

**BYLAWS**  
**PACIFIC NORTHWEST DISTRICT OF THE**  
**UNITARIAN UNIVERSALIST ASSOCIATION**  
(as amended through February 5, 2011)

ARTICLE I - NAME, TERRITORY, AND INCORPORATION

- Section 1. The Pacific Northwest District of the Unitarian Universalist Association (hereafter, PNWD and UUA) is incorporated as a religious corporation under the laws of the State of Washington.
- Section 2. The territory covered by the PNWD shall include Oregon, Washington, western Idaho and Alaska.

ARTICLE II - PURPOSES

- Section 1. The purposes of this organization shall be:
- (a) to cultivate cooperative relationships among the member congregations and their constituencies
  - (b) to promote the religious life of these congregations
  - (c) to assist member congregations to carry on active and effective programs within their respective communities
  - (d) to cooperate with the Unitarian Universalist Association
  - (e) to assist and encourage the development of new congregations

ARTICLE III - MEMBERSHIP AND REPRESENTATION

- Section 1. Membership in this organization shall be comprised of local congregations geographically within this PNWD and which are affiliated with the UUA.
- Section 2. By virtue of its membership in the UUA, a congregation is automatically a member of the PNWD and entitled to full participation in the privileges and responsibilities of the district.
- Section 3.1 At the request of the UUA each member congregation shall report annually on its legal membership, which shall be construed to be consistent with the criteria used by the congregation to determine voting eligibility.
- Section 3.2 Each member congregation shall be entitled to two delegates for the first 100 legal members or fraction thereof, plus one additional delegate for each 100 additional legal members or fraction thereof. In addition, the ordained minister or ministers serving any member congregation shall be delegates, up to a maximum of one ministerial delegate for each 100 legal members or fraction thereof. Each member congregation shall annually certify to the PNWD the names of its delegates.

Section 3.3 Each member congregation shall be assessed dues by the PNWD based upon its legal membership reported to the UUA. Any congregation which receives UUA affiliation mid-year shall have dues for that year pro-rated.

Section 4. The Board of Directors may admit to associate membership any area council or other organization within the area of the PNWD that, in the judgment and discretion of the Board of Directors, has purposes and programs that are auxiliary to and support the purposes and objectives of the PNWD. Admittance shall be upon written application from such organization stating that it subscribes to the purposes and objectives of the PNWD. The Board of Directors may terminate such associate membership upon finding, in the judgment and discretion of the Board of Directors, that the organization no longer meets the foregoing qualifications. Each associate member organization shall be entitled to one delegate to the Annual or special PNWD Meetings. The PNWD shall neither exercise control over nor assume responsibility for the programs, activities or finances of any associate member.

Section 5. Church of the Larger Fellowship members living in the geographical area of the PNWD may caucus at the beginning of an Annual Meeting to elect two delegates to attend official business meetings of that particular Annual Meeting. The names of the delegates so selected shall be certified by the caucus to the board secretary.

#### ARTICLE IV – MEETINGS OF THE DELEGATES

Section 1. The Annual Meeting of the PNWD shall be held in the first half of the calendar year at a time and place to be determined by the Board of Directors.

Section 2. Special Meetings may be called by the Board of Directors and shall be called at the written request of 50 members of local congregations representing not less than 12 member congregations. At any special meeting only that business for which the meeting is specifically called and which has been stated in the notice calling the meeting shall be acted upon.

Section 3.1 The Secretary shall send notice of any meeting to the minister, president and secretary of each member congregation and to each associate member organization not less than 30 days prior to the meeting.

Section 3.2 The notice of the meeting shall contain a tentative agenda and the substance of any business to be conducted at the meeting, including bylaws changes and resolutions.

Section 4. At all meetings each director and delegate in attendance shall be entitled to one vote.

Section 5. Forty delegates representing not less than one third of the member congregations shall constitute a quorum.

Section 6. At the discretion of the presiding officer, the privilege of the floor may be extended to those in attendance who are not voting delegates.

Section 7.1 (a) The agenda of the Annual Meeting shall include resolutions that are submitted by any congregation in the PNWD by official action at a duly called congregational meeting of that congregation or by the PNWD Board of Directors, either by its own action or by its approval of a resolution submitted to it.

(b) The agenda may include proposed amendments to the UUA bylaws for submission under section 15.2(e) of the UUA bylaws.

Section 7.2 All resolutions shall be received in writing by the PNWD Office at least 60 days prior to the date of the Annual Meeting and be included in the mailing prior to the Annual Meeting. Resolutions may be placed on the agenda of the Annual Meeting after this date only by action of the Board of Directors.

Section 7.3 The Board of Directors may make recommendations to the Annual Meeting regarding changes in the text of resolutions and what actions should be taken on the resolution.

Section 7.4 All resolutions, including alternative texts and recommendations for action by the Board of Directors, shall be in the hands of delegates before any resolution shall be allowed on the floor.

Section 7.5 Affirmative action on resolutions shall be by a 2/3 vote of those present and voting. All resolutions, unless passed unanimously, shall be reported along with a count of the affirmative and negative votes.

Section 7.6 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of the delegates of this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

## ARTICLE V - OFFICERS AND DIRECTORS

Section 1. The Board of Directors shall consist of 5 elected directors, each elected at an Annual Meeting for a term of 3 years. Board terms shall be staggered, with one director elected in the first year, two in the second year, and two in the third year, with the process repeating in that order in subsequent years.

Section 2. All directors elected at the Annual Meeting shall assume office upon election except that the presiding officer shall continue in that capacity until the conclusion of the Annual Meeting, and the outgoing Secretary shall continue to record the proceeding of the Annual Meeting to its conclusion.

Section 3. The members of the Board of Directors shall hold a special meeting following the election of new members to the Board, but prior to the close of the Annual Meeting in which the election occurs. At their meeting the

directors shall elect from their own membership a President, a Vice President, a Secretary, and a Treasurer to serve for a term of 1 year. The names of these four officers shall be announced to the assembled delegates prior to the close of the Annual Meeting by the outgoing presiding officer. No director shall serve more than 2 consecutive elected terms as a member of the Board of Directors.

Section 4. A vacancy shall occur when a director submits a letter of resignation to the Board of Directors or when a director has been absent without excuse from two consecutive regular or special meetings of the Board of Directors. A vacancy in any office, election to which is vested in the Annual Meeting, shall be filled by the Board of Directors for the unexpired term, after consultation with the Nominating Committee.

Section 5. All financial matters shall be administered under the direction of the Board of Directors, to the benefit of all member congregations and their constituencies, according to the purposes listed in Article II.

#### ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President shall:

- (a) preside at all meetings of this organization and of the Board of Directors;
- (b) appoint all Board committee chairpersons not otherwise provided for; all Board committee chairpersons shall be approved by the Board of Directors.

Section 2. The Vice President, in the absence or disability of the President to serve, shall be vested with the powers of the President and shall perform the President's duties.

Section 3. The Secretary shall:

- (a) keep a complete record of the proceedings of all meetings of this organization and of the Board of Directors;
- (b) give notice of all meetings of this organization and of the Board of Directors;
- (c) include in the notice and call of any annual or special meetings the report of the Nominating Committee;
- (d) include in the notice and call of any annual or special meeting any proposed amendments to these bylaws which have been submitted by the Board of Directors;
- (e) advise individuals of their election to office or appointment on any committee; and
- (f) shall have such additional duties as may be prescribed by the Board of Directors or as otherwise provided for in these bylaws.

Section 4. The Treasurer shall:

- (a) assist the Board of Directors in monitoring the fiscal performance of the PNWD; and

- (b) ensure that the accounts of the PNWD are examined at least every three years by an auditor chosen by the Board of Directors.

Section 5. The general direction of the affairs of this organization and the general powers necessary for exercising such direction, together with powers to adopt all needful measures for promoting the interests of this organization, shall be vested in the Board of Directors, subject to annual review by the member congregation delegates. Meetings of the Board of Directors shall be held at least three times a year. Special meetings may be called by the President and must be called upon request of a majority of the Board of Directors. Notices shall be sent to members at least ten days prior to the time of the meeting. A majority of the members of the Board of Directors shall constitute a quorum. Reports of the actions of the Board of Directors shall be posted on the PNWD website and submitted in writing to those congregations and associate member organizations that are entitled to notice of meeting under Article IV and that have requested the district office to send them the reports.

Section 6. If, between meetings of the Board of Directors, matters arise in which the best interests of the PNWD require action, the Board may conduct a vote by telephone, provided a majority of the Board agrees. The regular quorum requirements shall apply. The Board shall establish procedures for such phone votes.

Section 7. All phone votes shall be reviewed at the next meeting of the Board of Directors.

#### ARTICLE VII - ADMINISTRATION

Section 1. The Board of Directors shall set up Board committees as may seem desirable to them, or as they may be directed by vote of the delegates at annual or special meetings.

Section 2. The Board of Directors shall cause these bylaws to be reviewed at least every four years. To accomplish this, the Board of Directors shall appoint a Special Ad Hoc Committee to review the bylaws. The Special Committee shall be composed of at least three experienced and knowledgeable persons from the PNWD, providing that not more than one voting member of the Special Committee may be a current member of the Board of Directors. The President of the Board of Directors shall be an ex-officio non-voting member of the Special Committee. The Special Committee shall recommend such changes as appear necessary to meet the current needs of the PNWD to the Board of Directors at its last meeting prior to the next Annual Meeting and to the membership of the district as part of the notice of meeting for the annual or special meeting at which the proposed bylaws changes are to be considered, as specified in Article X.

#### ARTICLE VIII - NOMINATING COMMITTEE

- Section 1. The Nominating Committee shall be an elected committee of 5 members, one elected at each Annual Meeting for a term of 5 years. None of its members shall be elected for consecutive terms. Members of the committee appointed by the Board of Directors to fill unexpired terms, through the procedures in Section 2 below, may be renominated and elected to subsequent consecutive 5 year term providing that the term of appointment was for a period of time of 2 years or less. Immediately after each Annual Meeting or as soon thereafter as it is feasible for its members, the Nominating Committee shall convene to elect a chairperson and to organize its year's work.
- Section 2. Any vacancy shall be filled by the Board of Directors for the unexpired term in accordance with Article V, section 4 of these bylaws.
- Section 3. The Nominating Committee shall be responsible for periodic reassessment of the membership distribution within the PNWD and shall establish specific geographic areas to reflect equitable and logical director distribution according to the membership within those areas. One director may serve without reference to distribution requirements; however, no single area may be served by more than two directors simultaneously. Even though specific geographical areas are represented on the Board, each Board member will be expected to act on behalf of the entire PNWD membership.
- Section 4. Prior to each Annual Meeting, the Nominating Committee shall prepare and present a ballot which shall include the names of one or more nominees from the member congregations for each vacancy on the Board of Directors and the Nominating Committee. The nominees for the board and committees shall be selected to provide equitable distribution from the various areas of the PNWD in furtherance of Section 3 above and shall meet the qualifications set out in Article IX of these bylaws.
- Section 5. The Nominating Committee shall submit its report to the Secretary and to all persons entitled to notice under Article IV at least 90 days prior to the Annual Meeting. Additional nominations for a specific position may be made by a petition of 9 members from at least 2 member congregations from the appropriate area and submitted to the Secretary at least 60 days prior to the Annual Meeting. Nominees must meet the qualifications set out in section 4 of this Article, and subsection 1(a) of Article IX. The Secretary shall submit a final report of all nominations with the notice of the Annual Meeting.
- Section 6. The Nominating Committee shall be responsible for the collection of credentials of voting members, the supervision of elections and balloting procedures at the Annual and Special Meetings of the PNWD and shall make such reports to each meeting as the meeting or the Secretary may prescribe.
- Section 7. The Nominating Committee shall compile and maintain a list of potential candidates for leadership positions in the PNWD. In the selection of

candidates, consideration shall be given to skill, experience, and geographical area of specific positions.

#### ARTICLE IX - GENERAL PROVISIONS

- Section 1. (a) All directors shall be members in good standing of one of the member congregations of the PNWD. Not more than one director shall be elected or appointed from any one member congregation. Not more than two members of the Board of Directors may reside in the same geographical area established by the Nominating Committee.
- (b) All members of the Nominating Committee shall be members in good standing of one of the member congregations of the PNWD. Not more than one member of the committee shall be elected or appointed from any one member congregation. No member of the committee may endorse or campaign on behalf of the candidate in an election that the committee oversees.
- (c) Adult members of PNWD committees shall be members in good standing of a member congregation or the Church of the Larger Fellowship. Youth members of PNWD committees shall be active in a member congregation or the Church of the Larger Fellowship.
- Section 2. The fiscal year of this organization shall be July 1 through June 30.

#### ARTICLE X - AMENDMENT OF BYLAWS

- Section 1. These bylaws may be amended by a two-thirds vote of the delegates present and voting at any annual or special meeting, provided that the substance of the proposed change shall have been included in the notice of meeting.
- Section 2. Amendments to these bylaws may be proposed by the Board of Directors or by a resolution approved by five or more PNWD congregations and submitted as provided in Article IV of these bylaws.

#### ARTICLE XI - NOMINATION AND ELECTION IN THE PNWD OF A UUA TRUSTEE

- Section 1. This Article XI of the bylaws is adopted pursuant to provisions in the bylaws of the UUA pertaining to the election in the PNWD of Trustees to serve on the Board of Trustees of the UUA.
- Section 2. In every other odd-number year beginning with the year 1969, the congregations in the PNWD shall elect one person to be a member of the Board of Trustees of the UUA for a term of four years.
- Section 3. The person so elected must at the time of the election be a legal member of a congregation located in the PNWD. The person at the time of nomination, election, and during the entire term of office must comply with the eligibility provisions of the bylaws of the UUA.

- Section 4. Nomination for the office of Trustee shall be made by petition signed by no fewer than 25 members of no fewer than 3 member congregations with no fewer than 5 persons from any one congregation.
- Section 5. The call for nominations shall be made by the Secretary and shall include a statement of the specific duties and obligations of this position. It shall be mailed to each member congregation in the PNWD not less than 120 days prior to the PNWD Annual Meeting or more than 300 days prior to the date of the General Assembly of the UUA.
- Section 6. Nominations shall be received in the PNWD Office not less than 60 days prior to the date of the PNWD Annual Meeting and shall be signed by each of the petitioners and shall show the name of the congregation of which each is a member.
- Section 7. Voting for UUA Trustee shall be by the delegates to the Annual Meeting. Absentee voting shall be allowed under rules adopted under section 11 of this article.
- Section 8. The Secretary of the PNWD shall certify the election of the Trustee to the Secretary of the UUA within the time required by the UUA.
- Section 9. Each Trustee elected as aforesaid shall take office at the final adjournment of the General Assembly held in the year of the Trustee's election and shall serve for a term of four years and until a successor is qualified.
- Section 10. If the office of Trustee becomes vacant, the vacancy may be filled by appointment by the Board of Directors of the PNWD until the nominating and election procedures set forth above can be instituted to elect a Trustee to fill out the remainder of the term of the former Trustee.
- Section 11. After consultation with the Nominating Committee, the Board of Directors of the PNWD may make rules to carry out the purpose and intent of this article. Such rules shall take effect immediately, but may thereafter be amended or repealed by the Board or by the delegates voting at Annual Meeting or at special meeting.