

BYLAWS of
UNITARIAN UNIVERSALISTS SAN LUIS OBISPO

Includes All Revisions Through June 11, 2023

UNITARIAN UNIVERSALISTS SAN LUIS OBISPO BYLAWS

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BYLAWS
of the
UNITARIAN UNIVERSALISTS SAN LUIS OBISPO

ARTICLE I. NAME

The name of this religious society shall be the Unitarian Universalists San Luis Obispo (hereafter "UUSLO").

ARTICLE II. PURPOSE

The purpose of UUSLO is to foster liberal religious attitudes through group study, worship, work, service, and recreation in the spirit of universal humanity and to promote the Principles of the Unitarian Universalist Association.

UUSLO welcomes full participation of all persons in all its activities and the full range of human endeavor, without regard to race, color, gender, disability, affectional or sexual orientation, gender identification, age, national origin, and without requiring adherence to any particular interpretation of religion or any particular religious belief or creed.

ARTICLE III. AFFILIATION

UUSLO shall be a member of the Unitarian Universalist Association and its regional organization, the Pacific Southwest District.

ARTICLE IV. MEMBERSHIP

SECTION A. Qualifications of Membership

1. Any person 16 years of age or older who:
 - a. Supports the Mission and Covenant of UUSLO
 - b. agrees to carry out the membership responsibilities
 - c. meets with the Minister or designee, and
 - d. signs the membership book is a member of UUSLO
2. Membership responsibilities include the following:
 - a. making an annual pledge
 - b. participating in congregational activities to the extent possible.
3. Voting rights are granted after 30 days of membership.
4. A member who can no longer meet the criteria for membership is eligible for honorary membership, without voting rights, as determined by the Minister.

SECTION B. Termination of Membership

1. Any member who requests the termination of membership shall be removed from the membership roll after the Membership Chair has sent a letter to the individual confirming the request.
2. The Membership Chair shall confirm that the names of deceased members are removed from the membership roll.
3. If a member has not made a pledge of record by the end of the church year, the member will be notified in a letter. If there is no response after reasonable attempts are made to contact the member (e.g., phone, email, letter), the name will be removed from the membership roll.

ARTICLE V. MEETINGS OF THE CONGREGATION

SECTION A. Religious Gatherings

The Minister, in consultation with the Board of Trustees, sets the time and place for religious gatherings of the Congregation.

SECTION B. Congregational Business Meetings

For all Congregational Business Meetings, unless stated otherwise herein, a notice of the time, place, and agenda (including all items being presented for vote) shall be provided to all members in a manner approved by the Board at least 14 days before the meeting. Additional items for discussion only may be added at the time of the meeting with the consent of a simple majority of those present and voting. All meeting requirements stated in this document will apply to any virtual meeting.

1. Annual Business Meeting:
The Annual Business Meeting shall be held during April, May, or June, at a time and place fixed by the Board of Trustees. The agenda for the meeting shall include:
 - a. the election of Trustees to the Board (including filling any vacancies that the Board has filled temporarily by appointment),
 - b. the election of Leadership Development Committee members (including filling any vacancies that the Board has filled temporarily by appointment).
 - c. the election of the Endowment Fund Committee members (including filling any vacancies that the Board has filled temporarily by appointment).
 - d. approval of the annual budget, and
 - e. any other matters of business and policy that the Board deems necessary to put before the membership for consideration and action.
2. Special Business Meetings:
Special Business Meetings for information and/or to conduct business shall be convened by
 - a. call of the President
 - b. a vote of the Board
 - c. a written request by three members of the Board of Trustees
 - d. a written petition to the Board of Trustees by at least 15% of the membership.
3. Emergency Business Meetings:
In cases where the Board of Trustees decides the membership must take action on a matter of business or policy under circumstances that do not allow for the normal period of notification for a Special Business Meeting, the Board may call an Emergency Business Meeting of the membership upon four days' notice provided to all members in a manner approved by the Board.

SECTION C. Procedure for Congregational Business Meetings

1. A quorum shall consist of 20% of the voting membership. The corporate secretary shall be responsible for determining that a quorum is present at the beginning of each meeting. All votes shall be based on a simple majority of the votes unless otherwise determined by the Board or otherwise provided in these Bylaws.
2. All Congregational Business Meetings shall be conducted according to the latest revision of Robert's Rules of Order, except as otherwise provided in these Bylaws.
3. Minutes of all Business Meetings shall be recorded and maintained as part of the Congregation's records. These records shall be open for inspection and readily available to any member of the Congregation.

SECTION D. Elections and Voting

1. Election of Members of the Board, the Leadership Development Committee, and the Endowment Fund Committee shall occur at the Annual Business Meeting.
2. Members who are present at a Business Meeting and who have been members for more than 30 days shall be eligible to vote.
3. Voting shall be in a manner acceptable to the Board.
4. The Corporate Secretary shall be responsible for preparing and distributing informative materials and voting instructions and for counting the votes.

ARTICLE VI. BOARD OF TRUSTEES AND OFFICERS

SECTION A. Board of Trustees

1. The Board of Trustees (Board) shall consist of seven members elected by the Congregation or appointed by the Board in the case of vacancies.
2. Terms of Board members are three years.
3. Terms are staggered. No one may serve more than six consecutive years without a hiatus of at least one year. Serving less than a year to fill a vacancy does not count towards the six-year limit.
4. The Minister shall be an ex officio member of the Board without voting rights.
5. Except as otherwise provided in these Bylaws, the Board shall have the responsibility for the governance of UUSLO.

Its duties shall include, but are not limited to:

- a. forming and dissolving Board committees as required
- b. preparing the agenda for the Annual Meeting and other Congregational Business Meetings, and submitting the annual budget to the Congregation
- c. approving the recommendation of the Minister in hiring, establishing a salary for, and terminating paid non-ministerial staff
- d. establishing and monitoring Board Policies and Procedures.

The Board may delegate the conduct of its duties as appropriate.

6. Regular meetings of the Board of Trustees to conduct the normal business of the Congregation shall be held monthly, at least ten times per year. For the information of the Congregation members who may wish to attend, a notice of the time, place, and agenda of each Board meeting shall be published and made available to the congregation. All meeting requirements stated in this document will apply to virtual meetings.
7. Special meetings of the Board may be called by the President. All members of the Board of Trustees, the Minister, the Recording Secretary, and the Treasurer shall be notified of each special meeting and the purpose for which it is called.
8. A quorum shall consist of a simple majority of voting members of the Board.
9. A majority of the entire Board shall be required to approve all Board decisions.
10. Upon written petition of at least 15% of the voting members of the Congregation, any action of the Board shall be submitted to a Congregational Business Meeting for discussion and vote to affirm or reverse the Board's decision.
11. A Recording Secretary shall be appointed by the Board of Trustees and is not a member of the Board. The Recording Secretary shall keep minutes of all Congregational Business Meetings and the meetings of the Board of Trustees, and perform other duties as assigned by the Board including posting the minutes of all Board and Congregational Business Meetings.
12. Minutes of each Board meeting shall be recorded and approved by the Board at the next Board meeting. Records of Board meetings shall be open for inspection by any member of the Congregation.
13. All Board meetings are open to attendance by any member of the Congregation except Executive Sessions, which are solely for discussion of confidential issues. Only Board members and others invited by a vote of the Board may attend Executive Sessions. Decisions made at these meetings shall be attached to the minutes as appropriate and determined by the Board. The Board may choose to exclude its members from Executive Sessions if matters pertaining to the excluded member are to be discussed.

SECTION B. Officers

The Officers of UUSLO shall be the President, Vice President, Corporate Secretary, and Treasurer. All terms except the Treasurer shall commence on July first, the start of the fiscal year, in the year of the election.

1. President

- a. The President shall be elected by the Board of Trustees for a one year term from among its members. The candidate must have served as a member of the Board of Trustees for at least one year before taking office. The President may be elected for no more than two consecutive years. A President who has served two consecutive years as president may be elected for an additional presidential term(s) after a hiatus of at least one year.
- b. The President shall preside at all Business Meetings of the Congregation and the Board of Trustees meetings, shall officially represent the Congregation at all appropriate occasions, shall provide leadership in all lay functions of the Congregation, and shall be responsible for coordination and leadership of all lay relations with the Unitarian Universalist Association.

2. Vice President

- a. The Vice President shall be elected by the Board of Trustees for a one year term from among its members. Term limits are the same as for the President.
- b. In the absence of the President, or when requested by the President, the Vice President shall perform the functions of the President and shall assume such other functions and responsibilities as directed by the Board of Trustees. If the office of President becomes vacant, the Vice President shall assume the office for the remainder of the term.

3. Corporate Secretary

- a. The Corporate Secretary shall be elected by the Board of Trustees for a one year term from among its members. There shall be no limit on the Secretary being elected to additional terms consistent with term limits for all Trustees.
- b. The Corporate Secretary shall prepare agendas, prepare correspondence, keep records, and perform other duties as assigned by the Board.
- c. The Corporate Secretary will maintain the Board Policies Handbook and the Board Procedures Handbook.
- d. The Corporate Secretary shall be responsible for determining the presence of a quorum and conducting all elections and votes on proposals at congregational meetings.

4. Treasurer

- a. The Treasurer is elected by the Board of Trustees for a one-year term. There is no limit to the number of consecutive years a Treasurer may serve.
- b. The Treasurer may or may not be a member of the Board of Trustees. When the Treasurer is a Board member, the Treasurer's term is the same as the other Board Members. When the Treasurer is not a Board Member the Treasurer's term will run from August 1 to July 31.
- c. The Treasurer assists the Board of Trustees in fulfilling its fiduciary responsibilities. The Treasurer's specific duties in these regards shall be determined by the Board and typically include but are not limited to:
 - i. acting as a liaison between the Board and the financial staff
 - ii. being familiar with UUSLO's financial records, files, and reports as well as the job descriptions and operations of the financial staff
 - iii. being responsible for monitoring of the financial accounts of UUSLO.
 - iv. monitoring and reporting on a periodic financial review of UUSLO's financial records, practices, and internal controls
 - v. ensuring that periodic financial reports as required by the Board and the members of the Congregation are provided
 - vi. serving as the Financial Officer of UUSLO in all legal situations that require designation of a person acting in such capacity.

ARTICLE VII. NOMINATIONS, VACANCIES, and REMOVALS

SECTION A. Leadership Development Committee

1. The Leadership Development Committee is responsible for:
 - Nominating individuals to serve in positions elected by the congregation
 - Maintaining records of terms of office for all elected positions
 - Recruiting individuals for other lay leadership positions as requested by the Board
 - Supporting leadership development through programs and outreach
2. The Leadership Development Committee consists of up to seven voting UUSLO members elected by the Congregation.
3. Terms of the Leadership Development Committee members are three years. Terms are staggered. No one may serve more than two terms without a hiatus of at least one year. Serving less than a year to fill a vacancy does not count towards the six-year limit.
4. A quorum of the Committee shall consist of a simple majority of the voting members.
5. A majority of the entire Committee shall be required to approve all Committee decisions.
6. The committee will support leadership development through programs and outreach.

SECTION B. Nomination Procedure

1. In consultation with the Minister, the President of the Board of Trustees and the Chair of the Endowment Committee, as appropriate, the Leadership Development Committee shall select one or more eligible nominees for each position to be filled on the Board of Trustees, the Leadership Development Committee, the Endowment Fund Committee, and other positions identified by the Board.
2. Nominations may also be made at the Annual Business Meeting by a voting member with the prior consent of the nominee in writing if not present.
3. All nominees shall be voting members of UUSLO, 18 years of age or over.

SECTION C. Vacancies

1. In the event of a vacancy on the Board or an elected committee, the successor shall be proposed to the Board by the Leadership Development Committee. Following deliberations, a successor shall be appointed by the Board to serve until the next Annual Business Meeting, at which time the remainder of the unexpired term shall be filled by election. The Leadership Development Committee shall consult with the President before proposing a successor for a vacancy on the Board and with the President and Chair of the Endowment Committee before proposing a successor for a vacancy on the Endowment Committee.
2. A member appointed to fill a vacancy must be a voting member.

SECTION D. Removal from Board of Trustees

1. Any Board Member may be removed from the Board by a 2/3 majority of votes cast at a Business Meeting of the Congregation.
2. Should any Board Member miss three consecutive meetings of the Board without excuse, the member may be removed by resolution of the Board.

ARTICLE VIII. FINANCES

SECTION A. Financial Management

1. UUSLO shall receive and disburse funds and property following the State and Federal laws governing religious tax-exempt institutions to preserve the tax-exempt status of the Congregation.
2. The fiscal year shall commence on July 1 of each year and end on June 30 of the following year.
3. UUSLO receives and administers different types of funds, monies, and donations:
 - a. discretionary, to be used for general operating and obligatory expenses
 - b. non-discretionary, to be held in trust and used only for the purposes designated by the donor.
 - c. The membership may designate certain discretionary funds as non-discretionary by attaching any specific intent or stipulation to said funds by a 2/3 majority of votes cast at any Business Meeting with the exception that such action may not be taken at an Emergency Business Meeting.
4. The annual budget for UUSLO shall be adopted at the Annual Business Meeting.
5. Amendments to the adopted budget involving total adjustments exceeding 10% of the total budget shall require approval by a 2/3 majority of the votes cast at a Business Meeting of the Congregation.
6. Financial records except the minister's discretionary fund shall be made available for inspection on request by members of the Congregation.
7. Personal financial information about members of UUSLO shall be confidential.

SECTION B. Review of Financial Records

1. At least every five (5) years, the Congregation financial records, including those of the Endowment Fund, shall be reviewed by an outside expert or by another group satisfactory to the Board to determine the financial state of the Congregation and the adequacy of our financial practices and processes. Results of each evaluation shall be reported to the Membership.
2. The annual budget shall designate funds to be accumulated for the conduct of a financial review unless reserve funds exceed the cost of the previous financial review.

SECTION C. Property

1. The Board is authorized to acquire, encumber, or dispose of property when the value of the transaction is \$10,000 or less.
2. Approval of the membership is required to acquire, encumber, or dispose of property when the value of the transaction is more than \$10,000. Such approval shall be by a 2/3 majority of votes cast at any Business Meeting.

ARTICLE IX. ENDOWMENT FUND

SECTION A. Purpose

The purpose of the Unitarian Universalists San Luis Obispo Endowment Fund (hereinafter called the “Fund”) is to enhance the mission of the Congregation.

SECTION B. The Endowment Fund Committee

1. The Endowment Fund Committee (hereinafter called the “Committee”) shall be the custodian of the Fund.
2. The Committee shall consist of five members, elected by the Congregation. Terms of the Committee members are three years.
3. Terms are staggered. No one may serve more than six consecutive years without a hiatus of at least one year. Former Committee members may be reelected. Serving less than one year to fill a vacancy does not count towards the six-year limit.
4. The Minister and the President of the Board may attend Committee meetings in an advisory capacity.
5. The Committee shall meet at least quarterly.
6. A quorum shall consist of a simple majority of the members of the Committee.
7. A majority of the entire Committee shall be required to approve all Committee decisions.
8. The Committee:
 - a. may establish subcommittees of members of the Committee, members of the Congregation, and/or professionals in the field, to provide it with assistance in communications and investments
 - b. shall maintain complete and accurate minutes of its proceedings, and shall supply a copy thereof to each member of the Committee and the Board
 - c. shall assist the Congregation’s Treasurer in the preparation of financial reports
 - d. shall approve checks and all other necessary documents on behalf of the Congregation in furtherance of the purposes of the Fund
 - e. shall report quarterly to the Board, and at each Annual Meeting of the Congregation shall render a complete account of the administration of the Fund during the preceding year.
9. Members of the Committee:
 - a. shall not be liable for any losses which may be incurred by the investment of the assets of the Fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable if they act in good faith and with ordinary prudence
 - b. shall be liable only for willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member
 - c. shall not engage in any self-dealing or transactions with the Fund in which the member has a direct or indirect financial interest and shall always refrain from conduct in which their personal interest would conflict with the interest of the Fund.

SECTION C. Investment of Fund Assets

1. The Committee shall invest the assets of the Fund prudently to protect the purchasing power of the Fund, as well as to produce income from the Fund. The Committee shall only invest in the following types of securities:
 - a. securities issued by an agency of the Federal or State of California governments including funds that hold these securities
 - b. securities guaranteed by the Federal or State of California governments or issued by a major insurance company including funds that hold these securities
 - c. pooled funds overseen by the Unitarian Universalist Association
 - d. securities funds, including mutual funds, index funds and exchange-traded funds (ETF’s), not to exceed fifty percent (50 %) of the total Fund value
 - e. bond funds

2. Investments in securities funds shall be made with the guiding lens of Unitarian Universalist values and principles.

SECTION D. Distribution of Funds

1. Distributions from the Fund:
 - a. shall normally occur annually, and be limited to no more than five percent (5%) of the average of the Fund's thirteen quarterly totals prior to the calendar year in which distributions are to occur
 - b. shall require a majority vote of those present and voting at a Congregational Meeting except as provided for in subparagraph 1. c. below.
 - c. may be allocated in an amount exceeding the 5% referenced above for an emergency need or special opportunity with the approval 2/3 of those present and voting at two consecutive duly called Congregational Business Meetings. The second of these meetings must follow the first meeting by no less than 14 days and no more than 28 days.
2. Expenses of investing, record keeping, and administration may be taken from the Fund's income.
3. Recommendations for the use of the distributions shall be made each year by the Committee in collaboration with the Minister and the Board and approved by the Congregation.

SECTION E. Acceptance of Gifts

1. Gifts received by UUSLO from bequests, trusts, annuities, life insurance, or donations in honor of recently deceased members of the UUSLO community shall be assumed to be contributed to the Fund unless otherwise stipulated by the donor.
2. Gifts of tangible property shall be accepted only with the approval of the Endowment Fund Committee and the Board of Trustees.
3. Gifts contributed with conditions on the use of the principal or income shall be accepted only with the approval of the Endowment Fund Committee and the Board of Trustees.

ARTICLE X. THE MINISTER

SECTION A. Duties

1. UUSLO shall maintain the tradition of a free pulpit.
2. The Minister's duties and responsibilities shall be those stated in The UUMA Guidelines for the Conduct of Ministers and the contract between the Minister and UUSLO. In case of conflict between the two referenced documents, the contract with the Minister shall prevail.
3. The Minister shall supervise all paid and volunteer staff members.

SECTION B. Selection of a Minister

1. The search for, and recommendation of, a Minister shall be conducted in accordance with the guidelines set forth by the Unitarian Universalist Association.
2. The Minister shall be called, and the initial compensation package approved by the members of the Congregation at a Congregational Business Meeting.
3. To be called a Minister must receive at least 85% of the votes cast at a Congregational Business Meeting.

SECTION C. Termination of a Minister

1. The Minister may be dismissed by a majority of votes cast at a Business Meeting of UUSLO. A 90-day written notice of dismissal shall be given.
2. The Minister may resign by giving 90 days written notice to UUSLO. At the Minister's request, the Board may waive all or part of the period.

ARTICLE XI. DISSOLUTION

Should UUSLO cease to function and the membership vote to disband, all assets of the Congregation will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with all applicable laws.

ARTICLE XII. AMENDMENT OF BYLAWS

1. These Bylaws may be amended, repealed, or replaced at any Business Meeting of UUSLO by a 2/3 majority of votes cast (except at an Emergency Business Meeting).
2. Notice of all proposed amendments to the Bylaws specifying the exact wording of the proposed amendment shall be included in the notice of the meeting.
3. Proposed amendments to the bylaws may be amended by a simple majority vote at the Congregational Business Meeting where they are being considered.

Prior Bylaws Revisions (Archival Evidence)

June 14, 2020

June 2, 2019

February 21, 2019

June 4, 2017

June 5, 2016

June 7, 2015

June 1, 2014

February 10, 2014

June 2, 2013

May 15, 2011

May 21, 2006

May 14, 2002

February 20, 2000

April 13, 1997*

June 4, 1995

March 27, 1994

April 10, 1988

February 8, 1987

April 25, 1982*

April 28, 1974

Documents before 1974 are undated *

Key

* Documentation incomplete