UUCV BYLAWS

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BYLAWS OF
Unitarian Universalist Church of Vancouver

ARTICLE I. NAME
Since its founding in 1953, the name of this society has been the Michael Servetus Unitarian Universalist Fellowship, honoring the martyrdom of Michael Servetus in 1553. Effective June 14, 2009, its name shall be changed to the Unitarian Universalist Church of Vancouver.

ARTICLE II. PURPOSE
The purpose of this society is to nurture, affirm, and celebrate the individual's personal authority in matters of conscience and belief; to uphold the universal community of all people; to promote social justice; to provide opportunities for renewal of the inner self; and the follow the paths of truth and wisdom wherever they may lead.

ARTICLE III. MEMBERSHIP

Section 1. Membership Qualifications
Membership in this society is open to any person who:
   a) Is in accord with its purpose and program,
   b) Has attained the age of sixteen, and
   c) Makes an identifiable financial contribution each year, thus demonstrating an understanding of their role in the financial support of the Church’s programs and facilities.

It is further understood that all members should have an understanding of the history and the current situation of the UU movement. It is also understood that neither subscription to creed nor participation in ceremony is required to become a member of the Church, although we encourage agreement with the Principles and Purposes of the Unitarian Universalist Association.

To foster an atmosphere of shared ministry, all members are encouraged to volunteer their time and talents to sustain the Church and its mission.

Section 2. Privileges of Membership
Only members of the Church may vote in congregational meetings, serve on the Board of Trustees, and be listed on the UUA’s roster of members. Other privileges, such as child dedications, weddings, and memorial services and rental of the facilities may be available at no or reduced cost. Only members may chair standing committees unless the Board of Trustees waives this requirement.

Section 3. Membership Procedures
   a) Any qualified person may apply for membership by signing the Membership Book in the presence of the minister or a chairperson of the membership committee. Membership is confirmed upon acceptance by the Board of Trustees at a subsequent regular meeting, at which time the name is entered in the official records.
   b) Because members have special privileges and incur the special fixed costs of denominational dues, each year they are required to support the Church with an identifiable financial contribution sufficient to at least pay denominational dues. A waiver may be given by the
minister or president in the case of special circumstances, such as illness, financial hardship, or advanced age.

c) The Board of Trustees, with the assistance of the Treasurer and membership chairperson, shall review the membership roster, to be completed by December 31. Any member who has not made an identifiable financial contribution as described in Section 3b, or received a waiver within the previous or current fiscal year will be recommended to the Board for change in status from member to friend.

d) A person who has been removed for non-contribution may renew active membership through making a financial contribution as described in Section 3b, and affirming in writing to the Membership Committee chairperson his/her intent to resume active membership.

e) Members in good standing from the preceding calendar year will be reported to the Unitarian Universalist Association each year by January 31.

f) A current roster of members’ names shall be maintained and publicly posted.

Section 4. Withdrawal from Membership

a) Voluntary Withdrawal.

A member may request withdrawal from the Church at any time. It is preferred that such request be in writing to the Board of Trustees, Minister, or Membership Chair.

b) Withdrawal by Non-Contribution.

Each autumn members who have not made an identifiable financial contribution as described in Section 3b will be contacted, by telephone or mail or in person, to clarify their status. The Board shall review and approve names being transferred from member to friend or resigned status, as recommended by the membership chair, in consultation with the treasurer.

c) Withdrawal for Cause.

The Board of Trustees shall also have the power to cancel the membership of any person whose conduct the Board deems to constitute good cause for such cancellation; but such person shall be given reasonable notice of the proposed action, and the reasons therefore, and an opportunity to be heard by the Board prior to any cancellation. Any such cancellation may also be appealed to the members of the Church.

ARTICLE IV. WELCOMING CONGREGATION

We the members of Unitarian Universalist Church of Vancouver resolve for the Church never to discriminate against anyone, intentionally or unintentionally, on the basis of sex, age, race, religious background, disability, or economic or social status. In addition, we pledge that the Church is a Welcoming Congregation. As a Welcoming Congregation we affirm and promote full participation of persons in all our activities without regard to their race, color, gender, gender expression, physical ability, affectional or sexual orientation, age, or national origin. We do so in all activities, including membership, programming, hiring practices, and call of religious professionals. As a Welcoming Congregation we also pledge to actively promote ourselves to the community and to society as a place that gives and maintains a cordial welcome to all persons who are in accord with our purposes and program.

ARTICLE V. DENOMINATIONAL AFFILIATION

This society shall be a member of the Unitarian Universalist Association. It is the intention of this society to make annual financial contributions equal to its full fair share as determined by the Association. The Church may also be a member of any local and/or regional sub-organizations of the Unitarian Universalist Association upon approval by the Board of Trustees.
ARTICLE VI. BUSINESS MEETINGS

Section 1. Definitions
Meetings of the members of the Church for the transaction of business shall be known as Business Meetings, and shall be of four types: Annual, Budget, Election and Special.

Section 2. The Annual Meeting.
An Annual Business Meeting shall be held each year in the month of June, at a time and place to be selected by the Board of Trustees.

The agenda of the Annual Meeting shall include: 1) the presentation of an annual report by the Treasurer, 2) the installation of new members of the Board of Trustees, and 3) the installation of a new Nominating Committee. The agenda may also include reports from the other officers, committees, and organizations of the Church, and such other business as may be necessary.

Section 3. The Budget Meeting.
A Business Meeting for the purpose of considering a budget for the coming fiscal year shall be held each year at a time and place to be selected by the Board of Trustees.

Section 4. The Election Meeting.
An election Meeting shall be held each year in March or April. The agenda of the Election Meeting shall consist of 1) the election of new members of the Board of Trustees and officers of the congregation, 2) the election of a new Nominating Committee, and 3) such other business as the Board of Trustees may specify.

Section 5. Special Meetings.
Special Business Meetings may be called by the Board of Trustees, or shall be called by the Board upon receipt of a petition by at least ten percent of the membership. A petition for a Business Meeting shall be in writing, stating the principal items of business to be transacted.

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a) A Business Meeting called by the Board of Trustees shall be held at such time and place as shall be fixed by the Board of Trustees.

b) Business Meeting called by petition shall be held within thirty (30) days of the next meeting of the Board of Trustees subsequent to the delivery of the petition. Subject to this restriction, the Business Meeting shall be held at such time and place as shall be fixed by the Board of Trustees.

Section 6. Notice of Meetings
For each Business Meeting, the Board of Trustees shall issue written notice to the entire membership at least ten days prior to the scheduled date for the meeting. This notice shall include the place, time, date, and agenda of the meeting.

Section 7. Quorum
Except in those cases where the Bylaws specify otherwise, a quorum shall consist of twenty percent of the membership. No business of the Church, except motions to recess or adjourn, may be conducted in the absence of a quorum.
Section 8. Voting

a) Members may cast an absentee ballot in accord with guidelines established by the Board. Such
guidelines will be included with the notice of the congregational meeting. An absentee ballot shall
include all questions known at the time of the meeting notice and include a “Yes,” “No” or “Abstain”
option for each. Absentee votes on a question shall be counted when the presiding officer has
determined that a question being voted upon is substantively identical to the question on the absentee
ballot.

b) Proxy voting shall not be allowed.

c) Only members of the Church shall have the right to vote at Business Meetings.

d) Friends of the Church who are not members may not vote at Business Meetings, but shall be
welcome, and shall be given the courtesy of the floor.

e) Unless the Bylaws specify otherwise, a simple majority decides any question.

f) Any vote may be by secret ballot upon the request of any member.

ARTICLE VII. THE BOARD OF TRUSTEES

Section 1. Membership of the Board
There shall be a seven-member Board of Trustees. The Minister shall be an ex-officio member of the Board
without a vote.

Section 2. Nomination and Election of Board Members

a) New members of the Board of Trustees shall be elected at the Election Meeting from names
submitted by the Nominating Committee and nominations from the floor at the Election Meeting.

b) Only members of the Church shall be eligible for election to the Board of Trustees.

Section 3. Term of Office

a) The term of office shall be three years, with two, two, and three members elected in each of three
successive years. A member may serve a maximum of two consecutive terms. After an interval of
one year, a member may be elected to serve again.

b) All new Board members shall take office upon adjournment of the Annual Meeting at which they
were installed.

c) Vacancies on the Board shall be filled by election by the congregation from one or more nominees
submitted by the current Nominating Committee and/or nominations from the floor. The election
shall be held within three months after notification that a vacancy will occur. If a person is elected to
complete an unfinished term of less than one year, that person may then be elected to two terms.

Section 4. Duties and Powers of the Board

a) The Board of Trustees, consistent with the decisions of the general membership, shall have charge of
the property of the Church and the conduct of all its business affairs and the control of its
administration in all matters that are not specifically the responsibility of the President. In particular
the Board is responsible for the fiscal policy of the Church.

b) The Board is specifically authorized to make revision to the budget to meet unforeseen
circumstances within the following constraints:
i. Unless an emergency exists, no expenditure for an unbudgeted item exceeding five percent (but not more than ten percent) of the current budget shall be made without the prior approval of a majority of the members present at a Business Meeting of the Church. If the expenditure shall exceed ten percent of the current budget, a two-thirds vote of members present at a Business Meeting and a quorum consisting of forty percent of the membership shall be required.

ii. If the expenditure for an unbudgeted item is for an emergency requiring immediate action for the maintenance and operation of the Church, the Board may authorize the necessary expenditure, but shall then call a meeting of the Church as soon as possible for a vote of approval and payment.

**Section 5. Board Meetings**

The Board of Trustees shall meet regularly at such time and place as it may determine, but at least once every two months. Board meetings shall be announced in advance except in emergencies. Four members shall constitute a quorum for the transaction of business.

It is the intent of the Church to conduct its business in as open a manner as possible with the recognition that on rare occasions some items must be discussed in confidence. To that end, meetings of the Board of Trustees normally shall be open to members of the Church.

However, the Board of Trustees shall have the authority to determine that it is in the best interests of the Church that particular items of a confidential nature be considered in Executive Session. The Board may vote to enter into Executive Session, such vote being cast in an open meeting. All persons other than elected members of the Board of Trustees will be excluded from such Executive Session unless specifically invited to attend by a majority decision of Board members present at the meeting.

Executive sessions may only be called for the following subjects:

a) To discuss personnel matters including the following: review performance of employees, consider adverse personnel actions, or evaluate the qualifications of an applicant being considered for employment.

b) To meet with legal counsel regarding any matter relating to litigation or potential litigation to which the Church is or is likely to become a party.

c) To consider or evaluate contractual actions including real estate transactions where the public knowledge regarding the consideration would likely result in unfavorable negotiating conditions on behalf of the Church.

The Board of Trustees may take no formal action while in Executive Session.

**Section 6. Recall of Board Members**

Any member of the Board of Trustees may be removed from office by a two-thirds vote of members present at a Business Meeting of the Church, the pre-announced agenda of which contains such removal.

**ARTICLE VIII. OFFICERS OF THE CONGREGATION**

**Section 1. Election of President, Vice-President, and Secretary**

The elected officers of the Congregation shall be elected from among the membership of the Board of Trustees. They shall be President, Vice-President, and Secretary. They shall be elected for one-year terms at the Election Meeting after the election of the new Board, and shall take office upon adjournment of the Annual Meeting at which they were installed. The Nominating Committee shall prepare the slate. The duties
of these officers shall be:

a) **President.**

   The President supervises the administration of the Church and is the Church's primary lay representative for community, religious, and denominational affairs.

b) **Vice President.**

   The Vice President shall assist the President and perform the duties and exercise the powers of the President during the latter's absence or disability.

c) **Secretary.**

   The Secretary shall ensure that the proceedings of the Church are recorded, and that a roster of the members of the Church is maintained.

Section 2. Vacancies in the office of President, Vice-President, or Secretary

Vacancies from among the officers (President, Vice-President, and Secretary) shall be filled by election at a congregational Business Meeting from one or more nominees submitted by the current Nominating Committee and/or nominations from the floor. The officers of the Congregation shall be elected from among the membership of the Board of Trustees. The election shall be held within three months after notification that a vacancy will occur.

Section 3. Appointment of Treasurer

a) The Board shall appoint a Treasurer to serve for a one (1) year term, the term to begin on July 1 and end on June 30.

b) The Treasurer need not be a member of the Board, but must be a member of the Church.

c) Duties: The Treasurer shall, under the direction of the Board of Trustees, be responsible for the receipt, safekeeping and disbursements of all moneys and financial securities of the Church, and shall assure compliance with generally accepted accounting principles.

Section 4. Additional Power and Duties

The Board of Trustees may prescribe additional powers and duties for the above officers consistent with these Bylaws and with the nature of the office held.

**ARTICLE IX. PROGRAM/COMMITTEE STRUCTURE**

The Board of Trustees shall establish programs and committees that contribute to fulfillment of the Church's mission, and may revise the number, structure and content consistent with the Bylaws.

**ARTICLE X. STANDING COMMITTEES**

Section 1. Nominating Committee

a) This committee shall consist of five members of the Church. Three members shall be elected at the Election Meeting in the same manner as the Board of Trustees, serving staggered 3 year terms. One other member shall be a member of the Board of Trustees, designated by the Board for a one year term. The fifth member shall be a member of the Endowment Board of Trustees, designated by the Endowment Board for a one year term.
b) The Nominating Committee will function on a year-round basis to cultivate, nurture and select nominees for the UUCV Board of Trustees, the UUCV Endowment Board of Trustees and the Nominating Committee. It will make recommendations to the Board for vacancies on the Committee on Ministry.

c) The Nominating Committee will submit nominations to the Election Meeting for each vacant position of the Board of Trustees, each vacant position on the Endowment Board, and each elected position on the Nominating Committee, keeping in mind a balance that will fairly represent the membership of the Church. The committee's list of nominees shall be included in the official notice of the Election Meeting.

Section 2. Committee on Ministry

a) This committee shall be appointed by the Board of Trustees, in consultation with the Minister and the Nominating Committee. Members shall serve staggered terms.

b) The Committee on Ministry’s purpose is to promote the quality of the congregation’s ministry in light of its mission statement. Its work is directed by the Board of Trustees and it is directly responsible to the Board. It possesses no executive authority, but works through study, education, and counsel.

ARTICLE XI. MINISTERS

Section 1. Called Ministers

The Church may choose to call various ministers. Called ministers include Senior Ministers, Associate Ministers, Assistant Ministers, Ministers of Religious Education, Community Ministers, and Ministers Emeritus. The procedure for approving a call is shown in the table below:

<table>
<thead>
<tr>
<th>Type</th>
<th>Approving Body</th>
<th>Majority Required</th>
<th>Quorum Required</th>
<th>Qualifications</th>
</tr>
</thead>
<tbody>
<tr>
<td>Senior Minister</td>
<td>Business Meeting</td>
<td>2/3 (two-thirds)</td>
<td>40% of membership</td>
<td>In ministerial fellowship with the Unitarian Universalist Association, or ordination to ministry to UUCV as defined in Article XI, Section 7b.</td>
</tr>
<tr>
<td>Associate Minister</td>
<td>Business Meeting</td>
<td>Simple Majority</td>
<td>As specified in Article VI, Section 7 (Business Meetings)</td>
<td></td>
</tr>
<tr>
<td>Assistant Minister</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Minister of Religious</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Community Minister</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Minister Emeritus</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Section 2. Dismissing a Called Minister

A called minister may be dismissed by a majority vote of the members present at a congregational meeting called for that purpose, as shown on the table below:

<table>
<thead>
<tr>
<th>Type</th>
<th>Approving Body</th>
<th>Majority Required</th>
<th>Quorum Required</th>
</tr>
</thead>
<tbody>
<tr>
<td>Senior Minister</td>
<td>Business Meeting</td>
<td>Simple Majority</td>
<td>As specified in Article VI, Sec 7 (Business Meetings)</td>
</tr>
<tr>
<td>Associate Minister</td>
<td>Business Meeting</td>
<td>Simple Majority</td>
<td>As specified in Article VI, Sec 7 (Business Meetings)</td>
</tr>
<tr>
<td>Assistant Minister</td>
<td>Business Meeting</td>
<td>Simple Majority</td>
<td></td>
</tr>
<tr>
<td>Minister of Religious</td>
<td>Business Meeting</td>
<td>Simple Majority</td>
<td></td>
</tr>
<tr>
<td>Education Community Minister</td>
<td>Business Meeting</td>
<td>Simple Majority</td>
<td></td>
</tr>
<tr>
<td>Minister Emeritus</td>
<td>Business Meeting</td>
<td>Simple Majority</td>
<td></td>
</tr>
</tbody>
</table>

No Special Business Meeting shall be called to consider the question of dismissal until a waiting period of thirty days has elapsed, such period to commence either on the date the Board of Trustees has received the requisite membership petition requesting the meeting, or on the date the Board decides to call such a meeting. At the expiration of the thirty-day waiting period, the meeting shall be called unless either the membership petition has been withdrawn or, if there has been no membership petition, the Board decides not to call such a meeting. The Minister shall be invited to speak at any such meeting.

Section 3. Notices in the Event of Dismissal

In case of the dismissal of a called minister, or of his/her resignation, the deciding party shall give the other party of at least ninety (90) days notice in writing, unless both parties shall agree to a lesser interval of time.

Section 4. Temporary Ministers

The Church may choose to affiliate with ministers on a temporary basis. Included in this category are Interim Ministers, Extension Ministers and Intern Ministers. The procedure for approving such an affiliation is shown in the table below:

<table>
<thead>
<tr>
<th>Type</th>
<th>Approving Body</th>
<th>Qualifications</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interim Minister</td>
<td>Board of Trustees</td>
<td>In ministerial fellowship with the Unitarian Universalist Association, or ordination to ministry to UUCV as defined in Article XI, Section 7b.</td>
</tr>
<tr>
<td>Extension Minister</td>
<td>Board of Trustees</td>
<td>In ministerial fellowship with the Unitarian Universalist Association, or ordination to ministry to UUCV as defined in Article XI, Section 7b.</td>
</tr>
<tr>
<td>Intern Minister</td>
<td>Board of Trustees</td>
<td>Accepted to Candidate Status by the Ministerial Church Committee of the Unitarian Universalist Association.</td>
</tr>
</tbody>
</table>

Section 5. Dismissing a Temporary Minister

A temporary minister may be dismissed by a majority vote of the members of the Board of Trustees present at a meeting called for that purpose, as shown in the table below:
<table>
<thead>
<tr>
<th>Type</th>
<th>Approving Body</th>
<th>Majority Required</th>
<th>Quorum Required</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interim Minister</td>
<td>Board of Trustees</td>
<td>Simple Majority</td>
<td>Six (6) Trustees</td>
</tr>
<tr>
<td>Intern Minister</td>
<td>Board of Trustees</td>
<td>Simple Majority</td>
<td>Six (6) Trustees</td>
</tr>
</tbody>
</table>

No such meeting shall be called to consider the question of dismissal until a waiting period of thirty days has elapsed, such period to commence on the date the Board decides to call such a meeting. At the expiration of the thirty-day waiting period, the meeting shall be called unless the Board decides to withdraw the proposed dismissal. The temporary minister shall be invited to speak at any such meeting.

Section 6. Lay Minister
The Church may elect from among its membership a person(s) to serve as lay minister, who shall conduct weddings, funerals, and any other services deemed appropriate at such times as the employed minister is unavailable or the position of minister is vacant. The Board of Trustees shall make recommendations for this position to the general membership.

Section 7. Ordination
Congregational polity, the right of a community of faith to govern itself, including the ordination of ministers, is a core Unitarian Universalist value.

a) Ordination to the Unitarian Universalist Ministry
The Church may elect to ordain any person who is in ministerial fellowship with the Unitarian Universalist Association.

b) Ordination to Ministry to Unitarian Universalist Church of Vancouver
The Church may elect to ordain a person not in fellowship with the Unitarian Universalist Association. In such case, the ordination is limited to the ministry of Unitarian Universalist Church of Vancouver.

A candidate seeking ordination shall apply in writing to the Board of Trustees. If the Board of Trustees approves the application, the Board will place the proposed ordination on the agenda of an appropriate Business Meeting of the Church. The quorum for an ordination vote is forty percent (40%) of the membership of the Church.

The Board of Trustees may authorize an ordination ceremony to honor and proclaim the action taken by the congregation.

ARTICLE XII. FISCAL YEAR
The fiscal year of the Church shall be from July 1 to June 30.

ARTICLE XIII. FELLOWSHIP PROPERTY

Section 1. Real Property
Any proposed conveyance or encumbrance of title to real property owned by the Church, or proposed purchase of real estate in behalf of the Church, must be approved by a majority of the total membership. A meeting called for this purpose shall require a quorum consisting of forty (40) percent of the membership.
Voting by mail on any such proposal will be permitted if the member's signed vote is delivered to the Secretary before or at such meeting, and provided the forty percent quorum be present.

Section 2. Personal Property

a) Any proposed sale, transfer, or mortgage of Church personal property, the value of which exceeds twenty percent of the current budget, must be approved by a two-thirds vote of members present at a Business Meeting of the Church, and at which forty (40) percent of the membership shall constitute a quorum. The notice of the meeting must include such proposal as an agenda item.

b) Purchases of personal property are governed by Article VII. Section 4.b.

Section 3. Dissolution

In the event of the dissolution of the Church, any assets of the society, whether real or personal property, shall be transferred to the Unitarian Universalist Association or its successor, subject to all applicable laws; and this bylaw shall apply to all property heretofore and hereinafter donated to the Church, whether by will or in some other manner, unless the donor expressly provides otherwise. It shall be the duty of the Board of Trustees to carry out such transfers.

ARTICLE XIV. CONGREGATIONAL RESOLUTION FOR SOCIAL CONCERNS

Section 1.

No person or group shall publicly declare that the Church takes a particular position on a controversial public issue unless it is addressed in the by-laws or a congregational resolution has been approved as prescribed below. The commitment of Church time or resources in a way that could be construed as taking a controversial position must be approved in the following manner as well. Displaying the Church banner in a context which suggests a position is equivalent to declaring a position.

This does not inhibit congregational service projects or charitable efforts, or activism on the part of social action groups within the Church. A social action group may declare their position as a sub-group of the Church, but not in the name of the entire Church.

If, in the judgment of the minister or Board of Trustees, a particular case has clearly been addressed in a more universal way by a previous congregational resolution, a position may be declared. (For instance, if the congregation passed a resolution against the death penalty in all cases, it could subsequently be declared that the Church opposes the death penalty in a particular case.)

However, the meaning of a resolution may not be extended. (For instance, if the congregation passed a resolution against the death penalty in a particular case, that would not be grounds for later declaring a position on the death penalty in general or on another death penalty case.)

Section 2.

To propose a congregational resolution on a social issue, an individual or group may submit a proposal to the Board of Trustees, with specific language for the resolution and a rationale as to how it is germane to UU values and principles and why it is appropriate and important for the Church to declare this position.

a) Expedited Referendum Process

If the Board supports the resolution and believes that there exists a high degree of understanding and consensus in the congregation regarding the issue and resolution, it may initiate an expedited referendum process. This involves publishing the proposed resolution along with rationale to the
entire Church, inviting response. If objections are received from fewer than three percent of the members by the deadline for response, the resolution is approved. The deadline shall allow at least two weeks, but not more than four weeks, for response after the publication date.

b) Full Referendum Process

If the Board believes this is an appropriate resolution for the congregation to consider, but thinks fuller engagement with the issue would be better, it may initiate a process of dialog and decision. The Board appoints a representative to oversee and work with the person or group proposing the resolution to create a healthy and engaging consideration of the issue and resolution.

This process would include, at minimum:

- a written background paper on the issue, with representative views pro and con,
- a public event for discussion and exploration of the issue, and
- consideration of whether, in light of the views expressed, the resolution should be modified to move toward consensus.

It is paramount that persons with opposing views be afforded ample opportunity to reasonably express their views and be treated with respect. To allow for measured reflection, a minimum of three weeks shall be allowed between the first public publication of the resolution in the Church and the Congregational Meeting.

The Board shall schedule a Special Congregational Meeting or include the resolution on the agenda of a regularly scheduled meeting. Provision shall be made for structured and fair debate and vote by secret ballot. The question shall not be called until either there are no persons rising to speak or at least thirty minutes of debate has occurred. A 75% supermajority is required for passage. Passage requires the same quorum and majority as specified for calling a Senior Minister (Article X, Section 1).

c) Board Rejects Proposal

If the Board opposes the resolution or believes it to be inappropriate for congregational consideration, it may reject the proposal. In such case, a process of dialog and decision as described in b) above may be initiated by a petition meeting the requirements for calling a Special Congregational Meeting.

Section 3. Rescinding a Resolution

A resolution may be rescinded by a simple majority vote in a duly called regular or Special Congregational Meeting.

Section 4. Resolution Is Not a Creed

A resolution for social concern shall not be construed to be an article of faith or statement of creed. Agreement shall not be required for membership in the Church.

ARTICLE XV. ENDOWMENT FUND

Section 1. Name and Purposes

a) Name

The Board of Trustees of the UUCV (the "Board") has established an endowment and memorial gift fund, which shall be known as the UUCV Endowment Fund ("the Fund").
b) Purpose

The purpose of the Fund is to enhance the Church's pursuit of its principles, objectives, and programs by providing for the receipt, management, investment, and distribution for the benefit of the Church of:

1. gifts for memorial or other purposes, where the intent of the donor is to make a lasting contribution to the Church, and
2. proceeds from the sale of property or other assets no longer needed by the Church which the Board determines should be used to make lasting contributions to the Church.

Section 2. Fund Property

a) Fund property.

The Endowment Trustees (the "Trustees") shall hold, manage, invest, and disburse as provided hereinafter all property that is transferred to the Fund directly or to the Church for endowment purposes.

b) Property and Funds.

The Trustees shall receive such property as may be tendered to the Fund from any source. They shall not accept any gift unless it is irrevocable and will be for the sole benefit of the Fund and the Church and not to any private individual. They may decline to accept any tendered property which in their opinion would not be of benefit to the Fund.

c) Restrictions by Donors.

Gifts may be in money, securities, or other form of property. Donors shall be given the option of designating their gifts as 1) unrestricted with proceeds subject to expenditure by the Board, 2) general restricted with proceeds subject to expenditure only by the Trustees, or 3) restricted to one of the accounts created by the Trustees for specific purposes with proceeds subject to expenditure only by the Trustees. The Donor and Trustees will work together to match special restrictions to existing accounts. However, the Trustees may decline to accept any gift which is subject to restrictions which, in their opinion, are not consistent with the principles of the Fund or the Church or the tax-exempt status of the Fund, or in light of the value of the gift, are not practical to comply with and/or administer.

Section 3. Payments from Fund

a) Operating Expenses.

The Trustees shall pay operating expenses of the Fund from generally restricted funds that the Trustees have not allocated to other specific purposes. Otherwise, all restricted earnings and principal of the Fund shall be applied in accordance with the applicable restrictions. The Trustees shall make the following disbursements from the Fund in accordance with the following directives and restrictions:
b) Expenditure of Assets

After the end of each calendar year the Trustees, by a majority vote of the Trustee members who are present and voting at a regular or special meeting will use guidelines of the Washington State Prudent Management of Institutional Funds Act (PMIFA) [Chapter RCW 24-55] to determine a percent of Endowment Funds from 0-5% of the Endowment Fund as of the end of the calendar year, that will be made available to the church for grants. That percent determination applies also to unrestricted funds which will be paid directly to the Board. The PMIFA guidelines include considering general economic conditions, effects of inflation, and needs of the church with a fiduciary responsibility to preserve the capital of the Endowment Fund.

c) Unused Grant Awards

Any awarded grant funds that are not used will be returned to their respective fund category principal for further growth and future expenditure.

d) Expenditure of Donated Funds

The Board, after a properly called regular or special meeting by majority vote of the entire membership of the Church allowing for mail-in ballots, may require the Trustees to pay over to the Church up to one-half, of the principal in the Fund and to use it for such purposes of the Church as have been approved by the Board.

Section 4. Powers of Endowment Trustees

The Trustees shall have the following powers, in addition to all the powers granted to Trustees of an express trust by Washington State law which are not in conflict herewith: To hold, manage, invest, sell, reinvest, lease, care for and protect the assets of the Fund and collect the income there from. Funds received in cash shall be invested by the Trustees in such investment as in their collective best judgment will produce the maximum return consistent with safety. Gifts of other property may be retained in the form as donated or sold and reinvested in other investment vehicles which in the opinion of the Trustees are more suitable to the Fund's objectives; provided, however, any restriction by the donor on the sale and substitution of such gift or other investments shall be honored for so long as it is at all reasonable to do so. The Trustees shall procure casualty and liability insurance for such assets and in such amounts as they deem appropriate. In performing these functions the Trustees shall exercise the judgment and care under the circumstances then prevailing which persons of prudence, discretion, and intelligence exercise in the management of their own affairs.

a) Bank Accounts

The Trustees may establish one or more bank accounts. In establishing such accounts The Trustees will manage those accounts in accordance with the Investment Policy Statement of the Fund.

b) Fiscal Year

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

Section 5. Endowment Trustees

a) Qualifications.

The Trustees shall be seven in number, all of whom shall be at least eighteen years of age. At least three shall be active members of the Church and none shall be members of the Board or paid staff of the Church.

b) Appointment and Term of Office.

New members of the Endowment Board shall be elected at the Election Meeting from names
submitted by the Nominating Committee and nominations from the floor at the Election Meeting. The term of office for each Trustee shall be three years. An Endowment Trustee whose term is expiring shall be eligible for reappointment.

An Endowment Trustee may be removed from office by the Board at any time.

c) **Bonding of Endowment Trustees.**

The Trustees shall be appropriately bonded at the expense of the Fund if and at such times as the Board by majority vote imposes such requirement and sets the amount and term of such bond.

d) **Member liability and indemnification.**

To the fullest extent and in the manner permitted by law, except in the case of fraud or bad faith, the Trustees shall be held free of liability for actions or decisions taken in the pursuit of their duties.

e) **Service without compensation.**

The trustees shall not receive compensation for their services.

f) **Vacancies.**

Any vacancy occurring for any reason in the office of Endowment Trustee shall be filled by an interim appointment by the Trustees for a term ending at the next installation of Endowment Trustees. Any remaining period of such term shall be filled in the same manner as provided for appointment of Endowment Trustees in paragraph b above,

### Section 6. Procedures of the Endowment Trustees

a) **Procedures.**

The Trustees shall elect a Chairperson, a Secretary, and a Treasurer. All matters requiring a decision by the Trustees shall be decided by a majority vote. They shall meet at least once each year at such times and places as they shall themselves determine. Their meetings shall be announced to the Church and shall be open to all Members. The Secretary shall be responsible for recording the minutes of all meetings. A copy of the minutes shall be made accessible by any Church member.

b) **Quorum.**

Three Trustees shall constitute a quorum for the transaction of business.

c) **Reports.**

The Trustees shall keep books of account showing all transactions relating to the Fund and shall make a written report to the Church to be presented to its annual meeting. They shall make any other reports as may be requested by the Board.

d) **Maintenance of Records.**

Adequate records shall be maintained and kept in the Church office detailing the dates on which assets were received by the Trustees, the nature of these assets, the donors (unless anonymity has been requested by the donor), and any terms agreed to at the time of their acceptance.

### Section 7. Amendment and Termination

a) **Amendment.**

It is intended that this shall be a permanent trust. It may, nevertheless, be amended provided that such amendment shall in no manner affect the general purposes of this Fund as provided in the premises of the Article, shall in no manner adversely affect the status of the Fund as a tax-exempt organization supporting a church as defined in the Internal Revenue Code and shall not relax in any
manner the requirement for invasion of principal set forth in Section 3.

b) Consolidation or Termination

In the event that Unitarian Universalist Church of Vancouver is merged into or consolidated with any other religious group, organization or denomination, or in the event of any change in its name or organizational structure, the Fund shall follow and be for the benefit of the successor or continuing organization or body, provided such successor is then a church exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, and as it may be amended. In the event the Church ceases operation and none of the contingencies stated immediately above takes place, the entire principal of the Fund and undistributed income shall be distributed to the Unitarian Universalist Association, if that organization is then exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, or, if it is not, to such organization or organizations which are then so exempt as shall be selected by the Trustees.

Section 8. Audit

The Finance Committee of the Church shall also review the books of the Endowment Fund annually.

ARTICLE XVI. AMENDMENTS

These Bylaws supersede all others and, with the exception of Article V and Article XIII, Section 3, may be amended or replaced at any Business Meeting of the Church by a two-thirds vote of members present, provided that the proposed amendment(s) has been contained in the official notice of the meeting.

Article V and Twelve, Section 3 may be amended only by a majority vote of the total membership of the Church, in which case members may vote by mail as specified in Article XIII, Section 1.
The foregoing includes effects of the change of name from Michael Servetus Unitarian Universalist Fellowship to Unitarian Universalist Church of Vancouver as approved by the members at the Congregational Meeting on December 7, 2008.

Board of Trustees:
By /s/ Brian Willoughby
President, Board of Trustees 06/14/2009