

# **Bylaws of Washington State Unitarian Universalist Voices for Justice (hereinafter called WA UU Voices)**

## Article I- Name and Purpose

Section 1 – Name: The name of the organization shall be Washington State Unitarian Universalist Voices for Justice (WA UU Voices). It shall be a nonprofit organization incorporated under the laws of the State of Washington.

Section 2 – Purpose: Washington State Unitarian Universalist Voices for Justice (WA UU Voices) is organized as a liberal religious educational and legislative advocacy network to enable Unitarian Universalists in Washington State to give voice effectively to our values in the political arena. To this end, it shall maintain a Unitarian Universalist presence in the legislative process, educate to develop a politically informed network, and encourage Unitarian Universalists to reflect on and act on their religious values to promote a just and sustainable world.

## Article II – Membership

Section 1 – Membership shall be open to all Washington State Unitarian Universalist congregations, or any current member or friend of a Washington Unitarian Universalist congregation or Church of the Larger Fellowship.

There are two categories of membership: Congregational Membership and Individual Membership.

- A. Congregational Members are those Washington State Unitarian Universalist congregations that elect to be such and meet such other criteria as the board of directors shall set.
- B. Individual Members are those persons affiliated with or friend of a Washington Unitarian Universalist congregation and meeting such other criteria as the board shall set.

Section 2 – Annual dues: The amount required for annual dues of Congregational Members and Individual Members shall be established by the board. Continued membership is contingent upon being current on membership dues.

Section 3 – Each member shall be eligible to vote in annual and special meetings.

## Article III – Membership Meetings

Section 1 – The latest revision of Robert's Rules of Order shall be used, where applicable, to guide the conduct of business.

Section 2 – Annual meetings: An annual meeting of the membership shall take place. The date, time, and location of the membership meeting will be designated by the board of directors.

Section 3 – Business of annual meetings: Members shall elect directors, receive reports on the activities of the board and committees, vote to prioritize legislative issues, and conduct other business as needed.

Section 4 – Special membership meetings: Special meetings may be called by the executive committee, or by a simple majority of the board of directors. A petition signed by five percent of the voting members may also call a special meeting.

Section 5 – Notice of meetings: Through e-mail or US post, notice of the annual meeting shall be given to each voting member not less than seven days, nor more than thirty days, prior to the meeting. Special meetings require ten days' notice with an agenda outlining the purpose of the special meeting.

Section 6 – Quorum for meetings: The members present at any properly announced meeting shall constitute a quorum.

Section 7– Voting: Voting procedures for issues prioritization shall be established by the board of directors. All other issues to be voted on shall be decided by a simple majority of members at the meeting at which the vote takes place.

#### Article IV – Board of Directors

Section 1 – Board role: The board is responsible for overall policy and direction of WA UU Voices and may delegate responsibilities to staff and committees. The board shall have the power to:

- A. Review periodically the purposes and mission of WA UU Voices and bring proposed changes to the annual meeting.
- B. Appoint a coordinator who shall be responsible for day-to-day management of the WA UU Voices office and staff, in accordance with policies established by the board. The coordinator shall be a Unitarian Universalist and shall report to the board of directors.
- C. Oversee and approve the budget of WA UU Voices.
- D. Establish requirements for membership.
- E. Appoint committees to carry out the purposes of WA UU Voices.
- F. Establish and maintain policies for administrative and financial management of WA UU Voices.

Section 2 – Board composition and compensation: The board shall have no fewer than five members. The board shall receive no compensation other than reimbursement for approved expenses. The coordinator shall be a nonvoting, ex-officio member of the board.

Section 3 – Terms: All board members shall serve three-year terms, but are eligible for re-election for up to two consecutive terms. The first board shall be organized with members serving staggered terms, with one-third of its members serving a one-year term, one-third of its members serving a two-year term, and one-third of its members serving a three-year term.

Section 4 – Meetings and notice: The board shall meet regularly at an agreed-upon time and manner. An official board meeting requires that each board member have written, email or telephone notice at least one week in advance.

Section 5 – Board elections: New directors and current directors shall be elected or re-elected by voting members at the annual meeting. Their terms commence on their election date. Directors shall be elected by a simple majority of members present at the annual meeting.

Section 6 – Election procedures: A three-person Leadership Development committee, as set forth in Article V, Section 2.B, shall be responsible for preparing a slate of prospective board members. Any member may put himself or herself forth as a candidate.

Section 7 – Quorum: For business to be transacted and motions to be passed a quorum of at least fifty percent of the directors must be present.

Section 8 – Officers and duties: There shall be four officers of the board, including a president, a vice-president, a secretary, and a treasurer. These officers shall constitute the executive committee. All officers are directors, and are elected by the board of directors. Their duties are as follows:

- A. The president shall convene regularly scheduled board meetings and shall preside or arrange for another director to preside at each meeting in the following order: vice-president, secretary, and treasurer.
- B. The vice-president shall assume the duties of the president in the absence of the president and shall perform other duties as requested by the president.
- C. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meeting, sending out meeting announcements, distributing copies of minutes to each director, and assuring the corporate records are maintained.
- D. The treasurer shall provide a report on the organization’s current financial status at each board meeting. The treasurer shall assist in the preparation of the budget and make financial information available to members and the public as needed. The treasurer shall sign all checks issued by WA UU Voices.

Section 9 – Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for a new director from the current directors one week in advance of a board meeting. Such nominations shall be sent out to directors with the regular board meeting announcement, to be voted upon at the next board meeting. The vacancy will be filled only to the end of the original holder’s term.

Section 10 – Resignation, termination, and absences: Written resignation from the board is requested. A director may be terminated from the board due to excessive absences, or more than two unexcused absences from board meetings in a year. A director may be

removed for any other reason deemed appropriate by a unanimous vote of the remaining directors.

Section 11 – Special board meetings: Special meetings of the board shall be called at the request of the president or of one-third of the directors. Notices of special board meetings shall be sent to each director by the secretary at least one week in advance of the meeting.

#### Article V – Committees

Section 1 – Committee formation: The board may create committees as needed, such as fundraising, communication, membership, education, bylaws, and others. The board shall determine the membership and duties of each committee. The board president shall appoint all committee chairs.

Section 2 – Standing Committees: Standing committees may include:

- A. Executive Committee: The officers of the board of directors, in accordance with Article IV, Section 8, shall serve as the members of the executive committee. The executive committee shall have all the powers and authority of the board of directors between meetings of the board of directors to act on urgent issues, and is subject to the direction and control of the full board.
- B. Leadership Development Committee: The Leadership Development committee shall prepare the list of candidates for election of Board members and Leadership Development committee members, and shall work with the Board and others to identify people with leadership potential, and encourage and support their involvement in WA UU Voices' affairs and development of their leadership skills. The committee shall consist of no fewer than three members, including at least one current director; its other members shall be current WA UU Voices members. The committee shall be nominated annually by the Leadership Development committee and elected at the annual meeting.
- C. Finance Committee: The finance committee shall be responsible for all aspects of the financial management of the organization. These duties include developing and reviewing fiscal procedures, maintaining financial records, and creating the annual budget with staff and board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or by the executive committee. The fiscal year shall begin January 1<sup>st</sup>. Annual reports shall be submitted to the board, showing income, expenditures, and pending income. The financial records of the organization shall be made available to the membership, board members and the public.

#### Article VI – Amendments

These bylaws may be amended when necessary by a two-thirds majority vote of the current membership attending the annual meeting or special meeting, provided that notice

of such amendment shall have been given thirty days prior to the annual meeting or special meeting.

Article VII – Dissolution

In the event of dissolution of WA UU Voices, all of its net assets shall be conveyed to a successor charitable or religious not-for-profit organization as consistent with the mission of WA UU Voices as recognized by the board. The board of directors of WA UU Voices shall perform all actions necessary to effect such conveyance.

Certification

These bylaws were approved at the first annual meeting of the WA UU Voices' membership on June 10, 2007.

These bylaws were amended and approved at the annual meeting of the WA UU Voices' membership on November 9, 2013.

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Secretary

date