

**CONSTITUTION
OF
THE FIRST UNITARIAN UNIVERSALIST CHURCH OF SAN DIEGO**

A California Non-Profit Religious Corporation
incorporated in the State of California March 2, 1882

Adopted 14 June 2009

Amended 12 June 2011, 10 June 2012, 9 June 2013, 23 April 2017

**ARTICLE I. NAME, PURPOSE, AFFILIATION,
AND NON-DISCRIMINATION/INCLUSION**

Section 1. Name. The name of this religious corporation is the First Unitarian Universalist Church of San Diego, (the “Church”).

Section 2. Purpose.

a) General Purpose: To fulfill its general purpose as stated in the Articles of Incorporation, the Church operates in accordance with the Unitarian Universalist Principles, its Mission Statement, and the Outcome Statements adopted by the Board of Trustees.

b) Specific Purpose: The Church has established a Bond of Union, as follows, to articulate its specific purpose: This church is an intentionally diverse democratic religious association, dedicated to building a dynamic faith and attitude wherein our religious heritage finds ennobling harmony with contemporary truth as validated by reason and experience. We seek the spiritual enrichment of our members in a mutually sustaining fellowship, and the welfare of all people. To these ends we foster free inquiry with the right to make up one’s own mind on religious beliefs; respect for the individual with a willingness to listen to each other’s opinions and viewpoints; and consideration and respect for minority positions while practicing the democratic process in human relations. We recognize our responsibilities as a Church to help our members fulfill in their lives their religious faith and personal ethic and to develop a sustaining confidence in the meaning and purpose of life. We recognize love as a creative and supportive force in life, and we realize the interdependence and unity of all life. We seek cooperation with other organizations having similar aspirations.

Section 3. Affiliation. The Church shall be a member of the Unitarian Universalist Association (UUA) and of the UUA district association for the region in which the Church is located.

Section 4. Non-Discrimination/Inclusion. The Church affirms and promotes the participation of all persons in our activities and endeavors including the following aspects of congregational life: Decision-making, governance, membership, programming, and general hiring practices. We value all the ways that people are different including age, race, ethnicity, gender identity, abilities, affectional or sexual orientation, socioeconomic status, and spiritual practice or religious belief.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility for Membership. Any person who:

- a) has reached the age of 15; and
- b) is in sympathy with the purpose of the Church as stated in Article I; and
- c) agrees to join the activities of the Church and make a financial contribution of record to the Church (subject to the waiver provisions of Section 4);

shall become a member by signing the Bond of Union and being acknowledged by the Board of Trustees. No reference to persons as “members” in this Constitution shall constitute anyone as a member within the meaning of California Corporations Code section 5056, unless such person shall have qualified for Voting Membership under Section 2 of this Article.

Section 2. Voting Membership. Upon making a pledge to the current or upcoming operating fund of the Church, and subject to the provisions of Section 4, a member who has reached the age of 18 shall be designated a Voting Member. If a financial contribution of record has not been received from that member (or that member’s household) in the past 12 months, then the member shall not be considered a Voting Member until such time as a contribution of record has been received.

Section 3. Youth Membership. Members between the ages of 15 and 18 are designated as Youth Members. Youth Members shall become Voting Members upon meeting the requirements of Section 2 of this Article.

Section 4. Waiver of Financial Requirement. Upon request, each fiscal year, the Lead Minister, or his/her delegates, may waive the requirement for a financial contribution of record by any current or prospective member. Such member shall be designated a Voting Member.

Section 5. Removal from Membership. Names may be removed from membership for any of the following reasons:

- a) written request of the member concerned;
- b) lack of a contribution of record without a waiver; or,
- c) for such cause as may be reasonably determined by the Board of Trustees.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting. The Annual Membership Meeting of the Church shall be held each year during the last month of the Church Business Year, as defined in Article IX of this Constitution, at such time and place as the Board of Trustees shall determine. At such meeting, Voting Members will receive the required annual audit or review, will be presented the annual budget for approval, and will elect the Board of Trustees and members of the Nominating Committee. Any other proper business may be transacted at this meeting.

Section 2. Special Membership Meetings. Special Membership Meetings of the Church may be called by the Board of Trustees. At the written request of five percent (5%) of Voting Members, the Board of Trustees shall call a Special Membership Meeting to consider the matter in the request.

Section 3. Quorum. A quorum shall consist of those Voting Members present at a duly called Annual or Special Membership Meeting.

Section 4. Notification. The notice for an Annual or Special Membership Meeting shall be given at least ten (10) days prior to the date of the meeting. Notice shall be given by announcement at all weekly worship services and shall also be given in the Church newsletter or special mailing or electronic communication to all Voting Members. The notice shall include the time and place for the meeting and an agenda of the principal matters of business to be considered. If such business includes a proposal to (1) remove a Board member without cause, (2) amend the Articles of Incorporation, (3) adopt, amend, or repeal the Constitution, or (4) dispose of Church assets, then the notice shall summarize the general nature of the proposal and disclose where additional information may be obtained.

Section 5. Voting.

- a) Majority Rule: A majority of votes cast shall be sufficient to approve business transactions at any membership meeting of the Church, except where specifically increased by this Constitution.
- b) Absentee Voting: Absentee ballots may be requested in writing or in person. Completed ballots must be received prior to the opening of the meeting and are counted only on items voted on by ballot that have not been revised or amended at the meeting.
- c) Proxy Voting: Proxy voting is not allowed.
- d) Ballots: Voting shall be organized using a plurality-at-large system. Specifically, for each elective office, the list of candidates to be voted on shall be preceded on the ballot by the designation of the office for which they are running, together with the words “vote for one” or “vote for no more than two,” or more, according to the number to be elected.
- e) Resolution of tie votes: Should two or more candidates for an elective office receive the same number of votes, the ranking of the tied candidates shall be determined by the drawing of lots, supervised by the highest-ranking officer of the Board of Trustees present.

ARTICLE IV. GOVERNING STRUCTURE

Section 1. The Congregation. The Congregation, consisting of the members of the Church, is the ultimate authority of the Church. Notwithstanding any other reserved powers, these specific powers are reserved solely to the Congregation with a required vote of two-thirds (2/3) of ballots cast by Voting Members at an Annual or Special Membership Meeting:

- a) to buy, sell, or mortgage any interest in real estate;
- b) to erect or tear down permanent buildings;
- c) to approve the Church’s annual operating budget;
- d) to approve the expenditure of operating funds that exceed 107% of the current year annual operating budget;
- e) to expend the principal of the Endowment Fund, as provided in Section 8 of Article IX;
- f) to call or dismiss the Lead Minister or other called ministers; and
- g) to amend this Constitution as provided in Section 1 of Article IX.

Section 2. Board of Trustees.

a) Except as otherwise provided in this Constitution, the Board of Trustees shall have general charge of all affairs of the Church. The Board shall establish and publish Governance Policies which shall include:

- 1) Outcome Statements articulating the long-range goals of the Church;
- 2) limitations on the Lead Minister's scope of authority;
- 3) delegation of the administration of the Church to the Lead Minister and monitoring of the Lead Minister's job performance;
- 4) policies governing the operation of the Board itself; and
- 5) a process for the resolution of complaints and concerns related to Board policies.

b) The Board shall promote the transparency of its Governance Policies and shall establish a process for receiving regular congregational input upon them.

Section 3. Lead Minister. The Lead Minister shall have authority over the administration of the Church as delegated by the Board of Trustees. The Lead Minister shall be responsible to the Board of Trustees for implementing the Governance Policies established by the Board, and promoting the transparency of and access to administrative policies.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Governing Body. The governing body of the Church shall be a Board of Trustees, referred to herein as "the Board," elected by the Voting Members of the Congregation as provided in Article VI. Each Board member shall be a Voting Member of the Church for at least 12 months immediately preceding their election. The President shall serve as Chair of the Board.

Section 2. Board Membership. The Board of Trustees shall consist of nine (9) members:

a) Officers:

- 1) President who served as Vice President/President-Elect the previous year;
- 2) Vice President and Treasurer each of whom shall be elected by ballot each year;
- 3) The office of Secretary shall be fulfilled by a Trustee or an Officer other than the President. In the spring of each year, the Board shall decide which of its members with non-expiring terms will perform the duties of Secretary for the following year.

b) Six (6) Trustees (Trustees at Large) each serving a 3-year term unless completing a midterm vacancy.

Section 3. Powers and Duties. The business, property, and affairs of the Church shall be governed by the Board of Trustees, which shall promulgate Board policies for the conduct of affairs consistent with the laws of the State of California, the Articles of Incorporation, and this Constitution. The authority and duties of the officers shall be prescribed in Governance Policies established by the Board of Trustees. Each Board member, in accordance with his or her fiduciary responsibilities under California law, shall perform his or her duties in accordance with good faith, in a manner in which such Board member believes to be in the best interests of the Church and with such care, including reasonable inquiry, as is appropriate under the circumstances.

Section 4. Board Meetings.

- a) Regular Meeting Schedule: Regular business meetings shall be held according to a schedule determined by the Board of Trustees and publicized to the Congregation.
- b) Special Meetings: Special meetings of the Board of Trustees may be called by the President, Vice President, Lead Minister or two (2) Trustees.
- c) Emergency Actions: Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.
- d) Attendance by Church Members: All regular and special business meetings of the Board of Trustees are open to attendance by members of the Church, except when the Board votes to go into executive session.
- e) Quorum: A majority of the Board shall constitute a quorum for business.
- f) Majority Vote: An act or decision done or made by a majority of the Board members present at a meeting at which a quorum is present is an act of the Board, unless otherwise specified in this Constitution or a greater number of Board members is specifically required in Board policies.

Section 5. Vacancies.

- a) When a Vacancy Exists: A vacancy or vacancies on the Board of Trustees shall occur in the event of the following:
 - 1) The death of a Trustee;
 - 2) The removal of a Trustee in accordance with Article V, Section 6 (b) of this Constitution;
 - 3) The resignation of a Trustee in accordance with Article V, Section 6 (a) of this Constitution;
 - 4) A declaration by the Board of Trustees of a vacancy of the office of a Trustee that has been declared of unsound mind by a court order;
 - 5) The removal of a Trustee for fraudulent acts in an action in Superior Court under Corporations Code Section 9223; or
 - 6) An increase of the authorized number of Trustees.
- b) Filling a Vacancy: A vacancy in the Board shall be filled by majority approval of remaining members of the Board until the next Annual Membership Meeting, at which time a successor shall be elected by the Congregation to serve the balance of the unexpired term.

Section 6. Resignation and Removal.

- a) Resignation: Any Board member may resign by giving notice in writing to the President, the Secretary, or all Board members. The unexcused absence of a Board member from three (3) consecutive Board Meetings shall be deemed an automatic resignation from the Board, without further action or notice, unless the Board of Trustees votes otherwise.
- b) Removal: A Board member may be removed from office, with or without cause, by vote of two-thirds (2/3) of the Board members, or by a majority of Voting Members present at an Annual or Special Membership Meeting, provided the removal of that Board member is specified in the meeting notice.

Section 7. Term Limits.

- a) President: The term of office shall be one (1) year. The person serving as President shall not be eligible for re-election to consecutive terms in such office.

- b) Treasurer: The term of office shall be one (1) year. No persons serving as Treasurer shall serve more than three (3) consecutive terms in such office.
- c) Trustee (Trustee-at-Large): The term of office shall be three (3) years. Trustees shall not be eligible for re-election as a Trustee-at-Large for a period of one (1) year after expiration of their terms of office. Upon expiration of an elected or appointed mid- term vacancy of two (2) years or less, a Trustee shall be eligible for one (1) additional Trustee-at-Large three-year term.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee.

- a) Purpose: The Nominating Committee is established by and reports to the Congregation for the purpose of nominating candidates for elected positions of the Church.
- b) Composition: The Nominating Committee shall consist of six (6) Voting Members who are elected at the Annual Membership Meeting.
- c) Nomination, Election, and Terms of Office: The Board of Trustees shall nominate candidates for the elected positions on the Nominating Committee. All candidates shall be Voting Members who have expressed a willingness to serve if elected and their names shall be published at least ten (10) days prior to the Annual Membership Meeting. Each member shall serve for three (3) years with terms staggered so two members' terms expire each year. The Board of Trustees shall designate which, if any, candidates have been nominated to fill an unexpired term.
- d) Vacancies: The Board President, in consultation with the Board, shall fill vacancies on the Nominating Committee which occur between elections.

Section 2. Duties. The Nominating Committee shall present a slate of candidates for Church Officers and Trustees to be voted on at the Annual Membership Meeting. The number of candidates shall be at least equal to the number of vacancies plus any additional candidates nominated by petition.

Section 3. Policies and Procedures. The Nominating Committee shall, in consultation with the Board and Lead Minister, establish and publish policies and procedures to fulfill its duties. These policies and procedures shall provide for an open and inclusive process whereby all members who have expressed interest in an available position will be considered by the Committee for nomination.

Section 4. Nominations by Petition. A candidate for the Board of Trustees or the Nominating Committee may also be nominated by a petition provided by the Nominating Committee and signed by 25 Voting Members. The petition must be filed with the Nominating Committee at least 30 days before the Annual Membership Meeting in order for the candidate to qualify for the election.

ARTICLE VII. MINISTERS

Section 1. Calling a Minister. A Ministerial Search Committee, elected by Voting Members at an Annual or Special Membership Meeting, shall recommend its candidate to the Board of Trustees and Voting Members. The Board of Trustees shall call a Special Membership Meeting for the purpose of calling a minister. In order to authorize the calling of a minister, at least two-thirds (2/3) of the ballots cast must be in favor of calling such minister.

Section 2. Appointing an Interim Minister. The Board may appoint an Interim Minister as necessary.

Section 3. Hiring a Minister. The Lead Minister, with approval of the Board of Trustees, may hire ministers to fulfill specific portfolios necessary to meet the Outcome Statements adopted by the Board of Trustees. Established personnel hiring and dismissal policies will be followed.

Section 4. Resignation. A called, appointed, or hired minister may offer his/her resignation with ninety (90) days written notice. The Board of Trustees may offer an interval of less time.

Section 5. Dismissal/Removal.

- a) Called Ministers: A called minister may only be dismissed by a vote of two-thirds (2/3) of ballots cast by Voting Members at a Special Membership Meeting called for that purpose.
- b) Interim Ministers: An interim minister may be dismissed by a majority vote of the Board of Trustees at a Board meeting.

Section 6. Letter of Agreement. The Letter of Agreement for the Lead Minister or other called minister shall be open-ended without a specific termination date and shall provide for review and changes as described in governance policies established by the Board of Trustees. The initial Letter of Agreement is subject to approval by the Board of Trustees and shall be negotiated between the minister and a negotiating team consisting of at least one member of the Ministerial Search Committee and members designated by the Board of Trustees.

Section 7. Freedom of the Pulpit. Ministers shall enjoy a free pulpit in accordance with the tradition of Unitarian Universalism, and shall be accorded the freedom to voice their opinion in the Congregation and in the community.

Section 8. Minister Emeritus/a. Upon retirement, a minister may be appointed Minister Emeritus/a by a majority of ballots cast by Voting Members at an Annual or Special Membership Meeting.

ARTICLE VIII. AFFILIATED GROUPS/ORGANIZATIONS

Section 1. Recognition. Affiliated Groups/Organizations are organizations recognized as those having activities integral to the mission and vision of the Church and are self-supporting. To qualify for recognition:

- a) At least one (1) leader must be a Voting Member.
- b) A statement of purpose and agreement to abide by Board policies and governance structure or decision-making process must be submitted to and approved by the Lead Minister.

c) The group shall agree to submit reports of activities and finances to the Lead Minister on at least a yearly basis.

Once approved, the group shall be authorized to elect their officers, establish their own rules, and determine their own programs without restriction when such programs are carried out in a manner consistent with Board policies and the mission and vision of the Church.

The Lead Minister, with the approval of the Board of Trustees, has the authority to revoke affiliation of any organization whose activities are inconsistent with Board policies or no longer reflect the mission and vision of the Church.

Section 2. Relationship. All Church Affiliated Groups/Organizations are related to the Church through a ministry team responsible to the Lead Minister.

ARTICLE IX. OTHER PROVISIONS

Section 1. Amendments. This Constitution may be amended by a vote of two-thirds (2/3) of ballots cast by Voting Members at any Annual or Special Membership Meeting, provided the proposed changes are publicized to members at least four (4) weeks prior to the date of the meeting and are included in the meeting notice.

Section 2. Business Year. The Church Business Year shall begin July 1 of each year. This date shall be the beginning of the fiscal year, as well as the beginning of terms of office for all elected Church officials.

Section 3. Public Statements in the Name of the Church. A public statement may be made, or public action taken, in the name of the Church on any matter relating to the basic Principles and Purposes of the Unitarian Universalist Association or purposes of the Church only when Voting Members reach consensus in support of the statement or action as demonstrated by a two-thirds (2/3) vote of ballots cast at an Annual or Special Membership Meeting.

Section 4. Indemnification. The Board shall adopt policies that allow it to indemnify any person who was or is a Trustee, officer, employee or other agent of the Church, or who was or is serving as such within some other corporation, partnership, joint venture, trust, or other enterprise, at the request of the Church, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, as provided in the California Corporations Code.

Section 5. Dissolution Clause and Dedication of Assets. Should the Church cease to function or should two-thirds (2/3) of all Voting Members cast ballots to disband, liquidate, or dissolve, all properties and assets of the Church remaining after payment, or provision for payment, of all debts and liabilities of the Church shall be distributed to the Unitarian Universalist Association, or its successor, as long as such organization is organized and operating exclusively for charitable purposes and has established tax-exempt status under Internal Revenue Code sec. 501(c)(3).

Section 6. Immediate Removal. The Lead Minister, or his/her delegates, may immediately remove any person from Church property or events, without notice, for dangerous behavior which causes or threatens harm to persons or property. As established in policy, a person so removed may request a hearing.

Section 7. Annual Audit or Review. The financial statements, records and bookkeeping procedures of the Church and church Affiliated Organizations shall be audited or reviewed by an accounting firm or auditing committee named by the Board, and the audit or review shall be presented to Voting Members at the next Annual Membership Meeting.

Section 8. Endowment Fund.

- a) Purpose: This fund is established for the purpose of generating capital growth and income. The net income and realized and unrealized gains may be used by the church or reinvested in an effort to expand this reserve of capital. Only under the most pressing of circumstances and a determination that no reasonable alternative is available, will the principal of this permanent resource be expended, following the consent of two-thirds (2/3) of ballots cast by Voting Members at an Annual or Special Membership Meeting.
- b) Unrestricted Gifts or Bequests: Fifty percent (50%) of any unrestricted gift or bequest shall be transferred to the Church's Endowment Fund. Final disposition of the remaining 50% of such unrestricted gift or bequest, equal in value to or more than five percent (5%) of the current annual budgeted Church expenses and not a regular contribution to the Church, shall be approved by two-thirds (2/3) of ballots cast by Voting Members at an Annual or Special Membership Meeting.
- c) Notwithstanding Section 8(b) of this Article, all unrestricted gifts or bequests to the Church up to a limit of two million dollars (\$2,000,000) shall be allocated to the Capital Fund for the fiscal years 2013-14 through 2015-16.