

# BYLAWS of the Unitarian Universalist Church of Berkeley

## ARTICLE 1—NAME

The name of this corporation is Unitarian Universalist Church of Berkeley, hereinafter referred to as the Church.

## ARTICLE 2 - AFFILIATION

This Church shall be affiliated with the Unitarian Universalist Association (UUA), its subsidiaries, and other religious groups as the congregation authorizes.

## ARTICLE 3 - PURPOSE

3.1 Our purpose as a Unitarian Universalist congregation is grounded in our Mission Statement: The mission of this congregation is to create loving community, inspire spiritual growth, and encourage lives of integrity, joy and service.

3.2 We affirm our Vision Statement: The Unitarian Universalist Church of Berkeley is a welcoming and vibrant congregation. We joyously support spiritual development guided by individual faith, reason, and conscience. We are committed to serving one another, the church community, the community at large, and the global community. We foster a spirit of generosity and trust that encourages care for our church home and affirms diversity and relationships consistent with Unitarian Universalist principles.

3.3 We affirm and promote our shared Unitarian Universalist values, cited in UUA Bylaws, Section C-2.2, referred to as Article II, adopted in 2024.

Love is the power that holds us together and is at the center of our shared values. We are accountable to one another for doing the work of living our shared values through the spiritual discipline of Love. Inseparable from one another, these shared values are:

3.3.1 Interdependence. We honor the interdependent web of all existence. With reverence for the great web of life and with humility, we acknowledge our place in it. We covenant to protect Earth and all beings from exploitation. We will create and nurture sustainable relationships of care and respect, mutuality and justice. We will work to repair harm and damaged relationships.

3.3.2 Pluralism. We celebrate that we are all sacred beings, diverse in culture, experience, and theology. We covenant to learn from one another in our free and responsible search for truth and meaning. We embrace our differences and commonalities with Love, curiosity, and respect.

3.3.3 Justice. We work to be diverse multicultural Beloved Communities where all thrive. We covenant to dismantle racism and all forms of systemic oppression. We support the use of inclusive democratic processes to make decisions within our congregations, our Association, and society at large.

3.3.4 Transformation. We adapt to the changing world. We covenant to collectively transform and grow spiritually and ethically. Openness to change is fundamental to our Unitarian and Universalist heritage, never complete and never perfect.

3.3.5 Generosity. We cultivate a spirit of gratitude and hope. We covenant to freely and compassionately share our faith, presence, and resources. Our generosity connects us to one another in relationships of interdependence and mutuality.

3.3.6 Equity. We declare that every person is inherently worthy and has the right to flourish with dignity, love, and compassion. We covenant to use our time, wisdom, attention, and money to build and sustain fully accessible and inclusive communities.

3.4 While embracing the newly adopted UU values, this Congregation continues to affirm and promote our UU principles:

3.4.1 The inherent worth and dignity of every person;

3.4.2 Justice, equity and compassion in human relations;

3.4.3 Acceptance of one another and encouragement to spiritual growth in our congregation;

3.4.4 A free and responsible search for truth and meaning;

3.4.5 The right of conscience and the use of the democratic process within our congregation and in society at large;

3.4.6 The goal of world community with peace, liberty, and justice for all;

3.4.7 Respect for the interdependent web of all existence of which we are a part.

3.5 The living tradition we share draws from many sources:

3.5.1 Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces which create and uphold life;

3.5.2 Words and deeds of prophetic people, which challenge us to confront powers and structures of evil with justice, compassion, and the transforming power of love;

3.5.3 Wisdom from the world's religions, which inspires us in our ethical and spiritual life;

3.5.4 Jewish and Christian teachings, which call us to respond to God's love by loving our neighbors as ourselves;

3.5.5 Humanist teachings, which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit;

3.5.6 Spiritual teachings of Earth-centered traditions, which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.

3.6 This Church affirms and promotes the full participation of all persons in its activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals; without regard to age, race, color, ethnicity, cultural identity, national origin, ancestry, citizenship, immigration status, religious and spiritual beliefs, sex, gender identity or expression, sexual or affectional orientation, ability/disability, neurodiversity, socio-economic status, education, genetic information, marital status, familial status, status as domestic abuse survivor, housing status, or formerly incarcerated status.

3.7 This Church is organized as a religious corporation under the California Nonprofit Religious Corporation Law, primarily for religious purposes and is not organized for the private gain of any person.

## **ARTICLE 4 - MEMBERSHIP**

4.1 Membership is a commitment. Certified membership in this Church is open to any person fourteen years or older, who asks to become a member, who signs the membership book, who is in sympathy with the Church Purpose, who agrees to the congregational covenant, and who is willing to participate in the Church community. Anyone who has been a member for at least sixty (60) days may vote at Church meetings.

4.1.1 Participation is defined as current attendance (in-person or remotely), as able, at Church services, meetings, or other events, or volunteering at the church, in addition to an annual contribution of record to the financial support of the Church.

4.2 Inactive membership in this Church is open to any former certified member who maintains an interest in the Church. Inactive members may not vote at Church meetings and are not counted in the certified membership totals submitted to the Unitarian Universalist Association. Certified members may request inactive membership.

4.3 The Board of Trustees shall maintain an accurate membership roll and shall keep it current. The Board of Trustees, after due notification, may declare inactive whoever does not participate in the Church community for two years or more and does not fulfill at least an annual contribution of record to the financial support of the Church.

4.4 Certified members may be removed from membership by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the Congregation.

4.5 The Certified Membership of this Church shall mean the specific number of Certified Members, under Section 4.1, last reported to the Unitarian Universalist Association.

## **ARTICLE 5 - CHURCH YEAR / MEETINGS**

5.1 The program and fiscal year for the Church shall be from July 1st through June 30th.

5.2 The Church shall hold at least two Congregational Meetings each year as follows:

5.2.1 The Awards, Stewardship and Election Meeting shall be held on the fourth Sunday of February to honor members for outstanding service to the Church, to review the stewardship pledge goal for the coming year, and to elect and install the new members of the Board of Trustees. Newly elected Trustees assume their responsibilities at the close of this meeting. Ballots for election of members to the Board of Trustees shall be collected at the Church (in person or by online voting), starting two Sundays prior to the election meeting. No ballots shall be accepted after the start of the meeting.

5.2.2 The Celebration and Planning Meeting shall be held on the third Sunday of May to review the accomplishments of the past year, to honor individuals for outstanding service to the Church, and to establish the next year's priorities and budget. A preliminary budget and annual report, the contents of which shall be specified in the Board of Trustees Governance Manual, shall be posted on the Church website and also made available in hard copy at the Church office ten days in advance of this meeting.

5.3 If the Board of Trustees directs different dates for the annual meetings defined in Section 5.2 above, they must be held within a time period of not more than fourteen days before or after the above listed dates. The notice requirements shall be observed.

5.4 The Board of Trustees may call special Congregational Meetings for the required transaction of any business at any time.

5.5 The Board of Trustees shall call a special Congregational Meeting within thirty days whenever a written initiative, referendum, or recall petition is filed with the Secretary that is signed by five percent (5%) of the Certified Membership of the Church.

5.5.1 Initiative petitions may be filed when non-action by the Officers or the Board of Trustees might affect the well-being of the Church. Initiative petitions must contain a specific proposal for consideration by the membership.

5.5.2 Referendum petitions may be filed to challenge an action by the Officers or Board of Trustees. Referendum petitions must contain the specific action challenged and the proposed correction for consideration by the membership.

5.5.3 Recall petitions may be filed when there is good and sufficient reason to believe that the behavior of a given Officer(s) or Trustee(s) does not fulfill the obligation required. Recall petitions must contain specific allegations and a call for a special election by the membership.

5.6 The notification requirement for any and all Congregational Meetings is that a specific notice must be sent to all certified members at least ten days prior to the meeting. This notice must contain the date, time, place and specific agenda for the meeting and, in addition, when applicable, how and when to vote, how and when to participate in information meetings or discussions, and any available information or any recommendations of the Board of Trustees on the agenda items. Only agenda items announced in the notice may be voted upon at these meetings. Agenda packets shall be sent by email to all members with email addresses on file at the church and shall also be posted on the website. U.S. mail may be substituted for email upon the member's request at least seven days prior to the meeting or by standing request.

5.7 The methods and procedures for voting on agenda items in Congregational Meetings will be set by the Board of Trustees, except as otherwise specified in these bylaws. Voting methods, procedures, and modalities can be mixed and can be set per agenda item, thus allowing the flexibility to apply energy and complexity where it is most needed and will reflect the following values:

5.7.1 Voting methods and procedures shall strive to encourage Members to vote without fear of coercion or censure.

5.7.2 Voting methods and procedures shall strive to provide appropriate access to Members and not be unduly complex, except where deemed necessary to uphold protections such as coercion or unsolicited feedback.

5.7.3 Absentee balloting is permitted at any Congregational Meeting on any item scheduled for a vote at a membership meeting, but no proxy voting is allowed. Absentee votes must be received by the Secretary at least one hour before the meeting.

5.7.4 There will be reasonable and appropriate measures to protect the privacy and security of votes, including policies regarding access, audit, and data retention.

5.7.5 Accessibility options for voting may be defined and provided to assist members that require special considerations (including technological considerations) to cast their vote. Assisted voting is not considered Proxy voting or Absentee voting. Assisted votes should create a log or record of the activity (including the member and the assistant information) and sent to the Secretary to review and for potential auditing.

5.8 A quorum for Congregational Meetings shall be fifteen percent of the certified membership.

5.9 The Board of Trustees shall define the necessary formal procedures for governing meetings and will provide such procedures to attendees along with meeting notices or agenda packets as appropriate. The Board of Trustees will define or select formal procedures conducive to the business at hand, and that reflect the following meeting values:

5.9.1 Meetings will be orderly, agenda driven, facilitated, and moderated.

5.9.2 Meetings will be civil and courteous and will be free from intimidation, filibustering, and other disturbances.

5.9.3 Procedures will be as clear as possible for every member to understand and to participate, or if a more complex formal procedure is deemed necessary (such as Robert's Rules of Order), procedural assistance will be provided (such as a parliamentarian).

5.9.4 Procedures will provide an appropriate amount of time for voicing concerns and dissenting and diverse viewpoints.

5.9.5 Member participation and voting will be reasonably inclusive and accessible.

5.9.6 The results of votes are communicated to the congregation in a timely manner and are posted publicly.

5.10 Congregational and other meetings may be held in person, by video conference, or on multiple platforms, with equivalent notice, quorum, and voting requirements. In the case of a major emergency, the meeting may be postponed until feasible.

## **ARTICLE 6 - BOARD OF TRUSTEES**

6.1 The board of directors of the Church, called the Board of Trustees ("Board"), shall be its governing body and shall consist of nine persons. The activities and affairs of the Church shall be conducted and all its corporate powers exercised by or under direction of the Board.

6.2 The Board shall recognize the moral principle that all of its powers are subordinate to the will of the membership of the Church and shall promote transparency throughout all aspects of Church activities, including governance.

6.2.1 Trustees shall exercise their duty to oversee the activities and affairs of the Church in good faith, in the manner in which the Trustee believes to be in the best interest of the Church, and with such care, including reasonable inquiry, as is appropriate under the circumstances.

6.2.2 The activities and affairs of the Church shall be conducted and all its corporate powers exercised by or under direction of the Board. The Board may delegate the management of the activities of the Church to any person or persons provided that the activities and affairs of the Church shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

6.2.3 Any powers the Board chooses to delegate continue to inhere in the Board, which may from time to time rescind or restructure any delegated duties as it sees fit.

6.3 The Board of Trustees shall establish and maintain a Governance Manual. This manual shall:

6.3.1 Specify broad policies, priorities, and long-range goals for the Church,

6.3.2 Specify how day-to-day management responsibilities are delegated by the Board to other persons, groups, and/or committees,

6.3.3 Specify how the Board shall monitor and assess the performance of the persons, groups, and/or committees specified in 6.3.2,

6.3.4 Specify what procedures will be employed by the Board when it modifies the manual,

6.3.5 Serve as a record of ongoing policy decisions made by the Board, and

6.3.6 Be made available to all church members on request.

6.4 The Board of Trustees shall provide a report at the Celebration and Planning Congregational Meeting on all major changes made to the Governance Manual during the course of the past year.

6.5 The Board of Trustees shall monitor and assess the performance of the minister(s) in accordance with their Covenant and Letter of Agreement for Ministry.

6.6 The Board of Trustees shall appoint interim Minister(s) in accordance with Unitarian Universalist Association guidelines in the event that a called Minister(s) leaves employment.

6.7 The Board shall generally meet monthly or as needed. Trustees may participate remotely in Board meetings. The Board may decide to hold meetings by video conference on occasion or as a matter of course. A quorum for Board of Trustees meetings shall be a majority of the voting members of the Board of Trustees.

6.8 All Board meetings shall be open to church members with the exception of executive sessions called to address (a) personnel actions and evaluations; (b) pending or threatened legal action; (c) real estate, labor, or other ongoing negotiations; (d) security issues; (e) license applications by persons with criminal records; and/or (f) sensitive personal information warranting heightened privacy protections. Trainings, retreats, and team building sessions may be restricted to board members and invited guests. The timing of open Board meetings shall be announced to the congregation and on the website.

6.9 A Trustee must be a certified member of the Church for at least one year prior to election and shall maintain certified membership throughout their elected term.

6.9.1 Elected Trustees shall serve a term of three years, beginning and ending at the February Congregational Meeting.

6.9.2 A resignation vacancy occurring during the tenure of an elected Trustee may be filled by a vote of the remaining Trustees but only until the time of the next election meeting of the congregation. At that time a Trustee shall be elected for the remainder of the term of the member who is being succeeded.

6.10 The Board shall establish a Nominating Committee, responsible to the congregation, to identify excellent candidates to replace departing Trustees. This Committee shall be convened by the Vice President of the Board and consist of nine certified members, recommended by the Board in consultation with church members, and affirmed and installed by the membership at the preceding May Congregational Meeting. Committee members shall serve for staggered three year, non-renewable terms. The Committee's deliberations shall be guided by desired nominee criteria and election procedures set forth in the Governance Manual.

6.11 Candidates for election to the Board of Trustees shall be nominated by the Nominating Committee and announced to the congregation at least ten Sundays prior to the election. Additional nominations may be made by written petition, signed by at least four percent of the certified membership of the Church and delivered to the Vice President at least seven Sundays prior to the election. Thereupon, the names of all the candidates shall be announced in alphabetical order. This concludes the nominating process.

6.12 The nominating process must be concluded and candidates announced at least four Sundays prior to the election meeting. Additional nominations will not be accepted at the election meeting.

6.13 No person shall be eligible to serve partial terms or full terms aggregating more than six consecutive years. After a lapse of six years following service within the six-year limitation, eligibility is re-established.

## **ARTICLE 7 - OFFICERS**

7.1 Officers of the Church shall be President, Vice President, Secretary and Treasurer. The Board of Trustees shall elect from within their membership a President and a Vice President; and shall appoint a Secretary and a Treasurer, who are certified members of the Church and that are not elected members of the Board. The Board of Trustees may elect or appoint a single individual, or multiple individuals serving collaboratively, for each officer role. The singular term for an officer may be used in these bylaws or in governance manuals even when referring to multiple persons.

7.1.1 The President shall be the presiding officer of the Church and Board of Trustees.

7.1.2 At the request of the President, the Vice President shall act in place of the President and assume delegated duties.

7.1.3 The Secretary shall keep and publish an accurate record of the meetings of the congregation and Board of Trustees, including motions made and passed; prepare and distribute meeting agendas, notices and minutes; and update and certify master versions of the Bylaws and Governance Manual. The Secretary is an ex officio, non-voting participant in the Board of Trustees.

7.1.4 The Treasurer shall, in cooperation with staff, oversee the receipt and disbursement of moneys and securities entrusted to the Church, shall keep a complete and accurate account of the finances of the Church, render written financial reports, and prepare an annual statement at the close of each fiscal year. The Treasurer is an ex officio, non voting participant in the Board of Trustees.

7.2 The terms of office for the President and Vice President shall be for one year, and they may not serve more than three (3) consecutive full terms in the same office and may not serve more than nine (9) total years in the same office. Any vacancy shall be filled for no more than the unexpired term of office.

7.3 The terms of office for the Secretary and Treasurer shall be for one year, and they may not serve more than six (6) years in the same office.

7.4 The Minister(s) and Executive Director are ex officio, non-voting participants in the Board of Trustees. They shall bring to the attention of the Board of Trustees any matters that seem pertinent to the general welfare of the Church and shall advise the Board with reference to Church policy, but the final decisions remain with the Board as set forth in these Bylaws and as directed by meetings of the congregation. Additional clarification of responsibilities shall be set forth in the Governance Manual.

7.5 Ex officio participants in the Board shall be given notice of all Board meetings. They may participate in discussions but may not introduce or vote on motions.

## **ARTICLE 8 - MINISTER(S)**

8.1 Called Minister(s) shall be chosen by at least a 90% vote of members of the Church present and voting at a congregational meeting duly called for that purpose. Prior to the time of employment, a negotiating team appointed by the Board of Trustees will arrange and specify in writing the specific terms of employment. The relations between Minister(s) and the Church may cease by mutual agreement, or by the giving in writing of three (3) months notice by either party. The Board of Trustees shall not give such notice without prior approval by at least a 30% vote of members of the Church present and voting at a congregational meeting specially called for this purpose.

8.2 The Minister(s) and the members of the Church share the responsibility for the Church and for its spiritual interests and activities. The Church looks to its Minister(s) for spiritual leadership, for assistance in setting and articulating its vision, and for accomplishing its goals by providing professional, inspired administration of the Church.

8.2.1 The Minister(s) have the decisive responsibility for all services of worship conducted on Church premises. This principle includes religious rituals such as weddings, dedications and memorials.

8.2.2 It is a basic premise of this Church that any Minister has the right to express personal views and values when in the pulpit or through any other means of communication.

8.2.3 The Minister(s) shall provide pastoral care as needed.

8.2.4 The Minister(s) shall be encouraged to participate in those activities that enhance the Church's presence in the community as a liberally religious, socially responsible organization and shall be encouraged to increase the Church's awareness of these outside activities.

8.2.5 The Minister(s) shall supervise all Church staff and programs.

8.2.6 The conduct of the Minister(s) shall be in accordance with the Code of Professional Ethics adopted by the Unitarian Universalist Ministers Association, and the relationship between the Minister(s) and the Church will be interpreted in accordance with the published Guidelines of the Unitarian Universalist Ministers Association.

8.2.7 The Minister(s) are ex officio members of the Board of Trustees and all committees, with some exceptions as outlined in the Letter of Agreement.

## **ARTICLE 9 – CHURCH FINANCES**

9.1 Church Funds: All funds and property received by or coming into the custody of the Church belong to and are trust funds and the property of Unitarian Universalist Church of Berkeley, to be held and expended only for the purposes authorized and only in accordance with the regulations and/or written agreements prescribed or accepted by the Board of Trustees or the congregation.

9.1.1 The Church shall have an Endowment with the objectives of providing income to the General Fund and increasing the Endowment asset base in order to maintain the real purchasing power of the Endowment after distributions. [moved up from 9.2.2] Income from the Endowment can be used for operating or capital expenses according to the policies below and in the Governance Manual as long as the real value of the Endowment is maintained. The Endowment is a repository of legacies that is used for the financial security of the church and consists of both: Donor-Designated (Permanent) Endowment(s) and the Board-Designated (Quasi) Endowment(s), also known as the Board-Designated "Quasi" Endowment.

9.1.2 The Board-Designated Endowment can be used for emergencies, funding loans to the

general fund, and/or capital improvements, with a two-thirds vote of members present and voting in a called Congregational Meeting. All funds used from the principal (corpus) of the Board-Designated Endowment are to be repaid, as agreed upon when borrowed, unless expressly removed from the Board-Designated Endowment by a three-quarters vote of members present and voting in a called Congregational Meeting.

9.1.3 Repayment of loans from the Board-Designated Endowment shall not be made from any bequest that has been designated by the donor for the endowment and therefore permanently endowed.

9.1.4 Repayment of loans may be made from gifts from donors that have not specified endowment for their gift, with a two-thirds vote of members present and voting in a called Congregational Meeting.

9.1.5 Future and previously donated funds over \$10,000 for which a donor did not designate whether or not the funds are to be endowed, are to be left to the discretion of the Board. Exceptions to this policy can only be made in the following manner:

9.1.5.1 Any congregant or group can request of the Board that an exception be made, but must set forth the specific reasons for the request and a proposal for what should be done with the funds if they are not made part of the quasi endowment.

9.1.5.2 If the board is considering making an exception it shall give notice, in advance, to the congregation so any interested congregant can make their views known.

9.1.5.3 For amounts between \$10,000 and \$25,000 the decision is up to the Board, but if it decides to make an exception it must inform the congregation of the reasons for its decision.

9.1.5.4 For amounts over \$25,000 the decision must be approved by a two-thirds vote of the congregation.

9.1.6 All previously donated funds that did not specify whether or not the funds were to be endowed are also part of the Board Designated Endowment Fund.

9.2 Fiscal Standards: The financial affairs of the Church shall be conducted with the care, diligence, prudence and skill of modern non-profit business practices and generally accepted accounting principles (GAAP) insofar as those practices are consistent with the principles and purposes of the Church and Unitarian Universalist Association guidelines.

9.2.1 In keeping with Unitarian Universalist Association guidelines, expenditures and investments must meet social responsibility criteria. All such purchases and investments shall be from companies: that do not produce products, offer services, or operate in a manner which might be unsafe to the consumer or threatening to our environment; that are not predominantly involved in the production of war material; that are not dependent on discrimination on the basis of race, color, sex, disability, affectional or sexual orientation, age, national origin, or religion; that do not exploit the poor or deprived for their business success; and that provide safe and healthy work environments and fair and equal employment opportunities for all persons in their labor force.

9.2.2 The financial records of the Church shall be open at any time to inspection by any Officer, member of the Board of Trustees, Minister(s) or certified member of this Church.

9.2.3 The accounts of the Church, including all endowment funds, shall receive an outside financial review or limited audit by a certified public accountant no less often than every three years. The Board of Trustees shall determine as part of each annual budget process whether to obtain an outside financial statement compilation, review, or audit during the fiscal year for which the budget is being planned.

## **ARTICLE 10 – GENERAL PROVISIONS**

10.1 Dissolution: In the event of the dissolution of the Church, ownership of its property, real and personal, after payment of the just debts of the Church, shall vest in the Unitarian Universalist Association.

10.2 Bylaws: These bylaws shall be available on request to any member or active attendee of the church. The bylaws shall be made available on the church website.

10.3 Changes in the Bylaws: The bylaws may only be amended by a two-thirds vote of the ballots submitted by certified members. A quorum for the purposes of amending the bylaws shall be ballots submitted constituting twenty-five percent (25%) of the certified membership. If the bylaws amendment quorum is not met, the Board may extend the close of voting by up to 30 days.

10.4 The Board of Trustees shall appoint a Bylaws Review Task Force at least every three years. The task force shall consist of at least five members with no more than two members of the Board of Trustees. The task force shall review the Bylaws for relevance, appropriateness, and consistency with the Governance Manual.

10.4.1 The task force shall make recommendations for bylaw amendments and solicit recommendations and comments from members of the Congregation.

10.4.2 The task force shall publicize and conduct at least one discussion forum for all members of the congregation. All forums shall be conducted on a Sunday, at least five weeks before any Congregational Meeting.

10.4.3 The task force shall publish and distribute the final proposed amendments to all eligible voting members of the congregation at least three weeks before the Congregational Meeting.

10.5 Voting on changes in the Bylaws shall be done by ballot, collected at the church and/or by electronic means, starting two weeks before the Congregational Meeting. Once voting starts, no additional changes can be made to the proposals. Results will be reported to the congregation within one week of the vote closing.

10.6 Whenever these Bylaws are amended, the Secretary of the Board of Trustees shall incorporate the amendment(s) into these Bylaws and make them available in the Church office and the website.

I hereby attest that this is a true and correct copy of the Bylaws as adopted by this Church effective July 1, 1997, and amended most recently on May 18, 2025.

Selene Fabiano, Secretary of the Board of Trustees