

UUMA Bylaws

By-Laws and Constitution

of the Unitarian Universalist Ministers Association

Adopted June 22, 1976, Claremont, California

Revised June 20, 1977, Ithaca, New York

Revised June 17, 1985, Atlanta, Georgia

Revised June 23, 1986, Rochester, New York

Revised June 22, 1987, Little Rock, Arkansas

Revised June 20, 1991, Hollywood, Florida

Revised June 24, 1993, Charlotte, North Carolina

Revised June 22, 1995, Spokane, Washington

Revised June 20, 1996, Indianapolis, Indiana

Revised June 19, 1997, Phoenix, Arizona (VI.1, IX.1)

Revised June 25, 1998 Rochester, New York (XII.2)

Revised June 22, 2000 Nashville, Tennessee (VI.1.3, VII.1.3, IX.1)

Revised June 21, 2001 Cleveland, Ohio (VI.1&.3, VII.1 &.3, VIII.3 &.6, IX.1)

Revised June 21, 2006 St. Louis, Missouri (II.2c)

Revised June 20, 2007 Portland, Oregon (I.1, .2; II.1.A; III.1, .2, .4; IV.3, .8; VI.1, .2; VII, VIII, IX.1, X)

Revised June 24, 2009 Salt Lake City, Utah (IV. 4; XI. 3.)
Revised June 23, 2010 Minneapolis, MN (III. 4d, 6; X. 1, 2, 3, 4)
Revised June 25, 2011 Charlotte, NC (IV. 1-2, VI. 1-2, VII. 1)
Revised June 20, 2012 Phoenix, AZ (Preamble, I.5,7,9; II; III; IV; V.2-4,6,8; VI-XIII)
Revised June 19, 2013 Louisville, KY (VI.2, X)
Revised June 25, 2014 Providence, RI (V)
Revised June 24, 2015 Portland, OR (Preamble, I, II, III, VI, VII, IX, XI, XII, XIII) Revised
June 22, 2016 Columbus, OH (II, III)
Revised June 21, 2017 New Orleans, LA (I, II, III)
Revised June 20, 2018 Kansas City, MO (XIV)
Revised June 19, 2019 Spokane Washington (X)
Revised June 24, 2020 Virtual Meeting (IV 1; V 3; IX 1, 2, 5, 6; XI 6)
Revised June 3, 2021 Virtual Meeting (I 1; I 2)
Revised June 7, 2022, Virtual Meeting (XI 1)
Revised June 8, 2023, Virtual Meeting (I 3, UUMA Purpose) and XIV (typo)
Revised June 6, 2024, Virtual Meeting (X change 'standing' to 'perennial' and added
Widening the Circle Committee

PREAMBLE

To fulfill our mission, we maintain the Unitarian Universalist Ministers Association, which in this document shall hereinafter be called the UUMA.

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ARTICLE I – MISSION AND VISION

Section 1: The UUMA exists to call forth courageous and transformative ministries, empowered by love, committed to collective liberation. Because we need one another.

Section 2: The Board will operate within an explicit set of values. These values, which shall guide how the work of the association is to be approached, will be clearly articulated in the board policies and published annually.

Section 3: The UUMA's purpose is to develop, support, and strengthen the professional ministry of Unitarian Universalism.

Through their respective roles, the Members, Board, Executive, and Staff of the UUMA will nurture our transforming faith through collaborative leadership.

Recognizing the complexity of power, and committed to ethical ministry, our relationality with and responsibility to one another, and our shared work dismantling systems and structures of racism and oppression, we:

1. Help interpret and understand the roles and purposes of ministry, informed by our Guidelines for the Conduct of Ministry;
2. Advocate for the ministerial roles, rights, and responsibilities of Members, especially regarding actions that diminish those roles or curtail those rights and responsibilities;
3. Deepen practices of covenant and lifelong learning, finding inspiration and sustenance in our collegial connection to one another, supporting each other in growth and renewal, and strengthening our skills and capacities in ministry;
4. Create and participate in accountability practices in the UUMA and foster accountable relationships with other religious professionals and organizations within Unitarian Universalism.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall be restricted to members who meet the following standards:

- A. REGULAR:** All those granted Aspirant or Candidate status by the UUA Ministerial Credentialing Office, and all ministers granted fellowship by the UUA Ministerial Fellowship Committee are eligible for membership in the UUMA.
- B. LIFE:** Life Membership may be granted to UUMA members who retire from the active ministry as defined by the UUMA Board.
- C. ASSOCIATE:** Ordained clergy whose primary fellowship is not with the UUA are eligible for associate membership in the UUMA. Associate members have all the privileges and responsibilities of membership. No person in regular membership shall be involuntarily moved to Associate status except as provided by these bylaws.
- D. ASSOCIATE LIFE:** Associate Members who retire from the active ministry may be granted Associate Life membership upon application verifying their retired status. Associate Life members shall retain all the rights of Associate Members.

Section 2: HONORARY members shall be elected at a UUMA meeting upon nomination by the Board of Trustees. Such members shall not be obligated for dues, shall have no vote, and shall be allowed such privileges as the UUMA shall determine.

ARTICLE III – MEMBERSHIP APPLICATION, OBLIGATION, AND REMOVAL

Section 1: Membership applications shall be considered in the categories listed in Article II. Applications shall be submitted to the Executive in writing.

Section 2: All applications for any category of membership shall be considered by the Executive and granted if the applicant meets eligibility criteria. Each applicant shall be informed of the decision made promptly. Any applicant denied membership may appeal for reconsideration to the Board of Trustees.

Section 3: The acceptance of membership in the UUMA entails agreement by the member to abide by the UUMA's Constitution and Bylaws and Guidelines for the Conduct of Ministry.

Section 4: A member may be removed from membership in the UUMA when:

- A.** The member resigns from ministerial fellowship in the UUA or withdraws from the ministerial fellowshiping process.
- B.** The member is removed from ministerial fellowship in the UUA or from the ministerial fellowshiping process and the decision is upheld if appealed.
- C.** The member is not active as a minister, as the Board of Trustees may determine.
- D.** The member commits a gross violation of ethical or professional conduct as provided in the Accountability Procedure of the Guidelines for the Conduct of Ministry.

Section 5: When a member is re-moved from membership, the Executive shall notify the member of the change promptly. The member may then make response in writing.

ARTICLE IV – FUNDS AND DUES

Section 1: The Executive shall submit a recommended budget for the current fiscal year to the Board of Trustees, together with an income and dues schedule necessary to maintain it. The budget and membership dues schedule for each category of membership shall be approved by the Board of Trustees prior to the beginning of the fiscal year. The Approved budget and membership dues schedule for each category of membership shall be published prior to the annual meeting of the membership.

Section 2: The Board of Trustees will annually establish the deadline for membership dues and publish it widely among the membership. Any delinquent membership may be terminated for non-payment provided a letter is sent to the address of record. Failure of the member to respond within 30 days shall lead to automatic membership termination without appeal. Any member suspended under this section shall be automatically reinstated if dues are paid within the fiscal year. After that period, any suspended member shall apply under the provisions for new members.

Section 3: Members experiencing extreme financial hardship or full disability may request a full waiver of dues. Application for a waiver must be made annually as specified by the Board of Trustees. The Board of Trustees, at its discretion, may determine additional procedures for the waiver or reduction of dues for International Members serving outside of North America. Any dispute over the amount of dues payable shall be finally

determined by the Treasurer.

Section 4: The fiscal year of the UUMA shall be July 1 through June 30.

Section 5: The Treasurer and any other member of the UUMA shall be bonded in such amount as may be determined by the Board of Trustees and the cost of said bond shall be assumed by the UUMA.

Section 6: There shall be bi-annual financial review and/or audit of the Executive's records under such provisions as the Board of Trustees may decide. The cost of said action shall be borne by the UUMA and when filed, the audit/review shall be available to any voting member.

ARTICLE V – ENDOWMENT

Section 1: The UUMA may establish one or more endowment funds to receive unrestricted donations, gifts, subscriptions, and bequests intended to provide for the UUMA's more permanent uses and future operations. Earnings from the investment of these funds may be used for the continuing operation of the UUMA.

Section 2: The Board of Trustees shall create a set of policies that govern the investment and disbursement of endowment monies. The Board of Trustees shall also monitor the performance of the investments in the endowment.

Section 3: The Board of Trustees and/or Executive shall not be liable for any losses incurred by the endowment fund except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence. Each person shall be liable for their own acts and omissions of willful misconduct or gross negligence and not for the acts or omissions of others. No member of the Board of Trustees and/or Executive shall engage in any self-dealing or transactions with the endowment fund in which they have a direct or indirect financial interest. Members the Board of Trustees and/or Executive shall refrain at all times from conduct in which their personal interests would conflict with the interest of the endowment fund.

Section 4: Upon dissolution of the UUMA, all assets, unexpended funds and any and all interests in any endowment fund of the UUMA shall be transferred to the UUA or its successor or, if neither exists, then to such other qualifying charitable organizations as the Board of Trustees shall determine.

ARTICLE VI – MEETINGS

Section 1: There shall be an annual membership meeting of the UUMA. It shall regularly be held at a time and at a place close to the General Assembly of the UUA.

Section 2: If at any time the UUA should vote for biennial General Assemblies, then it shall be the sense of this article that the UUMA shall automatically change its meetings to conform to the UUA's biennial policy until such time as the UUMA's members may act on necessary changes to these bylaws. The Board of Trustees shall adopt any emergency procedures for the functioning of the UUMA until the next membership meeting.

Section 3: The Board of Trustees may act to hold the annual meeting at a time and place apart from the UUA's General Assembly provided that the membership is notified of such action 90 days prior to the date of such meeting.

Section 4: Special meetings may be called by the Board of Trustees or by a written petition signed by 20 percent of the voting members.

Section 5: Ten percent of the voting members shall constitute a quorum for the transaction of business at all meetings of the UUMA. Members who attend through electronic media shall be considered part of the quorum.

Section 6: Notice of all regular and special meetings shall be sent to all members not less than 30 days prior to the date of the meeting. In the case of special meetings of the UUMA, the call shall contain the agenda for consideration. Only items specifically named on the agenda will be considered at the special meeting.

Section 7: Except for the ballot for elective positions, no proxy (or absentee balloting) shall be allowed in the UUMA.

ARTICLE VII – OFFICERS

Section 1: The officers shall be a President, a Vice-President, a Secretary, a Treasurer, and the President-Designate when such office is filled.

Section 2: Three members of the Board of Trustees will be Members-at-Large. Portfolios for Board Members-at-Large will be defined in Board policies.

Section 3: The President, or a person designated by the President, shall preside at all sessions of the UUMA. The President shall be charged with the upholding of the Bylaws, *Guidelines for the Conduct of Ministry*, and general policies of the UUMA.

Section 4: The Board of Trustees will write detailed job descriptions for all officer and member-at-large positions.

Section 5: The President-Designate:

- In every third year, a President-Designate shall be elected for a one-year term. Such President-Designate shall be automatically nominated the following year for the three-year term of President. The President-Designate shall be a voting member of the Board of Trustees.
- The President-Designate, when such office is filled, shall work closely with the President to learn the duties, functions, and current efforts of the presidency.

Section 6: In the event of a vacancy in any elective office of the UUMA, the Board of Trustees shall fill the vacancy until the next regular election for that office.

ARTICLE VIII – THE BOARD OF TRUSTEES

Section 1: The Board of Trustees is the elected representative leadership of the UUMA. Its purpose is to provide visionary leadership for the UUMA and ensure that the vision is brought about in a responsible manner. Its job is to write policies, link to members, and monitor the performance of the Executive.

Section 2: The Board of Trustees shall meet at least three times a year. Should it meet less often, it shall ask the next membership meeting for ratification of its policy of meeting less often.

Section 3: Four members of the Board of Trustees shall constitute a quorum for the conduct of business.

Section 4: The Board of Trustees or any group designated by it may review decisions and policies of the Unitarian Universalist Association and its agents and make appropriate recommendations. The Board of Trustees has the authority to

speak for the members of the UUMA. The Board of Trustees at its discretion may bring a position it has taken on a UUA decision or policy to the annual membership meeting for direct endorsement.

ARTICLE IX – THE EXECUTIVE

Section 1: The Executive shall fulfill the role of chief executive officer of the UUMA and be responsible for the administrative supervision of the various offices and paid employees of the UUMA.

Section 2: The Executive shall be charged with accomplishing the Board of Trustees' vision statements while operating within the parameters of the Board's written policies. The Executive has the freedom to creatively accomplish the Board's vision by delegating to various staff and volunteer groups which will report directly to them.

Section 3: Groups and portfolios not explicitly named in Board policy or the Bylaws, fall under the Executive's authority and responsibility.

Section 4: The Board of Trustees will monitor the Executive's performance on a regular basis. This will include the performance of all staff and other groups that report to the Executive. The Board will hold the Executive accountable only for those actions which directly impact the accomplishment of the vision statements and the compliance with limitations.

Section 5: The Executive shall have the authority and responsibility for the financial life of the UUMA.

A. The Executive and staff shall operate the day-to-day financial activities of the UUMA in consultation with the Treasurer.

B. The Executive will work with the Treasurer to create a budget and financial plan for the UUMA. The budget will be submitted to the Board of Trustees for approval as described in Article IV above.

Section 6: In the event there is a vacancy the Executive, the Board of Trustees will appoint a search committee, as defined in board policies, to advertise the position and consider applicants.

ARTICLE X – PERENNIAL COMMITTEES

Perennial Committees of the UUMA include Ethics and Collegiality, Guidelines, and Widening the Circle. The Board of Trustees shall appoint people to serve on its Perennial Committees. The Board of Trustees may also set up or abolish temporary committees as may be necessary from time to time except for those specified in these Bylaws.

ARTICLE XI – NOMINATING COMMITTEE AND ELECTIONS

Section 1: The Nominating Committee shall consist of at least five members and a maximum of seven members, who serve three year terms as determined by board policy.

Section 2: Each member of the Board of Trustees will serve a term of three years. The cycle of rotation for new Board members each year shall be: President, Vice President, and one at large position; Treasurer, and two at large positions; President-Designate and Secretary.

Section 3: The Nominating Committee will ensure that all candidates for the Board of Trustees have demonstrated the ability to apply the work of anti-racism, anti-oppression and multiculturalism to all facets of their work.

Section 4: The President shall be responsible for making sure that the Nominating Committee selects a chairperson after its election. The President shall make certain that this chairperson observes the various bylaws and Board policies relating to nominating procedures. In the case of a failure of the Nominating Committee to perform its proper functions, the President may with the consent of the Board of Trustees set up an emergency procedure for nominations. Such procedure shall be ratified by the next meeting of the UUMA. If the emergency procedure is not ratified, the UUMA meeting shall set up its own procedures for a special election.

Section 5: All nominations of the Nominating Committee shall be submitted to the President at least 90 days prior to the date of the membership meeting. At least 75 days prior to the membership meeting, the President shall submit the names of all nominees to the membership, along with the bylaw provisions for nomination by petition.

Section 6: Nominations by petitions shall be made by a signed petition of ten or more voting members. Petitions shall indicate the office sought and must be submitted to the President not less than 45 days prior to the annual meeting, along with indication by the candidate of their willingness to accept nomination.

Section 7: The President shall cause to be sent to every voting member in good standing a list of all candidates for each office at least 30 days prior to the Annual Meeting.

- The list shall be accompanied by statements and biographical information as provided by the candidates in such form as the Board of Trustees may specify.

Section 8: If an election is contested, any voting member may request an absentee ballot, which shall be returned to the Secretary prior to the meeting in accordance with procedures announced by the Secretary. Any voting member, who has not cast an absentee ballot, may vote in person or on-line at the membership meeting under such procedures as shall be adopted as the rules of the meeting.

ARTICLE XII – GUIDELINES FOR THE CONDUCT OF MINISTRY

Section 1: A Code of Conduct shall be established and published by the UUMA for its members. This Code shall specify the standards of conduct for ministry to which members may be held accountable through complaints/grievances brought by colleagues and disciplinary actions of the Board of Trustees. The procedure for such actions shall be as specified in the Accountability section of the Code. The UUMA shall maintain a set of Standards for Professional Practice to advise members of established wisdom, shared expectations, and best practices in the work of ministry. All provisions of the Code of Conduct and Standards for Professional Practice shall be reviewed at least every four years.

ARTICLE XIII – CHAPTERS

Section 1: UUMA voting members may organize and apply for chapter status to the Board of Trustees.

Section 2: On UUMA policy matters, the chapter shall record only the votes of active

UUMA members in good standing.

Section 3: Chapter policies and procedures shall be consistent with the bylaws and professional practices of the UUMA.

Section 4: The Board of Trustees may delegate to chapters any exercise of authority which is mutually agreeable.

Section 5: Undesignated UUMA funds granted to each chapter shall be spent as the chapter determines in open meeting.

Section 6: Any action of a chapter regarding individual members may be appealed to the Board of Trustees.

ARTICLE XIV – AMENDMENTS

Section 1: These Bylaws may be amended by a two-thirds vote of the members present and voting at any annual meeting of the UUMA. Amendments to the Bylaws must be submitted by the Board of Trustees or by a petition of five or more members filed with the President at least 60 days prior to a UUMA meeting. The text of all proposed bylaw amendments shall accompany the call to the meeting and shall be sent to all voting members not less than 30 days prior to the meeting. All proposed amendments shall be accompanied by the names of the sponsors or, if proposed by the Board of Trustees, the names of the members voting in favor of the proposed amendment.

Section 2: The UUMA Guidelines for the Conduct of Ministry may be amended in one of two ways. If the Board of Trustees deems an immediate change necessary, they may propose an amendment to the Guidelines to be voted on at the next annual meeting, as outlined in Section 1, save that a two-thirds (2/3) affirmative vote by members present at that meeting will be required for adoption.

Alternatively, a year long process may, at the discretion of the Board of Trustees, be established for amending the UUMA Guidelines for the Conduct of Ministry. Prospective amendments to the Guidelines for the Conduct of Ministry must be submitted by the Board of Trustees or by a petition of five or more members filed with the President at least 60 days prior to the UUMA Annual Meeting at which they will be presented. All proposed amendments shall be accompanied by the names of the sponsors or, if

proposed by the Board of Trustees the names of the members voting in favor of the proposed amendment. If affirmed for study by a majority vote of the members present at a membership meeting, amendments to the Guidelines for the Conduct of Ministry will then be remanded to the Guidelines Committee for distribution with supporting materials for a year-long study consideration process by local UUMA Chapters. Prospective amendments shall then be presented by the Guidelines Committee at the next Annual Meeting of the UUMA for discussion and possible adoption following a two thirds (2/3) affirmative vote by members present at this meeting. If, however, discussion on the floor of the Annual Meeting should result in the creation of an amendment which is substantially different from either the existing text or the proposal, that amendment shall be remanded to the Guidelines Committee and subject to the year-long study consideration process by local UUMA Chapters as outlined above.