

**BYLAWS
OF THE PACIFIC CENTRAL DISTRICT
OF THE UNITARIAN UNIVERSALIST ASSOCIATION**

March 1988
(Amended May 2, 2009)

ARTICLE I. NAME:

The name of this organization shall be THE PACIFIC CENTRAL DISTRICT OF THE UNITARIAN UNIVERSALIST ASSOCIATION (PCD UUA).

ARTICLE II. PURPOSES:

The purpose of the PCD UUA is to serve the needs of Unitarian Universalist congregations within the Pacific Central District (PCD UUA) of the Unitarian Universalist Association (UUA):

- a) to promote and extend Unitarian Universalism within the PCD UUA,
- b) to provide the congregations in the PCD UUA opportunities for cooperation among themselves and with the UUA,
- c) to make the resources of the UUA more directly available to the congregations in the PCD-UUA, and
- d) to develop more effective lay participation and leadership.

ARTICLE III. MEMBERSHIP AND REPRESENTATION:

Section 1. The PCD UUA shall be composed of all congregations affiliated with the UUA located within the boundaries of this PCD UUA. The PCD UUA boundaries shall be defined by agreement of the PCD UUA Board of Directors (Board) with neighboring districts and with the UUA.

Section 2. Each congregation shall be entitled to the same representation at PCD UUA business meetings as the UUA Bylaws provide for their representation at General Assembly.

Section 3. The number of delegates for each congregation shall be determined on the basis of the congregation's membership as published in the current directory of the UUA.

Section 4. Congregations may designate alternate delegates. Alternate delegates may vote only as provided in Article IV, Section 8.

Section 5. Each delegate, alternate delegate, and PCD Director present at a PCD UUA business meeting shall have one vote as provided in Article IV. Under no circumstances shall a congregation's delegates be allowed more votes than the number of delegates provided in Section 2.

Section 6. Each delegate shall be elected or appointed according to the provisions of the congregation represented. Not later than 30 days prior to any duly called PCD UUA business meeting, the Corresponding Secretary of the PCD UUA shall inform each member society of the

proper number of delegates to which it is entitled.

ARTICLE IV. PCD BUSINESS MEETINGS:

Section 1. The regular Annual Meeting shall be held each year in the spring as a time and place designated by the PCD UUA Board. The PCD UUA business meeting at the Annual Meeting shall be for the purposes of election of members of the Board and the Nominating Committee, adoption of a budget for the ensuing fiscal year of the PCD UUA, and such other business as is properly brought before the meeting.

Section 2. Special PCD UUA business meetings may be called by the Board, the President, or at the written request of the governing boards of at least five member congregations. At any such special meeting, only that business shall be acted upon for which the meeting is specifically called and which has been stated in the notice calling the meeting.

Section 3. (a) The Corresponding Secretary or the Corresponding Secretary's designee shall be responsible for providing notice of any PCD UUA business meeting to the members of the Board and to minister(s) and to the presiding officer or denominational affair chairperson of each member congregation. Such notice shall include the purpose(s) of the meeting, minutes of the previous business meeting, proposed agenda, all proposed resolutions, proposed amendments to these Bylaws, and relevant committee reports. Such notices shall be sent not later than 30 days prior to the date of any business meeting. (b) Notices of Annual Meetings shall also include the current financial report.

Section 4. PCD UUA business meetings shall be open to members and ministers of all PCD UUA congregations, to officers and staff of the continental UUA, and to representatives of other districts of the UUA. Individuals who are not delegates may have the privilege of making statements or presentations to delegates at the discretion of the presiding officer. The privileges of making and seconding motions, debating and voting shall be limited to delegates.

Section 5. A quorum shall be at least 30 delegates representing at least 10 member congregations.

Section 6. No proxy votes shall be allowed.

Section 7. Accredited delegates unable to attend may cast absentee ballots in elections, and for Bylaw amendments and motions, the precise wording of which is stated in the notice of the meeting and is not changed at the meeting. Such ballots must be received by the President or Recording Secretary prior to the call to order, and must be certified by the delegate's congregation. Absentee ballots will only be counted when a congregation does not send its allotted complement of delegates, as provided in Section 8.

Section 8. An alternate delegate shall have a vote only if, when a business session convenes, not all of her congregation's primary delegates are present. When the business meeting is in recess, delegates may be replaced by alternates, and vice-versa; but while a business meeting is in session, no delegate substitutions may be made. Only in the event that a

congregation's delegates and alternate delegates do not fill the congregation's allotted delegate slots will absentee ballots be counted.

Section 9. PCD UUA business meetings shall be held in facilities which include at least one accessible bathroom and which also meet at least two of the following criteria: (a) available accessible parking; (b) available public address system, preferably supplemented by FM, infrared or audio listening system; (c) accessible sanctuary and/or meeting rooms.

Section 10. From time to time, the PCD UUA shall plan and present a District Assembly to further the purposes outlined in Article II. This Assembly should whenever possible be held in conjunction with the PCD UUA business meeting at the Annual Meeting. The District Assembly shall include a program or forum for delegates of PCD UUA congregations, where they may discuss and make recommendation to the Board on PCD UUA goals, plans and policies.

ARTICLE V. RESPONSIBILITIES OF DELEGATES:

Delegates at PCD business meetings shall:

- a) elect members of the Board and the Nominating Committee;
- b) adopt a budget for the PCD UUA;
- c) approve resolutions;
- d) approve amendments to these Bylaws;
- e) elect the UUA Trustee from the PCD UUA in designated years; and
- f) conduct other business as appropriate.

ARTICLE VI. BOARD OF DIRECTORS:

Section 1. The Board of Directors shall consist of thirteen voting members, twelve to be elected at the Annual Meetings (6 in odd-numbered, 6 in even-numbered years) for terms of two years each. The thirteenth member shall be a member of the District Young Religious Unitarian Universalists (YRUU) and shall be designed by that organization, or, in case of a vacancy, by the PCD Board.

Section 2. At the first regular Board meeting following the Annual Meeting, the Board shall elect a President, Vice President, Moderator, Corresponding Secretary, Treasurer, and Recording Secretary who shall be Officers of the Board. The President, Vice President, Moderator and Corresponding Secretary shall be members of the Board. The Treasurer and Recording Secretary need not be members of the Board, provided they are members of a PCD UUA congregation in which case they shall be ex officio non-voting members of the Board.

Section 3. The Officers of the Board shall be the Officers of the PCD UUA.

Section 4. Director's terms of office shall commence at the beginning of the first Board meeting following the Annual Meeting at which they are elected, and they shall serve until their successors take office. Such Board meeting shall be held within sixty days of the Annual Meeting. No person may serve on the Board for more than seven consecutive full years.

Section 5. The Board may fill a vacancy in a Director's position until the next Annual Meeting. At the Annual Meeting following the occurrence of a vacancy, the delegates shall elect a Director to fill each unexpired term.

Section 6. . Each member of the Board shall be a voting member of a PCD UUA congregation or a minister in fellowship with the UUA and sponsored by a PCD UUA congregation. Voting membership must be for at least the previous 12 months at the time of their nomination. Not more than two elected or appointed voting members of the Board shall be associated with the same congregation by membership or employment. Those unable to meet these requirements may apply to the PCD Nominating Committee for a waiver.

Section 7. The Board may remove a Director from office by a vote of two-thirds of the Board members present and voting. Appropriate reasons for removal are gross misconduct, extreme failure to fill the responsibilities of a Director and/or missing two consecutive Board meetings without appropriate reason and notification.

Section 8. Ex officio non-voting members of the board may speak to any motion, but may not make, second, or vote on any motion.

ARTICLE VII. FUNCTIONS AND RESPONSIBILITIES OF THE BOARD:

Section 1. The Board shall conduct the affairs of the PCD UUA and, subject to these Bylaws, shall work with PCD Staff and Committees to develop and implement the policies, goals, plans, and objectives of the District. The Board shall report on the development and implementation of policies, goals, plans and objectives at the Annual Business Meeting of the District.

Section 2. The Board shall hold at least four meetings during each fiscal year. Written notice of time, place, and agenda of all meetings shall be provided in advance to each member of the Board. Minutes of each Board meeting shall be sent after the meeting to every Board member in a timely manner, and a summary of the minutes shall be made available upon request to any member of a PCD congregation.

Section 3. At least 51% voting members of the Board shall constitute a quorum.

ARTICLE VIII. FUNCTIONS AND RESPONSIBILITIES OF OFFICERS:

Section 1. The President shall preside at all PCD UUA delegate meetings. The President shall be an ex-officio, non-voting member of all committees except the Nominating Committee.

Section 2. The Vice President, in the absence or disability of the President, shall be vested with the powers of the President and shall then perform the President's duties. The Vice President shall also be an ex-officio, non-voting member of all committees except the Nominating Committee.

Section 3. The Moderator shall preside at meetings of the Board and of the Executive Committee, and shall develop the agenda for Board meetings through consultation with the

Executive Committee.

Section 4. The Corresponding Secretary shall conduct official correspondence as Secretary of the corporation, shall be responsible for giving notice of all delegate meetings as specified in these Bylaws, and shall be responsible for registration and accreditation of delegates at delegate meetings. The Corresponding Secretary shall sign all documents of the Recording Secretary when required by the laws of the State of California.

Section 5. The Recording Secretary shall provide for recording all delegate meetings and Board meetings. The Recording Secretary shall provide for distributing the minutes and summaries as required by these Bylaws.

Section 6. The Treasurer shall provide for the collecting, safekeeping, and disbursing of PCD UUA funds. The Treasurer shall be responsible for preparing financial reports, establishing and maintaining all financial records, and establishing and maintaining PCD UUA insurance programs.

ARTICLE IX. STANDING COMMITTEES:

Section 1. Standing committees perform functions that are basic to the PCD UUA's ongoing work. Their functions and composition can be changed only by amending these Bylaws.

Section 2. The Nominating Committee shall consist of five members, each of whom shall serve not more than two consecutive two-year terms.

- (a) Three members shall be elected at the Annual Meeting in odd-numbered years, and two in even-numbered years. Members of the Nominating Committee shall be from five congregations.
- (b) The Nominating Committee shall elect its own chairperson. It shall act as a resource center for candidates to serve on PCD UUA committees and shall develop slates of nominees for possible election to the Board and to the Nominating Committee.
- (c) A non-voting member of the Nominating Committee shall be appointed from the Board to serve as liaison between the Committee and the Board; however the Committee may conduct executive sessions without the presence of the Board appointee.
- (d) The Nominating Committee shall present at least one nominee for each Board vacancy and each Nominating Committee vacancy to be filled at each Annual Meeting. The names of these nominees, who shall have agreed previously to serve if elected, shall be sent to all congregations at least 30 days before each Annual Meeting.
- (e) Additional nominations by petition may be submitted by any congregation by filing the petition, ratified by its governing body, with the President 15 days or more before the Annual Meeting.
- (f) If a nominee withdraws before an Annual Meeting or if a full slate of nominees is not presented, for any reason, nominations from the floor shall be permitted for any vacancy subject to election, providing that every such nominee has agreed to serve if elected.
- (g) Each member of the Nominating Committee shall be a voting member of a PCD UUA congregation or a minister in fellowship with the UUA and sponsored by a PCD UUA congregation.

Section 3. The Executive Committee shall consist of the President, Vice President, Moderator, Treasurer, and one or two additional Board members appointed by the Board. The Executive Committee shall conduct current and ordinary business of the PCD UUA between Board meetings. If matters arise which the Executive Committee deem not to be current and ordinary business, but require action before the next regular Board meeting, the Executive Committee may take action for the Board but only if at least two thirds of the members vote for such action. If the Treasurer is a nonvoting member of the Board, she/he shall be a non-voting member of the Executive Committee.

Section 4. The Finance Committee shall be chaired by the Treasurer and include at least two other voting Board members and may include additional members appointed by the Board. The committee shall act in an advisory capacity to the Board on financial policy, investment management and other related issues

ARTICLE X. SPECIAL COMMITTEES:

Section 1. The Board shall establish and disband special or ad hoc committees or task forces to serve the needs of congregations and other interests with the PCD UUA

Section 2. The Board has the power to appoint all chairpersons of special committees, and the chairpersons shall appoint as many committee members as may be appropriate. Each committee shall define its major goals and functions, in writing, and secure concurrence on them from the Board. Each committee shall maintain accurate minutes of all its meetings and provide such reporting to the Board as the Board shall direct. Each committee shall maintain such financial records and shall provide such accounting of its finances to the Treasurer as the Board shall direct. All Committees must operate in compliance with all relevant PCD policies.

ARTICLE XI. STAFF:

Section 1. The PCD UUA professional staff shall be responsible to the congregations of the PCD UUA through the Board and the UUA. The staff shall work to develop and implement the policies, goals and plans of the PCD UUA and the UUA.

Section 2. No paid professional or support PCD staff member shall serve as a member of the Board. Professional staff members shall attend PCD UUA business meetings and Board meetings except when excused by the presiding officer.

ARTICLE XII. FINANCES:

Section 1. The PCD UUA fiscal year shall be from July 1 through June 30.

Section 2. The PCD UUA income and expense budget shall be adopted by the delegates at the Annual Meeting. The budget provides financial guidance to, and indicates spending priorities for, District staff and the Board.

Section 3. The Board may modify the budget during the fiscal year so that it remains a fiscally responsible plan against which performance may be measured. The Treasurer shall report any changes to the budget at the PCD Business meeting following the adoption of changes. The Treasurer's final financial report shall include the original budget, and any amendments to that budget.

Section 4. PCD UUA shall provide and maintain insurance or bonding to protect its financial resources from malfeasance by all individuals authorized by the Board to collect, manage or disburse funds on behalf of PCD UUA.

Section 5. The Board shall arrange for a financial review or audit of all PCD UUA financial records at least once in every three year period. A report of this review shall be available to any member congregation.

Section 6. The President, Vice President or Treasurer, when serving as an elected member of the Board, may sign and attest deeds, mortgages, contracts, and other documents and financial instruments to which the District is a party. The Board may delegate this authority to the District Executive when the amount of the transaction is less than a dollar limit set by the Board. This authority shall not be further delegated.

ARTICLE XIII. RESOLUTIONS AND REPRESENTATION:

Section 1. Resolutions that have been submitted to the Corresponding Secretary at least forty-five days prior to the meeting will be considered at any PCD UUA business meeting. Resolutions may be submitted by any of the following;

The PCD UUA Board, a PCD UUA committee, by two member congregations, or by a petition signed by at least twenty-five members of PCD congregations. The twenty-five people who sign the petition must represent at least five congregations; no more than five members from a congregation will count toward the required number of signatures.

The Corresponding Secretary will communicate the resolutions submitted by this process to all congregations at least 30 days prior to the meeting.

All business resolutions must be submitted using the process specified in this section.

Resolutions passed under the provisions of this Section 1 shall be identified as an action taken by the member congregations of the PCD.

Section 2. A resolution to make a statement of social concern or principle that could not comply with the timing provisions of Section 1 may be presented, in writing, to the presiding officer of any PCD UUA business meeting at least three hours prior to the scheduled call to order. Resolutions introduced under the provision of this Section 2 must be sponsored and signed by delegates representing at least three congregations. Resolutions passed under the provisions of this Section 2 shall represent the action of only the delegates assembled at that meeting. Not more than two resolutions submitted under the provisions of this Section 2 shall be considered at

a meeting. If more than two resolutions are submitted, the PCD Board shall determine which resolutions will be presented to the meeting.

Section 3. A simple majority vote of delegates is required for passage of a business resolution. A two-thirds majority is required for the adoption of a statement of social concern or principle.

ARTICLE XIV. AMENDMENTS:

These Bylaws, as far as allowed by law, may be amended or repealed by a two thirds vote of delegates present and voting at a delegate meeting, provided that the precise wording of the amendment has been submitted to congregations at least 30 days prior to that meeting. Bylaws amendments shall take effect at the end of the delegate meeting at which they are adopted unless a specific implementation date is specified in the amendment. Bylaw revisions as submitted to a delegate meeting shall be adopted or rejected without change except for minor editorial changes that clarify meaning or correct errors of grammar or printing. Any substantive change must be referred to a later delegate meeting.

ARTICLE XV. GENERAL PROVISIONS:

Section 1. Roberts Rules of Order, latest available edition, shall govern the conduct of delegate and Board meetings except as otherwise provided in these Bylaws or in special rules of order of this PCD UUA.

Section 2. Any action by the Board may be appealed to a vote of a delegate meeting upon written request of any twenty delegates or upon verbal request by any three Board members at a Board meeting.

Section 3. No person may hold at any given time more than one PCD UUA elective position.

Section 4. In the event of dissolution of this corporation, all its property, both real and personnel, after all debts and salaries have been paid, shall revert to the UUA to be used for the extension of Unitarian Universalism in the Pacific Central District.

ARTICLE XVI. UUA TRUSTEE:

Section 1. The term of office and duties and responsibilities of the UUA trustee from the PCD UUA shall be prescribed in the UUA Constitution and Bylaws.

Section 2. Nominations for UUA Trustee from the PCD UUA may be by congregation action, each member congregation being entitled to one nomination only. Nominations by congregations must be received by the Corresponding Secretary at least 100 days prior to the Annual Meeting. Notice of all nominations made by congregations shall be sent to all congregations at least 90 days prior to that meeting.

Section 3. Nominations for UUA Trustee from the PCD UUA may also be made by petition of not fewer than five members from each of five congregations. Such petitions must be received by the Corresponding Secretary at least 45 days prior to the Annual Meeting where the election will be held. Notice of nominations made by petition shall be sent to all congregations at least 30 days prior to that meeting.

Section 4. Election of the UUA Trustee from the PCD UUA shall be held at an Annual Meeting or special PCD UUA business meeting or by mail ballot, and absentee voting for this office by all regular delegates shall be allowed. Absentee ballots must be received by the Corresponding Secretary or presiding officer prior to the call to order of the meeting.

Section 5. If only one person has been validly nominated for UUA Trustee, the person so nominated shall be declared elected and no ballots shall be required.

Section 6. The UUA Trustee from the PCD UUA shall be an ex-officio non-voting member of the PCD UUA Board.