

THE BYLAWS
of the
Unitarian Universalist Congregation at Willamette Falls

Updated June 2021

Mailing Address: 710 Sixth Street, Oregon City OR 97045

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MISSION STATEMENT

The Unitarian Universalist Congregation at Willamette Falls is a welcoming community whose mission is to:

INVITE connection

INSPIRE spiritual growth

IGNITE action

ARTICLE I: GOVERNMENT

Section 1. Name. The name of this corporation and religious society shall be the Unitarian Universalist Congregation at Willamette Falls. This name was chosen by a vote of the congregation on January 31, 2016 to replace the name Atkinson Memorial Church.

Section 2. Principles. The Unitarian Universalist Congregation at Willamette Falls (hereinafter referred to as “UUCWF” or “Congregation”) affirms the following:

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

Section 3. End Statements. The End Statements shall define the vision of UUCWF as described in the UUCWF Governance Policies adopted by the Board of Trustees from time to time (“Governance Policies”), after consultation with the Congregation.

Section 4. Polity. The Congregation shall be self-governing in accordance with the principles of congregational polity and guided by the methods described in the AMC Governance Policies, including implementation by the Executive Team of such policies adopted by the Board and in the manner described therein.

Section 5. Non-Discrimination. All employees of the Congregation shall be hired without regard to race, color, creed, gender, sexual orientation, gender identity and expression, disability or national origin.

ARTICLE II: AFFILIATIONS

Section 1. Voluntary Fellowship. This Congregation shall be affiliated with the Unitarian Universalist Association (UUA) and Pacific Northwest District (PNWD-UUA). These relationships shall be expressed by voluntary fellowship. Individual members and/or the

Congregation may participate in regional and national meetings and gatherings of this Congregation. Through its purpose, government, education, reporting of membership and financial contributions, the Congregation shall support the endeavors of the Unitarian Universalist Association. In addition, UUCWF recognizes and values the history of our past affiliation with the National Association of Congregational Christian Churches.

Section 2. Formal Relationships. Formal relationships with the UUA (e.g., reports, delegate certification, dues) are to be administered by the Office Administrator of the Congregation.

ARTICLE III: MEMBERSHIP

Section 1. Congregation Membership. Any person 16 years of age or older, who is in accord with the principles of this Congregation may become a member by signing the membership book. Members attend, participate in Congregation activities, contribute financially to the Congregation and may vote on congregational matters.

Section 2. Friends. Friends are supportive of the Congregation and its principles but have not signed the UUCWF membership book.

Section 3. Removal from Membership. A Congregation member's name shall be removed from the UUCWF membership roll in case of (a) the member's death; (b) written request by the member; (c) a period of inactivity over one year, pending review by the Board; or (d) removal by a vote of a majority of the Board members because of actions that threaten the well-being of the Congregation. The official membership roll shall be updated annually by the Board Clerk and maintained in the Congregation office.

Section 4. Immediate Exclusion. The Executive Team or their delegates may immediately exclude any person from Congregation property or events, without notice or opportunity to be heard, for dangerous or disruptive behavior.

ARTICLE IV: THE MINISTER

Section 1. Responsibilities. The Minister shall become a member of the Congregation as soon as possible after assuming office. The Minister shall be the spiritual leader of the Congregation and uphold its principles, have direction of the general exercise of public worship, have a free pulpit from which to preach on ethical and religious subjects, counsel with Congregation committees, report to the Office Administrator marriages and deaths of members, and other important statistics to be entered in the official records of the Congregation. The Minister shall meet regularly with the Board of Trustees and shall serve the Congregation in an executive role consistent with the Governance Policies. The Minister is an ex officio member of the Board and of all committees, except the Nominating Committee. The Minister has oversight of all paid staff consistent with the Governance Policies.

Section 2. Call. Upon notification of an immediate or future vacancy of the ministerial office, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. The Board shall present a slate of seven (7) nominees and two (2) alternates. Additional nominations may be made from the floor. Elections shall be held in accordance with these bylaws. Subject to the approval of the Ministerial Candidate by 90% of the Congregation, the Committee shall negotiate an initial job description and employment contract with the candidate and present both to the Board for approval.

Section 3. Resignation. The Minister shall give at least 90 days advance notice in writing to the Board of his or her resignation or retirement.

Section 4. Dismissal. Dismissal of the Minister shall be done at a special meeting of the Congregation called for that purpose. After written request signed by at least 20% of the members of the Congregation has been delivered to the Board, the date and time of the special meeting shall be fixed by the Board. Dismissal of the Minister shall require a majority vote of the UUCWF members present and voting at the special meeting. In the event the Congregation votes for dismissal, a 90 day notice will be provided unless a severance period was already specified in the employment agreement.

ARTICLE V: EXECUTIVE TEAM

Section 1. Purpose. The Executive Team, as defined in the Governance Policies, is accountable for performance of day-to-day operation of the Congregation and implementation of Ends Statements and established Congregation policies.

ARTICLE VI: BOARD OF TRUSTEES

Section 1. Purpose. The purpose of the Board of Trustees (“Board”) acting on behalf of the UUCWF members, is to see that UUCWF achieves the goals of its mission statement and follows the UUCWF Bylaws, adopted Ends Statements, and Governance Policies. The Board of Trustees shall act with appropriate use of Congregation resources and avoid actions that are inconsistent with the UUCWF Bylaws, End Statements, and Governance Policies.

Section 2. Composition. The Board of Trustees of the Congregation consists of seven members: The Moderator, Vice Moderator, the Clerk, the Treasurer, and three at large members. All members of the Board shall be members of the Congregation.

Section 3. Method of Election and Terms of Office.

a) The term of office for all members of the Board of Trustees shall be two years, with the maximum consecutive length of service on the Board no longer than two successive two year terms. Four members of the Board shall be elected in odd years and three members in even years.

b) Church officers shall be elected annually by the Congregation and may be either incoming or continuing Board members. The Moderator, Vice Moderator and Clerk may each serve two

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consecutive one-year terms. The Treasurer may serve up to four consecutive one-year terms. In rare cases, it may be necessary and desirable for an officer to serve an additional one-year term as Moderator, Vice Moderator or Clerk. This is permissible if both the nominating committee and board approve. The Board may elect or appoint other officers as it shall deem necessary and desirable. Such officers shall hold office for such term, have such powers and perform such duties as determined by the Board. Board members shall not receive salaries for their services, but may be reimbursed for expenses related to Board services.

c) All Trustees must wait at least one year after completing two successive two year terms before serving in any other elected office.

d) If a vacancy occurs on the Board for any office other than Moderator, the remaining Board members may appoint a member of the Congregation to fill the vacancy for the remainder of that term. The Vice Moderator shall assume the duties of Moderator should that office be vacated. A member of the Board appointed to complete an unexpired term shall be considered to be serving a full term.

Section 4. Board Meetings. The Board of Trustees shall ordinarily meet regularly once monthly on dates published in advance. A quorum of the Board shall consist of four members.

Section 5. UUCWF Property. The Board may purchase or sell UUCWF real property, provided such purchase or sale is approved by a two-thirds vote of the UUCWF members at a meeting of the Congregation.

Section 6. UUCWF Budget. The Board shall set priorities for UUCWF expenditures from time to time and shall communicate such priorities to the Executive Team. After the conclusion of the annual stewardship campaign, the annual budget will be prepared by the Executive Team and the Finance Committee in accordance with the Governance Policies, and shall be approved by the Board, and then submitted to the Congregation for adoption at the annual meeting of the Congregation.

Section 7. Duties of Board Officers.

a) **Moderator.** The Moderator shall be the official representative of UUCWF, preside at all business meetings of the Congregation, preside at all Board of Trustees meetings, call all meetings of the Congregation and the Board of Trustees. The Moderator sets the agenda for such meetings and presides over them.

b) **Vice Moderator.** The Vice Moderator shall assist the Moderator, preside at meetings in the absence of the Moderator, and carry out duties assigned by the Moderator.

c) **Clerk.** The Clerk shall be the recording secretary and keep minutes and a faithful record of all meetings of the Board of Trustees, the annual meeting of the Congregation, and any special meetings of the Congregation, and any other duties as may be prescribed by the Board. All such minutes shall be submitted for approval at subsequent business meetings. Minutes shall be

maintained in accordance with Oregon laws for non-profit organizations and consistent with UUCWF practices.

d) Treasurer. The Treasurer shall keep the financial records of the Congregation. The Treasurer shall oversee the collection and disbursement of funds of the Congregation and shall assure that there are adequate and proper signatures for disbursing UUCWF funds. The Treasurer shall serve on the Finance Committee as an ex-officio, non-voting member. The Treasurer shall advise the Executive Team, the Finance Committee, and the Board of Trustees in matters relating to the deposit, withdrawal, expenditure, and investment of UUCWF funds.

ARTICLE VII: MEETINGS OF THE CONGREGATION

Section 1. Annual Meeting. The annual meeting of the Congregation shall be held on a date in May to be set by the Moderator after consultation with the Board of Trustees. Annual reports from the minister, Executive Team, UUCWF officers, committees, and select groups of the Congregation for the preceding program year shall be presented at this meeting. Board of Trustees members and Nominating Committee members shall be elected at this meeting. All vacant offices shall be filled in accordance with these Bylaws. All candidates for the Board and the Nominating Committee shall be posted for at least three weeks preceding the date of the scheduled annual meeting, announced from the pulpit, and emailed to all UUCWF members having electronic addresses on file with the office administrator. The annual meeting shall include approval of a UUCWF budget for the ensuing fiscal year. The Board may appoint such persons as may be necessary to serve and assist at the annual meeting.

Section 2. Transaction of Business. Congregation business may be transacted at the annual meeting, or at a special meeting called by the Board, or after written request for a special meeting sent to the Board from at least ten percent (10%) of the UUCWF members. Notice of any special meeting shall be announced from the pulpit at least three weeks preceding the date of the scheduled meeting, and emailed to all UUCWF members having electronic addresses on file with the office administrator.

Section 3. Quorum and Majority. At any annual meeting or special meeting of the Congregation, thirty percent (30%) of UUCWF members (including proxies) shall constitute a quorum for the transaction of business. A simple majority of those UUCWF members present shall be required to pass a motion.

Section 4. Voting. All voting at Congregation meetings shall be by a show of hands unless one or more UUCWF members request a written ballot prior to the vote, in which case a written ballot shall then be distributed to UUCWF members. Signed proxies and/or absentee ballots may be allowed at the discretion of the Board.

Section 5. Rules of Order. Unless otherwise stated in these Bylaws, *Robert's Newly Revised Rules of Order* shall apply in all Congregation meetings.

ARTICLE VIII: COMMITTEES

Section 1. Establishing Committees. The Board of Trustees shall have the responsibility of developing and maintaining standing and ad hoc committees of the Congregation. In addition to the standing committees specified herein, the Board may establish such other committees as required from time to time, but the chairpersons of these committees shall not be members of the Board. The Board shall specify the purpose for the work and term of the committee. The chairpersons of all committees shall select such additional persons as required to serve on their committees. Board members may serve on Congregation committees.

Section 2. Finance Committee.

a) A Finance Committee shall consist of at least three UUCWF members, shall prepare an annual budget of the Congregation with the Executive Team in accordance with the Governance Policies, shall coordinate with the Stewardship Committee regarding the annual stewardship campaign, and shall report on other Congregation fund-raising activities. Upon final approval of the annual budget by the Board, and adoption by the Congregation, the Finance Committee shall review all UUCWF expenditures and income during the fiscal year, and shall submit monthly reports to the Executive Team and Board. The Finance Committee shall administer, safeguard, and promote increases in memorials, bequests, trusts, and endowments. The Finance Committee may have other duties prescribed by the Board or consistent with the Governance Policies. The Treasurer shall be an ex-officio, non-voting member of the Finance Committee.

b) The UUCWF fiscal year shall begin on July 1 and end on June 30 of the following year.

Section 3. Nominating Committee.

a) The Nominating Committee shall consist of not less than three UUCWF members nominated by the Board. Members of the Nominating Committee shall be elected at the annual meeting of the Congregation for a term of one year. However, two members of the Nominating Committee shall be eligible for reelection for a second year if nominated by the Board.

b) The Nominating Committee shall supply nominations for all terminating or vacant Board positions whenever occurring during the year of their incumbency, and may assist the Board in filling designative or appointive vacancies. The Nominating Committee shall receive notification of terminations and resignations and the date of any applicable elections from the Board. The Nominating Committee may also receive suggestions and recommendations, including names of prospective Board members and specific Board member duties from the Board, the Minister, or any member of the Congregation. All members of the Congregation shall be informed in writing by the Nominating Committee of all new candidates at least three weeks prior to the annual meeting of the Congregation.

c) Any write-in candidates for a Board position must submit to the Nominating Committee, a petition signed by at least ten percent (10%) of the UUCWF members, not less than fifteen (15) days prior to the annual meeting for inclusion on the ballot.

Section 4. Committee on Ministry. The Committee on Ministry is a continuing body whose purpose is to strengthen the quality of ministry within the Congregation. It serves as a support

group for the Minister and as a communication channel between the Minister and members of the Congregation. The Committee shall consist of five members. The Board of Trustees shall select two members, the Minister shall select two members, and the Board of Trustees and the Minister shall jointly select the fifth member. Each member shall serve for a 2 year term, with the maximum consecutive length of service on the committee no longer than two successive two-year terms and expiration dates staggered so at most three members of the committee are new each year. This Committee shall select as its chairperson one member who does not serve on the Board of Trustees.

Periodic reviews of the Minister's performance in relation to expectations, and periodic reviews of the Congregation's performance in relation to UUCWF goals and priorities should be undertaken. The Committee shall annually recommend to the Board the Minister's compensation package according to UUMA guidelines and performance metrics for inclusion into the annual budget.

Section 5. Audit Committee. The Board of Trustees may appoint an audit committee consisting of at least two UUCWF members. This audit committee shall work with the Finance Committee and Executive Team, and shall from time to time conduct a review of Congregation receipts, expenditures and investments, as required by Oregon law.

ARTICLE IX: AMENDMENTS

Section 1. Procedures. These Bylaws may be altered or amended at any annual meeting or special meeting called for that purpose, pursuant to Article VII. A notice proposing changes to the Bylaws must be posted in the Dome Room or other conspicuous place at UUCWF for at least three weeks preceding the date of such meeting and announced from the pulpit on three preceding Sundays.

ARTICLE X: DISSOLUTION

Section 1. Dissolution. In case of the dissolution of UUCWF, all Congregation properties, real and personal, after paying all just claims upon same, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees and officers of the Congregation shall perform all actions necessary to effectuate such conveyance.

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Revision History

Starting Document: AMC_Bylaws_May_25_2012_Finalw new mission.

March 29, 2016: Updated to reflect name change and change to ARTICLE VIII: COMMITTEES, Section 4. Committee on Ministry, both of which were voted upon at a special congregational meeting held on January 31, 2016.

June 24, 2021: Updated to reflect change in Section 3, part b) voted on at the Annual Meeting held May 16, 2021 (addition in italics). “Church officers shall be elected annually by the Congregation and may be either incoming or continuing Board members. The Moderator, Vice Moderator and Clerk may each serve two consecutive one-year terms. The Treasurer may serve up to four consecutive one-year terms. *In rare cases, it may be necessary and desirable for an officer to serve an additional one-year term as Moderator, Vice Moderator or Clerk. This is permissible if both the nominating committee and board approve.* The Board may elect or appoint other officers as it shall deem necessary and desirable. Such officers shall hold office for such term, have such powers and perform such duties as determined by the Board. Board members shall not receive salaries for their services, but may be reimbursed for expenses related to Board services.”