

# First Unitarian Church of Portland Bylaws

## May 2021

*Originally adopted June 26, 1866, and amended and revised at a meeting of Board of Trustees held January 6, 1927, and at the Annual Meeting of corporation held at Portland, Oregon, January 11, 1927; at a meeting of Board of Trustees held December 20, 1934, and at the Annual Meeting of Corporation held at Portland, Oregon, January 8, 1935; at a meeting of Board of Trustees held September 23, 1936, and at a special meeting of corporation held at Portland, Oregon, October 11, 1936; at a meeting of Board of Trustees held November 26, 1939, and at a special meeting of corporation held at Portland, Oregon, November 30, 1939; at a special meeting of Board of Trustees held April 19, 1954, and at the Annual Meeting of Corporation held at Portland, Oregon, May 11, 1954; at a special meeting of Board of Trustees held April 16, 1959, and at the Annual Meeting of Corporation held at Portland, Oregon, May 12, 1959; at a meeting of Board of Trustees held December 17, 1959, and at a special meeting Of corporation held at Portland, Oregon, February 3, 1960; at a special meeting of Board of Trustees held May 2, 1963, and at the Annual Meeting of Corporation held at Portland, Oregon, May 14, 1963; at a meeting of Board of Trustees held January 5, 1966, and at the Annual Meeting of Corporation held at Portland, Oregon, January 16, 1966; at a meeting of Board of Trustees held May 8, 1969, and at a special meeting of corporation held at Portland, Oregon, May 25, 1969; at a meeting of Board of Trustees held November 21, 1974, and at the Annual Meeting of Corporation held at Portland, Oregon, January 19, 1975; at a special meeting of Board of Trustees held May 4, 1983, and at a special meeting of corporation held at Portland, Oregon, June 5, 1983; at a meeting of Board of Trustees held January 3, 1984, and at the Annual Meeting of corporation held at Portland, Oregon, January 20, 1984; at a meeting of Board of Trustees held December 16, 1985, and at the Annual Meeting of Corporation held at Portland, Oregon, January 19, 1986; at a meeting of Board of Trustees held November 17, 1988, and at the Annual Meeting of Corporation held at Portland, Oregon, January 22, 1989; at the Annual Meeting of Corporation held at Portland, Oregon, January 28, 1990; at a meeting of Board of Trustees held December 19, 1991, and at the Annual Meeting of Corporation held at Portland, Oregon, January 26, 1992; at the Annual Meeting of Board of Trustees held June 6, 1993; at a special meeting of the Board of Trustees held April 23, 1998, and at the Annual Meeting of Corporation held on May 17, 1998, and at the Annual Meeting of Corporation held on May 23, 1999; at a special meeting of the Board of Trustees held April 7, 2005, and at the Annual Meeting of Corporation held on May 22, 2005; at a regular meeting of the Board of Trustees held March 5, 2020 and by the voting members in a vote by ballot, effective on May 14, 2020; at a regular meeting of the Board of Trustees held March 4, 2021 and by the voting members in a vote by ballot, effective May 31, 2021.*

### Article I Name, Purpose and Affiliation

**Section 1. Name.** The name of this church is First Unitarian Church of Portland, Oregon.

**Section 2. Church purpose.** The purpose of this church is to promote:

- (a) The inherent worth and dignity of every person;
- (b) Justice, equity and compassion in human relations;
- (c) Acceptance of one another and encouragement to spiritual growth in our congregations;
- (d) A free and responsible search for truth and meaning;
- (e) The right of conscience and the use of the democratic process within our congregations and in society at large;
- (f) The goal of world community with peace, liberty, and justice for all;
- (g) Respect for the interdependent web of all existence of which we are a part;
- (h) Journeying toward spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions.

**Section 3. Denominational affiliation.** This church shall be a member of the Unitarian Universalist Association and the Pacific Northwest District of the UUA.

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## Article II Membership

**Section 1. Membership defined.** A member of this church is a person who considers this church the person's place of worship, agrees to support the purpose of the church as set out in Article I, Section 2 of these Bylaws and signs the membership book.

**Section 2. Voting membership defined.** A member who is at least 16 years of age and has, during the preceding calendar year, contributed a minimum amount established from time to time by Governing Policies is a voting member of this church.

**Section 3. Waiver of financial requirements.** The provisions of Section 2 of this Article requiring a minimum contribution may be waived by a minister in cases of need.

**Section 4. Nondiscrimination.** A person may not be denied membership or voting membership on the basis of race, gender, sexual orientation, or national origin. There shall be no creedal test, express or implied, for membership or voting membership.

**Section 5. Member expulsion or denial of membership.** Any person whom the Board intends to expel from membership or deny membership shall be given thirty days advance written notice by certified mail and the reasons for the proposed action together with an opportunity to be heard by the Board orally or in writing not less than five days before the effective date of the expulsion or denial. A two-thirds affirmative vote of the Board members then in office shall, for cause as defined in the Governing Policies, expel any member or deny any person membership. The decision of the Board shall be written, final and not reviewable by any court.

**Section 6. Immediate exclusion.** The Executive Team or their delegates may immediately exclude any person from church property or events, without notice or opportunity to be heard, for dangerous or disruptive behavior.

## Article III Organization and Powers

**Section 1. Voting members' authority.** Voting members are eligible to vote at annual and special meetings, to receive notices of such meetings, to be counted for purposes of establishing a quorum at meetings, to sign petitions, to vote in congregational elections and to hold office. Each voting member is entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation or these Bylaws. The voting members exercise their authority through the adoption and amendment of these Bylaws, through the election of the church's Board of Trustees and Nominating Committee, through the calling and dismissal of ministers as provided in these Bylaws, through the approval or disapproval of (a) the annual budget, (b) all proposals for capital campaigns and (c) all proposals for the sale of any of the church's real property on the church block in Portland bounded by SW Salmon St., SW 12th Ave., SW Main St. and SW 13th Ave. or the real property at 1126-1132 SW 13th Ave. in Portland.

**Section 2. Board of Trustees' authority.** Except as otherwise provided in these Bylaws, the Board of Trustees shall manage the affairs of the church. The Board shall establish and publish Governing Policies, which shall include policies (a) to delegate the administration of the church to the Senior Minister, and (b) to limit the Senior Minister's scope of authority. After consultation with the congregation, the Board shall establish Ends policies that articulate the mission and long-range goals of the church.

**Section 3. Senior Minister's authority.** The Senior Minister is responsible to the Board of Trustees for implementing the Governing Policies established by the Board. After consultation with the Board, the Senior Minister shall appoint an Executive Team. The Executive Team shall assist the Senior Minister in the administration of the church. The Senior Minister shall retain final authority in the administration of the church.

**Section 4. Collaborative leadership.** The authority and responsibility conferred by the voting members on the Board of Trustees, the Nominating Committee and the Senior Minister are to be carried out in service to the purpose and mission of this church in a collaborative manner.

**Section 5. Review of Ministry.** The Board, the Senior Minister and the Executive Team shall annually conduct a joint evaluation of the ministry of the church in reference to the church's mission and the Ends Policies enacted by the Board. Responsibility for ensuring that this evaluation occurs rests with the Board.

**Section 6. Conflict resolution.** The Board of Trustees shall establish, or cause to be established, policies for the resolution of conflict within the church.

#### **Article IV Board of Trustees**

**Section 1. Board established.** The governing body of this church shall consist of a Board of Trustees composed of twelve voting members and the Senior and Associate Ministers, who serve ex officio as non-voting members. If the immediate past Moderator is not a current member of the Board, the immediate past Moderator shall serve ex officio as a non-voting member. At each annual meeting, four trustees shall be elected for terms of three years, or until their successors are elected and take office. The term of a trustee begins on July 1 immediately following the trustee's election.

**Section 2. Vacancies.** A vacancy in the Board of Trustees may be filled by election by the remaining trustees until the next annual meeting, at which time a successor shall be elected for the balance of the unexpired term.

**Section 3. Limit on tenure.** A trustee may be reelected without limitation on the number of terms the trustee may serve but shall not serve more than two full consecutive three-year terms on the Board of Trustees.

**Section 4. Officers.** The Board of Trustees shall elect from its own membership at its first meeting after June 1 of each year the following officers: a Moderator, two Vice-Moderators, a Secretary and a Treasurer. The Board shall fill vacancies occurring in any office.

#### **Section 5. Powers and duties of officers.**

(a) **Moderator.** The Moderator shall act as the Chair of the Board. The Moderator shall have any other powers and duties as may be prescribed by these Bylaws and the Board of Trustees.

(b) **First Vice Moderator.** The First Vice Moderator shall have the powers of and perform the duties of Moderator if the Moderator is unwilling or unable to act as Moderator and shall have any other powers and duties as may be prescribed by the Board of Trustees.

(c) **Second Vice Moderator.** The Second Vice Moderator shall have the powers of and perform the duties of Moderator if the Moderator and First Vice Moderator are unwilling or unable to act as Moderator and shall have any other powers and duties as may be prescribed by the Board of Trustees.

(d) **Secretary.** The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (1) official recording of the minutes of all proceedings of the Board of Trustees and voting members' meetings and actions; (2) provision for notice of all meetings of the Board of Trustees and voting members; (3) authentication of the records of the corporation; (4) maintenance of current and accurate membership lists; and (5) any other duties as may be prescribed by the Board of Trustees.

(e) **Treasurer.** The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (1) maintenance of full and accurate accounts of all financial records of the corporation; (2) deposit of all monies and other valuable effects in the name and to the credit

of the corporation in such depositories as may be designated by the Board of Trustees; (3) disbursement of all funds when proper to do so; (4) presentation of financial reports as to the financial condition of the corporation to the Board of Trustees; and (5) any other duties as may be prescribed by the Board of Trustees.

**Section 6. Other Officers.** The Board of Trustees may elect or appoint other officers as it shall deem necessary and desirable. They shall hold their offices for such terms and have such powers and perform such duties as shall be determined by the Board of Trustees.

**Section 7. No salary.** Trustees shall not receive salaries for their Board services but may be reimbursed for expenses related to Board services.

**Section 8. Annual budget.** As provided in the Articles of Incorporation, the Board of Trustees shall adopt an annual balanced budget based on recommendations from the Finance Committee and the Senior Minister and subject to the approval of the voting membership. Copies of the proposed budget shall be made available to all voting members at least twenty-one days prior to the vote of the voting membership.

**Section 9. Expenditures.** The Board of Trustees may vary actual expenditures from budgeted amounts insofar as actual income varies from budgeted income. However, any authorization by the Board of Trustees for a capital campaign or the sale of any of the church's real property on the church block in Portland bounded by SW Salmon St., SW 12th Ave., SW Main St. and SW 13th Ave. or the real property at 1126-1132 SW 13th Ave. in Portland shall require the approval of two-thirds of the voting members present and voting at an annual or special meeting.

**Section 10. Removal of a member of the Board of Trustees.** A member of the Board of Trustees may be removed from office by a two-thirds vote of the Board members then in office for failure to fulfill the duties of a Board member as described in the Governing Policies. The Board Officers Committee shall determine to bring such a vote before the full Board. The Board Officers Committee shall then give the Board member in question written notice by certified mail of the opportunity to be heard along with the reasons for the proposed removal. The notice shall be given not less than two weeks before the special Board meeting held for the purpose of hearing the member and voting on the issue of removal. The Board member in question may respond orally at the special meeting or in writing at least three days prior to the special meeting. If the Board member is dissatisfied with the decision of the Board, the Board member may appeal and request a decision by the voting members of the church. The Board member must file a written appeal within 30 days of the date of the Board decision with the Board Moderator or Secretary. The Board shall call a special meeting of the voting members within a reasonable time to consider the appeal. The voting members shall determine whether to approve the Board's decision by a majority vote of the voting members present and voting. The decision of the voting members shall be written, final and not reviewable by any court.

## **Article V Nominations**

**Section 1. Nominating Committee.** A Nominating Committee shall be elected by majority vote at the Annual Meeting. The Committee shall consist of nine voting members, three to be elected each year. Members of the Nominating Committee shall be precluded from being nominated to or serving on the Board of Trustees during their term on the Nominating Committee.

Members of the Board and Staff may not serve on the Nominating Committee. Terms shall be for three years. Members of the Nominating Committee may be reelected without limitation on the number of terms the member may serve but shall not serve more than two full consecutive three-year terms on the Nominating Committee. In the event of a vacancy, the Moderator shall appoint a member until the position can be filled at the next Annual Meeting.

**Section 2. Nomination for membership.** The slate of nominees for positions on the Nominating Committee is prepared by the Nominating Committee and presented to the Board Secretary at the same time as nominations for the Board of Trustees are submitted (see Section 5 below). Nomination may also be made by petition (see Section 6 below).

**Section 3. Officers.** The Nominating Committee shall elect its own chairperson.

**Section 4. Procedures.** After consultation with the Board and ministers, the Nominating Committee shall establish and publish procedures to fulfill its duties.

**Section 5. Slate of nominees.** After consultation with the Board and ministers, the Nominating Committee shall have final authority to determine the slates of nominations for the members of the Board of Trustees and the Nominating Committee to be elected at the Annual Meeting. The Nominating Committee shall submit these slates to the Board Secretary not less than sixty nor more than ninety days prior to the Annual Meeting of the voting membership.

**Section 6. Additional nominations.** Additional nominations for the Board of Trustees may be made, with the written consent of the nominee, by a petition signed by not less than five percent of the voting members and filed with the Nominating Committee not less than thirty days prior to the annual meeting. Additional nominations for the Nominating Committee may be made, with the written consent of the nominee, by a petition signed by not less than five percent of the voting members and filed with the Nominating Committee not less than thirty days prior to the annual meeting. The Nominating Committee shall publicize petition procedures and shall provide the appropriate forms. Such publication shall occur on or before the time the slate of nominations is presented to the Board Secretary.

## **Article VI Meetings**

### **Section 1. Annual Meeting of voting members.**

(a) The Annual Meeting of the voting membership shall be held in May on a date, time and place to be selected by the Board of Trustees. Notice of the Annual Meeting shall be given in the worship service on the Sunday previous, posted on the church bulletin boards, and mailed to each voting member not less than twenty-one nor more than thirty days prior to the meeting.

(b) Fifteen percent of voting members shall constitute a quorum at all Annual Meetings except as otherwise provided in these Bylaws.

(c) Election of Board trustees and members of the Nominating Committee shall take place at the Annual Meeting. The Treasurer shall present the annual financial report and shall submit a balanced budget for the new fiscal year to the voting membership for approval.

**Section 2. Special meetings of voting members.** Special meetings of the voting membership may be called at any time by the Board of Trustees, or upon receipt by the Board Secretary of a petition signed by at least ten percent of the church's voting members, except that a petition to call a meeting to consider dismissal of a minister must be signed by at least fifteen percent of the church's voting members. Notice of a special meeting, describing the date, time, place and purpose of the meeting, shall be mailed to all voting members not less than twenty-one nor more than thirty days prior to the meeting. No business other than that announced shall be transacted. Fifteen percent of voting members shall constitute a quorum at all special meetings except as otherwise provided in these Bylaws.

**Section 3. Action by Members by Written Ballot Without a Meeting.** Any action which may be taken at any annual, regular or special meeting of the members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. The Board shall have the power to authorize such action by written ballot and to determine how it shall be conducted.

### **Section 4. Board meetings.**

(a) Regular meetings of the Board of Trustees shall be held at such times and places as the Board may determine. Special Board meetings may be called (1) by the Moderator at any time, or (2) at the request of three trustees. Notice

of the date, time, place and purpose of a special meeting shall be delivered to each Board member not less than 48 hours prior to the special meeting. Reasonable notice shall be given to the Congregation for all Board meetings.

(b) A majority of the voting trustees shall constitute a quorum at all Board meetings. If a quorum is present, action is taken by a majority vote of trustees present unless applicable law requires a majority vote of trustees in office, as for example action to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge or to dissolve.

(c) Church members may attend any meeting of the Board, except that the Board may elect to close all or a portion of a meeting in order to discuss personnel matters, to protect the privacy rights of an individual, or to protect the financial or legal interests of the church.

(d) The Board shall make draft minutes available to the congregation in a timely manner.

(e) The Board shall provide time on meeting agendas for members to comment on agenda and other church issues.

## **Article VII Committees and Affiliated Organizations**

### **Section 1. Standing Board committees.**

(a) In addition to the committees listed elsewhere in these Bylaws, the standing Board committees of the church are:

(1) Board Officers Committee, which shall include the Moderator, Vice-Moderators, Secretary and Treasurer. The Senior and Associate Ministers shall serve ex officio as non-voting members. When the Board of Trustees is not in session, the Board Officers Committee shall have all powers of the Board. Four of the five voting members of the Board Officers Committee constitute a quorum. This committee may also have additional duties as defined in the Board Policies.

(2) Communications, which acts to implement the communications responsibilities of the Board as defined in the Governing Policies.

(3) Finance, which shall be chaired by the Treasurer. This committee shall monitor all financial Governing Policies established by the Board of Trustees, select an outside financial auditor and present a balanced budget to the Board of Trustees based on the recommended budget prepared by the Senior Minister. This committee may also have additional duties as defined in the Governing Policies.

(b) Except as provided in (a) of this section, the Moderator shall appoint, within thirty days after election as Moderator, the chairperson and members of each standing Board committee for the church year subject to confirmation by the Board of Trustees.

(c) A person may serve without limitation on the number of terms the person may serve as chairperson but shall not serve more than two full consecutive three-year terms as chairperson of a standing Board committee.

(d) At least one member of each standing Board committee shall be a member of the Board of Trustees.

(e) In appointing the chairperson and any non-trustee member of the standing Board committees, the Moderator shall consult with existing committee chairpersons and the Senior Minister and Staff as appropriate.

(f) The Board of Trustees may establish other committees or affiliated organizations as determined necessary or desirable to assist the Board in carrying out its responsibilities.

### **Section 2. Program committees.**

(a) The Senior Minister and Staff shall establish program committees of the church as determined necessary or desirable to serve the purposes of the church.

(b) For each church year, the Senior Minister and Staff shall confirm the chairperson of each program committee established under (a) of this section, to serve for the church year. A person may not normally serve more than three consecutive years as chairperson of the same program committee.

**Section 3. Affiliated organizations.** Affiliated organizations are groups with a separate governance system but whose purpose is consistent with the church mission. The Board must approve such affiliation.

**Section 4. Public positions.** Any affiliated organization or committee, Board or otherwise, arriving at a statement of opinion which is to be announced publicly shall announce the statement as coming from the committee or affiliated organization and not from the church or its membership as a whole.

## **Article VIII Ministers**

**Section 1. Call.** The congregation shall call ministers as provided in this section. The Board of Trustees, in consultation with the Nominating Committee, shall select a Ministerial Search Committee. The Search Committee shall select a ministerial candidate. A two-thirds vote of the voting members present at a membership meeting shall be required to call a minister.

**Section 2. Spiritual leadership of ministers.** The ministers shall provide spiritual leadership in keeping with the purpose of the church. The ministers shall have oversight of and responsibility for all worship activities. Subject to the right of dismissal, the ministers of the church are guaranteed freedom of the pulpit.

### **Section 3. Dismissal.**

(a) A minister may be dismissed, with or without cause, only by a majority vote of the voting members present and voting at a special membership meeting called for this purpose. The Board of trustees shall call the special meeting after (1) a two-thirds majority of the Board members then in office votes to call such a meeting; or (2) a petition signed by fifteen percent of the voting members is submitted to the Board Secretary requesting such a meeting. Within 24 hours of the Board's decision to call a special meeting or the receipt of a congregational petition to dismiss a minister or of the Board's receiving a petition requesting a special meeting, the Board shall notify (1) the ministers, (2) the Unitarian Universalist Association, and (3) the Pacific Northwest District. The Board shall then wait for thirty days before setting the date for a special meeting to vote to dismiss a minister. The waiting period shall commence on the day the Board makes a decision or receives the petition to call the special meeting. Once the thirty day waiting period has elapsed, the Board shall set a date for the meeting unless either the petition requesting the meeting has been withdrawn or, in the case of a Board decision, the decision has been revoked. The voting members of the church shall be notified of the meeting no less than ten nor more than thirty days before the meeting date.

(b) In the event of a dismissal, the minister's salary and allowance shall be continued in such manner as determined by the Board of Trustees.

**Section 4. Special quorum required.** The quorum for a meeting to call or dismiss a minister shall be thirty percent of the voting membership.

## **Article IX Amendments**

### **Section 1. Amendments.**

(a) Both the Board of Trustees and the voting members must vote to amend or repeal these Bylaws, or to adopt new ones.

(b) The Board of Trustees must vote to amend or repeal these Bylaws, or to adopt new ones, by a majority vote of trustees present, if a quorum is present. Prior to adoption of an amendment, each Trustee shall be given at least two days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

(c) The voting members must vote to amend or repeal these Bylaws, or to adopt new ones, by a vote of two-thirds of the voting members present and voting at any annual or special meeting of the membership duly called. Prior to adoption of the amendment, each voting member shall be given at least twenty-one but not more than thirty days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.