

*Sierra Foothills Unitarian Universalists*  
Auburn, California

**BYLAWS**

**ARTICLE I. NAME**

The name of this religious Congregation shall be Sierra Foothills Unitarian Universalists, hereafter SFUU or Congregation.

**ARTICLE II. PURPOSE**

The purpose of this religious Congregation is to be a place where people can develop spiritually, engage in a responsible search for truth and meaning, and deepen in relationships. We are called to build beloved community, in church and beyond, that respects diversities as we nourish the spirit, care for the Earth, and inspire faithful acts of peace and justice.

**ARTICLE III. DENOMINATIONAL AFFILIATION**

This Congregation shall be a member of the Unitarian Universalist Association (UUA), and of the Pacific Western Region (PWR) and Pacific Central District (PCD) of the Association, or their successors. We affirm congregational polity and autonomy, and the democratic process in our congregations and the UUA. It is the intention of this Congregation to make annual financial contributions consistent with Fair Share guidelines of the Association.

**ARTICLE IV. NON-DISCRIMINATION**

The Congregation affirms and promotes the full participation of people in our activities and endeavors including in membership, programming, and the calling or hiring of religious professionals and other staff, regardless of age, ethnicity, race, affectional or sexual orientation, sex or gender identity/expression, disability, socio-economic status, or national origin.

**ARTICLE V. MEMBERSHIP REQUIREMENTS**

Membership in the Congregation is open to any person who is in sympathy with the purposes in Article II, and who desires to participate in the Congregation. Membership is open to all qualified persons at least sixteen years of age. Members should understand the history and the current situation of the Unitarian Universalist movement.

### A. Conditions of Membership

1. A person may become a member of SFUU by attending an orientation or other designated “Path to Membership” activity led by the Membership Committee and/or Minister(s); meeting with the Minister(s) (or Board President, in the absence of a Minister); and signing the SFUU Membership Book.
2. To have all the rights of membership, including voting, one must make a financial contribution of record on an annual basis to the General Fund, or request an annual financial hardship waiver from the Minister(s) (or Board President, in the absence of a Minister).
3. Be willing to make a commitment of time and talent to the Congregation.
4. Review the rights and responsibilities of membership (including the congregational commitment to peacemaking) with the Minister(s) (or Board President, in the absence of a Minister) and/or the Membership Committee, sign the membership book and receive membership information.

### B. Member Status

#### 1. Inactive Member:

A member who has not made a financial contribution of record to the General Fund of the Congregation within the prior 12 months may be placed on the inactive membership roll. An Inactive Member is a non-voting member.

#### 2. Termination of Membership:

A person will be removed from membership through that person’s written request. When the member has died, moved away or cannot be located, the Minister(s) or Board President, in conjunction with the Membership Committee can terminate membership. When a person does not meet our membership criteria, their membership may be terminated through the action of the Board of Trustees. Membership may also be terminated through the process described in the Disruptive Behavior Policy.

### C. Friends of SFUU

A person who wishes to have a stated relationship with SFUU without the rights or responsibilities of membership can choose to be listed as a Friend.

## ARTICLE VI. CONGREGATIONAL MEETINGS

### A. Time and Place of Meetings

Congregational Meetings shall be held at a time and place designated by the Board of Trustees.

## B. Annual Congregational Meeting

The Annual Congregational Meeting shall be held in the final quarter of each fiscal year, at such time and place as determined by the Congregation's Board of Trustees. The agenda for the Annual Congregational Meeting shall include adoption of an annual budget, election to fill vacancies on the Board of Trustees and Nominating Committee, and other business as appropriate.

## C. Special Congregational Meetings

1. Special Congregational Meetings may be called at the discretion of the Board of Trustees, in accordance with Section D.
2. Special Congregational Meetings may be called by twenty-five percent (25%) or more of the voting members in accordance with Section D.

## D. Notice of Congregational Meetings

### 1. Time and Manner of Notice:

Whenever members are required or permitted to take action at a Meeting, a written notice of the Meeting shall be given by the Secretary not less than twenty (20) days before the date of the Meeting to each member who is entitled to vote. Timely notice will be given in the regularly used communication channels.

### 2. Contents of Notice:

Notice of a Congregational Meeting shall state the place, date, and time of the Meeting. All business to be transacted at the Meeting shall be specified in the notice of the Meeting. The notice of any Congregational Meeting at which Officers and Trustees are to be elected shall include the names of all those who are nominees at the time notice is given to members.

### 3. Notice of Meetings Called by Members:

If a special Meeting is called by members as authorized in these bylaws, the request for the Meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by certified mail to the President, Vice President, or Secretary of the Congregation. The date for such Meeting shall be fixed by the Board and shall not be less than thirty (30) nor more than sixty (60) days after the receipt of the request for the Meeting by the Officer.

## E. Quorum for Congregational Meetings

1. A quorum shall be determined by the physical presence of one-third (1/3) of the voting members. The members present at a duly called and held Meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the Meeting due to a withdrawal of members from the Meeting, provided that

any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

2. The encumbrance, purchase, sale or transfer of any real property of the Congregation shall be authorized only upon the two-thirds (2/3) vote of those present at which a quorum of fifty-one percent (51%) of the Voting Members shall be required.

3. In the absence of a quorum, information may be shared, although official business requiring voting will not be conducted. A new Meeting date and time may be announced, waiving notice requirements, and the current Meeting may be adjourned at this time.

#### F. Voting

1. Guided by our mission and our commitment to non-violent communication, we encourage discussion in our decision-making process. Decisions shall be made by a simple majority of the voting members present or by proxy, at a duly held Meeting at which a quorum is present, unless the law or these bylaws require a greater number.

2. In the event that there are more nominees than there are positions, voters can only cast one vote per position. The candidates for Trustee-at-Large receiving the highest number of votes up to the number of positions for Trustee-at-Large shall be elected.

#### G. Voting Members

Only active members may vote. Members are eligible to vote 30 days after becoming members.

#### H. Proxy Voting

Voting by proxy shall be permitted, but will not count towards quorum. A proxy letter signed by the absent member may authorize another member of the Congregation to vote on the absent member's behalf; the proxy letter shall be presented to the Chair of the Meeting at the opening of the Meeting. No member may vote more than two proxies per Meeting. A proxy is valid for one Meeting only. Proxy votes can be used on all matters other than Bylaws Amendments and calling or dismissing the Minister(s).

### **ARTICLE VII. BOARD OF TRUSTEES**

#### A. Membership of Board

1. The Board of Trustees shall consist of the President, Vice-President, Secretary, Financial Officer, and three Trustees-at-Large. They shall be active members of Sierra Foothills Unitarian Universalists. Elections are held at the Annual Congregational Meeting. All terms commence on July 1 of the year of the election.

2. When vacancies occur among the elected Board members, the Board shall appoint a replacement who shall serve until June 30, after the next Annual Congregational Meeting.
3. Regular Meetings of the Board of Trustees shall be held monthly at least ten times per year. The Board may schedule additional Meetings as required.

## B. Positions

### 1. President

(a) The President shall be elected for a one-year term. The President must have served on the Board of Trustees and may be elected to no more than two consecutive terms.

(b) The President shall, when possible, preside at Congregational and Board of Trustees Meetings; shall officially represent the Congregation at all appropriate occasions; shall provide leadership, in cooperation with the Board and the Minister(s), for lay functions of the Congregation and assume such other functions and responsibilities as directed by the Board of Trustees. The President shall coordinate with the Unitarian Universalist Association and related bodies on denominational matters.

### 2. Vice-President

(a) The Vice-President shall be elected for a one-year term and may be elected to no more than two consecutive terms.

(b) The Vice-President shall perform all functions of the President in the absence of the President or when so requested by the President, preside over the Committee Council, and assume such other functions and responsibilities as directed by the Board of Trustees. Upon the vacancy of the office of President during the term, the Vice-President will assume the office until such time as the Board of Trustees appoints a replacement for the remainder of the term.

### 3. Secretary

(a) The Secretary shall be elected for a one-year term and may be elected to no more than two consecutive terms.

(b) The Secretary shall give proper notice, and record all minutes of all Congregational and Board of Trustees Meetings, conduct correspondence related to Congregation business, and assume such other functions and responsibilities as directed by the Board of Trustees. The Secretary shall ensure all minutes are posted on the SFUU website and elsewhere as directed by the Board, within 15 days of Board approval.

#### 4. Financial Officer

(a) The Financial Officer shall be elected for a one-year term and may be elected to no more than two consecutive terms.

(b) The Financial Officer shall be liaison to and chair of the Finance Committee. Working closely with the Treasurer, the Financial Officer shall report to the Board of Trustees on a regular basis, and assume such other functions and responsibilities as directed by the Board of Trustees.

(c) If the Board determines that a review of the books and records should be conducted, the Financial Officer shall be responsible for such review. The review shall be made by a qualified person approved by the Board. The review shall ensure that adequate controls are in place and that receipts and disbursements are properly accounted for and that all financial activities comply with the Board's policies and directives.

#### 5. Trustees-at-Large

Three Trustees-at-Large shall be elected each for a two-year term, with two to be elected in odd number years and one to be elected in even number years. Trustees may be elected to no more than two consecutive two-year terms.

### C. Duties of the Board of Trustees

1. The Board of Trustees shall have general charge of the property of the Congregation and shall conduct all of its business affairs including oversight of its administration and establishment of operating policies.

2. The Board shall:

(a) Approve hiring recommendations for all employees of the Congregation, including Interim or other Contract Minister(s), and determine their compensation and benefits. Procedures for calling a Settled (or Called) Minister are designated in Article X.

(b) Approve and be responsible for the terms of a written agreement with all Minister(s). In coordination with the Minister(s), the Board shall approve and be responsible for all agreements with employees of the Congregation.

(c) Approve an annual budget for presentation at the Annual Congregational Meeting.

(d) Authorize expenditures of money not included in the approved annual budget.

(e) Establish policy for use of the facilities.

(f) Have the authority to appoint chairs to committees and form task forces in accordance with these Bylaws. Each Trustee shall be a liaison to one or more committees.

(g) Appoint and oversee the position of the Treasurer who shall serve as an *ex officio*, non-voting member of the Board of Trustees.

#### D. Treasurer

1. The Treasurer shall be responsible for the recording and posting of all books of account using generally accepted accounting principles, and for the retention and preservation of all vital documents affecting financial affairs.
2. The Treasurer shall prepare and file all necessary tax returns, prepare the preliminary annual operating and capital budgets, present the Congregation's financial position to the Board of Trustees at regularly occurring Board Meetings, assure timely deposit of revenues and payment of accounts payable, and provide direction and coordination of any bookkeeping, payroll and accounting firms employed by the Congregation.
3. The Treasurer shall be appointed annually and must be an active member.

#### E. Procedure for Meetings of the Board of Trustees

1. A quorum shall consist of four of the seven voting Trustees, unless attrition has left the Board with fewer than four Trustees, in which case a quorum shall be all of the remaining Board members.
2. Minutes of all Trustees Meetings shall be recorded and maintained as part of the Congregation's records and shall be open for inspection by any member of the Congregation.
3. Board Meetings are open to active members unless an executive session is called. The Board determines who is allowed to attend an executive session.

### ARTICLE VIII. COMMITTEES

#### A. Creation and Maintenance of Committees

A written description of the duties of each committee shall be maintained by the Board. All chairpersons shall be active members. The chairperson(s) shall meet on a regular basis in a Committee Council, presided over by the Vice-President.

**B. Limitations of Committees**

No committee may make public statements or act on behalf of the Congregation without Board and/or Congregation approval. To make public statements on behalf of SFUU, the SFUU Policy on Congregational Resolutions shall be followed.

**ARTICLE IX. NOMINATING COMMITTEE****A. Nominations to the Board:**

Nominations for election to the Board of Trustees shall be made by a five-member Nominating Committee.

**B. Constitution and Election of the Nominating Committee:**

One (1) Board member is appointed by the Board and shall serve as the Nominating Committee chairperson. Four (4) active members are elected to the Nominating Committee at the Annual Congregational Meeting on a staggered term basis.

**C. Term:**

To ensure continuity, members of the nominating committee shall serve two-year staggered terms. If any vacancy occurs on the committee between Congregational Meetings, the Board shall appoint a person from among the eligible voting members to fill the unexpired term of the position.

**D. Responsibilities:**

For each annual Board of Trustees election, the Nominating Committee shall submit one (1) or more nominees for each office to be filled, with the intention that the Board of Trustees represents the diversity of the Congregation's membership. All nominees shall be active members of the Congregation. A list of nominees shall be published with the notice of the Annual Congregational Meeting. Active members may also make nominations from the floor at the Annual Congregational Meeting, with the consent of the nominee(s).

**ARTICLE X. MINISTER(S)****A. Roles, Responsibilities and Qualifications of the Minister(s)**

1. The Minister(s) and the members of SFUU share the responsibility for the Congregation and its spiritual interests and activities. The Congregation looks to its Minister(s) for spiritual leadership, for assistance in setting and articulating its vision, and for accomplishing its goals by providing professional administration of the Congregation.



2. In collaboration with the Worship Committee, the Minister(s) will have overall responsibility for all services of worship conducted on SFUU premises. The Minister(s) will have responsibility for other religious rituals such as weddings, dedications, and memorials. The Congregation affirms the principles of Freedom of the Pulpit and Freedom of the Pews, in that any Minister has the right to express personal views and values when in the pulpit or through any other means of communication, and Congregational members reserve their rights to critical analysis and freedom of belief.
3. The Minister(s) shall provide pastoral care as needed.
4. The Minister(s) shall be encouraged to participate in those activities that enhance SFUU's presence in the community as a liberally religious, socially responsible organization and shall be encouraged to increase the Congregation's awareness of these outside activities.
5. The Minister(s) are *ex officio*, non-voting member(s) of the Board of Trustees and all committees, including the Nominating Committee, but not including a Ministerial Search Committee. The Minister(s) shall bring to the attention of the Board any matters that seem pertinent to the general welfare of the Congregation.
6. The Minister(s) shall supervise all SFUU staff and oversee their areas of responsibility. The Minister(s) are accountable to the Board and congregational membership for the overall ministry of the Congregation, including staffing as appropriate to meet the mission set forth by the Congregation, within the confines of SFUU's annual budget.
7. Minister(s) of this Congregation shall have earned, or are actively in the process of earning, Ministerial Fellowship with the UUA. Minister(s) shall remain in good standing throughout their service to the Congregation.

#### B. Ministerial Search Committee

1. In the event of a vacancy in the position of Minister, a Ministerial Search Committee (MSC), composed of active members of SFUU, may be established by the Board of Trustees for the purpose of identifying, screening and bringing to SFUU for consideration candidate(s) for the position of Minister(s), using the process promulgated by the UUA as a guideline.
2. Potential MSC members will be nominated by the Congregation; the pool of nominees will then be reviewed by the Board. The Board will select a slate of seven (7) members to be presented to and elected by the Congregation at a Special Congregational Meeting. If there is a later vacancy on the MSC, the Board may appoint a replacement.

### C. Process for Calling and Dismissing Ministers

#### 1. Type of Ministry:

The Board may, in consultation with the Congregation, decide what type of ministry to engage upon a vacancy. The calling procedure above shall be suspended in the event that the Board chooses to hire an Interim Minister, or the Congregation votes to participate in a special UUA program requiring that a professional leader be placed for a limited period of time.

#### 2. Covenant and Letter of Agreement:

The Board shall develop a Letter of Agreement, in accordance with UUA and UUMA recommendations, prior to a Congregational Meeting to Call Minister(s); furthermore, this agreement shall further be negotiated and agreed upon by the candidate for Minister and Board, prior to the Meeting to Call. The Board and Minister shall affirm the covenantal nature of the Minister's relationship to the Congregation. A Letter of Agreement for a Minister shall remain in effect for future Boards, unless there is a mutual decision between Board and Minister(s) to amend the Agreement. Terms of the agreement shall include appropriate compensation and benefits.

#### 3. Calling a Minister:

A Settled Minister (or Ministers) shall be called upon recommendation of the Ministerial Search Committee by a ninety percent (90%) majority of the active members of the Congregation present at any Meeting legally called for this purpose. Quorum for such a Meeting is to be constituted by forty percent (40%) of the active members.

#### 4. Dismissing a Minister:

A Minister's services may be terminated by a two-thirds (2/3) vote by secret ballot of those present and voting at a Special Meeting of the Congregation. Such a Meeting may be called by the Board or upon written petition of thirty (30) percent of the active members. Quorum and notice for such a Meeting shall be the same as for that in calling a Minister. If the Congregation votes to terminate the services of the Minister, three (3) months' notice shall be given, except if the Board and Minister mutually agree to a shorter period of time.

#### 5. Resignation of a Minister:

Should the Minister resign, three (3) months' notice must be given, except if the Board and Minister mutually agree to a shorter period of time.

**ARTICLE XI. FISCAL YEAR**

The fiscal year shall be July 1 – June 30.

**ARTICLE XII. RULES OF ORDER**

Robert's Rules of Order (current edition) shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of these Bylaws.

**ARTICLE XIII. DISSOLUTION**

Should this Congregation cease to function and the membership vote to disband, any assets of the Congregation will be transferred to the UUA for its general purposes. Such transfer shall be made in full compliance with all applicable laws.

**ARTICLE XIV. AMENDMENTS**

These Bylaws, so far as allowed by law, may be amended or replaced at any Congregational Meeting by a two-thirds (2/3) vote of the members attending if a quorum is present. Notice of any proposed change shall be contained in the notice of the Meeting.

– END –

**DATES OF REVISION OR AMENDMENT**

February 1996, February 1997, February 1999, November 1999, May 2000, October 2001, May 2010, October 2010, October 2011, January 2019.