

# **Bylaws of the North American Unitarian Association**

*As a Washington Non-Profit Corporation*

## **Article I: Name**

The organization shall be known as the North American Unitarian Association (NAUA).

## **Article II: Purpose**

NAUA's purpose is to help Unitarianism, Universalism, and other liberal religions thrive by providing support and services to our members, requiring no adherence to any specific creed or ideology.

### **Section 1: Mission Statement**

NAUA is a member service organization dedicated to supporting and promoting the practice of liberal religion by embracing freedom, reason, and tolerance—rooted in our commitment to the inherent worth and dignity of every person and all peoples.

### **Section 2: Legal Structure**

NAUA is a nonprofit entity registered in Washington, organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## **Article III: Membership**

### **Section 1: Eligibility**

Membership is open to individuals and organizations supporting NAUA's mission. Details on membership qualifications, rights, and responsibilities shall be outlined in the Membership Policy.

### **Section 2: Classes of Membership**

There shall be two classes of members:

- Individual Members: Any person who supports the mission of NAUA.
- Organizational Members: Any church, congregation, fellowship, or other organization that aligns with NAUA's mission and values.

## **Article IV: Governance**

### **Section 1: Board of Trustees**

The Board of Trustees shall manage the affairs of NAUA, consistent with Washington Nonprofit Corporation Law and these Bylaws.

### **Section 2: Composition and Terms**

The Board consists of 9 to 11 NAUA members, including four officers (President, Vice President, Secretary, Treasurer) and five to seven At-Large members. Trustees shall serve staggered three-year terms, with a limit of two consecutive terms. This limit promotes governance refreshment and prevents the concentration of power.

### **Section 3: Duties of Board Officers**

1. **President:** The President is responsible for leading the Association in accordance with the objectives and strategic direction approved by the Board, acts as the primary spokesperson, and represents the Association in all external matters.
2. **Vice President:** Acts in the absence of the President and assists the President in the administration of the duties of the presidency. The Vice President is also tasked with overseeing the strategic initiatives of the Association and ensuring that committee activities align with the organization's goals and policies.
3. **Secretary:** Keeps the minutes of the meetings of the members and of the Board of Trustees, sees that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, manages the corporate records of the Association, and in general performs all duties incident to the office of Secretary and such other duties as may be assigned by the Board.
4. **Treasurer:** Has charge and custody of and is responsible for all funds and securities of the Association, receives and gives receipts for moneys due and payable to the Association from any source whatsoever, and deposits all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; oversees the financial budgeting, reports financial health to the Board regularly, and ensures compliance with financial regulations and best practices.

#### **Section 4: Duties of At-Large Members**

1. **General Responsibilities:** At-Large Members of the Board of Trustees play a crucial role in providing diverse perspectives and expertise to the governance of the Association. They are expected to contribute actively to the strategic planning and decision-making processes.
2. **Committee Participation:** At-Large Members are required to serve on at least one standing committee of the Board. Their participation is crucial for bridging the gap between committee work and the Board, ensuring that committee recommendations align with the Board's strategic vision.
3. **Advocacy and Representation:** At-Large Members are expected to advocate for the interests of the Association's members and stakeholders. They should also represent the Association at external events and functions, promoting its mission, programs, and goals.
4. **Fundraising and Resource Development:** At-Large Members assist in fundraising efforts and resource development for the Association. They leverage their networks and resources to support the sustainability of the Association.
5. **Membership Engagement:** At-Large Members play an active role in membership engagement, retention, and recruitment. They are expected to interact with members, understand their needs and concerns, and bring this feedback to the Board.
6. **Special Assignments:** At times, At-Large Members may be assigned specific responsibilities by the Board that leverage their unique skills and experiences to benefit the Association.

## **Section 5: Powers and Duties**

The Board has authority to hire staff, manage finances, amend policies, and oversee operational procedures.

## **Section 6: Selection of Board Officers**

Board officers shall be selected by the entire Board of Trustees during a regularly scheduled meeting.

## **Article V: Meetings**

### **Section 1: Board Meetings**

Regular meetings of the Board shall be held at least quarterly; special meetings may be called as necessary through a process as established by the Board of Trustees.

### **Section 2: Member Meetings**

An Annual Business Meeting shall be conducted to elect Trustees, approve budgets, and address other association matters.

### **Section 3: Quorum**

A quorum for any meeting will be in excess of fifty percent of the Board members or ten percent of the membership, as applicable.

## **Article VI: Nominating Committee**

### **Section 1: Purpose**

The Nominating Committee is tasked with ensuring that the leadership of the North American Unitarian Association (NAUA) maintains a high standard of commitment and competence. The committee is responsible for identifying and vetting candidates for the Board of Trustees and officer positions, ensuring a diverse and skilled board that aligns with the strategic goals and values of the NAUA.

### **Section 2: Composition**

The Nominating Committee shall consist of at least three members of the Association. Efforts shall be made to include both current board members and at-large members of the Association to provide a balanced perspective on candidate selections.

### **Section 3: Election**

Members of the Nominating Committee shall be elected annually at a regular meeting of the Board. Committee members may serve for a term of one year and are eligible for re-election for up to two additional terms if they continue to meet the criteria for membership on the committee.

### **Section 4: Duties and Responsibilities**

1. **Candidate Identification:** Identify potential candidates for all board and officer positions. This includes soliciting nominations from the membership and actively searching for qualified individuals who can contribute effectively to the Association's governance.
2. **Screening and Evaluation:** Conduct thorough evaluations of all potential candidates to assess their qualifications, commitment, and alignment with the Association's mission and strategic objectives. This process includes reviewing applications, conducting interviews, and checking references as necessary.
3. **Recommendations:** Make formal recommendations to the Board of Trustees regarding candidates for each open position on the Board and among the officers. The committee should provide a rationale for each recommendation to facilitate informed decision-making by the Board.
4. **Election Process Oversight:** Oversee the election process to ensure it is conducted fairly and transparently in accordance with the Bylaws of the Association. This includes preparing ballots, monitoring voting, and certifying election results.
5. **Succession Planning:** Assist in planning for orderly transitions in leadership, including preparing for anticipated vacancies and advising the Board on succession planning for key roles.

## **Section 5: Meetings**

The Nominating Committee shall meet as needed, but not less than twice per year, to perform its duties effectively. Additional meetings can be called by the chair of the committee or at the request of any two committee members.

## **Section 6: Reporting**

The Nominating Committee shall report its findings and recommendations to the Board of Trustees at least thirty (30) days prior to the annual business meeting of the Association, or more frequently as required by the Board or the circumstances of its work.

## **Article VII: Elections and Voting**

### **Section 1: Eligibility**

Members eligible to vote must have been in good standing for at least ninety days prior to the election.

### **Section 2: Procedures**

Elections shall be conducted in accordance with the Election Policy, ensuring access to voting for all eligible members.

### **Section 3: Running for the Board**

The 2024/2025 Board of Trustees will determine a process allowing for NAUA members to run for the Board in time for future Yearly Summits.

**Article VIII: Conflict of Interest**

The association shall adopt a conflict of interest policy to protect the integrity of its decision-making process, and to enable compliance with public trust and legal standards.

**Article IX: Indemnification**

Officers, Trustees, and employees will be indemnified against claims arising from their organizational duties, as allowed by law.

**Article X: Amendments**

These Bylaws may be amended by a two-thirds vote of the membership at an Annual or Special Member Called Meeting, provided the amendment proposal has been circulated at least forty-five days prior to the meeting.

**Article XI: Dissolution**

Upon dissolution, assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as determined by the Board.