

UNITARIAN UNIVERSALIST PARTNER CHURCH COUNCIL BYLAWS

ARTICLE 1 - Purpose

The purpose of the Unitarian Universalist Partner Church Council (UUPCC) is to foster and support relationships between North American congregations and congregations, schools, and agencies in all other countries where partnering is sought and welcomed. The UUPCC will:

Serve as a bridge connecting Unitarian Universalist (UU) congregations in the United States and Canada with Unitarian and Universalist congregations and organizations in other nations;
Reach across boundaries to collaborate with old and new partners;
Create transformational opportunities for transnational pilgrimages, hospitality, learning, and service;
Challenge ourselves theologically and open ourselves to changed values and behaviors;
Initiate partnerships that promote global friendships, international awareness, human rights, and a better world; and
Sustain this global vision, enlarging and renewing it as new occasions teach new duties.

ARTICLE 2 – Membership

2.1 *Types of Memberships.* The UUPCC shall have four (4) classes of members: individual members, family members, institutional members, and honorary members.

2.1.1 *Individual Members.* Individual is a person who meets the requirements of Article 2.2.

2.1.2 *Family members.* A family membership may include two or more persons who join as a family unit rather than as individuals.

2.1.3 *Institutional Members.* Institutional members may include Unitarian Universalist congregations and other entities such as Unitarian Universalist affiliated theological schools, the Unitarian Universalist Association (UUA), Districts, and related organizations.

2.1.4 *Honorary Members.* Honorary members are individuals or organizations so designated by the Board of Directors.

2.2 *Membership Requirements.* All individual, family and institutional members shall contribute an annual membership fee in the amount determined by the Board of Directors.

ARTICLE 3 – Board of Directors

3.1 *Size and Qualifications.* The UUPCC shall have a Board of Directors consisting of 12 persons elected by the members of the UUPCC. Each elected member of the Board of Directors must be a UUPCC member. The Executive Director shall serve on the Board, ex officio, but shall not be entitled to vote.

3.2 *Selection and Terms of Office.* The elected members of the Board of Directors shall be selected for three (3)-year terms. Four (4) members shall be elected each year at the Annual Meeting of the UUPCC. In case of a vacancy on the Board of Directors, the remaining members of the Board of Directors may appoint a replacement to fill the unexpired term. A person may serve a maximum of three (3) consecutive terms, except that a person appointed to fill a vacancy may serve no more than ten (10) consecutive years. Terms shall begin at the conclusion of the Annual Meeting.

3.3 *Responsibilities of the Board of Directors.* The responsibilities of the Board of Directors shall include, but not be limited to:

Establishing such written policies as may be required for the governance of the UUPCC, its programs, activities, and staff;
Appointing, supervising, approving the remuneration for, and replacing an Executive Director;
Authorizing such other staff positions or retentions of consultants as may be required to further the purposes and programs of the UUPCC;
Maintaining general oversight over the management of UUPCC resources;
Designating honorary members of the UUPCC as appropriate;
Initiating programs and activities to further the purposes of the UUPCC;
Communicating the goals, activities, needs, and accomplishments of the UUPCC;
Facilitating the establishment of congregational partnerships; and
Setting the annual membership fee and otherwise raising funds to support the purposes, programs, and activities of the UUPCC.

3.4 *Committees.* The Board of Directors may establish such committees of its members and task forces or working groups of Board of Directors members and non- members of the Board of Directors as may be needed to carry out its responsibilities.

3.5 *Meetings.* The Board of Directors shall meet in person at the UUA General Assembly and at least one other time each year. It may meet in-person at such times agreed to by the members of the Board of Directors, at the call of the Chair, or upon written request by at

least three members of the Board. Notice of a meeting must be provided to each member of the Board of Directors by mail or electronically at least 10 days in advance.

3.6 *Quorum*. A majority of the Board of Directors constitutes a quorum sufficient to conduct business at all meetings.

3.7 *Remuneration*. No salary or fee may be paid to members of the Board of Directors for their service. However, by majority vote, the Board of Directors may authorize payment or reimbursement to members of the Board of Directors of all or a portion of the expenses incurred in attending meetings or conducting other UUPCC business.

3.8 *Loans*. No loans may be made by the UUPCC to any member of the Board of Directors or to a relation of a member of the Board of Directors.

3.9 *Prohibition of Employment of Board Members by the UUPCC*. No elected member of the Board of Directors may be employed by the UUPCC and receive compensation or other form of remuneration as a condition of that employment, following adoption of this provision.

3.10 *Action without a Meeting*. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the members of the Board of Directors before the action is taken. Any such action must be ratified at the next meeting of the Board of Directors.

3.11 *Removal of Directors*. At a meeting of the members of UUPCC called expressly for that purpose, one or more directors may be removed from office, with or without cause, by two-thirds of the votes cast. Directors shall be removed singly, with a separate vote taken for removal of each director. Removal shall be effective immediately.

3.12 *Board Voting*. Each director shall be entitled to one vote. Except as otherwise specified by law, the Articles of Incorporation, or these Bylaws, a majority of those voting shall be sufficient for the Board to take any action.

ARTICLE 4 – Meeting of the Membership of the UUPCC

4.1 *Meetings*. The members of the UUPCC shall meet at least annually on a date determined by the Board of Directors. Special meetings of the members may be called by the Board of Directors or at the request of at least 25 UUPCC members.

4.2 *Meeting Site*. The Board of Directors shall determine the place of all UUPCC meetings.

4.3 *Notice*. Notice of the time, place, and purpose of all UUPCC meetings must be published and provided to the members by mail or electronically at least ten (10) days and not more than forty (40) days prior to the meeting.

4.4 *Voting*. Each individual member is entitled to one (1) vote. Each set of persons who have joined as a family membership is entitled to a total of one vote. Institutional members are entitled to designate three (3) voting members who shall have one (1) vote each. Honorary members are not entitled to vote. Only individual, family or institutional members who have paid their membership fee may vote. Only those members present at a meeting may vote. A majority of those voting is required to approve any matter coming before a UUPCC meeting, except that support of two-thirds (2/3s) of those present is required to amend the bylaws.

4.5 *Quorum*. The presence at a meeting of at least 25 UUPCC members entitled to vote constitutes a quorum sufficient to transact business.

4.6 *Telephonic Participation*. Members may participate telephonically in any meetings of members of the UUPCC, but only if the notice of the meeting specifically permits such participation and provides instructions as to how members may do so. “Telephonic participation” means participation by telephone conference call or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at the meeting.

ARTICLE 5 – Nominating Process

5.1 *Size and Selection*. The UUPCC shall have a three (3)-person Nominating Committee elected by the members of the UUPCC. The Chair of the Nominating Committee shall be elected by the members of the Committee.

5.2 *Term of Office*. The members of the Nominating Committee shall serve one (1) staggered three (3)-year term. In case of a vacancy on the Nominating Committee, the Board of Directors may appoint a replacement to fill the unexpired term. A person appointed to fill a vacancy may be elected to serve on additional three (3)-year term. Terms shall begin at the conclusion of the Annual Meeting.

5.3 *Responsibilities.* The Nominating Committee shall select at least one (1) UUPCC member for each elected position on the Board of Directors and Nominating Committee for which the term will expire at conclusion of the Annual Meeting. At least ninety (90) days prior to the Annual Meeting, the Nominating Committee must submit a list of the nominees to the Chair of the Board of Directors. At least 75 days prior to the Annual Meeting, the Chair of the Board shall have the list sent to the members of the UUPCC along with an explanation of the process for nominating individuals by petition.

5.4 *Nominations by Petition.* A UUPCC member who is not included in the list presented by the Nominating Committee may be nominated for the Board of Directors or the Nominating Committee by a petition signed by ten (10) or more voting UUPCC members and delivered to the Chair of the Board of Directors not less than forty-five (45) days prior to the Annual Meeting along with a statement by the candidate of his/her willingness to accept the nomination.

ARTICLE 6 – Officers

6.1 *Selection and Terms.* The Board of Directors shall annually select from its members a Chair, Vice-Chair, Secretary, and a Treasurer, and such other officers as it determines are needed to perform its responsibilities. In case of a vacancy, the Board of Directors may select a replacement to fill the unexpired term. Officers shall serve until their successor has been selected.

6.2 *Responsibilities.* The officers shall perform the duties specified below and such other duties as are incident to the office or properly required by the Board of Directors unless removed in accordance with paragraph 6.5.

6.2.1 *Chair.* The Chair shall determine the agenda for and preside over all meetings of the Board of Directors and the UUPCC, and shall serve as the official spokesperson for the UUPCC.

6.2.2 *Vice-Chair.* The Vice-Chair shall exercise all the responsibilities of the Chair during the absence or disability of the person serving as Chair.

6.2.3 *Secretary.* The Secretary shall cause the minutes of all Board of Directors and UUPCC meetings to be recorded, keep the minutes and maintain a written record of all approved UUPCC policies.

6.2.4 *Treasurer.* The Treasurer shall oversee the financial affairs of the UUPCC and report on the financial condition of the UUPCC at the Annual Meeting, each Board of Directors meeting, and such other meetings as necessary.

6.3 *Delegations.* The Board of Directors may delegate the duties of an officer to any other member of the Board of Directors or another UUPCC member as may be appropriate and necessary.

6.4 *Appointment of Other Officers.* The Board of Directors shall specify in writing the duties of any other officers it selects.

6.5 *Removal of Officers.* An officer may be removed by a vote of two-thirds of the members of the Board of Directors.

ARTICLE 7 – Executive Director

7.1 *Appointment.* The Executive Director, if any, shall be appointed by and serve at the pleasure of the Board of Directors.

7.2 *Responsibilities.* The Executive Director, if any, shall serve as the Chief Executive Officer of the UUPCC and shall be responsible for:

- a. Implementing the policies, programs, and activities established by the Board of Directors;
- b. Operating and/or overseeing the operation of the programs and activities established by the Board of Directors;
- c. Hiring, supervising, discharging, and setting the level of compensation and benefits for such other staff as are authorized by the Board of Directors;
- d. Managing the resources of the UUPCC;
- e. Serving as a spokesperson of the UUPCC;
- f. Performing such tasks as may be required by the policies of the Board of Directors or requested by the Board.

7.3 *Delegations of Authority.* The Executive Director may delegate all or a portion of any of these responsibilities to a member of the staff, a member of the UUPCC, or such other person as may be appropriate.

7.4 *Contracting Authority.* The Executive Director is authorized to enter into contracts, leases, or other agreements on behalf of the UUPCC and to open and close UUPCC bank and investment accounts in accordance with general policies and procedures approved by the Board of Directors.

7.5 *Remuneration.* The Executive Director shall be remunerated at the salary and with the benefits approved by the Board of Directors.

7.6 *Reimbursement of Expenses.* The Executive Director shall be entitled to reimbursement of reasonable expenses incurred in performing her/his responsibilities under Article 7.2 and to authorize reimbursement of expenses incurred by other staff and consultants in performance of their UUPCC-related duties.

Article 8 – Offices and Registered Agent

8.1 *Registered Office and Registered Agent.* The Board of Directors shall designate a Registered Agent for the UUPCC who has an office in the State of Washington. The Board of Directors shall designate the business office of the Registered Agent as the Registered Office of the UUPCC and shall file such notices regarding the Registered Agent and the Registered Office as may be required by law.

8.2 *Other Offices.* The Board of Directors may establish other offices for the UUPCC within or outside the State of Washington.

ARTICLE 9 – Deposit and Dispensing of Funds

The funds of the UUPCC shall be deposited in the name of the UUPCC in such financial institutions as the Board of Directors shall designate. UUPCC funds shall be drawn from such accounts in the manner prescribed by written policy approved by the Board of Directors, by the Treasurer and by such other individual or individuals as may be authorized to do so by the Board of Directors.

ARTICLE 10 – Notices

Except as otherwise required by law, any notice to any member of the UUPCC shall be deemed to have been delivered when deposited with proper postage in the United States Mail addressed to the member at the most recent postal address for that member contained in the records of the UUPCC or sent electronically (by fax, e-mail, or other means) to the most recent fax number or e-mail address for that member in the records of the UUPCC.

Article 11 - Seal

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be approved by the Board of Directors.

ARTICLE 12 – Indemnification of Officers, Committee Members, Employees, and Agents

The corporation shall indemnify its officers, Board members, committee members, employees, and agents to the greatest extent permitted by law. The UUPCC shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, member of the Board of Directors, employee, or agent of the UUPCC or who is or was serving at the request of the UUPCC as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability arising out of that status asserted against that person and incurred by that person, whether or not the UUPCC would have the power to indemnify that person against the liability under the provisions of this Article.

ARTICLE 13 Books and Records

13.1 *Financial and Meeting Records.* The UUPCC shall keep correct and complete minutes of meetings of its members and of the Board of Directors and accurate and complete records of its financial accounts and resources.

13.2 *List of the Board of Directors.* The UUPCC shall maintain at its Registered Office and its principal place of business, an accurate, up-to-date list of the names, titles, and addresses of the members of the Board of Directors.

ARTICLE 14 - Amendments

The bylaws of the UUPCC may be amended by a two-thirds (2/3) vote of the members represented at any meeting held in accordance with Article 4.1. Amendments may be submitted in writing by the Board of Directors or by a petition of ten (10) or more members filed with the Chair at least 60 days prior to the meeting. The text of all proposed amendments shall accompany the notice of the meeting. Modifications of an amendment proposed during consideration of the amendment at a meeting shall be submitted to the Chair in writing and read aloud to the members present.

The foregoing Bylaws were adopted by the members of the UUPCC on June 25, 2011

Beverly D. Moore (signature on file)
UUPCC Secretary