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NORTH AMERICAN UNITARIAN ASSOCIATION
(A WASHINGTON NON-PROFIT CORPORATION)
BY-LAWS

ARTICLE I Name of Association

The name of the association is North American Unitarian Association.

ARTICLE II Purpose

Section 1 Statement of Purpose

The North American Unitarian Association (NAUA) is a service organization dedicated to supporting and promoting the practice of liberal religion by embracing freedom, reason, and tolerance – all rooted in our commitment to human dignity without requiring adherence to any specific theological creed.

Section 2 Entity

NAUA is organized for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The North American Unitarian Association is a registered non-profit association in the state of Washington, United States of America.

Article III Membership and Voting Rights

The North American Unitarian Association is a voluntary association of organizations and individuals who support the Purpose as stated in Article II.

The Corporation shall have two classes of member, consisting of (a) organizations and (b) individuals.

The Board of Trustees shall define, maintain, and execute a Membership Policy that shall be consistent with the Purpose of the Association and the Welcoming Policy described below. Such policy shall include, but is not limited to, procedures to accept or withdraw Membership. All of a member's rights related to NAUA shall cease upon the termination of their membership.

Section 1 Individual Membership

The North American Unitarian Association affirms the right of individual freedom of belief that is inherent in the traditions of liberal religion. No individual shall be required to subscribe to any

particular ideology, belief or creed. Individual members shall have the voting rights set forth in these By-Laws.

Section 2 Organizational Membership

Organizations including but not limited to churches, congregations, and fellowships may become organizational members of North American Unitarian Association. NAUA affirms the independence and self-governing autonomy of member organizations. Nothing in these bylaws shall be deemed to infringe upon the congregational polity or other independence of member organizations. All members of an NAUA affiliated organization become individual members of NAUA unless they request otherwise in writing.

Article IV. Welcoming Policy

The North American Unitarian Association seeks to create an environment where the rich diversity of its members is valued.

In the traditions of religious liberalism and tolerance, NAUA welcomes those who share the Purpose of the Association regardless of their religious backgrounds and beliefs, nationality or country of origin, sexual or affectional orientation, gender identity or expression, race, ethnicity, marital status, family structure, age, mental or physical health and ability, political opinion or affiliation, educational background, social or class status, or economic or financial condition.

Article V Board of Trustees

Section 1 General Corporate Powers

Subject to the provisions of the Washington Nonprofit Corporation Law, this corporation's Article of Incorporation, and these By-Laws, the NAUA shall be governed by, and its policies shall be established by, the Board of Trustees.

The Trustees need not be residents of the State of Washington but shall be members of the NAUA at the time of their election.

The Board of Trustees may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by statute, the NAUA's Certificate of Incorporation, or these By-Laws.

Specific Corporate Powers. Without prejudice to these general powers, and subject to the same limitations, the Trustees shall have the power to:

- a) Select and remove all agents and employees of the corporation, fix compensation and prescribe any powers and duties for them that are consistent with law, with the Certificate of Incorporation, and with these By-Laws.
- b) Engage the services of accountants, counsel, and other professionals.
- c) Change the principle business office from one location to another.

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- d) Borrow money and incur indebtedness on behalf of the corporation, or guaranty indebtedness if such guaranty is in the reasonable interests of the corporation.
- e) Purchase insurance for the corporation, its officers and trustees, employees, agents, and representatives.

Section 2 Election and Transition

All members of the Board of Trustees shall be elected by a plurality of at least 40% of Members who participated in a properly called election. Once elected, the members of the Board of Trustees shall assume the duties and responsibilities of their office after a 30-day transition period. They shall continue in office until their successors have been elected and completed their transition period or until they have resigned or been removed from office.

Section 3.1 Members of the Board of Trustees

The Board of Trustees shall consist of 9 to 11 members. It shall consist of four officers and five to seven At-Large members. Geographical and other diversity shall be considered and given preference when seeking to fill At-Large Board positions. All Board of Trustee members must have an active Membership status.

Section 3.2 Officers and At-Large Trustees

The officers of the Board of Trustees shall be the President, Vice-President, Secretary, and Treasurer. Officers are elected by all Members of the Association with an active membership status. Two or more offices may be held by the same individual, except for the offices of President and Secretary.

Section 3.3 President

The President shall preside at meetings of the Board of Trustees. The President is the spokesperson for the Association and may make public comments that are consistent with the Purpose of the Association and Board of Trustee policies. The President may serve no more than two consecutive four-year terms.

Section 3.4 Vice-President

The Vice-President shall perform all the duties of the President if the President is unable to fulfill the duties of the office. The Vice-President is the Board of Trustees liaison to all Standing Committees. The Vice-President may serve no more than two consecutive four-year terms.

In the event a vacancy occurs in the office of the President, the Vice-President shall serve as the Acting President until such time a new President is identified per the provisions in Section 8 - Vacancies.

Section 3.5 Secretary

The Secretary shall record the official proceedings of the Board of Trustees and other proceedings such as the Annual Business Meeting and any Member Called Meetings. The Secretary shall maintain a secure location for the Association's records and send notices of all

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officially convened meetings of the Association. The Secretary may serve no more than two consecutive four-year terms.

Section 3.6 Treasurer

The Treasurer shall manage the funds of the Association in accordance with applicable laws governing non-profit organizations and complete and submit required financial documentation in accordance with laws governing non-profit organizations. The Treasurer may serve no more than two consecutive four-year terms.

Section 3.7 At-large Trustees

The Board of Trustees shall define the scope of duties of At-large trustees. At-large Trustees may serve no more than two consecutive four-year terms.

Section 4 Resignation

Any member of the Board of Trustees who intends to resign should submit a written (which includes email and other written online communication) resignation to the Secretary. If no written resignation is submitted, an oral statement of resignation must be witnessed or confirmed by at least two remaining members of the Board of Trustees. The Secretary shall share the resignation with the remaining members of the Board of Trustees as soon as possible.

Section 5 Prohibitions

No two (or more) members of the Board of Trustees related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Trustees at the same time.

No paid staff member of the Association may serve on the Board of Trustees.

Section 6 Removal of Officer or Trustee

An officer or trustee may be removed from office at a duly constituted meeting of the Board of Trustees by the affirmative vote of two-thirds majority of then-serving Trustees. The trustee(s) subject to removal action shall be notified by a Board designee of such action at least fifteen calendar days prior to a vote.

A trustee or officer may be removed for, but is not limited to, the following reasons.

- An officer or trustee has missed three consecutive meetings of the Board of Trustees, or a total of four meetings in a twelve-month period.
- An officer or trustee has failed to maintain their active Membership status.
- An officer or trustee has conducted themselves at official Association proceedings, in public or on social media in ways that are contrary to the Purpose of the Association. Dissent and constructive criticism are encouraged.

Section 7 Vacancies

Vacancies may unexpectedly occur from time to time on the Board of Trustees.

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Section 7.1 Reasons

A vacancy on the Board of Trustees may exist due to, but not limited to, the following reasons.

- The death, resignation, or removal of an officer or trustee.
- An increase in the authorized number of trustees.
- No individual has volunteered or been identified by the Nominating Committee to stand for an elective office.

Section 7.2 Filling a Vacancy

If a vacancy occurs for an officer or trustee who has served more than half of their term of service, the vacancy may be filled by the Board of Trustees.

The Board of Trustees shall direct the Nominating Committee to try to identify at least two individuals to fill the vacancy. Upon a two-thirds affirmative majority vote of the then-serving Board of Trustees, the individual receiving that vote will fill the vacancy. That individual shall immediately assume the duties of the vacated position and serve out the remainder of the term for that position. This term of service shall not be considered a full term of service regarding the restrictions on consecutive terms of service.

If a vacancy occurs for an officer or trustee who has served less than half of their current term of service, the vacancy shall be filled by a Special Election. The Board of Trustees shall direct the Nominating Committee to try to identify at least two individuals to compete in the Special Election. If the vacancy is in an Officer position, the Board of Trustees may designate someone to fill the position on an Acting basis until the Special Election is held. Upon election the individual shall immediately assume the duties of the vacated position and serve out the remainder of the term for that position. This term of service shall be considered a full term of service regarding the restrictions on consecutive terms of service.

Section 8 Meetings of the Board of Trustees

Section 8.1 Regular Meetings

The Board of Trustees shall define the date, time, and location for the holding of regular meetings. The Secretary shall send a reminder notice of these meetings to all members of the Board of Trustees no fewer than five business days prior to the meeting date.

Section 8.2 Special Meetings

Special meetings of the Board of Trustees may be called by the President or by any two members of the Board of Trustees. The person or persons requesting a special meeting shall notify the Secretary via written or electronic communication of such a request. The request shall include the topic for the meeting and the agenda. If it is believed the President should not conduct the meeting, the person or persons requesting such meeting shall designate a person to conduct the meeting according to the agenda.

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Section 8.3. Notice

Notice of a Special Meeting shall be provided between five and twenty business days after the Secretary has been notified of such a request, after the Secretary has consulted with fellow Board of Trustees members regarding the best date for the Special Meeting.

Section 8.4 Quorum

The quorum requirement for a Regular or Special Meeting of the Board of Trustees shall be at least 50% of then-serving members of the Board of Trustees.

Section 8.5 Fees and Compensation

Officers and Trustees may receive compensation for their services, and reimbursement for expenses, as may be fixed or determined by the Board.

Section 8.6 Action Without Meeting

Any action required or permitted to be taken by the Board of Trustees may be taken, without a meeting, if at least 2/3 of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same effect as a majority vote by the Board.

Article VI. Annual Business Meeting

Each year, the Board of Trustees shall establish a date, time, and location for the Annual Business Meeting of the Association's membership. The Annual Business Meeting may be held virtually, or in-person with the option to participate virtually.

Section 1 Business of the Annual Meeting

The agenda of Annual Business Meeting shall include but is not limited to.

- The election of officers and board of trustee members as required by term expiration or vacancy.
- The approval of the annual budget and/or financial reports.
- Voting on bylaw amendments or other issues requiring a vote by the Association's membership

Section 2 Notice

The Secretary shall notify Members of the date, time, and location of the Annual Business Meeting no fewer than ninety calendar days prior to the meeting.

Section 3 Quorum

The quorum requirement for the Annual Business Meeting shall be 20% of Members with active membership status at the time the Annual Business Meeting is held. If a quorum is lacking any

items tentatively approved through a vote are not finalized until additional members, sufficient to cover the number of members by which the quorum was short, can see the draft minutes and vote in writing on the items that were voted on at the meeting.

Article VII. Member Called Meeting

Members of the Association may initiate a Member Called Meeting to discuss or vote on issues raised in the petition to call such a meeting.

Section 1 Calling a Member Called Meeting

A Member Called Meeting may be called by a petition signed (physically or via an individual email) by no fewer than 10% of Members with active membership status at the time the petition is filed.

The petition shall state the purpose of the meeting, the business to be conducted, an agenda, and the contact information of the petition organizer(s). Petition organizers may notify the Secretary and request that the Secretary use the Association's Contact Mailing Software to notify members of the pending petition.

The petition shall be submitted to the Secretary via written or electronic communication. The Secretary shall determine within five business days if the petition meets the criteria for calling a Member Called Meeting and notify the petition organizer(s) accordingly. The Board should be kept abreast of all of these proceedings.

Section 2 Conduct of Member Called Meetings

The petition organizers shall designate a person to conduct the meeting according to the petition-submitted agenda.

Section 3 Notice

Upon receipt of a petition calling for a Member Called Meeting, the Secretary shall notify Members of the date, time, and location of the Member Called Meeting no fewer than forty-five calendar days prior to the meeting. Member Called Meetings shall either be virtual or have a virtual option for participation.

Section 4 Quorum

The quorum requirement for the Special Called Meeting shall be 20% of Members with active membership status at the time the Member Called Meeting is held.

Section 5 Limitation

A Member Called Meeting shall be conducted in a manner that is consistent with the Association's bylaws, policies, and the laws governing non-profit organizations. A two-thirds affirmative vote of the then-serving Board of Trustees may void a Member Called Meeting if the meeting violates these limitations.

Article VIII Committees

Section 1 Standing Committees

Section 1.1 Nominating Committee

The Nominating Committee is a Standing Committee and shall consist of three or more members with active Membership status. At least two members of the Nominating Committee shall be non-Trustees.

Members of the Nominating Committee may serve no more than three consecutive two-year terms.

Section 1.1.1 Duties

The Nominating Committee shall identify candidates for the Association's Officers and At-Large Board of Trustees positions. It shall also identify candidates to fill vacancies on the Nominating Committee. The Nominating Committee may be requested to identify additional, unspecified individuals, at the direction of the Board of Trustees.

Section 1.1.2 Vacancies

Vacancies on the Nominating Committee shall be filled by the Nominating Committee, which will identify one or more individuals to fill the vacancy. A two-thirds affirmative majority vote of the then-serving Board of Trustees is required to appoint an individual to fill the vacancy. That individual shall immediately assume the duties of the vacated position and serve out the remainder of the term for that position.

If this appointed term of service is less than half of the remaining term of service, this appointed term shall not be considered a full term of service regarding the restrictions on consecutive terms of service. If the term of service is more than half, then the appointed term of service shall be considered a full term of service regarding the restrictions on consecutive terms of service.

Section 1.1.3 Selection or Appointment

If the Nominating Committee is unable to fill vacancies, the Board of Trustees shall solicit the names of Members of the Association who are willing to serve on this committee. A two-thirds affirmative majority vote of the then-serving Board of Trustees is required to appoint an individual to fill the vacancy.

Section 2 Other Committees

At its discretion, but subject to such limitations as may arise from governing law, the corporation's Articles of Incorporation, and/or other sections of these By-Laws, the Board of Trustees may establish committees and may assign to such committees such authority and responsibility as the Board deems appropriate.

Article IX. Elections

Section 1 Voting Eligibility

All NAUA members are eligible to vote in annual business meetings, specially called meetings, and elections. All members must have been a member of NAUA no less than ninety days prior to any such meeting before they are eligible to vote.

Section 2 Pre-election Activities

At a minimum, the Board of Trustees shall ensure that candidates and issue advocates have access to the Association's channels of communication, will sponsor information forums, debates, and other activities that the Board of Trustees deems necessary to inform the Association membership.

Section 3 Competitive Elections

To ensure a competitive election, Members must make an affirmation vote for a candidate or ballot measure. All ballots for an unopposed candidate or ballot measure must also include a "No" option.

Write-in candidates are eligible for all elective offices.

Section 4 Special Elections

The procedure for a Special Election is described in the Board of Trustees' defined Election Policy.

Section 5 Casting Ballots

The Board of Trustees shall define, maintain, and execute an Election Policy that defines how ballots shall be cast and counted.

Article X Indemnification

This corporation shall indemnify to the full extent authorized and permitted by law, any person made a party to any proceeding by reason of the fact that this person is or was a trustee or officer if they conducted themselves in good faith, and they reasonably believed, in the case of conduct in their official capacity with the corporation, that their conduct was in its best interest, and in all other cases, that their conduct was at least not opposed to its best interest, and in the case of any criminal proceeding, they had not reasonable cause to believe their conduct was unlawful.

"Proceedings" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not meet the requisite standard of conduct.

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Such indemnification may be made against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the proceeding was by or in the right of this corporation, or in respect of any proceeding in which the person shall have been adjudged to be liable to this corporation.

A trustee or officer shall not be indemnified in respect of any proceeding charging improper personal benefit to themselves, whether or not involving action in their official capacity, in which they shall have been adjudged to be liable on the basis that personal benefit was improperly received by them.

A trustee or officer who has been wholly successful on the merits or otherwise, in the defense of any proceeding shall be indemnified against reasonable expenses incurred by the trustee or officer in connection with the proceeding.

Determination of Right to Indemnification. No indemnification by this corporation shall be made unless authorized in the specific case after a determination has been made that indemnification of the trustee or officer is permissible in the circumstances because the trustee or officer has met the standard of conduct set forth above. Such determination shall be made by the Board of Trustees by the majority vote of a quorum consisting of trustees who are not parties to the proceeding.

Advancement of Expenses. Reasonable expenses incurred by the trustee or officer who is a party to a proceeding shall be paid or reimbursed by this corporation in advance of the final decision of such proceeding upon receipt by this corporation of written affirmation by the trustee or officer of their good faith belief that they have met the standard of conduct necessary for indemnification by the corporation as authorized by this Article and a written commitment by or on behalf of the trustee or officer to repay such amount if it shall ultimately be determined that they have not met such standard of conduct.

Nothing contained in this Article shall limit this corporation's power to pay or reimburse expenses incurred by a trustee or officer in connection with their appearance as a witness in a proceeding at a time when they have been made a named defendant or respondent in the proceeding.

Insurance. This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, incorporator, employee or agent of this corporation.

Without limiting the generality of the foregoing, no member or other person or entity shall have any obligation to provide indemnification, a defense, or insurance except as specifically set forth in these By-Laws.

Article XI Amendment

The Board of Trustees or Association Members may by petition submit proposed amendments to the bylaws. Appropriately submitted bylaw amendment(s) shall be placed on the agenda for the Annual Business Meeting or a Member Called Meeting. The Board of Trustees may define, maintain, and execute an Amendment Policy that shall be consistent with the Purpose of the Association.

Section 1 Petition

A bylaw submission petition shall be signed (physically or via an individual email) by not less than 10% of Members with active membership status at the time the petition is filed. Petition organizers may notify the Secretary and request that the Secretary use the Association's Contact Mailing Software to notify members of the pending petition.

The petition must state the article and section subject to amendment, or if a new article or section is proposed. The petition shall provide the exact wording of the amendment, state the reason for the proposed amendment and include the contact information for the petition organizer.

The petition shall be submitted to the Secretary via written or electronic communication. The Secretary shall determine within five business days if the petition meets the criteria for placing the proposed amendment on the agenda of an Annual Business Meeting or a Member Called Meeting.

Section 2 Notice

The Secretary shall provide notice of such proposed amendment(s) at least forty-five days prior to the vote.

Section 3 Amendment Adoption

These By-Laws may be altered, amended or repealed by an affirmative vote of two-thirds of the members who are present and voting at a meeting at which a quorum is present provided, however, that any such alteration, amendment or substitute By-Laws shall be consistent in all respects with the Article of Incorporation of this corporation and the Washington Non-Profit Corporation Law.

Article XII Dissolution

The Board of Trustees may recommend the dissolution of the Association after giving ninety days' notice to the membership.

A two-thirds vote of Members with active membership status and participating at a properly called Annual Business or Member Called Meeting is required to approve the recommendation to dissolve the Association.

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Upon the dissolution of the Association, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious and scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

Revision History

Add information.

Addendum on Bylaw Exclusion

Recommend not including in bylaws, but covered by policies

- ad hoc committees
- Designation of fiscal year
- Rules governing the annual meeting other than required by Washington State non-profit requirements)
- Criteria for membership (individual or organization), removal of membership
- Record keeping and access to records
- Policies identified in the bylaws
 - Membership
 - Election Practices
 - Amendment Procedure
 - General Administrative policies (e.g., financial, publication, etc.)