1963 charter, an attested copy of its purposes, objectives, and  
1964 bylaws;
- 1965 (b) the approximate number of members in the organization;
- 1966 (c) a list of principal officers with their personal mail addresses and  
1967 the principal mail address of the organization;
- 1968 (d) a financial statement showing income and expenses for the  
1969 latest fiscal year preceding the date of filing and showing  
1970 assets, liabilities and net worth as of the end of such fiscal  
1971 year;
- 1972 (e) the dates upon which its governing board met during the twelve  
1973 months immediately preceding the date of filing;
- 1974 (f) any yearly reports of its governing body and its principal  
1975 officers sent to members during the twelve months  
1976 immediately preceding the date of filing;
- 1977 (g) evidence that it enjoys tax exempt status:
  - 1978 (1) under Section 501(c)(3) of the U.S. Internal Revenue  
1979 Code of 1954;
  - 1980 (2) as a registered charity as provided for in the Income Tax  
1981 Act (Canada); or
  - 1982 (3) under the laws of the country governing the applicant's  
1983 tax status;
- 1984 (h) if the applicant does not enjoy tax exempt status, the reason or  
1985 reasons it does not;

1986 (i) a statement outlining the intended use of associate  
1987 membership, if granted, and the goals and objectives of the  
1988 organization that will be served by such use;

1989 (j) a statement outlining what advantage it is believed there would  
1990 be to the Association and to the furtherance of the principles of  
1991 the Association outlined in Bylaw Section C- 2.2;

1992 (k) any other information which the Board of Trustees of the  
1993 Association shall require; and

1994 (l) The contribution contemplated by Rule 3.7.10.

#### 1995 **Rule 3.7.4. Annual Report.**

1996 Except in the year when it is admitted to membership, each associate  
1997 member shall send to the Association on or before April 30 (i) an  
1998 annual report which shall include the data required by subsections  
1999 (b), (c), (d), (e) and (f) of Rule 3.7.3 and any other information which  
2000 the Board of Trustees shall require and (ii) the contribution  
2001 contemplated by Rule 3.7.10. If an associate member fails to comply  
2002 with the provisions of this Rule, the Board of Trustees shall at its next  
2003 regular meeting consider a finding of non-compliance and the  
2004 termination of the associate membership status of such organization.

#### 2005 **Rule 3.7.5. Report of Changes.**

2006 Each associate member shall send the Association an attested copy  
2007 of any changes in its charter, purposes, objectives, or bylaws as  
2008 soon as any such changes are made, and shall notify the Association  
2009 immediately of any change in its tax exempt status.

#### 2010 **Rule 3.7.6. Representation of Associate Membership.**

2011 No organization shall claim or represent in any manner that it is an  
2012 associate member of the Association until such membership is voted  
2013 by the Board of Trustees; and if and when any organization's  
2014 associate membership expires or it is terminated, that organization  
2015 shall immediately cease to claim, represent or imply in any manner  
2016 that it is an associate member of the Association.

#### 2017 **Rule 3.7.7. Mailing List.**

2018 Each associated member shall place the Association on its regular  
2019 mailing list.

#### 2020 **Rule 3.7.8. Additional Criteria for Admission.**

2021 Before granting associate membership, the Board of Trustees shall  
2022 determine that the granting of such associate membership is likely to  
2023 be of substantial benefit to the Unitarian Universalist movement.

#### 2024 **Rule 3.7.9. Yearly Grant of Associate Membership.**

2025 Associate membership for all new or existing associate members  
2026 shall be granted by the Board of Trustees for a designated one-year  
2027 period or portion thereof.

#### 2028 **Rule 3.7.10. Associate Member Contributions.**

2029 The contribution required to be submitted with an application for  
2030 associate membership is \$500 for any applicant whose budget for the  
2031 twelve months preceding its application for associate membership  
2032 was \$1,000,000 or more and \$250 for any applicant whose budget for  
2033 the twelve months preceding its application for associate  
2034 membership was less than \$1,000,000. The contribution required to  
2035 be submitted with an associate member's annual report is \$500 for  
2036 any associate member whose budget for the twelve months  
2037 preceding the due date of the annual report was \$1,000,000 or more  
2038 and \$250 for any associate member whose budget for the twelve  
2039 months preceding the due date of the annual report was less than  
2040 \$1,000,000.

2041 **Section C-3.8. Independent Affiliate Organizations.**

2042 **Rule 3.8.1. Application for Independent Affiliate**  
2043 **Status.**

2044 Each applicant for independent affiliate status shall submit with its  
2045 application:

- 2046 (a) an attested copy of its charter, and, unless it is included in the  
2047 charter, an attested copy of its purposes, objectives, and  
2048 bylaws;
- 2049 (b) the number of members or member groups in the organization;
- 2050 (c) a list of the principal officers with their personal mail addresses,  
2051 congregation membership or congregation where settled if the  
2052 officer is a fellowshipped minister serving a Unitarian  
2053 Universalist congregation, and the principal mail address of the  
2054 organization;
- 2055 (d) the contribution contemplated by rule 3.8.9;
- 2056 (e) a financial statement showing income and expenses for the  
2057 latest fiscal year preceding the date of filing and showing  
2058 assets, liabilities and net worth as of the end of such fiscal  
2059 year;
- 2060 (f) the dates upon which its governing board met during the twelve  
2061 months immediately preceding the date of filing;
- 2062 (g) any yearly reports of its governing body and its principal  
2063 officers sent to members during the twelve months  
2064 immediately preceding the date of filing;
- 2065 (h) evidence of whether it enjoys tax exempt status:
- 2066 (1) under Section 501(c)(3) of the U.S. Internal Revenue  
2067 Code of 1954;
- 2068 (2) as a registered charity as provided for in the Income Tax  
2069 Act (Canada); or
- 2070 (3) under the laws of the country governing the applicant's  
2071 tax status;
- 2072 (i) if the applicant does not enjoy tax exempt status, the reason or  
2073 reasons it does not;
- 2074 (j) a statement outlining how its purpose, mission and structure  
2075 models interdependence through engagement with our  
2076 member congregations, coordination or collaboration of effort  
2077 and resources; and a statement outlining how the organization  
2078 supports the transformation of institutions and our world to be  
2079 aligned with those values expressed in our Principles; and
- 2080 (k) any other information which the Board of Trustees of the  
2081 Association shall require.

2082 **Rule 3.8.2. Non-Segregation.**

2083 Each independent affiliate organization shall in all aspects of its work  
2084 refrain from the practice of segregation based on race, ethnicity,  
2085 gender, disability, affectional or sexual orientation, language,  
2086 citizenship status, economic status, or national origin. This rule is not  
2087 intended to preclude independent affiliate organizations designed to  
2088 benefit groups organized to ensure their fuller participation in the  
2089 larger society and to fulfill their unique spiritual needs.

2090 **Rule 3.8.3. Annual Contribution and Report.**

2091 Except in the year when it is admitted to independent affiliate status,  
2092 each independent affiliate organization shall send the Association on  
2093 or before April 30 (i) an annual report which shall include the data  
2094 required by subsections (b), (c), (f), (g) and (h) of Rule 3.8.1 and any  
2095 other information which the Board of Trustees shall require and (ii)  
2096 the contribution contemplated by Rule 3.8.9. If an independent  
2097 affiliate organization fails to comply with the provisions of this Rule,  
2098 the Board of Trustees shall at its next regular meeting consider a  
2099 finding of non-compliance and the termination of the independent  
2100 affiliate status of such organization.

2101 **Rule 3.8.4. Report of Changes.**

2102 Each independent affiliate organization shall send the Association an  
2103 attested copy of any changes in its charter, purposes, objectives, or  
2104 bylaws as soon as any such changes are made and shall notify the  
2105 Association immediately of any change in its tax-exempt status.

2106 **Rule 3.8.5. Representation of Independent Affiliate**  
2107 **Status.**

2108 No organization shall claim or represent in any manner that it is an  
2109 independent affiliate with the Association until such status is voted by  
2110 the Board of Trustees; and if and when any organization's  
2111 independent affiliate status expires or it is terminated, that  
2112 organization shall immediately cease to claim, represent or imply in  
2113 any manner that it is affiliated with the Association.

2114 **Rule 3.8.6. Mailing List.**

2115 Each independent affiliate organization shall place the Association on  
2116 its regular mailing list.

2117 **Rule 3.8.7. Additional Criteria for Admission.**

2118 Before granting independent affiliate status, the Board of Trustees  
2119 shall determine that such affiliation is likely to be of substantial benefit  
2120 to the Unitarian Universalist movement.

2121 **Rule 3.8.8. Yearly Grant of Independent Affiliate**  
2122 **Status.**

2123 Independent affiliate status for all new or existing independent affiliate  
2124 organizations shall be granted by the Board of Trustees for a  
2125 designated one-year period or portion thereof.

2126 **Rule 3.8.9. Independent Affiliate Contributions.**

2127 The contribution required to be submitted with an application for  
2128 independent affiliate status and with an independent affiliate's annual  
2129 report is \$100.

2130 **RULE IV General Assembly**

2131 **Section 4.6. Notice of Meetings.**

2132 **Rule 4.6.1. Mailing of Notice.**

2133 Notice of each regular and special General Assembly shall be given  
2134 not less than sixty days before the date thereof to each certified  
2135 member congregation, associate member organization, and trustee.  
2136 Such notice shall be given by the Secretary or the Recording  
2137 Secretary.

2138 **Rule 4.6.2. Time of Notice.**

2139 Notice so sent shall be sufficient if mailed at Boston, Massachusetts,  
2140 sixty days before any such General Assembly, addressed to the  
2141 persons who according to the records of the Association are entitled  
2142 thereto hereunder and sent to the addresses which appear on said  
2143 records. When the Secretary in their absolute discretion finds it  
2144 desirable and practicable, a copy of the notice shall be inserted in the  
2145 denomination's publication most widely circulated within the  
2146 denomination, in the issue which will be circulated as near to sixty  
2147 days before the General Assembly as possible.

2148 **Rule 4.6.3. Content of Notice.**

2149 Such notice shall contain the date, time, and place where the General  
2150 Assembly is to be held and shall state only that the business to be  
2151 transacted will be set forth in the official agenda issued in accordance  
2152 with the Bylaws. Such agenda need not accompany the notice. The  
2153 original of such notice shall be signed by the Secretary or Recording  
2154 Secretary and be made a part of the minutes of the General  
2155 Assembly to which it pertains. The signature of the Secretary or  
2156 Recording Secretary on copies of any such notice may be printed or  
2157 typewritten.

2158 **Section C-4.7. Voting.**

2159 **Rule G-4.7.1. Recording the Vote on Resolutions.**

2160 The vote on resolutions shall be recorded as having been adopted:

- 2161 (a) unanimously; or
- 2162 (b) by a vote of two-thirds or more; or
- 2163 (c) by a specified vote for or against.



2164 When any resolution is reported by the Association, the recorded  
2165 vote on each resolution shall be included.

#### 2166 **Section C-4.9. Accreditation of Delegates.**

##### 2167 **Rule G-4.9.1. Number of Delegates.**

2168 The Secretary of the Association shall, consistent with the Bylaws of  
2169 the Association, determine the number of delegates to which each  
2170 certified member congregation and associate member organization is  
2171 entitled. The determinations of the Secretary may be appealed to the  
2172 Board of Trustees.

##### 2173 **Rule 4.9.1A. Merged, Consolidated, or Dissolved 2174 Congregations.**

2175 In the event a certified member congregation dissolves or merges or  
2176 consolidates with another congregation subsequent to its filing the  
2177 certified member certification form prescribed by Rule 3.5.1, any  
2178 delegate credentials outstanding on the date of dissolution or merger  
2179 or consolidation are thereby rendered null and void. In the event of  
2180 merger or consolidation, the merged or consolidated certified  
2181 member congregation shall be entitled during the current fiscal year  
2182 of the Association to the number of delegate credentials that reflects  
2183 the total membership of the merged or consolidated congregation or  
2184 to the number of delegate credentials that the certified member  
2185 congregations merging or consolidating would have been entitled to  
2186 but for the merger or consolidation, whichever is less.

##### 2187 **Rule 4.9.2. Settled Ministers.**

2188 A settled minister for the purpose of accreditation as a delegate  
2189 pursuant to Bylaw Section 4.8 (b) is (a) a minister engaged by a  
2190 certified member congregation in compensated ministerial activities  
2191 which constitute fifty percent or more of a typical work schedule or (b)  
2192 a community minister who (1) maintains active involvement in such  
2193 congregation; (2) has written agreement with the congregation; (3) is  
2194 in affiliation with the congregation; and (4) is compensated for  
2195 community ministry work which constitutes fifty percent or more of a  
2196 typical work schedule recognized by the congregation as ministry. A  
2197 congregation is entitled to the number of accredited community  
2198 minister delegates equal to the number of delegates to which it is  
2199 entitled under Bylaw Section 4.8(a). A minister emeritus/a shall  
2200 previously have settled in such congregation as described in this  
2201 Rule. A certified member congregation shall certify in writing that its  
2202 minister delegates meet the criteria for minister in accordance with  
2203 this Rule.

##### 2204 **Rule G-4.9.3. Mailing of Credential Cards.**

2205 Not less than forty-five days prior to each General Assembly, the  
2206 Secretary of the Association shall send to each certified member  
2207 congregation and associate member organization entitled to be  
2208 represented by delegates the proper number of delegate credentials.  
2209 The Secretary shall also furnish trustees with credentials.

##### 2210 **Rule 4.9.4. Issuance of Duplicate Credential Card.**

2211 If a person who has been duly constituted a delegate arrives at a  
2212 General Assembly without a properly executed Credential Card, the  
2213 person may apply to the Secretary of the Association, or to one or  
2214 more persons designated by the Secretary, for a special certificate of  
2215 accreditation. The application shall be in writing on a form provided  
2216 by the Secretary of the Association. It shall be signed by the applicant  
2217 under the penalties of perjury. The certificate shall contain at least  
2218 the following:

2219 (a) the name of the congregation or associate member  
2220 organization involved;

2221 (b) in the case of a delegate representing a member congregation  
2222 other than a settled minister or emerita/us minister or an  
2223 accredited director of religious education, a statement that the  
2224 applicant is a member of that congregation; or in the case of a

2225 delegate representing an associate member organization, a  
2226 statement that the applicant is a member of a certified member  
2227 congregation;

2228 (c) a statement that the person was designated as a delegate  
2229 under established procedures of the congregation or is a  
2230 settled minister or emerita/us minister thereof or is an  
2231 accredited director of religious education employed in the  
2232 congregation, or was designated as a delegate of an associate  
2233 member organization; and

2234 (d) a brief statement as to why the applicant is not able to present  
2235 an official and properly executed accrediting card.

##### 2236 **Rule 4.9.5. Alternate Delegates.**

2237 Each certified member congregation may, in accordance with its own  
2238 Bylaws or procedures, designate alternate delegates to any General  
2239 Assembly in such number, not in excess of the number of delegates  
2240 to which it is entitled, as it may determine. Alternate delegates shall  
2241 be members of the certified member congregation they represent. All  
2242 alternates appointed must be provided by the member congregation  
2243 with a certification of their appointment signed by an officer of the  
2244 congregation.

##### 2245 **Rule G-4.9.6. Delegate Status.**

2246 Delegates and alternates may be designated to attend each General  
2247 Assembly to be held in any fiscal year of the Association or only a  
2248 particular General Assembly as each member congregation shall  
2249 determine.

##### 2250 **Rule 4.9.7. Issuance of Alternate Credentials.**

2251 In order to be issued credentials admitting the alternate as a delegate  
2252 to the General Assembly, the alternate must present such  
2253 certification and credential card and delegate badge of the delegate  
2254 for whom such person is serving as alternate.

##### 2255 **Rule G-4.9.8. Payment of Registration Fee.**

2256 All delegates, alternates and trustees must pay a registration fee in  
2257 order to be admitted to the floor and vote at the General Assembly.

##### 2258 **Rule 4.9.9. Amount of Fees.**

2259 The registration fee shall be set by the Board of Trustees.

#### 2260 **Section 4.12. UUA Statements of Conscience and 2261 Study/Action Issues for Social Justice.**

##### 2262 **Rule G-4.12.1. Report of Comments on UUA 2263 Statements of Conscience.**

2264 The Commission on Social Witness shall report to the General  
2265 Assembly in summary fashion those comments on UUA Statements  
2266 of Conscience submitted to it by member congregations.

##### 2267 **Rule G-4.12.2. Study/Action Issues for Social Justice.**

2268 The Commission on Social Witness shall prepare (and the Board of  
2269 Trustees shall include with the Tentative Agenda) a report  
2270 summarizing the numbers and topics of the proposed Congregational  
2271 Study/Action Issues submitted by the certified member congregations  
2272 and sponsored organizations as defined in Section 4.12(a)(1), and  
2273 the criteria which it used in selecting proposed Congregational  
2274 Study/Action Issues included in the Congregational Poll. Each  
2275 proposed Congregational Study/Action Issue that appears on the  
2276 Tentative Agenda shall be accompanied by previous General  
2277 Resolutions, actions and statements on related issues, with dates (if  
2278 applicable), and the names or number of congregations submitting  
2279 issues included within such proposed Congregational Study/Action  
2280 Issue.

2281 **Rule G-4.12.3 Report on Implementation of UUA**  
2282 **Statements of Conscience.**

2283 The UUA Administration shall report at each regular General  
2284 Assembly regarding implementation of UUA Statements of  
2285 Conscience with particular reference to the most recently adopted  
2286 Statement of Conscience. Such report shall summarize  
2287 implementation by member congregations, UUA staff and other  
2288 Unitarian Universalist groups.

2289 **Rule 4.12.4 Mini-Assembly on UUA Statement of**  
2290 **Conscience**

2291 During the regular General Assembly referred to in Section  
2292 4.12(d)(1), a mini-assembly shall be held during which the proposed  
2293 amendments to the revised UUA Statement of Conscience shall be  
2294 accepted in writing. All such amendments shall be made available in  
2295 writing to the General Assembly. The Commission on Social Witness  
2296 shall finalize the UUA Statement of Conscience, and the chairperson  
2297 of the Commission on Social Witness, in consultation with the  
2298 moderator of the General Assembly, the parliamentarian and legal  
2299 counsel, shall prioritize unincorporated amendments for consideration  
2300 by the General Assembly.

2301 **Section 4.16. Additions to the Agenda of Regular**  
2302 **General Assemblies.**

2303 **Rule G-4.16.1. General Assembly Actions of Immediate**  
2304 **Witness, and Responsive Resolutions.**

2305 The Moderator shall take such steps as the Moderator considers  
2306 practical to advise delegates and other persons or bodies as early as  
2307 possible, preferably in writing, of the contents of any actions or  
2308 resolutions presented to the General Assembly which are not on the  
2309 Final Agenda and which are admitted to the agenda pursuant to  
2310 Article IV, Section 4.16 of the Bylaws; and some time shall be  
2311 scheduled when the sponsor(s) of the action(s) or resolution(s) can  
2312 discuss the action or resolution with those interested.

2313 **Section 4.18. Agenda Rules.**

2314 **Rule G-4.18.1. Notice to Member Congregations and**  
2315 **Districts.**

2316 By November 1 whenever in the fiscal year the General Assembly  
2317 opens in June, otherwise not less than two hundred and ten days  
2318 before each regular General Assembly, each certified member  
2319 congregation shall be notified of the dates for submitting items for the  
2320 Tentative and Final Agenda, the procedure to be followed, and the  
2321 forms to be used.

2322 **Rule G-4.18.2. Business Resolutions and Study/Action**  
2323 **Issues for Social Justice.**

2324 A Study/Action Issue for Social Justice is one that deals with issues  
2325 of public policy within the province of the Department of Faith in  
2326 Action. A Business Resolution directly involves the administration  
2327 and structure of the Association.

2328 Any resolution submitted which, taken as a whole, has as its purpose  
2329 the making of a statement of social concern or principle shall be  
2330 deemed to be a Study/Action Issue for Social Justice.

2331 A Study/Action Issue for Social Justice or a UUA Statement of  
2332 Conscience appearing on the Final Agenda shall not be amended so  
2333 as to become a Business Resolution.

2334 **Rule G-4.18.3. Congregational Poll.**

2335 At the time of the mailing of the Tentative Agenda, each certified  
2336 member congregation shall be requested to report by February 1, on  
2337 a form provided, whether it recommends or does not recommend for  
2338 action by the General Assembly the Business Resolutions, proposed  
2339 Congregational Study/Action Issues in the first Cycle year and draft  
2340 UUA Statements of Conscience in the Fourth Cycle year, or any

2341 additional years thereto pursuant to Section 4.12(d)(2) appearing on  
2342 the Tentative Agenda, including the alternative versions of Business  
2343 Resolutions (if any) submitted by the Board of Trustees. The  
2344 recommendation with respect to each proposed resolution or issue  
2345 must be certified by the minister, clerk or president of that  
2346 congregation as being within the procedures of that congregation.  
2347 Only a Business Resolution which a majority of the congregations  
2348 voting on the resolution recommends for the action shall be eligible to  
2349 be included on the Final Agenda from the Congregational Poll. If  
2350 there is more than one version of a Business Resolution on the  
2351 Tentative Agenda, the subject of the resolution shall be considered a  
2352 single item on the Tentative Agenda and the Congregational Poll. All  
2353 versions shall be listed consecutively within that item. An aye vote  
2354 by a congregation for one or more versions shall be counted an aye  
2355 vote for inclusion of a resolution on the subject in the Final Agenda. If  
2356 support for the subject matter of the resolution is sufficient to make it  
2357 eligible for inclusion on the Final Agenda, the version that receives  
2358 the highest number of votes by the participating congregations shall  
2359 be the one eligible for inclusion on the Final Agenda. From the  
2360 Business Resolutions eligible from the Congregational Poll, the Board  
2361 of Trustees shall include on the Final Agenda not more than the eight  
2362 Business Resolutions receiving the highest number of  
2363 "recommended for action" votes on the Congregational Poll. The  
2364 Board of Trustees may also include on the Final Agenda alternative  
2365 versions of Business Resolutions which are germane to those  
2366 selected through the Congregational Poll. In the first Cycle year, the  
2367 Board of Trustees also shall include on the Final Agenda not more  
2368 than the five proposed Congregational Study/Action Issues receiving  
2369 a majority of votes and the highest number of "recommended for  
2370 action" votes on the Congregational Directives for General Assembly  
2371 Action, provided that at least twenty-five percent (25%) of the  
2372 congregations participated in the ballot vote for such proposed  
2373 Congregational Study/Action Issues. If the number of proposed  
2374 Congregational Study/Action Issues recommended for action in the  
2375 Congregational Poll exceeds five and there is more than one such  
2376 issue in fifth position as a result of a tie vote, all issues in fifth position  
2377 shall be referred to the Final Agenda by the Commission on Social  
2378 Witness. In the fourth Cycle year, or any additional years thereto  
2379 pursuant to Section 4.12(d)(2), the Board of Trustees shall further  
2380 include on the Final Agenda a proposed UUA Statement of  
2381 Conscience, provided that at least twenty-five percent (25%) of the  
2382 congregations participated in the ballot vote for such draft UUA  
2383 Statement of Conscience. A report of the vote by which each  
2384 resolution on the Tentative Agenda was or was not "recommended  
2385 for action" shall be included on the Final Agenda. All Business  
2386 Resolutions that are included on the Final Agenda shall be discussed  
2387 during the General Assembly in a mini-assembly.

2388 **Rule 4.18.4. Matters Submitted by Districts**

2389 In the event that a proposed amendment to a Rule or to a Business  
2390 Resolution that was submitted by a district is to be considered at a  
2391 General Assembly, the district that submitted the proposed  
2392 amendment or resolution may, in accordance with its own  
2393 procedures, designate a representative to speak in support of the  
2394 amendment or resolution at the General Assembly. The  
2395 representative must be provided by the district with a certification of  
2396 the representative's appointment signed by an officer of the district.

2397 **Section 4.19. Rules of Procedure.**

2398 **Rule G-4.19.1. Adoption of Rules of Procedure.**

2399 The Board of Trustees shall offer rules of procedure for adoption at  
2400 the first session of each General Assembly.

2401 **RULE V Committees of the Association**

2402 No existing rules applicable to Article V.

2403 **RULE VI Board of Trustees**

2404 **Section 6.4. Election of Trustees.**

2405 **Rule 6.4.1. Division of Districts for Election Purposes.**

2406 The Trustees representing districts are divided into the following two  
2407 groups:

2408	GROUP A	GROUP B
2409	Clara Barton	Ballou Channing
2410	Florida	Central Midwest
2411	Mid-South	Heartland
2412	Mountain Desert	Joseph Priestley
2413	Ohio Meadville	Massachusetts Bay
2414	Pacific Northwest	Metropolitan New York
2415	Pacific Southwest	Northern New England
2416	Southwest	Pacific Central
2417	St. Lawrence	Prairie Star
2418		Southeast

2419 **Rule 6.6. Qualification of Trustees.**

2420 **Rule 6.6.1. Multiple Memberships.**

2421 For purposes of applying the Bylaw provision that no more than one  
2422 trustee shall be a member of the same member congregation, a  
2423 person holding membership in more than one member congregation  
2424 shall be treated as being a member only of that member  
2425 congregation whose services such person most regularly attends.  
2426 The Secretary shall make any determinations required by this rule,  
2427 subject to appeal to the Board of Trustees, with the affected trustee  
2428 or trustees not voting.

2429 **Rule 6.6.2. Implementation of Section 6.6.**

2430 If at the close of a General Assembly election, the results are such  
2431 that, except for the provisions of Section 6.6, more than one person  
2432 from the same congregation would serve at the same time on the  
2433 Board of Trustees,

2434 (a) if the conflict arises solely from the election just held, the  
2435 Secretary of the Association shall thereupon declare that the  
2436 persons so elected are disqualified and that the offices to which  
2437 they have been so elected are vacant and are to be filled as  
2438 provided in the Bylaws.

2439 (b) if the conflict arises because one person from a congregation is  
2440 already serving on the Board of Trustees and another person  
2441 from that congregation has just been so elected, the Secretary  
2442 of the Association shall declare that the person just elected is  
2443 disqualified and the office to which such person has been  
2444 elected is vacant and that the vacancy is to be filled as  
2445 provided in the Bylaws.

2446 **RULE VII Committees of the Board of Trustees**

2447 No existing rules applicable to Article VII.

2448 **RULE VIII Officers of the Association**

2449 **Section 8.1. Officers Enumerated.**

2450 **Rule 8.1.1. Officers Enumerated.**

2451 The appointed salaried officers of the Association shall include an  
2452 Executive Vice President.

2453 **Section 8.11. Executive Vice President.**

2454 **Rule 8.11.1. Executive Vice President.**

2455 The Executive Vice President shall have responsibility under the  
2456 President for the administrative affairs of the Association and shall  
2457 perform such other duties as may be assigned to such officer.

2458 **Section 8.17. Other Appointed Officers.**

2459 **Rule 8.17. Other Appointed Officers.**

2460 The members serving without pay on the Ministerial Fellowship  
2461 Committee, Finance Committee, and Investment Committees are  
2462 designated as officers of the Association for the purposes, only, of  
2463 carrying out their duties as members of such committees. The  
2464 powers and duties of such members are as defined in the Bylaws,  
2465 Rules, and Policies adopted by the Board of Trustees.

2466 **RULE IX Nominations and Elections**

2467 **Section 9.4. Nomination by Nominating Committee.**

2468 **Rule G-9.4.1. Report of the Nominating Committee.**

2469 (a) Any person who applies to the Nominating Committee for  
2470 nomination for the position of Financial Advisor or trustee shall  
2471 submit by the application deadline a one-page statement of  
2472 qualifications.

2473 (b) The report of the Nominating Committee required by Section  
2474 9.4(d) may be mailed to certified member congregations,  
2475 associate member organizations, and trustees either  
2476 electronically or in hard copy. The report shall promptly be  
2477 posted on the Association's website. The report shall include  
2478 the statement of qualifications submitted by each nominee for  
2479 Financial Advisor or trustee.

2480 **Section 9.11. Counting of Ballots.**

2481 **Rule G-9.11.1. Tie Vote-Elected Committee Position.**

2482 If a tie vote occurs in filling an elected committee position when only  
2483 one person is to be elected, or occurs in filling a slate when the slate  
2484 cannot be completed without resolving the tie, then as soon as  
2485 possible before the final adjournment of the General Assembly  
2486 involved, additional ballots shall be cast by those present and entitled  
2487 to vote, except that initially the Moderator shall not vote. The  
2488 additional ballots shall contain only the names of the candidates who  
2489 are tied. These ballots shall be counted along with a recounting of  
2490 the ballots cast for the tied candidates by absentee ballots, and the  
2491 result of the foregoing procedures shall determine the election, unless  
2492 there is still a tie, in which case the Moderator shall then cast a ballot  
2493 to resolve it.

2494 **Rule G-9.11.2. Tie Vote-Moderator.**

2495 If the tie involves the election of a Moderator, the proceedings to  
2496 resolve the tie shall be presided over by the Secretary of the  
2497 Association who, in all matters involving the resolutions of the tie,  
2498 shall have the rights and duties of the Moderator.

2499 **Rule G-9.11.3. Tie Vote-President, Moderator, Financial  
2500 Advisor, or Trustee.**

2501 If, in the election of a President, Moderator, Financial Advisor, or  
2502 Trustee, in any particular counting of the preferential ballots, including  
2503 absentee ballots, there is a tie vote among candidates having the  
2504 least number of votes, then each such tied candidate shall be  
2505 eliminated, and in the next counting, the ballots accumulated for said  
2506 candidate shall be redistributed among the remaining candidates on  
2507 the basis of the highest effective preferences marked on all the  
2508 ballots that have been cast. However, if in this process, such  
2509 elimination leaves only a single candidate who in that counting still  
2510 does not have a majority of the counted votes, or if only two

2511 candidates remain in the contest and they are tied, then there shall  
2512 be as many run-off election procedures, conducted under the  
2513 provision of Rule G-9.11.1, as are necessary to result in the election  
2514 of a President, Moderator, Financial Advisor, or Trustee by at least a  
2515 majority of the votes cast.

#### 2516 **Section 9.13. Rules for Nominations and Elections.**

##### 2517 **Rule G-9.13.1. Preparation and Mailing of Ballot.**

2518 Unless no ballot is required according to Section 9.9(a), prior to each  
2519 regular General Assembly at which an election is to be held, the  
2520 Secretary shall prepare ballots upon which shall appear the names of  
2521 all persons who have been nominated for office in accordance with  
2522 these Bylaws. One such ballot shall be sent with each credential  
2523 card issued by the Secretary.

##### 2524 **Rule G-9.13.2. Order of Names on Ballot.**

2525 On all ballots used in elections held by the Association, the order of  
2526 names shall be determined by the drawing of lots done by the  
2527 Secretary and witnessed by two other persons; provided, however,  
2528 that the order of names for elections to the Board of Trustees, other  
2529 than Youth trustee, shall be by Board position number first, and then  
2530 as determined above. The Secretary shall certify the results of the  
2531 drawing of lots, the certificate shall be attested by the witnesses, and  
2532 the certificate shall be filed in the Secretary's office. This Rule shall  
2533 be printed on all official ballots or on the instructions accompanying  
2534 them.

##### 2535 **Rule G-9.13.3. Write-ins Prohibited.**

2536 In any election, the use of stickers or the writing in of the name of any  
2537 person on a ballot shall not be permitted and no vote so attempted  
2538 shall be counted.

##### 2539 **Rule G-9.13.4. Absentee Ballots.**

2540 A mailed absentee ballot shall be counted only if accompanied by the  
2541 signed and certified ballot stub of the credential card of the person  
2542 casting the ballot. An electronic absentee ballot shall be counted only  
2543 if the delegate has complied with established secure voting protocols.

##### 2544 **Rule G-9.13.5. Balloting at General Assembly.**

2545 A person shall be qualified to cast a ballot at General Assembly only  
2546 if that person presents to the Secretary of the Association or those  
2547 employed by them a properly certified ballot stub plus a badge issued  
2548 to that person and containing the same name as the name on the  
2549 ballot stub. An electronic ballot shall be counted only if the delegate  
2550 has complied with established secure voting protocols.

##### 2551 **Rule G-9.13.6. Campaigns for Elective Office.**

2552 Each candidate for an at-large elective position may submit to the  
2553 Association a campaign statement. The Association will post  
2554 electronically the statements of all candidates. Notice of the posting  
2555 shall be distributed to the congregations with the absentee ballots and  
2556 electronically, and to the delegates as a part of the final agenda.

##### 2557 **Rule G-9.13.7. Length of Campaigns for President and 2558 Moderator.**

2559 (a) Campaigns for President and Moderator may appropriately  
2560 begin with small campaign committee organizational meetings  
2561 and mass mailing letters no earlier than November 1 of the  
2562 second year preceding the election.

2563 (b) Active campaigning and solicitation of endorsements shall not  
2564 begin prior to January 1 of the year preceding these elections.

2565 (c) No electioneering (defined as publicly announced meetings,  
2566 rallies or exploratory events) of any sort shall occur at the  
2567 General Assembly two years preceding the elections for  
2568 President and Moderator. Private meetings about campaign  
2569 organization that take place outside of General Assembly-  
2570 booked meeting spaces are permissible.

##### 2571 **Rule G-9.13.8 Campaign Finances Disclosures and 2572 Limitations.**

2573 Candidates for UUA President are limited to spending no more than  
2574 \$100,000 on their campaign for election. No single donor, including  
2575 the candidate themselves and any organization or group, may  
2576 contribute more than \$5,000 in total, to a presidential campaign. In-  
2577 kind donations of greater than \$500 equivalent cash value are  
2578 reportable, but do not count against these totals.

2579 All candidates for at-large elective positions shall keep detailed and  
2580 accurate records of:

2581 (a) their campaign expenses (stated in United States dollars) by  
2582 categories of travel, postage, telephone, printing and other  
2583 such categories as seem appropriate; and

2584 (b) the number of contributors to their campaigns, including the  
2585 number of contributors in each of the following categories:

2586 (1) under \$50.00;

2587 (2) \$50.00 to \$250.00;

2588 (3) \$251.00 to \$1,000.00;

2589 (4) over \$1,000; and

2590 (5) In-kind donations with an equivalent cash value of \$500  
2591 or more.

2592 No candidate for any elective position shall solicit or knowingly  
2593 accept any contribution that is given through a tax-exempt entity with  
2594 the purpose of conferring tax-exempt status to the contribution to  
2595 which it would not otherwise be entitled. Such exempt entities  
2596 include but are not limited to member congregations, associate  
2597 member organizations and independent UUA affiliates.

2598 The names of contributors shall be disclosed. Each such report shall  
2599 identify by name any member congregation, associate member  
2600 organization or independent affiliate of the Association and any other  
2601 tax exempt organization (including specifically, but without limitation  
2602 to, any minister's discretionary fund or similar account) that has made  
2603 any contribution to the campaign and shall state the amount of each  
2604 such contribution. Such reports shall be filed with the Secretary of  
2605 the Association. A preliminary report shall be due at the close of the  
2606 first day of the regular General Assembly at which the election  
2607 occurs. A final report shall be due 60 days thereafter. The Secretary  
2608 shall, upon written request from a member of a member  
2609 congregation, furnish such information from these reports as  
2610 requested. These reports shall be made available for inspection by  
2611 any member of a member congregation at the principal offices of the  
2612 Association and shall be brought by the Secretary to the next General  
2613 Assembly and made available for inspection there by any delegate.

##### 2614 **Rule G-9.13.9. Separation of Campaigns from Conduct 2615 of Official Business.**

2616 (a) When running for office, candidates shall be prohibited from  
2617 engaging in any electioneering or campaigning during the  
2618 conduct of official business of the Unitarian Universalist  
2619 Association.

2620 (b) Financial accounting and bookkeeping procedures shall be  
2621 established which make it explicit that no monies of the  
2622 Association were used in the financing of a candidate's  
2623 campaigning or electioneering activities.

##### 2624 **Rule G-9.13.10 Election Campaign Practices 2625 Committee.**

2626 (a) An Election Campaign Practices Committee is hereby  
2627 established and shall consist of three persons to be appointed  
2628 by the Board of Trustees for a term of two years each, and the  
2629 Secretary, ex-officio, without vote. The Board shall designate  
2630 one of the appointed members to chair the Committee. The  
2631 appointed members' terms shall begin at the close of General

2632 Assembly in odd-numbered years. The Board may appoint an  
2633 individual to fill a vacancy in membership of the Committee;  
2634 persons appointed to fill a vacancy shall serve the balance of  
2635 the vacating member's term. Persons appointed to the  
2636 Committee shall remain neutral in elections held while they are  
2637 serving and shall not engage in electioneering. Persons who  
2638 seek nomination pursuant to Bylaw Sections 9.4, 9.5, or 9.6  
2639 are ineligible to serve on the Committee once they begin  
2640 seeking nomination, and shall be deemed to have resigned  
2641 from the Committee effective upon seeking nomination if they  
2642 are then serving.

2643 (b) The duties of the Election Campaign Practices Committee shall  
2644 be:

2645 (1) to distribute the campaign practices guidelines and  
2646 financial disclosure rules to candidates for at-large  
2647 elective positions not later than thirty days after  
2648 nomination by the nominating committee or receipt of  
2649 petition;

2650 (2) to receive and consider written complaints of alleged  
2651 violations of such guidelines or rules; if the committee  
2652 finds probable cause to establish that a violation exists,  
2653 to notify a candidate or a number of candidates how they  
2654 may voluntarily comply with guidelines or rules and how  
2655 long they have to do so; to attempt to mediate disputes  
2656 arising from such complaints; and, if no satisfactory  
2657 resolution of a complaint is achieved, to adjudicate the  
2658 dispute and report the adjudication in writing to the  
2659 candidates affected;

2660 (3) to hold such hearings as may, at the Committee's  
2661 discretion, be necessary or desirable to carry out the  
2662 intent of subsection 2 above; and

2663 (4) to report on its activities and any recommendations it  
2664 may have to the Board of Trustees at its October  
2665 meeting following the elections.

2666 (c) If compliance to an adjudicated decision is not implemented by  
2667 the stated deadline, the Committee is authorized to block or  
2668 remove Association-subsidized privileges from the candidate's  
2669 campaign.

2670 Candidates adjudicated to be in serious violation of Rule G-9.13.6(c)  
2671 may have their names removed from the ballot. Any such action  
2672 pursuant to rule G-9.13.10(c) shall be reported to the Board and to  
2673 the General Assembly. Such adjudication by the ECPC would be  
2674 subject to automatic review by the Board Executive Committee  
2675 according to the provisions of Rule G-9.13.10(d).

2676 (d) Any candidate aggrieved by the Committee's adjudication may,  
2677 within ten days of the mailing of the adjudication, appeal in  
2678 writing to the Executive Committee of the Board of Trustees,  
2679 which shall have exclusive jurisdiction to hear and determine  
2680 such an appeal. The Executive Committee shall report its  
2681 decision on the appeal in writing to the affected candidates as  
2682 expeditiously as feasible. The Executive Committee of the  
2683 Board of Trustees is authorized to issue any order or ruling it  
2684 deems appropriate in connection with such a decision.

2685 (e) Any member of the Executive Committee of the Board of  
2686 Trustees who is a candidate for UUA elective office shall not  
2687 participate in any manner in the determination of any appeal  
2688 from an adjudication of the Election Campaign Practices  
2689 Committee.

## 2690 **RULE X Finance and Contracts**

### 2691 **Section 10.1. Annual Budget.**

#### 2692 **Rule G-10.1.1 Presentation of Association Budget.**

2693 At each regular General Assembly the Board of Trustees shall  
2694 present budgets for both the Current Fiscal Year and the Succeeding  
2695 Fiscal Year. Current Fiscal Year means the fiscal year of the  
2696 Association which has just begun or which is about to begin at the  
2697 time when the Assembly is held. Succeeding Fiscal Year means the  
2698 year following the Current Fiscal Year.

#### 2699 **Rule G-10.1.2. Expense Categories.**

2700 (a) Expense estimates in budgets presented by the Board shall be  
2701 broken down by major categories or functions in such manner  
2702 as the Board shall determine.

2703 (b) The Current Fiscal Year budget shall contain a separate  
2704 expense category provision for contingencies, the amount of  
2705 which shall be a minimum of 3% of the total of all unrestricted  
2706 expense categories, exclusive of the provision for  
2707 contingencies.

#### 2708 **Rule G-10.1.3. Estimated Income.**

2709 Income amounts in the budget for the Current Fiscal Year shall  
2710 represent the Board's best estimates of income from all sources.  
2711 Income from the Annual Fund as so estimated shall be an amount  
2712 which is not more than 7 percent greater than the actual Annual Fund  
2713 income of the fiscal year preceding the Current Fiscal Year. In the  
2714 budget for the Succeeding Fiscal Year, income from the Annual Fund  
2715 shall be estimated at an amount which represents the Board's best  
2716 estimate of the achievable results for such year.

#### 2717 **Rule G-10.1.4. Procedures for Budget Consideration.**

2718 Any action by a General Assembly with respect to budgets shall be  
2719 taken under the following procedure:

2720 (a) A budget hearing shall be held as part of the General Assembly  
2721 program at a time when the Assembly is not in formal business  
2722 session.

2723 (b) Main motions concerning budgets which are to be made in a  
2724 formal business session shall be filed in writing with a person  
2725 or persons designated by the Moderator as early as possible  
2726 prior to or during the General Assembly but in any event on or  
2727 before the day prior to the Business Session at which the  
2728 proposed motion will be in order for adoption. The Moderator  
2729 shall take such steps as the Moderator considers practical to  
2730 advise delegates and other persons or bodies as early as  
2731 possible, preferably in writing, of the contents of the motions so  
2732 filed.

2733 (c) Any action with respect to the budget for the Current Fiscal  
2734 Year calling for increased spending in any category shall  
2735 provide for equivalent reductions in other categories of  
2736 spending and specify the categories in which such reductions  
2737 are to be made.

2738 (d) No action may be taken with respect to the Current Fiscal Year  
2739 budget which shall be inconsistent with either Rule G-10.1.2(b)  
2740 or G-10.1.3.

#### 2741 **Rule G-10.1.5. Board of Trustees Report.**

2742 At each General Assembly the Board of Trustees shall make an  
2743 accounting of its actions taken since the preceding General  
2744 Assembly with respect to any budget votes of the preceding General  
2745 Assembly.

2746 **Section 10.8. Contracts and Securities.**

2747 **Rule 10.8.1. Contracts and Securities.**

2748 The Executive Vice President may sign and attest deeds, mortgages,  
2749 contracts, and other documents to which the Association is a party.

2750

**RULE XI Ministry**

2751 **Section 11.2. Ministerial Fellowship Committee.**

2752 **Rule 11.2. Ministerial Fellowship Committee.**

2753 The rules of the Ministerial Fellowship Committee are printed  
2754 separately and are available on request.

2755 **Section 11.8 Procedure on Appeal.**

2756 **Rule 11.8. Procedure on Appeal.**

2757 The rules of the Ministerial Fellowship Board of Review are available  
2758 on request.

2759 **RULE XII Religious Education Credentialing**

2760 **RULE XIII Regional Organizations**

2761 **Section C-13.2. Establishment.**

2762 **Rule G-13.2.1. Establishing Districts or Regions.**

2763 (a) Authority to recognize a new district or region as a unit of the  
2764 UUA, or to remove that recognition, shall reside with the  
2765 General Assembly; provided, however, that a district or region  
2766 may request that the UUA cease to recognize it without  
2767 approval from the General Assembly. The UUA Secretary  
2768 shall maintain a current list of the districts and regions of the  
2769 UUA as recognized by the General Assembly.

2770 (b) Each district or region shall be composed of the congregations  
2771 assigned to that district or region by the Board of Trustees

2772 (c) The boundaries of each district or region encompass the areas  
2773 served by its member congregations.

2774 (d) Upon application to the Board of Trustees and after notice and  
2775 an opportunity to be heard is afforded the affected districts or  
2776 regions, a congregation may change its district or regional  
2777 membership with approval of the Board of Trustees.

2778 (e) The Map of Districts and Regions published on the UUA  
2779 Website contains boundaries that are an approximation only of  
2780 the boundary lines determined pursuant to subparagraph (c)  
2781 above and are intended primarily as a guide for the newly  
2782 admitted congregation in determining its membership.

2783 (f) Transition Provision. The amendments to Rule G-13.2.1  
2784 deleting the Central Midwest, Heartland, and Prairie Star  
2785 Districts shall not become effective until those Districts  
2786 dissolve. This transition provision shall automatically be  
2787 deleted from the bylaws following the first regular General  
2788 Assembly occurring after all of those districts have dissolved.

2789

2790 **RULE XIV Rules**

2791 **Section 14.4. Miscellaneous Rules.**

2792 **Rule G-14.4.1. Performance of Acts.**

2793 When the last day for the performance of any act required under the  
2794 Bylaws or Rules falls on a Saturday, Sunday, or a day which is a  
2795 legal holiday in the place where the act is to be performed, the act  
2796 may be performed on the next succeeding business day.

2797 **Rule G-14.4.2. Receipt of Documents.**

2798 When any ballot, petition, notice, document, or material of any kind  
2799 whatsoever is required to be filed with, delivered to, or received by  
2800 the Association or an officer, board, committee, or agent thereof on or  
2801 before a certain day, the same shall be considered to have been so  
2802 filed, delivered, or received only if it is postmarked seven days prior  
2803 to said certain day or actually received at the office of the Association  
2804 at 25 Beacon Street, Boston, Massachusetts 02108, on an earlier  
2805 day or not later than 5:00 p.m. on said certain day.

2806

**RULE XV Amendments**

2807 **Section 15.2. Submission of Proposed Amendments.**

2808 **Rule G-15.2.1. Form of Submission.**

2809 A proposed amendment to the Bylaws submitted by certified member  
2810 congregations or a district must include:

2811 (a) the Article and Section which it is proposed to amend or repeal;

2812 (b) a concise summary of the principal arguments on which the  
2813 proponents rely; and

2814 (c) other Articles (or Sections) or "G" Rules affected by the  
2815 proposed amendment and proposed text of any necessary  
2816 conforming amendments and "G" Rules.

2817 PRINTED IN THE U.S.A.

2818 Unitarian Universalist Association was given corporate status in May  
2819 1961 under special acts of legislature of The Commonwealth of  
2820 Massachusetts and the State of New York. See Chapter 148 of the  
2821 acts of 1960 of the Massachusetts legislature and Chapter 827 of the  
2822 Acts of 1960 of the New York legislature. Copies of said Acts are  
2823 attached to the minutes of the organizing meeting of the Association  
2824 held in Boston, Massachusetts, in May 1961 and also are printed in  
2825 the 1961-62 Directory of the Association.