

Bylaws of the Chalice Unitarian Universalist Congregation

ARTICLE I. NAME

The name of this religious society shall be Chalice Unitarian Universalist Congregation.

ARTICLE II. PURPOSE

This congregation unites to foster spiritual and personal growth and to promote principles of community, dignity, and the right of individual conviction and truth regardless of source. We work for social justice in our locale and in the larger world and in so doing create a better life in the here and now. We dedicate ourselves to the democratic process in human relationships and endeavor to respect the interdependent web of existence of which we are a part. This is reflected in the Congregation Mission Statement: Open hearts, open minds, open doors, nurturing spirits, and seeking justice in the wider world.

ARTICLE III. MEMBERSHIP Section A. Members

Any person may become a Member of this Congregation who is in sympathy with its purpose as stated in these bylaws, who makes a pledge commitment or makes at least a fair share donation to the Congregation (or obtains a waiver), who completes a membership card, and who is acknowledged by the Board.

The definition of fair share support shall be evaluated annually by the Treasurer and approved by the Board, but is generally understood to be the equivalent of the cost to the Congregation in fees paid to the Unitarian Universalist Association (UUA) and the Pacific Southwest District (PSWD) to maintain a Member on the Congregation's membership rolls.

Membership is open to all persons regardless of race, color, gender, affectional or sexual orientation, or national origin.

Section B. Voting and Non-Voting Members

Members who meet the provisions of this section are designated Voting Members and shall be entitled to vote on congregational-level matters. Voting Members may be removed from membership as described in Section G.

Members who do not meet the provisions of this section are designated Non-Voting Members and shall not be entitled to vote on congregational-level matters. Members shall be notified of their transition to Non-Voting status at least 13 days before any Congregational meeting. Non-Voting Members may be removed from membership as described in Section G.

A Voting Member shall be at least thirteen (13) years of age, shall have been a Member for sixty (60) days, shall be a participant in congregational life, and shall have pledged or given fair share support in the current fiscal year (or obtained a waiver).

A financial hardship waiver is requested by meeting with the Senior Minister and may be granted by the Senior Minister for periods not exceeding one year. Financial hardship waivers may be renewed.

Section C. Privileges of Voting Membership

In addition to voting privileges described in section B, Voting Members shall receive the UU World through Chalice Congregation, may serve on any committee, shall be entitled to vote on any matter before the committee, may serve on any group representing Chalice, and may serve as a committee chair or Board member subject to any other considerations enumerated herein.

Voting Members are also eligible to serve as delegates to District Assembly, Regional Assembly, or General Assembly.

Section D. Friends

Any person may become a Friend of this Congregation by making and meeting an annual pledge. Becoming a Friend of Chalice is open to all persons regardless of race, color, gender, affectional or sexual orientation, or national origin.

A financial hardship waiver is requested by meeting with the Senior Minister and may be granted by the Senior Minister for periods not exceeding one year. Financial hardship waivers may be renewed.

Section E. Rights and Responsibilities of being a Chalice Friend

Friends may serve on any non-appointed committee (but not as the Chair of a committee), shall be entitled to vote on any matter before the Committee, and may serve on any group representing Chalice. The Board may make exceptions regarding service on appointed committees at its discretion.

Friends may not vote on congregational-level matters or receive the UU World through Chalice Congregation. They may not serve as delegates to District Assembly, Regional Assembly, or General Assembly.

Section F. Member Emeritus

Emeritus Membership status may be granted to any Member who becomes incapacitated and permanently unable to contribute time or fair share support, but who still wishes to maintain

membership. With the consent of the member or their agent, the Coordinating Team may designate the Member Emeritus and remove the Member from the voting roster.

Section G. Removal of Members and Friends

Voting Members shall be removed from the voting roster and no longer receive the privileges of membership upon request of the Voting Member, upon falling out of contact with the Congregation, or upon death of the Voting Member. Non-Voting Members may be removed from membership at the close of the second consecutive fiscal year in which no fair share support was made and no waiver obtained.

Chalice Friends shall no longer be designated as such and shall no longer receive the privileges of being a Chalice Friend upon his/her written request, upon failing to make and meet an annual pledge, upon falling out of contact with the Congregation, or upon his/her death.

Designation as a Chalice Member or Friend can be terminated by a vote of three-fourths (3/4) of the votes cast by the Board of Trustees for conduct disruptive to the operation and values of the Congregation.

The Board shall give the Member or Friend at least thirty days' notice of pending termination by letter if possible.

ARTICLE IV. DENOMINATIONAL AFFILIATION

This Congregation shall be a member of the Unitarian Universalist Association (UUA) and of the Pacific Southwest District (PSWD) and shall make annual financial contributions equal to its full fair share as determined by the UUA and PSWD.

ARTICLE V. CONGREGATIONAL MEETINGS

The Annual Meeting shall be held each year in May or June at a time and place set by the Board of Trustees. The meeting shall be held in person, either face to face and/or live online. Roberts Rules of Order shall be used. In addition, special Congregational meetings ("Special Meetings") may be called by the Board or by ten percent (10%) of the Voting Members by written request to the Board. These meetings shall be held in person, either face to face and/or live online. The President, or his/her designee, shall chair the Annual and all Congregational meetings. Minutes shall be taken at all Congregational meetings.

Section A. Meeting Notification

The Agenda and supporting material (including but not limited to: Proposed Budget, Slate of Candidates, Proposed Bylaw Changes, and any known issue upon which a vote may be necessary) for any Congregational meeting shall be set forth in the notice of the meeting, and

shall be mailed, emailed, or distributed to all Voting Members at least thirteen days (13) prior to the meeting.

Section B. Quorum Requirements

Thirty-three percent (33%) of the number of Voting Members as of one month prior to the meeting shall constitute a quorum. A quorum of fifty percent (50%) of the Voting Members is required when buying or selling real property, or for calling or dismissing a Minister. A quorum can be met with attendance of Voting Members in person, either face to face and/or live online. Absentee voters shall not be counted in determining a quorum.

Section C. Voting

All votes at Congregational meetings shall be cast in person, either face to face and/or live online, or by absentee ballot, but not by proxy. A Voting Member who is unable to attend a Congregational meeting either face to face and/or live online may obtain an absentee ballot by applying in writing, by email, by phone, or in person to the Secretary. All absentee ballots must be turned in to the Secretary before the meeting begins.

Voting on elections, on bylaw changes, on matters affecting Congregational property, and/or on proposals initiated by the Board, shall be decided by written ballot or by a show of hands or by live online polling. Other decisions may be made by acclamation. If a vote is taken by written ballot, the Secretary, or her/his designee, shall retain those ballots for one year.

All other voting decisions not explicitly mentioned elsewhere in these bylaws shall be made by a simple majority of votes cast.

Results of all votes shall be captured in minutes of the meeting. If the meeting is held entirely in person online, but not face to face, then voting shall be done by live polling. If the meeting is both online and face to face a combination of live polling and show of hands or written ballot or acclamation may be done as written above. Absentee ballots will be counted, as long as turned in prior to the meeting, whether the meeting is face to face and/or live online.

ARTICLE VI. OFFICERS AND BOARD

There shall be a Board consisting of nine elected voting members of the Board (four officers and five trustees) plus the Minister(s) and immediate Past President, who are ex-officio, nonvoting members. The officers are President, Vice President, Secretary, and Treasurer of the Congregation.

Section A. Selection and Replacement of Officers and Trustees

Officers and Trustees shall be elected by ballot or show of hands at the Annual Meeting from a slate presented by the Nominating Committee (see Article X, Section B). All elected members of the Board must be Voting Members for at least six months before the date of the election and remain Voting Members during their term as Board members.

No one may serve as a voting member of the Board while their spouse-partner is a member of the Coordinating Team or an Executive staff member (i.e., working greater than or equal to 20 hours/week).

A Vice-President shall be elected each year and shall succeed to the office of President the following year.

The Treasurer and two Trustees shall be elected in odd numbered years to serve a term of two years.

The Secretary and three Trustees shall be elected in even numbered years to serve a term of two years.

The newly elected Officers and Trustees shall take office on July 1.

No person shall be an elected member of the Board for more than four (4) consecutive years.

Any member may serve again on the Board after a one-year interval. No person shall be paid for service as an Officer or as a Trustee of the Board.

An Officer or a Trustee who has been absent from three of six consecutive Board meetings may be removed by a two-thirds (2/3) vote of the Board.

An Officer or a Trustee may be removed by the members of the Board at a duly called Special Board Meeting.

The Board shall fill any vacancy by a majority vote within thirty (30) days. The Board appointee shall complete the term of the person whom he/she is replacing. If there is less than half the term remaining, the appointee is eligible to serve up to four (4) more consecutive years.

Section B. Functions of the Board

The Board shall have general charge of the property of the congregation and the conduct of all its business affairs, and the control of its administration including the appointment of such committees, as it may deem necessary. Board decisions involving personnel and/or nonbudgeted expenditures require a vote, while other decisions may be made by consensus. Votes shall be done in person, either face to face and/or live online. In accordance with Policy Governance, the Board will focus on the vision of the congregation, the goals that will help achieve this vision, and the creation of policies to ensure that staff and other congregational leadership have appropriate guidelines available. The Board shall ensure that the Congregation

has a policy that defines the process of how the Congregation takes public stands on important social justice issues.

Section C. Functions of the Officers

The President shall act as Chair of the Board. The President shall preside at Annual and Special Meetings of the Congregation. The President or his/her designee may represent the Congregation at District meetings and on all appropriate occasions.

The Vice President shall perform all duties of the President in the absence or incapacity of the President.

The Secretary is responsible for keeping accurate records of all Board meetings and Congregational meetings and posting copies of them in an appropriate place or making them available at reasonable times. The Secretary is responsible for maintaining a roster of Voting Members. The Secretary shall prepare ballots for all elections. All records of the Secretary shall remain the property of the Congregation and shall be available for inspection by the membership at reasonable times. While overall responsibility for duties of the Secretary shall remain with the Secretary, the Secretary may, with Coordinating Team approval, delegate specific tasks to church staff and/or to specific individual Members.

The Treasurer is the chief budget and financial officer of the church. The Treasurer's duties include receiving and safely keeping all money and other financial assets of the church; making all disbursements of funds as directed by the Board; providing monthly statements of these receipts and disbursements; providing an annual financial statement; keeping accounts of the church; furnishing quarterly statements of pledge status to all those who pledge; and preparing and submitting all necessary tax reports. While overall responsibility for duties of the Treasurer shall remain with the Treasurer, the Treasurer may, with Coordinating Team approval, delegate specific tasks to church staff and/or to specific individual Members.

Section D. Board Meetings

Regular meetings of the Board shall be held in person, either face to face and/or live online, at least once a month. Roberts Rules of Order shall be followed.

Special meetings of the Board shall be held at the call of the President or Vice President or any three Trustees, or of the Minister, or by written petition of ten percent (10%) of the Voting Members. These special meetings shall be held in person, either face to face and/or live online.

All Board meetings, whether face to face and/or live online, shall be open to all Members who wish to observe, except that the Board may hold executive sessions limited to discussion of personnel matters. Notice of the time and place of regular Board meetings shall appear in printed or electronic publications.

A quorum of the Board shall consist of a majority of the voting Board members.

Before each regular Board meeting, the President shall prepare and send to each Board member a copy of the agenda.

If the President and Vice President are absent from a Board meeting, the Board shall choose another of its members to preside.

If the Secretary is absent from a Board meeting, the Board shall appoint a temporary Secretary. In an emergency or for a time-sensitive matter, the Board may act without actually meeting if a majority of the voting Board members consent in writing (including by email). Such action shall be subject to ratification at the next Board meeting and then shall be recorded in the minutes.

ARTICLE VII. THE COORDINATING TEAM

Section A. Responsibilities and Duties

The Coordinating Team shall coordinate, integrate, and advocate the methods for accomplishing the Congregation's goals in accordance with the Board's Policies.

Section B. Composition

The Senior Minister shall be a member of the Coordinating Team and responsible for the Team's leadership. The Board, at a duly authorized meeting, shall approve the hiring or selection of members of the Coordinating Team. No one may serve on the Coordinating Team while their partner/spouse is a voting member of the Board or an Executive staff member (i.e., working greater than or equal to 20 hours/week).

Section C. Accountability

The Coordinating Team is responsible to the Board. The Senior Minister shall regularly report to the Board concerning the Team's progress toward the achievement of the Congregation's goals.

ARTICLE VIII. THE MINISTER(S) Section A. Senior Minister

The Ministerial Search Committee shall be composed of five (5) to seven (7) members selected by the Board.

The Minister shall be approved by Members at an Annual Meeting or at any called

Congregational Meeting as provided in Article V, upon recommendation of the Ministerial Search Committee. To be called, the Minister must be approved by four-fifths (4/5) of the votes cast.

In the event that the Minister's position is vacant, the Board may hire an interim or consulting minister as a temporary replacement.

Section B. Associate and Assistant Ministers

Assistant ministers are generally hired, and work under a contract with a fixed duration, with the possibility of renewal and/or being called. Associate ministers are generally called by the congregation. The relationship between the assistant or associate minister, the senior minister, and the Board of Trustees ought to be clearly stated. Absent a provision to the contrary, in the event of a vacancy in the senior minister position, an associate or assistant may apply for the senior position.

Section C. Duties

The Senior Minister shall be responsible for the worship services within the Congregation and the Congregation's spiritual interests and affairs. The Minister(s) shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The Senior Minister shall be Chief of Staff, participate in annual staff evaluations, and recommend personnel actions to the Board.

Section D. Expectations and Obligations

Consistent with the Congregation's commitment to a shared ministry, a Minister's Letter of Agreement shall describe the expectations and obligations of the Congregation and of the Minister. It shall address service, salary, and benefits.

Section E. Evaluation

The Senior Minister is responsible to and reports to the Board. The Board is responsible for the Senior Minister's evaluation which shall be conducted every three to five years, or more frequently if required, such as for a minister in preliminary fellowship. The Senior Minister shall be responsible for the evaluations of any other ministers according to an agreed-upon schedule.

Section F. Termination

A called Minister may be dismissed by a majority of Members voting at a Congregational Meeting as provided for in Article V. An interim or consulting Minister may be dismissed by the Board.

Section G. Minister Emerita/us

Upon retirement, a Minister may be appointed Minister Emerita/us by vote of a two-thirds (2/3) majority of Voting Members at an Annual or Special Meeting. Generally such a title is reserved for a Minister who has provided long and distinguished service to the Congregation.

ARTICLE IX. NON-MINISTERIAL STAFF

Non-ministerial staff may be engaged by the Church. Compensation, if any, for such staff shall be budgeted by the congregation. A Board-approved Personnel Policy Manual shall stipulate employment policies and practices, wage and hour administration, staff member benefits, performance evaluation procedures, and other employer policies. The Chief of Staff shall determine terms of employment consistent with the Personnel Policy Manual in consultation with the relevant committee(s). The Chief of Staff shall maintain the Personnel Policy Manual, a copy of which shall be given to staff members.

ARTICLE X. COMMITTEES

Section A. Committees – General

Committees designed to further the interest of the Congregation may be formed by the Coordinating Team or the Board. Each committee shall elect its chair, who shall be a Voting Member of the congregation. Several standing committees are described in the following sections. The standing committees report to the Board.

Section B. Nominating Committee

The Nominating Committee, a standing committee, shall consist of three Voting Members, who shall serve three-year staggered terms with one new member elected at the Annual Meeting. The Committee shall elect one of its members chair. No member of the Nominating Committee may serve more than one term. A Nominating Committee member may serve again after a one-year interval.

The Board shall fill any vacancy by a majority vote within thirty (30) days. The Board appointee shall complete the term of the person whom he/she is replacing. If there is less than half of the term remaining, the appointee is eligible to serve a complete three-year term. The Nominating Committee shall prepare a slate of candidates to be voted on at the Annual Meeting. This slate shall include candidates for the Officer and Trustee vacancies to be filled according to Article VI, Section A. The Nominating Committee shall nominate at least one candidate for each position to be filled and may not nominate any of its members to be Officers

or Trustees. It shall also include a candidate for the open position on the next year's Nominating Committee.

In November of the fiscal year, the Nominating Committee shall announce, at regular services and via the newsletter, the opening of nominations. The slate of candidates to be voted on shall be disseminated as follows: In the April newsletter, the Committee shall report the candidates' names and their positions which will need to be voted upon. This report shall also state that nominations may be made by petition, which must be signed by at least ten (10) Voting Members and submitted to the Nominating Committee no later than 30 days prior to the Annual Meeting. No nominations will be accepted after that date.

The Committee shall provide to the Secretary in time for mailing with the notice of the Annual Meeting, the slate of candidates for Officers and Trustees proposed by the Committee, the nominee for the Nominating Committee, and any person(s) nominated for any office(s) by petition.

Section C. Good Relations Committee

The Good Relations Committee, a standing committee, is responsible for receiving and responding to church-related complaints or conflicts between individuals, or within or between church groups. It helps to achieve equitable settlements according to the Congregation's Conflict Resolution Policy. It is responsible for updating and maintaining the Conflict Resolution Policy.

To the extent that Congregational or ministerial confidences are not breached, the Good Relations Committee shall report its findings to the Board on a regular basis. Good Relations Committee meetings are closed, except to those individuals who are presenting concerns.

The Good Relations Committee shall consist of three members selected by the Board. Members serve three-year staggered terms. Each member shall be a Voting Member of the congregation for a period of at least two years previous to their selection. The Board shall not select one of its own members, paid staff, or Coordinating Team members to serve on the Committee.

No person shall serve on the Good Relations Committee for more than two (2) consecutive terms. Any member may serve again on the Good Relations Committee after a one-year interval.

Section D. Legacy Committee

The Legacy Committee, a standing committee, is responsible for soliciting and managing donations to the Chalice Endowment Fund. The committee shall consist of three members selected by the Board. Members serve three-year staggered terms.

No person shall serve on the Legacy Committee for more than two (2) consecutive terms. Any member may serve again on the Legacy Committee after a one-year interval.

ARTICLE XI. FINANCES Section A. Fiscal Year

The fiscal year is July 1 through June 30.

Section B. Budget

The Congregational budget shall consist of an estimate of the amount of funds from all sources and a plan for using these funds. The Coordinating Team is responsible for proposing a budget for approval by the Board. The Board-approved budget is then presented to the Congregation at the annual meeting for approval by the Congregation. The budget is a plan for the guidance of the Coordinating Team and the Board, and both may modify expenditures within the limits given under their authority, described in Sections C and D below.

The budget for the fiscal year shall be adopted at the Annual Meeting. Any subsequent budget revision adopted at any Congregational meeting shall cover the current fiscal year and shall be accompanied by a statement from the Treasurer of the proposal's financial impact.

All funds raised by groups within the Congregation shall be considered as general operating income. At the Coordinating Team's discretion, the income may be restricted to use by the group that raised the funds.

Section C. Coordinating Team's Authority

Subject to Article VII, Section C, the Coordinating Team may overspend the current approved budget. Such overspending is limited to three percent (3%) of the total budgeted operating expenses without limitation as to any particular line item, but does not include capital expenses, principal, and/or interest payments on loans.

If the Coordinating Team anticipates spending more than one hundred three percent (103%) of the currently approved total budget (not on a line-by-line basis), the change must be approved by the Board. This does not include capital expenses or principal and interest payments on loans.

Section D. Board's Authority

Subject to Article VI, Section B, the Board may authorize overspending the current approved budget. Such overspending is limited to ten percent (10%) of the total budgeted operating expenses without limitation as to any particular line item, but does not include capital expenses, principal, and/or interest payments on loans.

If the Board anticipates that more than one hundred ten percent (110%) of the currently approved total budget will be spent (not on a line-by-line basis), the change must be approved at a duly called Congregational meeting. This does not include capital expenses or principal and interest payments on loans.

If, because of emergency, the Board finds it necessary to authorize spending more than one hundred ten percent (110%) of the currently approved total budget without such prior approval, the Board shall, as soon as practical thereafter, request and obtain ratification of its action at a duly called Congregational meeting. The Board shall also present a suitably revised budget for approval at this meeting.

Section E. Reports

At the Annual Meeting, the Treasurer shall present a statement comparing the budgeted amounts to actual expenditures. The Board shall explain all significant variances.

Section F. Annual Review

The yearly financial statements shall be presented by the Treasurer at the Annual Meeting. Financial statements shall be inspected every other year by a qualified, independent individual appointed by the Board. A report of the inspection shall be available to the Congregation within one hundred twenty (120) days of the end of the fiscal year.

Section G. Signature Authority

Only the President, Vice President, Treasurer, or Secretary shall be authorized to sign or endorse financial instruments pertaining to the Congregation.

Section H. Contracting Authority

Unless so authorized by the Board, no officer, trustee, agent, or employee shall have any power or authority to bind the Congregation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section I. Real Property

No land or buildings shall be purchased or permanent buildings erected or torn down, nor shall the property of the Congregation be mortgaged, sold, or otherwise disposed of unless approved at a Congregational Meeting by a two-thirds (2/3) majority of votes cast.

Section J. Capital Assets Acquisition Fund

There shall be a Capital Assets Acquisition Fund to accumulate restricted funds that are to be used only to pay for the purchase of land, the purchase and/or construction of new buildings, improvements to the campus, and/or the construction of additions to existing buildings for use by the Congregation. The Fund includes contributions designated for this purpose plus other income (interest, dividends, capital gains, etc.) minus expenses (brokers' charges, costs of financial management, capital losses, etc.). The Capital Assets Acquisition Fund shall be in a separate account and the Treasurer shall keep the accounts of the Fund separate from any other accounts. At the end of each fiscal year the Treasurer shall submit a financial statement to the Board and to the congregation (See Article XI, Section E) for the Fund showing itemized income and expenses for the year and assets and liabilities at the end of the year.

The Board shall have the discretion to expend up to \$2500 from the fund at any one time subject to the above conditions. In no event shall the total of Board approved expenses exceed \$10,000 in any one fiscal year without Congregational approval.

Except for Board approved expenditures, all other expenditures must be approved by at least two-thirds (2/3) of the votes cast at a Congregational Meeting at which there is a quorum of fifty percent (50%) of the number of Members as of one month prior to the meeting.

Section K. Chalice Endowment Fund

The purpose of the Endowment Fund is to create an endowment for generating income for the benefit of the congregation. Only under the most pressing of circumstances and a determination by the Board of Trustees that no reasonable alternative is available, shall the principal of this permanent resource be expended, following an affirmative vote of at least two-thirds (2/3) of the votes cast at a Congregational Meeting at which there is a quorum of fifty percent (50%) of the number of Members as of one month prior to the meeting.

Funds will be invested in a separate account. The primary consideration in selecting investments shall be preservation of capital. The revenue will be deposited into the Endowment Fund as it accrues. Each year the Board is authorized to utilize annual earnings greater than \$2000. The first \$2000 in earnings, together with any income above \$2000 not used in that year, is to be added to the principal. The signatures of two Board Members will be required to withdraw any funds. The Legacy Committee shall report total contributions, income, and disbursements yearly to the congregation at the Annual Congregational Meeting.

Section L. Undesignated Bequests

Upon the receipt of any testamentary gift, when no specific use of the gift has been designated, the Board is responsible to determine the distribution of that gift.

ARTICLE XII. AMENDMENTS Section A. Origination

Amendments to these Bylaws may be proposed by a majority vote of the Board of Trustees, by a majority vote of a Bylaws Review Committee, or by petition of not less than ten (10%) of the Voting Members of the Congregation.

Section B. Submission

All amendments proposed by petition shall be submitted to the Secretary of the Board no later than 30 days before the Congregational Meeting at which they are to be voted on. Notice of all proposed changes shall be contained in the notice of the meeting.

Section C. Adoption

Proposed Bylaw amendments may be adopted by the Congregation if a quorum is present and if two thirds of those present and voting so order.

ARTICLE XIII. DISSOLUTION

Should this Congregation cease to function and the membership vote to disband, following all payments of debts and obligations, any assets of the Congregation will be transferred to the Unitarian Universalist Association (UUA) for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

Approved by the Congregation on April 24, 2021