

# **First Unitarian Universalist Society of San Francisco Bylaws**

---

## **ARTICLE I -- ESTABLISHMENT**

This free and independent Society is incorporated as a California non-profit corporation under the name of the “First Unitarian Universalist Society of San Francisco,” hereinafter, the “Society.” The Society shall be affiliated with the Unitarian Universalist Association headquartered in Boston, Massachusetts. The Society shall normally meet at the Unitarian Universalist Center at 1187 Franklin Street, hereinafter, the “Center.”

## **ARTICLE II -- THE MEMBERSHIP**

### **A. Powers**

The ultimate governing power of this Society resides in its Members who may, after action taken at a properly authorized meeting of the Membership held in accordance with these Bylaws, instruct the Board as to their will.

The following are specifically reserved to the exclusive jurisdiction of the Members:

1. The election of persons to the offices enumerated in Article III, Section F, Paragraph 1, of these Bylaws.
2. The call and dismissal of Called Ministers.
3. The adoption of the annual budget as an expression of the intent of the Membership.
4. The adoption and amendment of the Articles of Incorporation and these Bylaws.

### **B. Requirements**

The Membership of the Society shall consist of two classifications:

1. Member, which shall consist of
  - a. All persons who are members at the time these Bylaws become effective, and
  - b. All persons who
    - (1) Are in general accord with the goals and objectives of the Mission Statement,
    - (2) Subscribe to these Bylaws,
    - (3) Intend to participate in the fellowship of the Society,
    - (4) Meet with a minister to discuss membership in the Society,

# **First Unitarian Universalist Society of San Francisco**

## **Bylaws**

---

- (5) Plan to assist in the financial support of the Society by making either a financial gift of record or a financial pledge to the Society, and
  - (6) Sign the Membership Book in the presence of a member of the Board of Trustees.
2. Friend, which shall consist of all persons who:
  - a. Are in general accord with the goals and objectives of the Mission Statement,
  - b. Subscribe to these Bylaws,
  - c. Intend to participate in the fellowship of the Society,
  - d. Assist in the support of the Society by making either a financial gift or a gift of personal time and talent, and
  - e. Affirm their affiliation to the Society.
3. Any financial requirement for admission or readmission as a Member may be waived at the discretion of a Minister, or, if there should be no Minister at the time, at the discretion of the Moderator. Waivers shall be reviewed annually by a Minister, or, if there should be no Minister, by the Moderator. Any such waiver may be terminated at any time at the discretion of the reviewer, and the Member shall be notified.

### **C. Rights of Members and Friends**

Individual rights reserved to Members of the Society shall include the following, subject to other provisions contained in these Bylaws:

1. Reasonable expression of their respective views, including the right to request and receive hearings at Society meetings, including meetings of the Membership, the Board of Trustees, and Society committees and organizations.
2. Voting at meetings of the Membership.
3. Eligibility for membership in Society committees.
4. Eligibility for office, elective or appointive.
5. A Friend shall have all rights of Members except:
  - a. Voting at meetings of the Membership, and
  - b. Eligibility for office, elective or appointive.

# **First Unitarian Universalist Society of San Francisco**

## **Bylaws**

---

### **D. Investment Period for Rights as a Member**

A person will be eligible for all rights as a Member on signing the Membership book.

### **E. Period of Membership**

Membership shall continue indefinitely unless terminated. The Secretary of the Board of Trustees shall have overall responsibility for maintaining and reviewing the Membership roll.

1. The Secretary shall remove the name of a Member or Friend from the roll:
  - a. When a written resignation from that Member or Friend is received,
  - b. When the Member or Friend is known to be deceased,
  - c. When a Member fails to make a pledge, to make a minimum payment of pledge as determined by the Board, or to make a gift of record as described in Paragraph 2 of this Section, or
  - d. When a Member or Friend is removed for disruptive conduct as described in Paragraph 3 of this Section.
2. Annually the Treasurer shall provide the Secretary with a list of those Members from whom canvass responses were not obtained, who failed to make at least the minimum payment set by the Board on their pledge for the prior year, or who declined to pledge or to make a gift of record. The Secretary shall first consult with the Minister(s) to determine if the member has a waiver for financial support or if other extenuating circumstances exist. If such a waiver or such circumstances exist, that Member will continue to be a member in good standing of the Society. If no such waiver or circumstances exist, the Secretary shall send a letter to the Member's last known address inviting the Member either to make a pledge or gift of record or to apply to a minister for a waiver from doing so. If no response is received within 90 days, the Secretary shall drop the Member's name from the Membership roll.
3. When the conduct of a Member or Friend is so disruptive as to impair seriously the functioning of the Society and is not simply constructive disagreement, a Minister or Society staff shall have the right to exclude or remove, by any lawful means, such person from the Center premises. In addition, the Board may hold a hearing to consider removal of that Member or Friend's name from the Membership roll. The Board will notify the member of the alleged disruptive conduct and of the time and place when the Board will conduct the hearing about the allegations. At that hearing the Member or Friend shall have the right to appear, to be represented, and to present evidence on his or her own behalf. At the

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

conclusion of the hearing, the removal of the Member or Friend's name from the roll will require unanimous approval of the Board.

In assessing such conduct, the Board shall, in consultation with a Minister, exercise due restraint and compassion and shall make a conscientious effort to resolve the problem without resorting to exclusion from Membership.

If the Board votes to remove a Member or Friend from Membership, that person may appeal the decision to a regular or special meeting of the Membership following proper notice. At that meeting, the Member or Friend shall have the right to appear and to present evidence on his or her own behalf. Overturning the Board's decision and reinstating the Member or Friend will require the approval of a majority of the Members present and voting at such meeting.

If a person's Membership is revoked under this Section, that person will not be eligible for readmission to Membership for one year following revocation.

**ARTICLE III -- MEETINGS OF THE MEMBERSHIP**

**A. Regular Meetings**

1. Annual Meeting

The Annual Meeting shall be held in June of each year, the time of the meeting shall be fixed by resolution of the Board and notice shall be given as provided in this Article. The purposes of the Annual Meeting shall be the:

- a. Submission of an annual report by the Board of Trustees to the Membership,
- b. Election of members of the Board of Trustees and of the Nominating Committee,
- c. Approval by the Members of the actions of the Board of Trustees since the last annual meeting, and
- d. Conduct of such additional business as may properly come before the meeting pursuant to these Bylaws.

2. Budget Meeting of the Membership

The Budget Meeting shall be held prior to the end of each fiscal year to adopt the budget for the next fiscal year.

- a. Copies of the proposed budget shall be made available three weeks prior to the Budget Meeting.

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

- b. Any proposed amendments shall be submitted by Members in writing to the Secretary at least seven days before the meeting.
- c. Proposed amendments shall show with specificity all changes proposed, including any change in the surplus/deficit amount.
- d. No amendments shall be accepted from the floor.
- e. Following adoption of the Budget, such additional business as may properly come before the meeting may be conducted.

**B. Special Meetings**

- 1. A special meeting of the Membership may be called at any time by resolution of the Board of Trustees upon notice as provided in this Article. If the meeting is for the purpose of discussion and exchange of information with no votes to be taken, that fact shall be clearly stated in the notice for the meeting.
- 2. The Moderator shall call a special meeting of the Membership to be held within 60 days after the Board has received a petition for such a meeting. In accordance with Article VII, Section B, the petition shall clearly state the business to be conducted at the special meeting.
- 3. The Moderator shall call a special meeting of the Membership to be held between 75 and 90 days after a vacancy has been created on the Board of Trustees in accordance with Article IV, Section C.
- 4. Any special meeting so called may be joined with any other meeting of which notice has been duly given as provided in this Article.

**C. Time and Place of Meetings**

All meetings shall be held at the Center, unless the Board of Trustees determines that special circumstances require meeting at a different location, which location shall be stated in the notice of the meeting.

**D. Notice of Meetings**

- 1. Time and Mailing
  - a. Notice of any regular or special meeting of the Membership shall be given by mailing to each Member and Friend a written notice of the meeting at least 14 days, but not more than 30 days, prior to the date fixed for the meeting. However, if a notice is given by an announcement in the last regular issue of the Society newsletter prior to the meeting, such notice shall not be deemed premature, notwithstanding that the newsletter may have been mailed more than 30 days prior to the meeting.

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

- b. When several members of a single family or single pledging unit maintain a common mailing address, one notice mailed to such common address shall constitute notice to each, unless a written request for individual notice has been submitted in writing to the secretary of the Board of Trustees at least 30 days prior to the date of mailing of the notice of meeting.

2. Contents of Notice

- a. The notice shall state the date, time, and place of the meeting, the business to be conducted at the meeting, the text of any resolution to be considered at the meeting, the text or summary statement, as appropriate pursuant to Article VIII, of any proposed amendment of these Bylaws, and, in the case of a meeting at which elections will be held, a list of the names of the nominees, together with the brief statements required by Article VI, Section C, Paragraph I. For resolutions of immediate witness, when time is insufficient to draft the final text of the resolution for the notification procedure, a working draft or general statement is sufficient for notification. The final text must be available at or before the actual meeting.
- b. In addition, if, pursuant to this Article absentee balloting is allowed with respect to any business to be conducted at the meeting, the notice shall so state and shall specify the date and time by which absentee ballots must be received at the Society office.

3. Waiver of Notice

- a. A Member may waive notice of a meeting.
- b. A Member is deemed to have waived notice of any meeting at which he or she is present, unless the Member objects at the beginning of the meeting that the meeting has not been lawfully called or convened.

**E. Procedure at Meetings**

1. Business to be Conducted

The business to be conducted at any meeting of the Membership shall be only that stated in the notice of the meeting. However, matters not listed in the notice may be discussed without being acted upon.

2. Order of Business

- a. The order of business at any meeting of the Membership shall be as announced by the chair of the meeting at the commencement of the

# First Unitarian Universalist Society of San Francisco

## Bylaws

---

meeting, unless a different order is determined by a majority of the Members present and voting at the meeting.

- b. Neither the order in which petitions for special meetings may have been submitted to the Board of Trustees, nor the order in which matters are listed in such petitions, shall determine the order in which matters are taken up at the meeting.

### 3. Quorum

- a. For the conduct of business at any regular or special meeting, a quorum shall consist of fifteen percent (15%) of the Members eligible to vote.
- b. If the only business to be conducted at a special meeting of the Membership is the election of persons to elective office, a quorum shall not be required, the meeting need not be formally called to order, and Members may cast their ballots in accordance with the provisions of this Article. However, the results of any such election shall be valid only if valid ballots are cast by 15% per cent of the Members.
- c. In the absence of a quorum, or upon the failure to maintain a quorum, at any meeting at which a quorum is required, no further business may be conducted other than to take measures to obtain a quorum, to adjourn the meeting, and to set the date and time for reconvening.

### 4. Majority Vote

Unless otherwise provided in these Bylaws, transaction of any business shall be by majority vote of those Members present and voting at a regular or special meeting.

In order to ensure widespread agreement on potentially divisive issues, enabling clauses of resolutions may specify a special vote percentage greater than a majority which must be obtained before action is authorized. However, such enabling clauses themselves may be added, amended or deleted from the main resolution by a majority vote.

### 5. Adjournment

A meeting of the Membership may be adjourned to another time by majority vote of those Members present and voting.

## **F. Elections**

### 1. Elective Offices Enumerated

The elective offices of the Society shall be:

# First Unitarian Universalist Society of San Francisco

## Bylaws

---

- a. Members of the Board of Trustees,
- b. Members of the Nominating Committee,
- c. Members of a Ministerial Search Committee,
- d. Delegates and Alternates to the General Assembly of the Unitarian Universalist Association,
- e. Delegates and Alternates to the Pacific Central District of the Unitarian Universalist Association,
- f. Such other offices as the Board of Trustees may from time to time determine are to be filled by vote of the Members.

### 2. Qualifications

Nominees for elective office shall be Members in good standing of the Society.

### 3. Nominations

Nomination for elective office shall be made as follows:

- a. By the Nominating Committee in accordance with the provisions of Article VI, Section C, Paragraph 1.
- b. In accordance with Article VII, Section B, by petition as follows:
  - (1) The petition shall identify the office to which the nomination is made. The nominee must be one of the signatories of the petition, thereby indicating his or her consent to the nomination.
  - (2) The petition shall be submitted at least 40 days prior to the date of the meeting at which the election is to be held.
- c. From the floor at the meeting at which the election is held only if, at the commencement of the meeting, there are fewer nominees than there are seats to be filled for a specific office. When nominations from the floor are allowed under this paragraph, they shall be accepted until nominations for that office are closed by majority vote. Each person so nominated must accept the nomination either personally or by submission at the meeting of his or her prior acceptance in writing.

### 4. When Elections Are Held

- a. For members of the Board of Trustees and the Nominating Committee, elections shall be held at the annual meeting, with notice given as provided in this Article.

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

- b. For all other elective offices, elections shall be held at the annual meeting or at a special meeting called in accordance with this Article.
  - c. Following all elections, the results of the election shall be posted showing the number of votes received by each nominee.
5. Voting Procedures
- a. Voting by proxy shall not be allowed.
  - b. Preparation of Ballots  

After the deadline for receipt of nominating petitions, the Secretary shall cause to be printed written ballots upon which the names of the nominees for each office shall be printed in an order chosen by lot. Ballots prepared for use as absentee ballots shall additionally be imprinted with the words “absentee ballot.”
  - c. Absentee Ballots
    - (1) When a meeting of the Membership is called for the purpose of calling or dismissing a minister, for the purpose of electing persons to elective office as defined in this Article, or for the purpose of voting on amendments to these Bylaws, any Member who does not attend the meeting may vote by absentee ballot. Absentee ballots shall not be allowed in situations other than those enumerated in this paragraph.
    - (2) Procedure
      - (a) When a Member desires to vote by absentee ballot, he or she may obtain an absentee ballot prepared in accordance with the provisions in this Article.
      - (b) The Member shall enclose the absentee ballot within a plain envelope imprinted with the words “absentee ballot,” signed by the Member, bearing the Member’s legibly printed name, and addressed to the Secretary of the Board of Trustees.
      - (c) The absentee ballot shall be delivered to the Society office no later than 4:00 pm on the last day that the office is regularly open prior to the day of the election.
  - d. Casting and Tallying of Ballots at Meetings of the Membership when Absentee Voting is Permitted

## First Unitarian Universalist Society of San Francisco Bylaws

---

- (1) The presiding officer shall appoint tellers to count the ballots.
- (2) Before the regular ballots are cast at a meeting of the Membership, the presiding officer shall announce the names of Members who have cast absentee ballots. If any such Member is present at the meeting, that Member's absentee ballot shall be declared invalid, and the Member may vote in the same manner as other Members present at the meeting. The presiding officer shall then cause the outer envelopes to be removed from the valid absentee ballots and shall cause the unopened inner envelopes to be delivered to the tellers to be counted together with the regular ballots.
- (3) Each Member may vote only for as many nominees for each office as there are vacancies to be filled. No cumulative voting is permitted.
- (4) For each office to be filled, the tellers shall fill out a tally sheet to be signed by each teller.
- (5) The number of nominees equal to the number of seats to be filled for each office who receive a plurality of the votes cast shall be deemed elected.
- (6) When vacancies for any elective office include both full-term seats and unexpired-term seats, the full-term seats shall be filled by the nominees receiving the highest numbers of votes, and the unexpired-term seats shall be filled by the candidates receiving the next highest numbers of votes.
- (7) When the election is for Delegates to the Unitarian Universalist General Assembly or Pacific Central District meetings, Alternate positions shall be filled by nominees receiving the next highest number of votes in order.
- (8) In the event of ties which prevent the filling of all vacant seats for any office, so long as a quorum is in attendance, succeeding ballots shall be cast which shall include only the names of such tying nominees. However, absentee ballots shall be valid only for the initial ballot for each office and shall not be recounted, or otherwise included in the results of any runoff votes.
- (9) At the conclusion of the balloting the presiding officer shall certify to the Secretary of the Board of Trustees the final

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

count of ballots cast. The results shall be posted on the Society bulletin board following the meeting.

6. Special Procedures for Meetings at which the Only Business to be Conducted is the Election of Persons to Elective Office

If the only business to be conducted at a special meeting of the Membership is the election of persons to elective office, the usual procedures shall be followed, except as provided below:

- a. There is no requirement of a quorum, and the meeting need not be called to order in the usual manner.
- b. The names of Members who have submitted absentee ballots shall be marked on a master list of the Membership prior to the meeting, and those Members shall not be entitled to vote at the meeting.
- c. Regular ballots shall be made available for one hour, commencing at the time designated in the notice of meeting.
- d. Members casting ballots shall submit them to the tellers, who shall remain in attendance during the entire hour, after which the tellers shall retire to count the ballots.
- e. In the event of ties or other circumstances which prevent the filling of all vacant seats for any office, succeeding ballots shall be cast at subsequent meetings, after due notice to the Membership as provided in this Article. Such succeeding ballots shall include only the names of tying candidates. Absentee ballots shall be provided for such succeeding ballots.

**ARTICLE IV -- BOARD OF TRUSTEES**

**A. Composition and Qualifications**

The number of Trustees shall be 12 through June 30, 2009; ten from July 1, 2009 through June 30, 2010, and 9 beginning July 1, 2010. Five Trustees shall be elected at the Annual Meetings of odd-numbered years. Four Trustees shall be elected at the Annual Meetings of even-numbered years. All Trustees shall be elected for terms of two years which will commence the first day of July following the Annual Meeting. Any Member in good standing may be nominated to the Board, except that a Member may not serve as Trustee for more than six consecutive years nor stand for election for a term that would extend service to more than six consecutive years. A Trustee shall hold office until the end of the calendar month when his or her successor is elected by the Members at the Annual Meeting following the expiration of his or her term, or until his or her earlier death, resignation, removal or disqualification.

# **First Unitarian Universalist Society of San Francisco**

## **Bylaws**

---

### **B. Removal**

A Trustee may be removed by the Board by a majority vote of the other Trustees then serving, if the Trustee has three unexcused absences.

A Trustee may be removed by the Members at the Annual Meeting or any special meeting of the Membership, with or without cause, provided the removal is initiated by a written petition of the Members in accordance with Article VII, Section B. The notice of the meeting must indicate that the proposed removal is a purpose of the meeting. A majority of the Members present and voting at any properly constituted meeting shall be sufficient to remove the Trustee.

### **C. Vacancy**

If a vacancy occurs on the Board more than 150 days before the next Annual Meeting, including a vacancy that is the result of removal of a Trustee as set forth above, the Moderator shall call a special meeting in accordance with Article III, Section B, Paragraph 3, to fill the vacancy by election. The nomination and election of a person to fill the vacancy shall be according to the normal process outlined in these Bylaws. Such Trustee elected to fill a vacancy shall serve out the unexpired term, or until the Trustee's earlier death, resignation, removal or disqualification. For a vacancy 150 days or less prior to the next Annual Meeting, the Board may appoint a Trustee to serve until the next Annual Meeting.

### **D. Responsibilities and Powers**

1. The Board of Trustees, on behalf of the Membership, is the authority for the Society between Membership meetings. The business and affairs of the Society shall be managed under the direction of the Board, including, but not limited to, the conduct of its business affairs, the management of its property, the engagement of Non-called Ministers, the preparation of an annual independent audit, continuing long-range planning for the Society, the control of its administration, including hiring and termination of employees, the establishment of contracts with its ministers, the review of the Bylaws, and the coordination of its programs, except as otherwise restricted by these Bylaws. However, the Board shall not have the power to sell or to lease the Society's real property for a period of more than one year without approval of the Members. The Board may delegate any management activities to anyone as it deems necessary and appropriate for the effective operation of the Society.
2. The Board may from time to time set a minimum pledge,-which all Members must either meet or obtain a waiver as described Article II, Section B, Paragraph 3, to avoid being stricken from the Membership roll.
3. The Board shall have no authority to issue public statements in the name of the Society or of the Board on social or other public issues except

## First Unitarian Universalist Society of San Francisco Bylaws

---

following a vote by the Members. This does not limit the right of individuals or groups of individuals within the Society to make statements in their own names.

4. The Board shall be responsible for the preparation of an annual budget which shall be presented to the Membership for approval by Members, as directed by these Bylaws.
5. The Board shall be responsible for the disbursement of the Society funds in accordance with the annual budget. After the Members adopt a budget, the Board may modify the budget to reflect changed circumstances. Should there be an actual or projected shortfall in budgeted income, the Board shall make reasonable efforts correspondingly to curtail expenditures. The cumulative net effect of all modifications made by the Board may not increase or decrease total expenditures in the budget adopted by Members by an amount greater than five percent of the total budget for all expenditure categories. The cumulative net effect of all modifications made by the Board may not increase or decrease any expenditure category in the budget adopted by the Members by an amount greater than two percent of the total budget for all expenditure categories. Modifications necessary to make emergency building repairs certified by competent authority as immediately necessary shall not be subject to the five percent and two percent limitations. The Board shall report modifications of the budget to the Membership through the newsletter or other appropriate means.
6. The Board shall regulate all fund raising activities taking place on the premises or involving the Membership in general.
7. Unless the terms of the bequest provide otherwise, two thirds of each bequest to the Society shall be managed as endowment, spendable as to income and net appreciation (realized or unrealized) only, but not spendable as to principal, in accordance with the Uniform Management of Institutional Funds Act or successor California statute then in effect, and in accordance with the Society's endowment payout policy then in effect. The Board or the members may specify a particular purpose or purposes for which the income and net appreciation may be used.<sup>1</sup>

---

<sup>1</sup> **Adopted at June 2009 Congregational Annual Meeting:** Article IV, Sec. D, Par. 7 of the By-Laws of the Society is hereby suspended and shall not apply to any bequest from a person whose death occurs after this amendment is adopted by the congregation. This temporary suspension shall automatically expire without further action by the congregation or the board whenever the amount in the unrestricted reserves of the church is equal to one-half of the 2008-2009 operating budget. After the suspension expires, it may be reinstated only by a new favorable vote by the congregation for that specific purpose. [2008/09 operating budget = \$1,212,442.00. One-half equals \$606,221.00]

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

8. Notwithstanding the Members' powers specified in Article II, Section A, Paragraph 1 of these Bylaws, the Board shall have the power to appoint Society delegates to the Pacific Central District and General Assembly when there are unexpected vacancies.

**E. Meetings**

1. Notice

The Board shall schedule regular monthly meetings for which no notice is required. Special meetings may be called by the Moderator, the Vice-Moderator or any two Trustees. The Secretary shall provide notice at least 48 hours prior to the scheduled time for the meeting, unless such notice is waived by all Trustees. Notice may be by letter, personal contact or telephone, so long as it is received by each Trustee 48 hours before the meeting. Attendance by a Trustee at a special meeting shall be deemed waiver of notice.

2. Quorum

A majority of the Board of Trustees then serving shall constitute a quorum for the transaction of business.

3. Open Meetings

Meetings of the Board shall be held in the open, and the Membership may attend. Meetings of an urgent nature may be held by conference telephone call, subject to Paragraph 1, Notice, above. If a telephone conference call is used for a meeting, provisions must be made for the Membership to attend via speakerphone or other method previously adopted by the Board.

4. Executive Session

The Board of Trustees may at any meeting, by a majority of those Trustees voting, declare an executive session for discussion of litigation, personnel matters, or other issues of a confidential nature where public discussions would be potentially embarrassing to the Society, its members, or its staff. The Board may designate who in addition to the Trustees may be present at such executive session. At the conclusion of the executive session, the meeting will be reopened, and any decisions shall be restated in open session and recorded in the minutes.

5. Recording of Votes

The minutes of the meeting of the Board shall record the names of the members of the Board present or absent, excused or unexcused as determined by the Moderator. When a vote is not unanimous, the minutes shall indicate the vote of each member present, identified by name on any such vote.

# **First Unitarian Universalist Society of San Francisco**

## **Bylaws**

---

### 6. Organizational Meeting

Although the terms of newly-elected and re-elected Board members do not commence until July 1, they are empowered to participate, along with Board members whose terms will not expire on June 30, in the election of Board officers whose terms shall begin on July 1st. Such an Organizational Meeting shall be called by the outgoing Secretary and shall be held within two weeks after the Annual Meeting of the Society. If the Organizational Meeting is held on the same day as, and immediately following, the Annual Meeting, no notice need be provided. If necessary, additional Organizational Meetings may be convened, for the purpose of the election of officers, prior to July 1, for which notice must be provided. No business other than the election of Board officers may be conducted at any Organizational Meeting.

### 7. Communications with the Membership

The Board shall regularly and frequently inform the Membership of the Society with respect to its proceedings as Trustees. A copy of the minutes of each meeting, certified as correct by the Secretary or acting Secretary shall be posted in a prominent place in the Center immediately after approval. In addition, the Board shall communicate with the Membership from time to time through the Bulletin, or by separate letter, plans of the Board and schedules for future meetings of the Membership.

## **F. Officers**

The officers of the Society shall be a Moderator, Vice-Moderator, Secretary, and Treasurer. The officers shall be elected by secret ballot by the Board of Trustees from its current members at the Organizational meeting. These officers shall serve for terms of one year or until their successors are elected. These officers are eligible for reelection, and in case a vacancy occurs in any office, the Board shall elect one of its own members to serve for the unexpired portion of the term. The officers serve at the pleasure of the Board and may be removed at any time without cause by a majority vote of the Board members then serving.

#### 1. Moderator

The Moderator shall preside at meetings of the Board and of the Membership and shall fulfill such other duties and responsibilities as are usually performed by a president, or as may be assigned by the Board or the Society.

#### 2. Vice-Moderator

The Vice-Moderator shall act as Moderator whenever the Moderator is absent or incapacitated and shall have such other duties and responsibilities as are usually performed by a vice-president, or as may be assigned by the Board, the Moderator or the Society.

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

3. Secretary

The Secretary shall keep accurate minutes of all meetings of the Board and of the Society, shall maintain a roster of all persons who are currently members of the Society. The Secretary shall have such other duties as are usually performed by a Secretary (such as preparing correspondence on behalf of the Board), or as may be assigned by the Moderator, the Board or the Society. At the option of the Board, secretarial duties may be assigned to more than one Board member, as long as all the duties normally carried out by the Secretary are completed. The Secretary shall maintain a central file of all Society Committees and the committee charges, or may delegate this duty to staff.

4. Treasurer

The Treasurer shall be the Chief Financial Officer of the Society. The Treasurer shall meet regularly with an appropriate member of the Society's staff to review the Society's financial condition. The Treasurer shall also directly review the Society's financial records, as necessary. The Treasurer shall oversee the Board's annual audit process, which will include recommendations of an independent auditor to the Board each year, and will work with that auditor to prepare the annual audited financial statements. The Treasurer will also work with an appropriate member of the Society's staff to prepare and present an annual budget to be considered by the Board, and will present the Board-recommended budget to the Membership for the Members' consideration at a meeting called for that purpose. The Treasurer shall have such other duties as may be assigned by the Moderator, the Board, or the Society. The Treasurer shall be covered by a bond, the amount of which shall be determined by the Board or by an appropriate member of the Society's staff upon delegation of this task by the Board, and paid from Society funds.

**G. Indemnification**

To the fullest extent permitted by law, the Society shall indemnify and defend any Trustee or former Trustee from claims, actions, or investigative proceedings, including proceedings by or in the right of the Society, and including judgments, penalties, fines, settlements, and reasonable attorneys' fees and disbursements incurred in connection with any such actions or proceedings, by reason of the former or present capacity of the person as a Trustee. Such indemnification shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

The Society shall to the extent practicable secure insurance to fund such indemnification.

**H. Trustee Conflicts of Interest**

No Trustee shall be an employee of, or receive any financial benefit from, the Society. In addition, and apart from financial benefits, the Society shall not enter into any contract or transaction with any organization in which a Trustee has a material

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

interest or relationship, unless the material facts concerning the contract or transaction and the Trustee's interest are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by an affirmative vote of a majority of the Trustees not including the interested Trustee, at a meeting at which there is a quorum without counting the interested Trustee.

**ARTICLE V -- MINISTERS**

**A. General**

The types of ministers which the Society may have are Called Ministers, and Non-called Ministers. "Called Ministers" are ministers who have overall responsibility for ministerial leadership within the Society, as set forth in this Article. "Non-called Ministers" are all ministers who are not Called Ministers, including but not limited to, community ministers, affiliated ministers, interim ministers, and intern ministers. All ministers shall have the freedom of the pulpit.

**B. Duties and Authority of Called Ministers**

The Society shall have one or more Called Ministers whose responsibilities shall be defined in written contracts, consistent with these Bylaws, between the Called Ministers and the Society. The titles shall be as negotiated with the individuals. In the event that a Called Ministerial position is held by two or more persons as co-ministers, they shall be jointly and equally responsible for discharging the duties of the position, and may divide such duties between them as they may agree.

**C. Selection of Called Ministers**

Called Ministers shall be called upon the recommendation of a Ministerial Search Committee elected from the Members, and upon the approval of the Members by a three-quarters vote of Members present and voting at a special meeting of the Membership called for that purpose in accordance with these Bylaws. Prior to the vote of the Members, the specific terms of employment shall be negotiated between the candidating minister and the Board and shall be reduced to writing. These terms shall be consistent with these Bylaws and shall be available to the Membership prior to the vote. The terms of the contracts shall be reviewed periodically between the Board and the Called Minister(s) and may be revised by mutual consent. Such contract revisions may be approved by the Called Minister(s) and a majority vote of the Board.

**D. Termination of Called Ministers**

A Called Minister may be dismissed or released from his or her position under the following conditions:

1. By mutual agreement of the Called Minister and the Board,
2. Upon presentation of 90 days notice by the Called Minister, or

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

3. Upon Members' approval of termination by a majority of the Members present and voting at a meeting of the Membership called for that purpose in accordance with these Bylaws.

**E. Selection and Termination of Non-called Ministers**

Non-called Ministers shall be selected upon the approval of the Board. The specific terms of affiliation shall be negotiated between the prospective Non-called Minister and the Board and shall be reduced to writing. These terms shall be available to the Membership. The terms of the contracts shall be reviewed periodically between the Board and the Non-called Minister and may be revised by mutual consent of the Non-called Minister and the Board.

A Non-called Minister may resign from his or her position upon notice to the Board, and may be dismissed or released from his or her position upon notice from the Board.

**F. Ministerial Aides**

The Called Ministers may select from Membership as many volunteers as they deem necessary to assist in carrying out the pastoral, worship, or other ministerial duties. The Called Ministers shall be responsible for the training and assignment of such Ministerial Aides.

**ARTICLE VI -- COMMITTEES AND PARTICIPATING ORGANIZATIONS**

**A. Types**

Committees and organizations of the Society shall be of five types:

1. Standing committees specifically established in these Bylaws,
2. Regular committees established by the Board of Trustees,
3. Select committees established by the Board of Trustees,
4. *Ad hoc* committees established by the Board of Trustees, and
5. Participating Organizations.

**B. Member Requirements and Limitations**

1. All standing committee members shall be Members of the Society.
2. No standing committee member shall serve for more than four consecutive years.
3. All committee chairs shall be Members of the Society.
4. No committee chair shall serve in that capacity for more than four consecutive years.

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

5. The Moderator shall appoint a Board Liaison to each committee who shall be an ex-officio member entitled to all privileges of a committee member except the right to vote or to attend executive sessions of the committee.
6. All standing committees, select committees and ad hoc committees may, at any meeting by a majority of the members voting, declare an executive session for discussion of litigation, personnel matters or other issues of a confidential nature where public discussions would be potentially embarrassing to the Society, its members, or its staff.

**C. Standing Committees**

There shall be the following standing committees:

1. Nominating Committee

a. Membership and Term

The Nominating Committee shall consist of seven members. Nominating Committee members shall be elected by the Members of the Society at the Annual Meeting. Terms of office shall be two years, and the terms shall be staggered such that four members are elected one year and three members are elected the next. Any Member in good standing may be elected to the Nominating Committee, except that no person may serve as a member of the Nominating Committee for more than four consecutive years, nor stand for election for a term that would extend service to more than four consecutive years. A vacancy in the Nominating Committee shall be filled by the Board of Trustees who shall appoint an interim member until a successor can be elected at the next Annual Meeting to serve out the unexpired term. The Nominating Committee shall select its own chair. Nominating Committee members shall not be eligible to serve on the Board of Trustees during their tenure on the Nominating Committee. Nominating Committee members shall not be eligible to be nominated by the Nominating Committee for any elective office other than membership on the Nominating Committee.

b. Duties

The Nominating Committee shall have the following responsibilities:

- (1) Selection of Candidates: The Nominating Committee shall be responsible for the nomination of Board of Trustee members, General Assembly delegates, Pacific Central District representatives and Nominating Committee

# First Unitarian Universalist Society of San Francisco

## Bylaws

---

members. Slates of candidates for these offices shall be presented to the Members of the Society at least 60 days before the election is scheduled to allow time for additional nominations to be made by petition in accordance with Article VII, Section B. The Nominating Committee shall publish brief statements written by all candidates which shall include summaries of their relevant experience and statements of why they wish to serve.

- (2) Consultation with the Board: The Committee shall serve as a consultant to the Board when the Board requests. The consultation may include the identification to the Board of Members to serve as chairs of any committee, on *ad hoc* committees, or on search committees. When performing this function, the Committee shall report its findings to the Board.

- c. Line of Authority

The Nominating Committee shall be responsible to the Members of the Society for carrying out its duties in conformity with these Bylaws, except as regards consultation with the Board.

2. Ministerial Relations Committees

- a. Membership and Term

Each Ministerial Relations Committee shall consist of four Members of the Society who will serve terms of two years each and will be eligible for reappointment. Board members are not eligible to serve on the Ministerial Relations Committees. Ministerial Relations Committee members shall be appointed by the Moderator from a list provided by the minister and shall be confirmed by the Board of Trustees. Ministerial Relations Committee members shall be appointed in May and shall take office immediately following the next Annual Meeting. A vacancy in a Ministerial Relations Committee shall be filled by the appointment, approval, and confirmation process used for the selection of other members, and the person filling a vacancy shall serve the remainder of the term. Each Ministerial Relations Committee shall select its own chair.

- b. Duties

Each Ministerial Relations Committee shall:

- (1) Aid the Minister in carrying on an effective ministry by being available for counsel,

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

- (2) Keep the Minister advised of conditions within the Society as they affect relations between the Minister and the Membership with the purpose of strengthening and improving that relationship,
    - (3) Serve as a channel of communication between the Membership of the Society and the Minister,
    - (4) Make annual recommendations to the Board or its designee about the compensation package for the Minister,
    - (5) Work with the Minister on his or her continuing education program, sabbatic planning, or other such professional development, and to recommend such plans to the Board.
  - c. Line of Authority  
Each Ministerial Relations Committee shall be responsible to the Minister for carrying out its duties in conformity with these Bylaws.
  - d. Other Ministers  
Each of the Ministers of the Society may have his or her own Ministerial Relations Committee, constituted in the same way and with the same duties as described above, at the said Minister's discretion.
3. Ministerial Search Committee
- a. Establishment  
This Committee shall be constituted only when a minister has given notice or there is a vacancy in a Ministerial position, the Board has submitted a plan and procedure for filling the vacancy which includes the establishment of a Ministerial Search Committee, and the Members of the Society have approved of the plan and procedure.
  - b. Membership and Term.  
Members of the Ministerial Search Committee shall be elected by the Members at a regular or special meeting. Nominations shall be made by the Board of Trustees or by petition in accordance with Article VII,-Section B. Nominations shall be reported to the Membership at least 60 days prior to the election. Each member of the Ministerial Search Committee shall serve until the Ministerial position has been filled, or until the Members of the Society vote to dismiss the Committee, or to remove the member.

# First Unitarian Universalist Society of San Francisco

## Bylaws

---

The number of Committee members and special requirements for membership, if any, shall be specified in the plan and procedure submitted by the Board and approved by the Members. The Ministerial Search Committee shall select its own chair and other officers, if needed.

c. Duties

The Ministerial Search Committee shall be responsible for executing the plan and procedure for filling the Ministerial vacancy as approved by the Members of the Society.

d. Line of Authority

The Ministerial Search Committee shall be responsible to the Members of the Society for carrying out its duties in conformity with these Bylaws.

### **D. Regular Committees**

1. Definition

Regular committees are on-going organizations which do the work of the Society.

2. Establishment

The Board shall establish any regular committee it deems suitable by approving a Charge to said committee. The Board may modify or revoke the charge of a regular committee at any time.

3. Membership

Membership in all regular committees shall be open to all Society Members and Friends.

4. Chair

The chair of each regular committee shall be appointed by the Moderator subject to the approval of the Board, and said chair shall serve at the pleasure of the Board.

5. Term

Each regular committee shall continue until its Charge is revoked by the Board.

6. Line of Authority

Regular committees are responsible to the Board.

### **E. Select Committees**

1. Definition

Select committees are on-going organizations which do the work of the Society and whose mission requires special qualifications for its members.

# First Unitarian Universalist Society of San Francisco

## Bylaws

---

### 2. Establishment

The Board shall establish any select committee it deems suitable by approving a Charge to said committee. The Board may modify or revoke the Charge of a select committee at any time.

### 3. Membership

The chair and members of select committees shall be appointed by the Moderator subject to the approval of the Board and shall serve at the pleasure of the Board.

### 4. Term

A select committee shall continue until its Charge is revoked by the Board.

### 5. Line of Authority

Select committees are responsible to the Board.

## **F. *Ad Hoc* Committees**

### 1. Definition

*Ad hoc* committees are temporary organizations created for specific purposes, as needed.

### 2. Establishment

The Board shall establish any ad hoc committee it deems suitable by approving a Charge to said committee. The Board may modify or revoke the charge of any *ad hoc* committee at any time.

### 3. Membership

The chair and members of ad hoc committees shall be appointed by the Moderator subject to the approval by the Board and shall serve at the pleasure of the Board.

### 4. Term

*Ad hoc* committees shall continue until discharged by the Board.

### 5. Line of Authority

*Ad hoc* committees are responsible to the Board.

## **G. Participating Organizations**

### 1. Definition

Participating Organizations are groups of people who have been granted affiliation with the Society. Participating Organizations meet for some purpose not directly concerned with the work of the Society, but consistent with the general purposes of the Society.

# **First Unitarian Universalist Society of San Francisco**

## **Bylaws**

---

### 2. Structure

Participating Organizations establish their own charters and requirements for membership, elect their own officers, and raise their own funds. The elected officers of a Participating Organization must be Members of the Society.

### 3. Affiliation

To become affiliated with the Society, an organization shall present to the Board a letter signed by 15 Members of the Society requesting that the group be affiliated with the Society and a copy of the charter. Upon approval of the Board, such status shall exist until action is taken by the Board to revoke it.

### 4. Financial Responsibility

It is the responsibility of each Participating Organization to make a regular financial contribution of record to the Society.

## **ARTICLE VII -- GENERAL RULES OF PROCEDURE**

### **A. Rules of Order**

Unless a different rule is provided in these Bylaws, matters of procedure at any meeting of the Membership, the Board of Trustees, any committee, or organization of the Society shall be governed by the latest edition of Robert's Rules of Order.

### **B. Petitions**

Whenever these Bylaws specify activities for which petitions of the Members are required or allowed, such petitions shall:

1. Be signed by at least 50 Members to call a meeting or 25 Members to nominate a candidate for election,
2. Include the printed name and date of signing for each signature,
3. Clearly state the nature and purpose of the petition,
4. Be submitted to the Secretary of the Board within 90 days of the date of the earliest dated signature. If there shall be no Secretary of the Board at the time the petition is ready for submission, petitions may be delivered to any Board officer.

Additional requirements or specifications for petitions listed in other parts of these Bylaws shall take precedence over this section.

### **C. Financial Year**

The financial year of the Society shall be July 1 through June 30th.

**First Unitarian Universalist Society of San Francisco**  
**Bylaws**

---

**D. Contents and Index**

Any Table of Contents or Index attached to these Bylaws shall be included for informational purposes only and shall not have any legal standing.

**ARTICLE VIII -- AMENDMENTS**

These Bylaws may be amended by a majority vote of the Members present and voting at a meeting of the Membership called as provided in Article III. Notice of such a meeting shall contain the full text of the proposed amendment together with the current text which would be affected by the proposed change. However, at the discretion of the Board of Trustees, in the case of a major revision of these Bylaws, the full text of the proposed revisions shall be available to any Member at the Society office, and a summary statement of the proposed revisions shall be provided with a notice of the meeting at which these revisions shall be considered.

# First Unitarian Universalist Society of San Francisco

## Bylaws

<p>Absentee Ballots ..... 6, 9, 10</p> <p><i>Ad Hoc</i> Committees ..... 17, 19, 22</p> <p>Amendment ..... 1, 4, 6, 9</p> <p>Annual Budget ..... 1, 12, 15</p> <p>Annual Meeting ..... 11,14,16</p> <p>Annual Report..... 4</p> <p>Audit ..... 12, 15</p> <p>Ballots</p> <p style="padding-left: 20px;">absentee ..... 6, 9, 10, 11</p> <p style="padding-left: 20px;">casting..... 9, 11</p> <p style="padding-left: 20px;">preparation ..... 9, 12</p> <p style="padding-left: 20px;">tallying ..... 9, 10</p> <p>Board Liaison ..... 18</p> <p>Board of Trustees ..... 12</p> <p style="padding-left: 20px;">approval of actions ..... 3</p> <p style="padding-left: 20px;">composition and qualifications ..... 11</p> <p style="padding-left: 20px;">conflicts of interest ..... 17</p> <p style="padding-left: 20px;">election ..... 1, 4, 11</p> <p style="padding-left: 20px;">employees cannot serve as... 16</p> <p style="padding-left: 20px;">executive session ..... 14</p> <p style="padding-left: 20px;">indemnification ..... 15</p> <p style="padding-left: 20px;">meetings ..... 13</p> <p style="padding-left: 20px;">membership revocation ..... 4</p> <p style="padding-left: 20px;">Moderator ..... 15</p> <p style="padding-left: 20px;">nomination ..... 19</p> <p style="padding-left: 20px;">officers ..... 13</p> <p style="padding-left: 20px;">open meetings ..... 13</p> <p style="padding-left: 20px;">organizational meeting ..... 14</p> <p style="padding-left: 20px;">powers ..... 12</p> <p style="padding-left: 20px;">quorum ..... 13</p> <p style="padding-left: 20px;">removal ..... 11</p> <p style="padding-left: 20px;">responsibilities ..... 12</p> <p style="padding-left: 20px;">Secretary ..... 15</p> <p style="padding-left: 20px;">special meetings of members... 4</p> <p style="padding-left: 20px;">telephone conference..... 13</p> <p style="padding-left: 20px;">terms ..... 11</p> <p style="padding-left: 20px;">Treasurer ..... 15</p> <p style="padding-left: 20px;">vacancy ..... 11</p> <p style="padding-left: 20px;">Vice-Moderator ..... 15</p> <p>Budget ..... 1, 4</p> <p>Board of Trustees ..... 11</p> <p>Treasurer ..... 15</p> <p>Canvass Committee ..... 3</p> <p>Center</p> <p style="padding-left: 20px;">defined ..... 1</p> <p>Committee</p> <p style="padding-left: 20px;">Board liaison ..... 18</p> <p style="padding-left: 20px;"><i>Ex-officio</i> members ..... 18</p> <p style="padding-left: 20px;">term ..... 17</p> <p>Committee Charges ..... 15</p> <p>Conflicts of Interest ..... 16</p>	<p>Corporation</p> <p style="padding-left: 20px;">Non-profit..... 1</p> <p>Disruptive behavior ..... 3</p> <p>Election..... 7</p> <p style="padding-left: 20px;">Board of Trustees ..... 4</p> <p style="padding-left: 20px;">Nominating. Committee ..... 4</p> <p>Emergency Expenditures ..... 13</p> <p>Employees</p> <p style="padding-left: 20px;">hiring and termination ..... 12</p> <p>Establishment..... 1</p> <p>Executive Session</p> <p style="padding-left: 20px;">Board of Trustees..... 14</p> <p style="padding-left: 20px;">Committees..... 18</p> <p>Financial Year ..... 24</p> <p>Fund Raising ..... 13</p> <p>General Assembly delegates ..... 7</p> <p style="padding-left: 20px;">nomination ..... 19</p> <p>Indemnification..... 15</p> <p>Index ..... 25</p> <p>Liaison ..... 18</p> <p>Mailings</p> <p style="padding-left: 20px;">meetings of the membership ..... 5</p> <p>May ..... 19</p> <p>Meetings</p> <p style="padding-left: 20px;">adjournment ..... 7</p> <p style="padding-left: 20px;">Annual ..... 4</p> <p style="padding-left: 20px;">Board of Trustees..... 13</p> <p style="padding-left: 20px;">budget ..... 4</p> <p style="padding-left: 20px;">notice ..... 5</p> <p style="padding-left: 20px;">place..... 5</p> <p style="padding-left: 20px;">procedure ..... 6</p> <p style="padding-left: 20px;">quorum ..... 7</p> <p style="padding-left: 20px;">regular..... 4</p> <p style="padding-left: 20px;">special ..... 5, 11</p> <p style="padding-left: 20px;">time ..... 5</p> <p>Membership ..... 1</p> <p style="padding-left: 20px;">approval of Board actions... 4</p> <p style="padding-left: 20px;">removal from ..... 3</p> <p style="padding-left: 20px;">requirements ..... 1</p> <p style="padding-left: 20px;">revocation ..... 4</p> <p style="padding-left: 20px;">rights ..... 2</p> <p style="padding-left: 20px;">term..... 2</p> <p>Ministerial Aides ..... 17</p> <p>Ministerial Relations Committees ..... 19</p> <p>Ministerial Search Committee ... 7, 20</p> <p>Ministers</p> <p style="padding-left: 20px;">authority..... 18</p> <p style="padding-left: 20px;">called..... 1, 16</p> <p style="padding-left: 20px;">dismissal ..... 1, 17</p> <p style="padding-left: 20px;">duties..... 16</p> <p style="padding-left: 20px;">non-called ..... 13, 17</p>
--	---

# First Unitarian Universalist Society of San Francisco

## Bylaws

<p>powers ..... 12</p> <p>selection ..... 16</p> <p>termination ..... 17</p> <p>vote..... 16</p> <p>waiver of pledge..... 2</p> <p>Minutes</p> <p style="padding-left: 20px;">Board of Trustee meetings .... 14</p> <p>Moderator..... 15</p> <p style="padding-left: 20px;">appointments..... 20, 21-25</p> <p style="padding-left: 20px;">Board of Trustee meetings .... 13</p> <p style="padding-left: 20px;">waiver of pledge..... 2</p> <p>Name ..... 1</p> <p>Newsletter ..... 5</p> <p>Nominating Committee..... 7, 18</p> <p style="padding-left: 20px;">election..... 4</p> <p>Notice</p> <p style="padding-left: 20px;">absentee balloting ..... 6</p> <p style="padding-left: 20px;">Board of Trustees meetings 13</p> <p style="padding-left: 20px;">contents ..... 6</p> <p style="padding-left: 20px;">meetings of the membership 5</p> <p style="padding-left: 20px;">waiver ..... 6</p> <p>Officers</p> <p style="padding-left: 20px;">Board of Trustees ..... 14</p> <p style="padding-left: 20px;">election..... 14</p> <p style="padding-left: 20px;">term ..... 14</p> <p style="padding-left: 20px;">vacancy ..... 14</p> <p>Open Meetings ..... 13</p> <p>Organizational Meeting</p> <p style="padding-left: 20px;">Board of Trustees..... 13</p> <p>Pacific Central District Delegates .... 8</p> <p style="padding-left: 20px;">nomination ..... 19</p> <p>Participating Organizations..... 23</p> <p>Petitions ..... 23</p> <p style="padding-left: 20px;">for nomination to elected office 6, 9, 23</p> <p style="padding-left: 20px;">for participating organizations 23</p> <p style="padding-left: 20px;">removal of Board members. . 11</p> <p style="padding-left: 20px;">special meetings ..... 5</p> <p>Pledge..... 3</p> <p style="padding-left: 20px;">waiver..... 3</p> <p>Powers..... 1</p> <p style="padding-left: 20px;">Board of Trustees ..... 12</p> <p>Procedure</p> <p style="padding-left: 20px;">meetings of the membership 6</p> <p style="padding-left: 20px;">special meetings ..... 10</p> <p>Property Management ..... 12</p> <p>Proxy ..... 8</p> <p>Qualifications</p> <p style="padding-left: 20px;">Board of Trustees ..... 11</p> <p>Quorum</p> <p style="padding-left: 20px;">Board of Trustee meetings .. 13</p>	<p style="padding-left: 20px;">membership meetings ..... 7</p> <p style="padding-left: 20px;">special meetings..... 7, 10</p> <p>Regular Committees ..... 21</p> <p>Removal</p> <p style="padding-left: 20px;">Board of Trustee officers ..... 11</p> <p style="padding-left: 20px;">Board of Trustees..... 11</p> <p style="padding-left: 20px;">Resignation of Member ..... 2</p> <p style="padding-left: 20px;">Robert’s Rules of Order..... 23</p> <p style="padding-left: 20px;">Rules of Order ..... 23</p> <p>Secretary ..... 16</p> <p style="padding-left: 20px;">duties..... 3, 9, 16</p> <p style="padding-left: 20px;">election results ..... 10</p> <p style="padding-left: 20px;">notice of Board meetings .... 13</p> <p style="padding-left: 20px;">notice of meetings..... 5</p> <p style="padding-left: 20px;">organizational meeting ..... 14</p> <p>Society ..... 1</p> <p>Standing Committees..... 19</p> <p>Statements, Public ..... 13</p> <p>Table of Contents ..... 25</p> <p>Telephone Conference..... 13</p> <p>Tellers ..... 9, 11</p> <p>Termination</p> <p style="padding-left: 20px;">ministers..... 17</p> <p>Terms</p> <p style="padding-left: 20px;"><i>ad hoc</i> committees ..... 22</p> <p style="padding-left: 20px;">Board of Trustees..... 11, 12</p> <p style="padding-left: 20px;">committee chairs ..... 19, 21</p> <p style="padding-left: 20px;">committee members ..... 19, 21</p> <p style="padding-left: 20px;">Ministerial Relations Committee. 19</p> <p style="padding-left: 20px;">Ministerial Search Committee 20</p> <p style="padding-left: 20px;">ministers’ contracts ..... 16</p> <p style="padding-left: 20px;">Nominating Committee ..... 18</p> <p style="padding-left: 20px;">Regular committees..... 21</p> <p>Tie Votes ..... 10</p> <p>Treasurer ..... 15</p> <p>Vacancy</p> <p style="padding-left: 20px;">Board of Trustee officers ... 14</p> <p style="padding-left: 20px;">Board of Trustees ..... 11</p> <p>Vice-Moderator ..... 13</p> <p style="padding-left: 20px;">Board of Trustee meetings . 13</p> <p>Voting</p> <p style="padding-left: 20px;">at meetings..... 8</p> <p style="padding-left: 20px;">ballots ..... 9</p> <p style="padding-left: 20px;">Board of Trustee meetings . 14</p> <p style="padding-left: 20px;">calling ministers ..... 16</p> <p style="padding-left: 20px;">membership revocation ..... 3</p> <p style="padding-left: 20px;">procedures..... 8</p> <p style="padding-left: 20px;">proxy ..... 8</p> <p style="padding-left: 20px;">tallying of ballots ..... 9</p> <p>Waiting Period ..... 3, 4</p>
---	--

# First Unitarian Universalist Society of San Francisco

## Bylaws

---

Waiver	
of Board meeting notice .....	13
of Membership meeting notice .	6
of pledge.....	2, 3

# TABLE OF CONTENTS

Page(s)

ARTICLE I -- ESTABLISHMENT .....	1
ARTICLE II -- THE MEMBERSHIP .....	1
A.    Powers .....	1
B.    Requirements.....	1
C.    Rights of Members .....	2
D.    Investment Period for Rights.....	3
E.    Period of Membership .....	3
ARTICLE III -- MEETINGS OF THE MEMBERSHIP .....	4
A.    Regular Meetings .....	4
1.    Annual Meeting.....	4
2.    Budget Meeting of the Membership .....	4
B.    Special Meetings .....	5
C.    Time and Place of Meetings.....	5
D.    Notice of Meetings .....	5
1.    Time and Mailing .....	5
2.    Contents of Notice.....	6
3.    Waiver of Notice .....	6
E.    Procedure at Meetings .....	6
1.    Business to be Conducted .....	6
2.    Order of Business .....	6
3.    Quorum.....	7
4.    Majority Vote .....	7
5.    Adjournment.....	7
F.    Elections .....	7
1.    Elective Offices Enumerated.....	7
2.    Qualifications .....	8
3.    Nominations .....	8
4.    When Elections Are Held.....	8
5.    Voting Procedures .....	9

# TABLE OF CONTENTS

Page(s)

ARTICLE IV -- BOARD OF TRUSTEES .....	11
A.    Composition and Qualifications .....	11
B.    Removal.....	12
C.    Vacancy .....	12
D.    Responsibilities and Powers.....	12
E.    Meetings .....	14
1.    Notice .....	14
2.    Quorum.....	14
3.    Open Meetings .....	14
4.    Executive Session.....	14
5.    Recording of Votes.....	14
6.    Organizational Meeting.....	15
7.    Communications with the Membership .....	15
F.    Officers .....	15
1.    Moderator .....	15
2.    Vice-Moderator .....	15
3.    Secretary.....	16
4.    Treasurer.....	16
G.    Indemnification .....	16
H.    Trustee Conflicts of Interest.....	16
ARTICLE V -- MINISTERS.....	17
A.    General .....	17
B.    Duties and Authority of Called Ministers .....	17
C.    Selection of Called Ministers .....	17
D.    Termination of Called Ministers .....	17
E.    Selection and Termination of Non-called Ministers .....	18
F.    Ministerial Aides .....	18
ARTICLE VI -- COMMITTEES AND PARTICIPATING ORGANIZATIONS.....	18
A.    Types .....	18
B.    Member Requirements and Limitations.....	18
C.    Standing Committees .....	19

# TABLE OF CONTENTS

Page(s)

1.	Nominating Committee .....	19
2.	Ministerial Relations Committees .....	20
3.	Ministerial Search Committee.....	21
D.	Regular Committees .....	22
1.	Definition .....	22
2.	Establishment .....	22
3.	Membership.....	22
4.	Chair .....	22
5.	Term .....	22
6.	Line of Authority.....	22
E.	Select Committees .....	22
1.	Definition .....	22
2.	Establishment .....	23
3.	Membership.....	23
4.	Term .....	23
5.	Line of Authority.....	23
F.	<i>Ad Hoc</i> Committees.....	23
1.	Definition .....	23
2.	Establishment .....	23
3.	Membership.....	23
4.	Term .....	23
5.	Line of Authority.....	23
G.	Participating Organizations .....	23
1.	Definition .....	23
2.	Structure .....	24
3.	Affiliation .....	24
4.	Financial Responsibility .....	24
ARTICLE VII -- GENERAL RULES OF PROCEDURE.....		24
A.	Rules of Order .....	24
B.	Petitions .....	24
C.	Financial Year .....	24
D.	Contents and Index.....	25

# TABLE OF CONTENTS

	<b>Page(s)</b>
ARTICLE VIII -- AMENDMENTS .....	25
INDEX.....	24-26

**First Unitarian Universalist Society of San Francisco**  
**Bylaws – Change History**

---

2009, March – Amended board size (Article IV, Section A)

2009, June – Temporary Bequest Allocation Suspension (Article IV, Section D, #7)