

**WY'EAST  
UNITARIAN UNIVERSALIST  
CONGREGATION  
PORTLAND, OREGON  
BYLAWS**

As adopted November 17, 1996  
and amended October 24, 1999  
and amended May 19, 2002  
and amended May 21, 2006 (Article III)  
and amended May 20, 2007 (Articles V and VII)  
and amended May 18, 2008 (Article V)  
and amended May 31, 2009 (Article VI)  
and amended May 20, 2012 (Article V, VI, and XIV)  
and reformatted May 15, 2014 and November 21, 2014

**ARTICLE I. NAME**

The name of this religious congregation shall be Wy'east Unitarian Universalist Congregation, hereafter referred to as Wy'east.

**ARTICLE II. PURPOSE**

Our purpose is to join together in a cooperative quest for religious truth and ethical values in accordance with the Principles and Purposes of the Unitarian Universalist Association, hereafter referred to as UUA.

The Seven Principles of Unitarian Universalism are to affirm and promote:

- The inherent worth and dignity of every person;
- Justice, equity, and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of the democratic process;
- The goal of world community with peace, liberty, and justice for all;
- Respect for the interdependent web of all existence of which we are a part.

**ARTICLE III. MEMBERSHIP**

Section 1. The Membership Book

To become a member of Wy'east a person shall sign the membership book. A signing of the book denotes demonstrated sympathy with the goals and purposes of Wy'east as stated above in Article II, and a commitment to participate in and support the programs and activities of

Wy'east. This signing shall be witnessed by the Minister or the Moderator, and be celebrated by the congregation ~~in ways determined by the Membership Committee.~~

## Section 2. Voting Membership

(a) Voting members shall include those persons sixteen years of age or older who have signed the membership book and made a recorded contribution of money, material or labor to Wy'east within the past fifteen months. Eligibility to vote commences thirty days after meeting all other voting member criteria.

(b) Persons under eighteen years of age may not hold an office in Wy'east, but may vote in membership meetings except on matters pertaining to finance or property.

(c) It is specifically understood that membership is open to all persons regardless of race, color, gender, affectional or sexual orientation, age, national or ethnic origin, or economic background.

(d) A roster of the voting members shall be kept current by the Secretary of the Board of Trustees and shall be reviewed annually by the Board of Trustees prior to the annual certification report to the UUA.

## Section 3. Friends

Those who regularly attend Wy'east and who are involved in the congregation, but who choose not to sign the book and become voting members, are referred to hereafter as friends.

## Section 4. Membership Termination

Membership is terminated when:

(a) a member writes to the Board of Trustees asking to be removed from membership, or when a member dies;

Or

(b) the Board of Trustees votes to terminate the membership of members who

**I.** have moved away without notice that they wish to continue membership; or

**II.** cannot be located during the annual canvass; or

**III.** do not respond within sixty days to a letter inquiring whether they wish to continue membership. Such letters shall be sent by the Secretary and Treasurer of the Board, after the annual review of membership, to members who have not participated or contributed in any way to Wy'east within the prior fifteen months.

Or

(c) a vote of Wy'east at a Special Meeting with required notice of the reasons for the proposed revocation of membership. The Special Meeting to revoke the membership can be called through written petition of twenty five percent (25%) of the voting membership. The person who is the subject of the proposed revocation of membership shall be given an opportunity to be heard at the Special Meeting before the vote. The quorum at the meeting shall be forty percent (40%) of

the voting members, rather than the twenty percent (20%) noted in VI for other meetings. The decision shall require the affirmative vote of eighty percent (80%) of the voting members present at the Special Meeting called solely for that purpose. A person whose membership is revoked pursuant to this section may not be readmitted to membership except by vote of Wy'east at a Special Meeting.

(d) All terminations of membership shall be affirmed by the Board of Trustees and recorded in the official minutes by the Secretary.

(Amended May 21, 2006 to simplify section 4(b).)

#### **ARTICLE IV. DENOMINATIONAL AFFILIATION**

Wy'east shall be a member of the UUA. Wy'east may also be a member of any local and/or regional organizations of the UUA upon approval by the Board of Trustees.

#### **ARTICLE V. CONGREGATIONAL MEETINGS**

##### Section 1. Meetings

Meetings of the members of Wy'east for the transaction of business shall be known as Congregational Meetings, and shall be of two types: Annual and Special.

##### Section 2. Calling a Meeting

(a) Annual Meetings shall be called by the Board of Trustees.

(b) Special Meetings may be called by the Board or by petition to the Board by at least ten percent (10%) of the voting membership as of the last Annual Meeting. A petition for a Special Meeting shall be in writing, stating the principal items of business to be transacted.

(c) Time and place of any meeting shall be set by the Board of Trustees, except that a Special Meeting called by petition shall be held within thirty days after the petition has been presented to the Board.

(d) The Board of Trustees shall send written notice to the entire membership for each meeting at least ten (10) days and no more than sixty (60) days prior to the meeting. Notice shall include the place, time, and date of the meeting and the principal items of business to be transacted.

##### Section 3. Quorum

Twenty percent (20%) of the voting membership, present in person, as defined in III shall constitute a quorum. No business of Wy'east may be conducted without a quorum.

##### Section 4. Voting

(a) Only the voting members of Wy'east, as defined in Article III, shall have the right to vote at Wy'east Congregational Meetings as defined in Section 2.

(b) Each voting member shall have one vote.

(c) A simple majority of the members present at a meeting or voting in absentia or by proxy decides any question unless size of vote is otherwise specified in these bylaws.

(d) Any vote shall be by secret ballot upon the request of a voting member.

(e) All elections shall be by written ballot. Unless otherwise specified in these Bylaws, all elections shall be by plurality vote. Each member shall have as many votes as there are positions, with the limitation that at most one vote may be cast for any particular candidate.

(f) In case a voting member is unable to attend a congregational meeting, said member may request an absentee ballot from the Secretary of the Board at any time prior to the meeting. Ballots must be submitted in a sealed envelope, with a valid voting signature and clearly printed name on the outside of the envelope, to the Secretary prior to the convening of the meeting.

(g) Voting by Proxy. A written statement of proxy, signed by an active member with voting rights, designating one other active member to vote on his/her behalf shall constitute a valid proxy vote. An active member cannot represent more than six (6) additional active members by proxy. Attendance of an active member at any meeting either in person or by proxy shall constitute a presence at such meeting.

#### Section 5. The Annual Meeting

The Annual Meeting shall be held in the month of May of each year. The purpose of the Annual Meeting shall be to elect members of the Board of Trustees and Nominating Committee, to adopt a budget for the coming fiscal year, and to receive reports of Wy'east business and activities.

#### Section 6. The Special Meeting

Special Meetings are convened for business not addressed in other meetings. The only items of business to be voted on shall be those items listed in the notification of the meeting.

### **ARTICLE VI. BOARD OF TRUSTEES**

#### **Section 1. The Board of Trustees**

The governing body of Wy'east shall be a Board of Trustees consisting of five persons. Three shall be elected each odd-numbered year, and two each even-numbered year, at the Annual Meeting of the congregation. Trustees shall serve terms of two years each or until their successors shall have been elected. The terms of new members of the Board of Trustees shall commence on the July 1 immediately following the Annual Meeting at which they are elected. Their terms shall end on the June 30 immediately following the Annual Meeting at which their successors are elected. Trustees elected or appointed to fill a vacancy in the middle of a term shall begin their terms immediately upon election or appointment.

The minister is an ex-officio non-voting member of the Board of Trustees and is encouraged to attend and participate in all Board meetings.

(Note: Article VI, Section 1 was amended at the May 19th, 2002 Congregational Meeting to reduce the number of trustees from seven to five with only two elected on even numbered years.)

(Note: The terms of the Board of Trustees for the 2008-2009 church year shall be extended to June 30 of the year when their term is scheduled to end.)

#### Section 2. Eligibility

Any voting member who is eighteen years old or older is eligible to serve as a Trustee provided that such person has been a voting member of Wy'east for at least six months prior to the election. No person shall serve as Trustee for more than two consecutive, full terms, but after completing such service and after expiration of an interim of at least one year, such person will again become eligible as if he or she had not previously served as a Trustee.

#### Section 3. Vacancies

In the event of a vacancy on the Board, the remaining members of the Board, after consultation with the Nominating Committee, shall select a temporary successor to serve until the next Annual Meeting. Such appointee shall meet the eligibility requirements as stated in Article V, Section 2. At such time a Trustee shall be elected to complete the vacated term.

#### Section 4. Powers and Duties

The Board of Trustees, on behalf of Wy'east, shall have general charge of the property of Wy'east, the administration and conduct of all its business affairs, and shall:

- (a) propose an annual budget subject to the approval by vote of the membership at the Annual Meeting. Copies of the proposed budget shall be made available to all members at least two weeks prior to the Annual Meeting;
- (b) make expenditures of money as specified by the adopted budget;
- (c) make expenditures of money for an unbudgeted item exceeding five percent (5%) of the adopted annual budget only when authorized by the affirmative majority vote of members at a Congregational Meeting;
- (d) have authority to invest all funds held by the congregation as written in Article X;
- (e) call Congregational Meetings as needed;
- (f) establish policy for use of building facilities and grounds;
- (g) determine the duties and compensation of Wy'east employees ~~including performance reviews~~;
- (h) appoint and have powers to dismiss all employees of Wy'east, except minister as stated in Article VIII;
- (i) be responsible for the development, management, and application of Policies and Procedures.

#### Section 5. Meetings of the Board of Trustees

The Board of Trustees shall meet monthly at such regular time and place as it shall determine. The congregation shall be notified of all regular Board Meetings. Emergency meetings of the Board may be called by the Moderator or by any three Board members with notification to all Board members, and whenever possible, the congregation. A majority of the seated Board, or no less than four (4) Board members, shall constitute a quorum for the transaction of business. Minutes of each meeting shall be kept and posted for congregational perusal by the secretary of the board.

#### Section 6. Open Meetings

All meetings of the Board and committees shall be open to all voting members of the congregation as observers, except in the limited cases when these bodies go into executive session. In the latter case, no final or formal actions may be taken while the body is in executive session.

#### Section 7. Officers

(a) The Officers shall be a Moderator, Vice Moderator, Secretary, and Treasurer.

(b) The new Board shall choose these officers at a meeting directly following the Annual Meeting.

(c) The Moderator shall preside at meetings of the Board of Trustees and meetings of Wy'east. The Moderator shall be an ex-officio member without vote of all committees except the Nominating Committee and the Ministerial Search Committee.

(d) The Vice Moderator shall assist the Moderator and shall preside at meetings of the Board of Trustees and of Wy'east in the absence of the Moderator.

(e) The Secretary shall handle all official correspondence of the Board of Trustees, file all records and communication, and record all proceedings of meetings of the Board and congregational meetings. The Secretary shall also receive oral or written annual reports from committees ~~so that the Board may publish a Wy'east Annual Report.~~

(f) The Treasurer shall receive and safely keep all money and other property of Wy'east entrusted to his/her care, and shall disburse the same under the direction and to the satisfaction of the Board of Trustees. Disbursement of funds requires the signature of two board members. The treasurer shall report to the board on the financial state of the congregation monthly.

#### Section 8. Removal of Board Members

A member of the Board of Trustees who fails, without prior notification, to attend three regular meetings of the Board in any one year, may be removed from office by a two-thirds vote of the total Board at a regular meeting of the Board.

#### Section 9. Recall of Board Members

Any member of the Board of Trustees may be removed from office by a two-thirds vote of the voting membership at a Special Meeting. Notice of

this recall must be included as a principal item of business to be transacted, as stated in Article V, Section 2.

## ARTICLE VII. **COMMITTEES**

### Section 1. Standing Committees

Wy'east shall have the following standing committees (listed in alphabetical order).

(a) Lifespan Religious Education. The Lifespan Religious Education Committee shall plan, organize, and direct the religious education program for children, youth, and adults.

~~(b) Membership. The Membership Committee shall welcome congregants and visitors and receive people into membership.~~

(eb) Ministry: The Committee on Ministry shall assess and monitor the content and quality of the ministry of the congregation to its members, the local community, and the wider world.

(dc) Nominating. As defined in Section 6.

(ed) Worship. The Worship Committee shall, in consultation with the minister, plan and coordinate the religious services throughout the year.

### Section 2. Ad Hoc Committees

The Board of Trustees shall establish, on a year to year basis, such other committees ~~and task forces~~ as they shall deem advisable.

### Section 3. Committee Membership

Wy'east members and friends can serve on all committees except as otherwise noted. ~~A member of the Board of Trustees shall serve on each standing committee as an ex-officio member excepting the Ministry and Nominating Committees as stated in Sections 7 and 8. A member of the Board of Trustees may serve on each ad hoc committee as an ex-officio member at the discretion of the board of Trustees.~~ The Board of Trustees shall ~~appoint~~ approve the chairs of each committee on a year to year basis and shall publish a list of committees and committee chairs in September each year.

### Section 4. Committee Procedures

(a) All committees shall follow the Unitarian Universalist principle of democratic process. All committees shall establish a meeting procedure agreeable to all members or follow Robert's Rules of Order. Simple majority will carry all votes.

(b) All standing and ad hoc committees except the Nominating Committee shall report to the Board of Trustees.

~~(c) All committees shall maintain minutes of each meeting. An annual report of the committee's activities will be prepared for inclusion in the congregational Annual Report at the Annual Meeting and will be submitted to the Secretary of the Board at least 30 days prior to that meeting.~~

(dc) Committee meetings, with the exception of Search Committee meetings, will be open to all members and friends of Wy'east.

~~Committee meeting dates, times, and locations shall be published in the monthly newsletter.~~

(ed) Each committee will have an annual budget. Expenditures for budgeted expenses will be at the discretion of the committee. The signature of the committee chair on an expense voucher shall be required to authorize expenditure of a committee's budgeted funds. Extraordinary expenditures will require the approval of the Board of Trustees.

(fe) No committee may make a statement on behalf of Wy'east without approval of the Board of Trustees.

(gf) Hiring of employees or consultants by committees will require the approval of the Board of Trustees.

#### Section 5. Committee on Ministry

(a) The Committee on Ministry shall be comprised of three ~~to five~~ members of Wy'east. One ~~or two~~ member(s) of the committee will be appointed by the Board; one ~~or two~~ member(s) will be appointed by the Minister; and one member will be appointed by the ~~first two other~~ members.

(b) The Committee on Ministry shall meet regularly with the minister to assess the quality and effectiveness of the congregation's ministry to itself and to the wider community.

(c) The Committee on Ministry shall serve as a conduit between the minister and the congregation to facilitate communication and insure that concerns are addressed in a timely manner.

(d) The Committee on Ministry shall be responsible for facilitating the development of Wy'east's vision and mission statements, and for monitoring the success of the congregation in fulfilling its mission.

#### Section 6. Nominating Committee

(a) The Nominating Committee shall be comprised of three voting members of Wy'east. One will be elected each odd-numbered year, and two each even-numbered year, at the Annual Meeting of the congregation. Committee members shall serve terms of two years each or until their successors shall have been elected. No member of the Board of Trustees may be elected to serve on the Nominating Committee. Any vacancy of an existing term on the Nominating Committee shall be filled by an appointment by the Board of Trustees for the remainder of that term. No currently serving member of the Board of Trustees may be selected to serve on the Nominating Committee.

(b) Any voting member who is eighteen years old or older and who has been a voting member for six months prior to the election or appointment to a vacancy is eligible to serve on this committee. No person shall serve on the Nominating Committee for more than two consecutive, full terms, but after completing such service and after



expiration of at least one year, such person will again become eligible as if he or she had not previously served on the Nominating Committee.

(c) Candidates for the Nominating Committee shall be nominated by a petition of at least five (5) members and the name(s) submitted to the Secretary of the Board at least thirty (30) days before the Annual Meeting. In the case of insufficient candidates to fill the number of vacancies, the current Nominating Committee shall complete the slate of candidates and submit it to the Secretary of the Board fifteen (15) days before the Annual Meeting of the congregation.

(d) The Nominating Committee shall have the duty to nominate those persons who are best suited to be members of the Board of Trustees in order to accomplish the purpose of the congregation as stated in the Bylaws.

(e) Thirty (30) days prior to the Annual Meeting of the congregation, the Nominating Committee shall prepare a ballot, which shall include the names of one or more nominees for each vacancy on the Board of Trustees and submit it to the Secretary of the Board, except as noted in section f. The proposed slate of candidates, including names, biographies, and short vision statement, shall then be made available to all Wy'east Unitarian Universalist Congregation members.

(f) Additional nominations for the Board of Trustees may be made, with the written consent of the nominee, by a petition signed by, not less than five (5) voting members, and filed with the Secretary of the Board not less than ten (10) days prior to the Annual Meeting. The Nominating Committee shall publicize petition procedures.

(g) The Nominating Committee shall be responsible for the supervision of elections and balloting procedures at the Annual Meeting.

(h) The Nominating Committee shall maintain a list of potential candidates for leadership positions within Wy'east. The Board of Trustees shall consult with the Nominating Committee before a vacancy on the Board of Trustees is filled.

(i) When a Ministerial Search Committee is required, the Nominating Committee shall propose a slate of committee candidates for the approval of the voting members of Wy'east, according to Aarticle VIII, Section 1.

## ARTICLE VIII.**MINISTER**

### Section 1. Ministerial Search Committee

(a) The decision to select a Ministerial Search Committee shall rest with the voting membership of Wy'east and shall be made at a Special Meeting called for that purpose. The quorum at the meeting shall be forty percent (40%) of the voting members. The decision shall require an affirmative vote of eighty percent (80%)of the voting members present

(b) The Ministerial Search Committee shall consist of five (5) members. Two shall be appointed by the Board of Trustees. Three shall be elected

from a slate prepared by the Nominating Committee. The election shall be at a Special Meeting called for that purpose. The quorum at the meeting shall be forty percent (40%) of the voting members. The election of the members to the Committee shall require an affirmative vote of eighty percent (80%) of the voting members present.

(c) The Ministerial Search Committee shall, after reasonable search and deliberation, recommend to the congregation a minister candidate who best meets the needs and wishes of the congregation.

## Section 2. Calling the Minister

The decision to call the minister shall rest with the voting membership of Wy'east, The quorum at the Special Meeting to call a minister shall be forty percent (40%) of the voting members, rather than the twenty percent (20%) -- noted in VI for other meetings, The decision shall require the affirmative vote of eighty percent (80%) of the voting members present at the meeting called solely for that purpose.

## Section 3. Duties and Terms of Ministry

(a) The minister shall share with the congregation, through ways and spirit agreed upon at the time of the call and continued dialogue, responsibility for the religious meetings of Wy'east and its spiritual interests and activities, Achievement of this collaboration shall be considered the **joint** responsibility of the minister and congregation.

(b) The minister shall have freedom of the pulpit as well as freedom to express her or his opinion outside the pulpit,

(c) The minister shall supervise the employees of Wy'east and shall make recommendations to the board regarding the appointment and dismissal of said employees. In the absence of a minister, the board shall assume responsibility for supervision of employees.

(ed) The terms of employment of the minister shall be clearly specified in the letter of agreement, The minister shall abide by the ethics and standards of the current Unitarian Universalist Minister Association (UUMA) Guidelines. There shall be an annual review by the Board.

## Section 4. Dismissal of Minister

(a) The decision to dismiss a minister shall rest with the voting members of Wy'east, A Special meeting to dismiss a minister can be called, through written petition, of twenty-five percent (25%) of the voting membership, the quorum at the meeting shall be forty percent (40%) of the voting members, rather than the twenty percent (20%) noted in Article VI for other meetings. The decision shall require the affirmative vote of eighty percent (80%) of the voting members present at the Special Meeting called solely for that purpose.

(b) In the event of a minister's dismissal, his or her salary and allowance shall be continued for three months after date of dismissal.

(c) Should a minister offer his or her resignation, three months notice must be given at the time the resignation is made except as the Board of Trustees may allow an interval of less time.

#### Section 5. Lay Ministry

Wy'east voting members may elect from the congregation one or more persons to serve as lay ministers, who may conduct weddings, funerals, and other services deemed appropriate at such times as the settled minister is unavailable or the position of minister is vacant. The Board of Trustees shall make recommendations for this position to the membership. The election requires a majority vote at a Special Meeting.

### **ARTICLE IX. FISCAL YEAR**

The fiscal Year shall run July 1st through June 30th. If a budget has not been adopted by the beginning of the fiscal year, the Board of Trustees may continue to authorize normal expenditures including salaries, rent, or insurance, until the adoption of a budget.

### **ARTICLE X. FINANCIAL MANAGEMENT**

#### Section 1. Endowment Fund Income.

Endowment funds are moneys given to or belonging to Wy'east, which have been designated for investment. These monies will be managed by the Finance Committee and invested for income and growth purposes. Monies earned on the principal equal to current inflation rates will become part of the principal.

#### Section 2. Flexible Endowment Funds.

Any monies donated for endowment fund purposes without restrictions as to spending the principal will be added to this fund. The principal will be used only if approved by a two-thirds vote at a duly called Congregational Meeting. Expenditures of income in excess of the rate of inflation will be handled through normal budgeting procedures.

#### Section 3. Restricted Endowment Funds.

Restricted endowment funds are monies given to Wy'east with the specific restriction that the original amount or principal remain intact, in perpetuity, and only income may be used. Any money given with such restriction will be added to this fund. Monies earned above inflation may be budgeted in the same manner as the flexible endowment fund, or used for other purposes as approved by a majority vote at a duly called Congregational Meeting.

#### Section 4. Transfer of Property.

Any proposed controlled transaction which in any single fiscal year would exceed 20% of the budget for that calendar year must be approved by a majority vote of the total membership of Wy'east.

#### Section 5. Controlled Transaction.

A "controlled transaction" is the sale, transfer, or other encumbrance of any property, whether real estate or other property of Wy'east. An encumbrance is any transaction against which the property of Wy'east is used as collateral.

#### **ARTICLE XI. DISSOLUTION OF THE CONGREGATION**

In the case of dissolution of Wy'east, all of the property of Wy'east, whether real or personal property, shall be transferred to the UUA on the condition that said property will be used by the Association for the extension of liberal religion in the Portland Metro area, and this Bylaw shall apply to all property donated to Wy'east, whether by will or some other manner, unless the donor expressly provides otherwise. If the UUA is unable or unwilling to accept the property of Wy'east, the proceeds shall be donated to a qualifying 501(c)(3) in the Portland Metro area which has a mission consistent with UUA values. If Wy'east ceases to be a member of the UUA, it shall be the duty of the Board of Trustees to take all necessary action to carry out the purposes of this article.

#### **ARTICLE XII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Wy'east in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order Wy'east may adopt.

#### **ARTICLE XIII. AMENDMENT OF BYLAWS**

- (a) Amendments to the Bylaws may be proposed by the Board or by petition signed by ten (10) voting members or ten percent (10%) of the voting membership, whichever number is greater, which sets forth the precise change desired.
- (b) In either case, the Board must call a Special Meeting of the congregation to act upon the proposed change. Description of the proposed change shall be contained in full in the notice of the meeting. The proposed amendment to the Bylaws cannot be modified from the floor at the Special Meeting. The Special Meeting will be in accordance with Article V, Sections 2 and 3.
- (c) These Bylaws, with the exception of Articles III, IV, VIII, X, and XIII, may be amended, in conformity with existing state and federal laws, by a two-thirds (2/3) vote of those voting members present at a Special Meeting called for that purpose. Twenty percent (20%) of the voting membership shall constitute a quorum.
- (d) Articles III and IV may only be amended by a majority vote of the total voting membership of Wy'east congregation.
- (e) Articles VIII, X, and XII may only be amended by two-thirds (2/3) vote of those voting members present at the meeting called for that purpose. Forty percent (40%) of the voting membership shall constitute a quorum.

(f) Each amendment to these Bylaws shall indicate the date of adoption.

**ARTICLE XIV: Communications**

Communications including notice of annual and special meetings of the Congregation shall be given to all active members by email or other electronic communication unless a member has requested postal mail delivery.