

# **RECOMMENDED CHANGES**

FOR CONSIDERATION AT THE ANNUAL MEETING; 19 MARCH 2017/

Prepared from Board of Trustees Meeting 2017.02.28

Underscored text represents additions to the current Bylaws; ~~Strikeouts~~ represent text to be removed

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## **Bylaws and Restated Constitution of the First Unitarian Church of Oakland**

Amended and Adopted March 16, 2003

### **Historical Covenant**

"In the love of truth and in the spirit of Jesus we unite for the worship of God and service to man." (Ames Covenant, 1853.)

### **Mission Statement**

We, the members of the First Unitarian Church of Oakland, unite to build a beloved community within and beyond our walls. Guided by individual conscience and wisdom from many sources, we gather in worship and service to nourish the spirit, work for justice, and celebrate the divine in all. (Adopted by the congregation, March 18, 2001)

### **Article I: Preamble**

We, the Congregants of the First Unitarian Church of Oakland (hereinafter sometimes referred to as "the Church"), adopt these Bylaws and Re-States Constitution in order to work towards fulfilling those ideals set forth in the Mission of the First Unitarian Church of Oakland.

## **Article II: Form and Principal Structure**

### Sec. 1.

The First Unitarian Church of Oakland shall be ~~a congregational church, allied with the Unitarian Universalist Association of Congregations. It shall be a member of the Unitarian Universalist Association of Congregations, and the Pacific Central District Unitarian Universalist Conference or its successors).~~ allied with the Unitarian Universalist Association of Congregations. As, Since it is a congregational church all power to act, unless otherwise specifically delegated in these Bylaws and Constitution, shall reside with the congregation's Membership when duly gathered in accordance with these Bylaws.

### Sec. 2.

This congregation affirms and promotes the full participation of persons in all our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, physical or mental abilities, sexual orientation or gender identity, class, or national origin.

## **Article III: Governance**

### Sec. 1.

Authority with respect to the governance of the congregation is held by the active membership of the congregation. As set forth in Article VI, Section 1, the congregation vests in the Board of Trustees the responsibility for the corporate management of the church and its affairs between duly constituted meetings of the Membership.

## Sec. 2.

The form of governance used by the Church will be chosen by the Board and changed as needed or as circumstances may require, with the aim of helping the Church pursue its vision and mission in an effective manner and in congruence with its values.

## **Article III ~~IV~~: Membership**

### Sec. 1.

Subject to the criteria set forth below in this Article, membership is open to any person 18 years or older, or who has completed Coming of Age (or successor programs), and who is sympathetic to or in accord with the purposes and the mission of the church and its values.

### Sec. 2.

In order to become a member (“Member”), a person must sign the membership book maintained by the Church. and make a pledge of record, or receive a waiver from a Minister consistent with Church policy in the case of financial limitation.

### Sec. 3.

Any Member shall be entitled to vote at any meeting of the membership duly called pursuant to these Bylaws, provided that the Member has signed the membership book by the record date, as defined in Article V, Section 9.

### Sec. 4.

Any person who fails to participate in the Church life other than for reasons of illness or other incapacity, shall be considered inactive and dropped from the roll after two years with written notification thereof to the Member’s last known address. The decision of whether or not a person shall be dropped from the rolls shall reside with the

Minister(s), as defined in Article VIII, below, acting unanimously, or their delegate, or with the Board of Trustees. For purposes of the counting of Church membership, an inactive Member who has been dropped from the roll is not a Member.

Sec. 5.

- a. ~~Any person who proves themselves out of agreement with the Mission Statements may be asked to resign from membership by action of the Congregation.~~  
The congregation may vote to remove a member who threatens the well being of the congregation.

Sec.6.

The following actions shall require a vote of the Members:

- a. Any change to the Mission Statement.
- b. Request that a Member resign from membership or removal of a member from the congregation.
- c. Election (except to fill a vacancy) and removal of Trustees (except for a removal for cause by the Board of Trustees).
- d. Calling and dismissal of Ministers.
- e. Amendment of Articles or Bylaws.
- f. Approval of principal terms of a merger of the Church; or amendment of principal terms.
- g. Sale or other transfer of substantially all of the assets of the Church.
- h. Sale, disposal, or encumbrance of the real estate of the Church.

- i. Dissolution of the Church.
- j. Any other actions requiring a vote of the Members pursuant to the California Corporations Code.

#### Sec. 7.

The Members have the right to inspect the Church's books, records and documents of any kind except employees' personnel files, and this right shall extend to all matters stated in the Minutes of the Board of Trustees except those matters pertaining to personnel, or which would otherwise violate any rights to privacy as established by the United States Constitution or any other laws.

### **Article ~~IV~~ V: Meetings of the Congregation**

#### Sec.1. Conduct of Congregational Meetings

All business meetings of the Congregation shall be presided over by a Moderator. The Moderator shall be approved and installed by the Members at the beginning of the meeting before any other business is transacted. A Secretary shall be chosen at or before each meeting of the Congregation. Neither the Moderator nor the Secretary shall be chosen from among the Board of Trustees or the Minister(s), so that said Trustees or Ministers may plead their own cases in any question. Meetings of the Congregation shall be conducted in accordance with the current Church policies on accessibility. Childcare shall be provided at the Congregational Meetings.

#### Sec.2. Annual Meeting

The Annual Meeting of the Congregation for the election of Trustees and the transaction of other business shall be held in March of each year, with the exact date to be set by the Board of Trustees.

### Sec. 3. Notice

Notice of the time and place of the Annual Meeting shall be given from the pulpit during or immediately after the close of the service by a Minister, by the President of the Board of Trustees, or any other person authorized by a Minister or the President, on the two Sundays preceding the time set for the Annual Meeting, and notice of the Annual Meeting shall be sent to the Members, either in writing or electronically, at least three weeks before such meeting. The notice must specify the general nature of the meeting only if the following topics will be discussed:

- a. Removal of Trustees without cause.
- b. Calling or dismissal of Ministers.
- c. Amendment of Articles or Bylaws.
- d Approval of principal terms of a merger of the Church; or amendment of principal terms.
- e. Sale or other transfer of substantially all of the assets of the Church.
- f. Dissolution of the Church.

### Sec. 4. Special Meetings

Special Meetings of the Congregation may be called at any time upon request of ~~five~~ twenty percent of the Members in writing filed with the Secretary of the Board of Trustees; or the Minister(s), acting unanimously, with the written endorsement of ~~five~~ twenty percent of the Members as above; or by the Board of Trustees. Notice of any Special Meeting shall be given in the same manner as for the Annual Meeting. A call for a Special Congregational Meeting shall state the

purpose for the meeting, and no other business than the stated topic shall be transacted at the meeting.

#### Sec. 5. Quorum

The quorum for all business meetings of the Membership shall be ~~fi-~~  
~~teen (15)~~ twenty five (25) percent of the number of Members eligible  
to vote, as of the most recent Record Date. Every act or decision done  
or made by a majority of Members present at a meeting duly held at  
which a quorum is present is the act of the Members, unless otherwise  
specified in the Bylaws or required by law.

#### Sec. 6. Simple Majority

The election of Trustees and other matters of business transacted at a  
Congregational Meeting shall be approved upon a majority vote of  
the members present.

#### Sec. 7. Rules and Regulations

The Board of Trustees may establish rules and regulations for the  
conduct of all business meetings of the Membership; in the absence  
of any other rules, Robert's Rules of Order shall be the parliamentary  
reference at all meetings of the Membership.

#### Sec.8. Proxies and Absentees

Voting by proxy shall not be allowed. The Board of Trustees may al-  
low for absentee voting on some matters.

#### Sec. 9. Record Date

The date upon which voting eligibility shall be determined, here-  
inafter the "record date," shall be the last Sunday of the month pre-  
ceding the Annual Meeting, or any preceding Special Meeting.

## Article ~~V~~ VI: Trustees

### Sec. 1. Board of Trustees

The corporate management of the Church and all its affairs, between duly constituted meetings of the Membership, shall be vested in a Board of Trustees. Subject to these Bylaws, the Articles of Incorporation, and the California Non-Profit Corporation law, the Trustees shall manage all business of the Congregation. The Trustees may delegate the day-to-day operation of the Congregation's business to any person(s) provided that the business and affairs shall be managed and all corporate and congregational powers shall be exercised under the Trustees' ultimate discretion and responsibility.

#### a. Composition and Term of Office

The Board of Trustees shall comprise no fewer than nine and no more than twelve Members, with the exact number of authorized Trustees to be fixed from time to time by resolution of the Board of Trustees. Trustees shall serve three-year terms revolving so that up to four full-term Trustees shall be elected each year by the Membership at its Annual Meeting. Additional Trustees may be elected to fill existing partial term vacancies. If vacancies have been filled through appointment by the Board of Trustees, the Members must vote on confirmation of such appointment. The Trustees' terms of office shall commence at the first regular meeting of the Board of Trustees following their election. A Trustee's normal term shall end at the first regular meeting of the Board of Trustees following the election in which their replacement has been elected.

#### b. Eligibility -

Any Member shall be entitled to stand for election to the Board of Trustees provided that they signed the Membership book at least one year prior to the date of election and that the Member has recorded contributions in the preceding



year, or, under specific circumstances, any Minister, in their discretion, may waive the financial contribution required for eligibility.

c. Nomination of Candidates for Board of Trustees

Each year at the Annual Congregational Meeting, a Nominating Committee shall be elected for the purposes of conducting recruitment for the subsequent year's candidates for the Board of Trustees. Members of the Nominating Committee shall be elected by a simple majority of the Members present.

The Nominating Committee shall be composed of up to five eligible voting Members. Terms of office for Nominating Committee Members shall begin on the date of the Annual Meeting at which they are elected, and conclude on the following year's Annual Meeting date.

The Nominating Committee shall publicize, solicit, vet, and submit the names of all qualified candidates for vacant positions for the Board.

The Nominating Committee shall notify the Board of its nominations for Trustees at least thirty (30) days before the annual meeting by listing such nominations on the notice of the annual meeting, by posting nominations or by other form of announcement. Any eligible voting Member shall be entitled to nominate a candidate or candidates for office from the floor at any meeting at which trustees are being elected.

d. Vacancy

In case any Trustee resigns, or is otherwise unable to serve out the remainder of their term, or the Board of Trustees is duly expanded by amendment of these Bylaws, the remainder of the Trustees may nominate any Member to act with them until the appointment is confirmed or overruled by the

Membership at the Annual Meeting or at any Special Meeting. The Trustees may declare that a vacancy exists among the Trustees when any Trustee is absent for three consecutive regular meetings of the Trustees.

e. Re-Election - No Member may be elected as a Trustee for consecutive terms of office ~~as a trustee~~.

f. Removal

The right to remove any Trustee who proves himself incompatible with the wishes of the Membership shall be retained by the Membership. The Board of Trustees may remove a Trustee for cause pursuant to Section 9221 of the California Corporations Code.

g. Time and Place of Meetings - The Board of Trustees shall hold its regular meetings ~~at the same time each month~~ monthly, according to a regular, announced schedule. The Board may change the date and time of a regular meeting if the meeting would fall on a holiday or it is determined that a quorum will not be met. All regular meetings of the Trustees shall be open to any Member, except that the Trustees may meet in closed session when discussing personnel matters, including both paid staff and volunteers.

The Trustees may hold such special meetings as they deem fit. Special Meetings of the Trustees shall be called by vote of two or more of the Officers. Notice of any special meetings of the Board of Trustees shall be given to each Trustee at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting. Notice need not to be given to any Trustee who signed a waiver of notice to holding the

meeting or an approval of the minutes thereof, whether before or after the meeting, or who attend the meeting without protesting the lack of notice to such Trustee.

- h. Board meetings shall be open to all Members of the Church. Members who are not Board Members may not speak at Board meetings, or make motions, or vote at Board meetings, except in those cases where a provision shall be made by the Board officers to allow non-Board Members to address the Board.
- i. **Voting and Quorum**

The President may not vote at Board of Trustees meetings except to break a tie. A quorum shall be a majority of Trustees. Every act or decision done or made by a majority of Trustees present at a meeting duly held at which a quorum is present is the act of the Board, unless otherwise specified in the Bylaws.
- j. **Delegation**

The Trustees may authorize any Officer, any Trustee, or any other person to act on the Church's behalf in the absence of a meeting of the Trustees. Such authorization shall be reflected in the Minutes of the Trustees' meetings. Where matters are particularly complex, or the authority to act will extend beyond a single action, the authorization shall be set forth in writing detailing the scope of authority granted.
- k. **Unanimous Written or Electronic Communication Consent -**

Any action required or, permitted to be taken, by the Board may be taken without a meeting, if all Trustees consent in writing or by a form of electronic communication agreed upon by the Board of Trustees to such action. Such ~~written~~ consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written or electronic consent shall have the same force and effect as the unanimous vote of the Trustees.

1. Minutes of a Board meeting may be approved if all Trustees present at that meeting consent in a manner described in section (k).

## Sec.2. Committees

### a. Board Committees.

The Board of Trustees may, by resolution of a majority of the Trustees then in office, create any number of Board Committees, each consisting of two or more Trustees, and only of Trustees, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the Trustees then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (i) set the number of Trustees within a range specified in these Bylaws
- (ii) elect Trustees or remove Trustees without cause;
- (iii) fill vacancies on the Board of Trustees or on any Board Committee;
- (iv) fix compensation of Trustees for serving on the Board or any Board Committee
- (v) amend or repeal these Bylaws or adopt new Bylaws;
- (vi) adopt amendments to the Articles of Incorporation of this corporation;
- (vii) amend or repeal any resolution of the Board of Trustees which by its express terms is not so amendable or repealable;
- (viii) create any other Board Committees or appoint the members of any Board Committees; or

- (ix) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.
- b. **Advisory Committees.** The Board of Trustees may establish one or more Advisory Committees, which may also be referred to as standing committees, special committees, task forces, and other working groups, to the Board. The members of any Advisory Committee may consist of Trustees or non-Trustees and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.
- c. The Steering Committee shall be a Board Committee consisting of the Officers, with the authority to establish an agenda for each regular or special Board meeting. In addition, the Steering Committee may act on behalf of the full Board in between Board meetings, but only to the extent that a Board decision is required before a Board meeting can be reasonably scheduled. The Steering Committee shall report any such emergency decision to the full Board at the next Board meeting.

## **Article VII: Officers**

### **Sec.1.**

At the first meeting of the Trustees following an Annual Meeting, the Trustees shall elect from among their number a President, a Vice President, a Secretary, and a Treasurer (these four positions shall be referred to as the “Officers”). Each of these Officers shall serve one year or until their successor(s) are duly elected. In addition to the Officers defined above, the corporation may also have, at the discretion

of the Board of Trustees, such other officers as may be appointed by the Board, to serve at the pleasure of the Board. Any officer may be removed, with or without cause, by the Board of Trustees.

## Sec. 2. President

The President shall preside over all meetings of the Board of Trustees. The President shall have whatever powers and duties are otherwise conferred upon them by these Bylaws or by the Church's Articles of Incorporation, and shall not act inconsistently with these Bylaws or the Church's Articles of Incorporation

## Sec.3. Vice President

In the absence of the President, or if the President is unable to do so, the Vice President shall preside over all meetings of the Board of Trustees, and shall assume all duties connected with that obligation that would otherwise be performed by the President, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## Sec.4. Secretary

The Secretary, or their delegate, shall keep a record of all the names of Membership; shall have charge of its archives and shall be responsible for their safekeeping, shall record correctly the minutes of all the proceedings of the Congregation or of the Trustees; and shall keep such records always open for inspection by the Members; shall see that due notice is given of all meetings of the Membership and or the Trustees; and in the absence of the President or the Vice President, shall call the Trustees' meetings to order.

## Sec. 5. Treasurer

The Treasurer, or their delegate, under the instruction of the Board of Trustees shall collect and hold all monies subscribed or contributed to the use of the Congregation, and of all other funds belonging to the Congregation, ensuring that regular account of all monies, income

and expense is kept, and ensuring that any obligations are fulfilled that may be attached to the receipt of monies, for example, among other things, a use designated by the donor. The Treasurer or their delegate shall pay out all sums directed to be so paid by the Congregation or the Board of Trustees.

## **Article VIII: Ministers**

### **Sec.1.**

A called minister (a “Minister”) can be settled only by a two-thirds vote of the Members present at an Annual Meeting or any Special Meeting.

### **Sec.2.**

A Minister can be dismissed only by an affirmative vote of the Members present at an Annual Meeting or any Special Meeting.

### **Sec.3.**

Except in the case of narrow exceptions for dismissals for cause that may be described in a written agreement with a Minister, a ninety-day notice must be given by either the Minister or the Congregation in dissolving their connection with one another.

## **Article IX: Amendments**

These Bylaws may be amended or altered by a ~~two-thirds vote of the Board of Trustees and by~~ two-thirds vote of the Members present at any Annual Meeting or Special Meeting, due notice of the proposed changes being given with each notice of the meeting at which the vote will be taken.

Amendments to these Bylaws may be proposed by a two-thirds vote of the Board of Trustees or by petition to the Board of at least fifteen percent (15%) of the Voting Members. All proposed amendment(s) shall be included in the Order of Business of the Congregational Meeting at which they are to be decided. The notice of any such meeting at which any such proposed amendment(s) shall be considered shall include a copy of the proposed amendment(s).”

### **Article ~~IX~~ X: Property**

In the event of the dissolution of the First Unitarian Church of Oakland, the property thereof, real and personal, shall after payment of its just debts, revert to the Unitarian Universalist Association of Congregations of Boston, Massachusetts, for religious purposes in the City of Oakland, County of Alameda, State of California.

Adopted this 19th Day of March, 2017, by over two-thirds vote of the Members at the Annual Meeting.

\_\_\_\_\_, Secretary