

BYLAWS

Unitarian Universalist Congregation of Danbury, Inc.

Adopted May, 1973
(Amended 4/1980, 2/82, 5/83, 5/89, 3/92, 5/94, 10/95, 12/2004)

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Article I **NAME** (Amended 1966, 1980, 2004)

The name of this organization shall be the: Unitarian Universalist Congregation of Danbury, Incorporated, herein after referred to as UUCD. These are Bylaws to the constitution established by the Unitarian Universalist Association (UUA), and govern the operation of this organization.

Article II **PURPOSES AND AFFILIATION** (Adopted 1973; Amended 1995)

Section 1. **PURPOSES:** The purposes of this Congregation are to: Provide an open, caring community, welcoming people of diverse backgrounds who come seeking spiritual, personal and intellectual growth. Create a place where adults and children are taught, nurtured, loved, and given freedom to explore and define individual beliefs. Affirm and promote Unitarian Universalist (UU) values of peace, social justice and religious tolerance for all people.

Section 2. **AFFILIATION:** This Congregation shall serve these purposes in cooperation with other groups, through the UUA and with appropriate regional and local associations.

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Article III MEMBERSHIP (Amended 1980, 1989, 1995, 2004)

Section 1. **GENERAL:** Membership is open to anyone at least 16 years of age (or at least 14 years old and who has completed the Coming of Age program), who shall desire to unite with this Congregation and make a commitment to the aims, purposes and support of this organization.

Section 2. **MEMBERSHIP PROCESS:** Anyone wishing to become a member shall follow the membership orientation as prescribed by the Board of Trustees. For prospective members who have already been members in another Unitarian Universalist Congregation or have been long-term UUUCD friends, a personal process may be arranged through the Minister or the Membership Committee. After completion of either of these processes, a prospective member becomes a member upon signing the Membership Book in the presence of the Minister or a member of the Board of Trustees.

Section 3. **MEMBERSHIP OBLIGATIONS:** Members of the Congregation accept the financial and personal stewardship which is inherent to membership:

- A.** Financial stewardship recognizes that each member provides part of the financial base of this Congregation by determining a personally meaningful monetary pledge and fulfilling that pledge. (see Article IX Section 5.F)
- B.** Personal stewardship affirms and promotes UU values and recognizes that members' contributions of time and energy are vital to the activities and programs of this Congregation.

Section 4. **PLEDGE COMMITMENT:** A member who is unable to meet a pledge commitment is requested to notify the Minister or the Treasurer on a confidential basis.

Section 5. **REMOVAL FROM MEMBER STATUS:** A person shall be removed from the membership rolls:

- A.** Upon receipt by the Congregation of a written request by the member for removal from membership status, or
- B.** Upon the death of a member, or
- C.** When a member who has been contacted regarding membership has taken no steps to resolve their status.

Section 6. **ANNUAL REVIEW OF MEMBERSHIP ROLLS:** Annually, by February 1st, the Minister, Membership Chairperson and Treasurer will review the membership rolls and determine, with Board of Trustees approval, the number of members. Persons who have been removed from membership status at the Congregation's initiative shall be notified at their last known address and shall be informed regarding membership reinstatement procedures.

Section 7. **FRIENDS:** Any person who contributes to the activities of the Congregation and/or pledges, but is not on the membership roll, is a Friend of the Congregation. Friends are entitled to all the privileges of membership except voting and elective office. They may serve on committees and hold appointed positions.

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Article IV MEETINGS (Amended 1980, 1989, 1995, 2004)

Section 1. **ANNUAL MEETING:** The Annual Corporate (Congregational) Meeting (herein Annual Meeting) shall be held in May of each year. The following shall be the order of business at the Annual Meeting unless otherwise ordered by a majority of those present and voting:

1. Quorum Call
2. Acceptance of the agenda
3. Reading of the Minutes of the last Annual or Special Meeting
4. Communications
5. Report of the Treasurer
6. Report of the Minister
7. Report of the President
8. Reports of Standing Committees
9. Reports of Special Committees
10. Reports of Organizations
11. Adoption of the Budget
12. Unfinished Business
13. New Business
14. Elections
15. Adjournment

Section 2. **OTHER CONGREGATIONAL MEETINGS:** A special Congregational meeting of the UUCD may be called by the Board of Trustees. A special meeting shall also be called within thirty (30) days when a request, in writing, for that purpose is made to the President or Secretary of the Board by fifteen percent (15%) of the membership.

Section 3. **NOTICE OF CONGREGATIONAL MEETINGS:** The call for any Congregational meeting of the UUCD shall be posted by the Secretary in a conspicuous place within the Congregation's building for at least fourteen (14) days before the date of said meeting (except as stated in Article IV Section 4), and shall clearly state the business to be transacted. No business other than that stated in the posted call may be conducted at a special congregational meeting. The call shall either be published in the Congregation's newsletter or mailed to all Congregation members and read at a Sunday Service (if one is held) at least fourteen (14) days preceding such meeting.

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Section 4. **RULES GOVERNING CONGREGATIONAL MEETINGS:**

Robert's Rules of Order, Revised, shall generally prevail in the conduct of Congregational meetings except that:

A. The following items of business require a two-thirds vote, including those qualified members present and voting and absentee ballots, for passage and must be published to the congregation at least thirty (30) days preceding such meetings:

1. Amendments to Bylaws
2. Engaging or removing a minister
3. Expenditure of money in excess of \$10,000 for a non-budgeted item
4. The relocation of the Congregation's facilities
5. Sale or acquisition of real estate
6. Withdrawal of capital from the Endowment Funds
7. Dissolution of the Congregation

B. Fifteen percent (15%) of the membership shall constitute a quorum for the transaction of business at any Congregational meeting of the UUCD. If at any time a member requests a quorum call and the meeting no longer has a quorum, the meeting will be declared adjourned.

Section 5. **VOTING RIGHTS:**

- A. The right to vote at meetings shall be restricted to those who have been members of this Congregation for no less than sixty (60) days prior to such meeting.
- B. An absentee ballot shall be allowed when submitted in writing to the President or Secretary of the Board at least one day before the meeting, stating the specific matters to be voted on. Absentee ballots do not count towards a quorum.

Article V BYLAWS AMENDMENTS (Amended 1980, 1995, 2004)

Section 1. **VOTING:** Amendments to these Bylaws shall be adopted by a two-thirds vote of the qualified members voting at any Congregational meeting, provided that the proposed amendment shall have been fully set forth as in Article IV Section 3, Article IV Section 4.

Section 2. **NOTICE:** Amendments shall be submitted in writing to the Board of Trustees and the Board shall cause copies of the proposed amendment to be recorded in the minutes and be included in the notices of the Annual Meeting or Special Congregational Meeting.

Section 3. **CALL FOR MEETING:** If a proposed amendment shall be submitted to a meeting of the Board of Trustees more than sixty (60) days before the date of the next Annual Meeting and approved by the majority of the Board, it shall be the duty of the President to call a Special Congregational Meeting to take action thereon.

Section 4. **APPROVED AMENDMENTS:** The Bylaws will be revised to include all amendments approved by a vote of the Congregation. An up-to-date copy shall be provided to any member upon request.

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Article VI FISCAL YEAR (Amended 1980, 1989)

The fiscal year shall end June 30.

Article VII ELECTIONS (Adopted 1973; Amended 1995, 2004)

Section 1. **ELECTED POSITIONS:** Required elected positions (Board of Trustees' vacancies and Nominating Committee) shall be voted on at the Annual Meeting.

Section 2. **NOMINATION PROCESS:** When elections have become the order of business, the report of the Nominating Committee (see Article X Section 2.I) shall be read. Additional nominations can then be made and voted on, together with the selections of the Nominating Committee, provided that the consent of each nominee has been obtained and that written notice of such further nominations has been signed by ten or more members and logged with the Secretary at least five days before the day set for the meeting. If, by a majority of those members present and voting, the Congregation so wishes, nominations may be made from the floor at the Annual Meeting with the consent of the nominated.

Section 3. **USE OF UNANIMOUS CONSENT:** When there is but one candidate for any office, or but one list of candidates for all elective offices, balloting may be dispensed with by unanimous consent, and the Secretary shall declare the candidate(s) elected.

Article VIII BOARD OF TRUSTEES (Amended 1983, 1989, 1992, 1995, 2004)

Section 1. **BOARD COMPOSITION:** The Board of Trustees (herein Board) shall consist of nine persons who are members of the Congregation, one for each of the following positions and for the term specified:

- President (1 year)
- Secretary (1 year)
- Treasurer (2 years)
- Six Trustees-at-Large (3 years)

Section 2. **STAGGERED TERMS:** The term of office extends from July 1 to June 30. The Trustees-at-Large shall be elected two each year in staggered terms.

Section 3. **TERM LIMITATIONS:** A Trustee elected at an Annual Meeting shall be eligible to serve a total of five consecutive years, and after that is not eligible for reelection for one year.

Section 4. **VACANCIES:** Any vacancy shall be filled by the Board upon the recommendation of the Nominating Committee. Trustees so appointed shall serve through the current fiscal year. At the Annual Meeting following the occurrence of the vacancy, a Trustee shall be elected for the remainder of the term of such vacancy.

Section 5. **VICE PRESIDENT:** The Board shall elect from among its number a Vice President of the Congregation.

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Section 6. **MEETINGS:** The Board shall establish a regular schedule of meetings, normally once a month. Special meetings of the Board shall be called by the Secretary at the request of the President, or at the request of any four members of the Board, for such purposes only as shall be stated in the call.

Section 7. **VOTING:** A quorum of the Board shall consist of five members, and all questions shall be decided by a majority vote of those present and voting.

Section 8. **MEETING LEADERSHIP:** In the event of the President and Vice President being absent at any meeting of the Board, a President pro tempore shall be elected from the board by its members.

Section 9. **REMOVAL OF A TRUSTEE:** If any member of the Board shall be absent for two successive meetings, the President shall inquire as to the Trustee's intention and urge attendance at the next regular meeting of the Board. Failure to present a reasonable excuse in person or by mail at or prior to such meeting shall be deemed sufficient cause for the Trustees to declare the office of the Trustee to be vacant.

Article IX DUTIES OF THE BOARD OF TRUSTEES (Amended 1983, 1989, 1994, 1995, 2004)

Section 1. **THE PRESIDENT:** shall preside at all Congregational meetings and at all meetings of the Board. The President is an ex-officio and non-voting member of all Congregation Committees except the Nominating Committee and the Committee on Ministry.

Section 2. **THE VICE PRESIDENT:** shall perform the duties of the President when the President is absent or otherwise prevented from properly discharging the office of president as determined by the Board.

Section 3. **THE SECRETARY** shall:

- A.** Give notice of all Congregational meetings of the UUCD and of the Board.
- B.** Keep accurate minutes of Congregational and Board meetings and record them in the books kept for that purpose.
- C.** Cause copies of minutes of Congregational meetings to be presented to the Board within thirty (30) days.
- D.** Make available to any and all members, upon request, the proceedings of any meeting of the Congregation or the Board.
- E.** Perform other duties incidental to the office or as requested by the Board.
- F.** Upon expiration of the term, deliver to the new Secretary all books, papers and other property of the Congregation. All records maintained by the Secretary remain the property of the Congregation.

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Section 4. **THE TREASURER** shall:

- A.** Be bonded and hold in custody all the funds of the Congregation.
- B.** Keep an accurate record of the receipts, disbursements, assets, and liabilities.
- C.** Pay bills as provided by the budget or approved by the Board.
- D.** Render a current financial statement at each Finance Committee meeting, Board meeting and at the Annual Meeting.
- E.** Appoint, with the consent of the Board, an assistant-treasurer or collector(s) to assist the Treasurer. These positions are not to be filled by members of the Board.
- F.** Annually review membership rolls and cause to be maintained a current list of members and friends of the Congregation by the Membership Committee as specified in Article III Section 6.
- G.** Maintain a current, confidential list of all pledge subscriptions and a faithful and accurate account of donations to the Endowment Fund, and furnish donors, quarterly or upon request, a statement of their accounts.
- H.** Upon expiration of term, deliver to the new Treasurer all monies, books, papers, and property of the Congregation.

Section 5. **OTHER BOARD DUTIES:** The Board, jointly and severally, shall:

- A.** Act as liaisons with standing and special committees, except the Nominating Committee. Committees will be assigned to individual Board members at the first meeting of the new Board after the Annual Meeting.
- B.** Have general charge of the property and investments of the Congregation. It will conduct all business affairs not otherwise delegated and control all organizational matters; but no contract involving more than \$10,000 for a non-budgeted item shall be made without a vote of the Congregation. (see Article IV Section 4.A.3) However, this limitation shall not apply to investment management.
- C.** In coordination with the Minister, have general jurisdiction over the scheduling of all Congregation activities and events.
- D.** Have authority to remove a person from any appointed position except as otherwise provided in these Bylaws.
- E.** Propose a budget for the following fiscal year at the Annual Meeting and manage the financial affairs of the Congregation in consultation with the Finance Committee and in accordance with sound financial principles.
- F.** Set pledging guidelines that reflect the minimum operating needs of the Congregation. The Board shall, from time to time, review the guidelines to keep them up to date with current expenses.
- G.** In consultation with the Minister, develop personnel policies for the support personnel.
- H.** Develop and administer the Minister's letter of agreement.

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- I. In consultation with the Minister and the appropriate committees, hire, supervise, evaluate, and discharge support personnel.
- J. Approve all committee chairs and fill any vacancies of elected or appointed positions arising during the fiscal year. The Nominating Committee may be called upon to advise in this process.
- K. Approve membership rolls as specified in Article III Section 6.
- L. Establish other Standing and Special Committees (as described in Article X). Maintain a current list of all officers, standing committees, special committees, and appointed positions, and make copies available upon request.
- M. Maintain a current list defining the responsibilities of all committees, and make copies available upon request.
- N. Provide a newsletter for the Congregation and may appoint an editor.
- O. Provide for publicity and may appoint a Publicity Director.
- P. Provide, with the Buildings and Grounds Committee chair, rules for the use of the Congregation's property.
- Q. Appoint such administrative assistants as may be required to accomplish the above tasks and/or render other assistance to the effective operation of the Congregation.

Article X COMMITTEES (Amended 1983, 1989, 1995, 2004)

Section 1. **COMMITTEES AND APPOINTMENTS:** This article defines Standing and Special Committees. Committee appointments are by the committee chair unless otherwise specified. Removal of appointments is specified in Article IX Section 5.D.

Section 2. **STANDING COMMITTEES** and their purposes tend to be operationally permanent and include, but are not limited to, the following:

- A. The **Finance Committee**, consisting of a minimum of two members and the Treasurer, who may not be chair, shall manage, with the consent of the Board, all of the financial planning and control, asset and liability management, investment management, and fund-raising activities of the Congregation. It may appoint special committees to assist in this work. It will arrange for an audit, by a qualified person not on the Board, at least every two years or whenever the Treasurer is elected, whichever comes first.
- B. The **Religious Education Committee** shall develop and implement a religious education program and curriculum for the Congregation. Working with the Minister, Director of Religious Education and youth advisor, the committee shall set goals and priorities for implementing programs and curricula.
- C. The **Buildings and Grounds Committee** shall manage and care for the Congregation's physical property.
- D. The **Sunday Services Committee** shall plan and conduct effective and varied Sunday Services in cooperation with the Minister and other committees.

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- E.** The **Membership Committee** shall provide for the welcome, orientation, reception, and stewardship of potential, new and current members and friends. It will maintain a current list of members and friends as specified in Article III Section 6
- F.** The **Denominational Affairs Committee** shall consist of delegates to UUA denominational bodies and other interested UUCD members. It shall be responsible for promoting our ties to the UUA and the programs and activities of its associated organizations. The committee shall submit to the Board of Trustees each year a list of recommended delegates to the General Assembly in a timely manner, the final choice of delegates to be made by the Board. All delegates representing the UUCD in an official capacity must be UUCD members.
- G.** The **Social Action Committee** shall provide opportunities to express concerns on ethical and social problems. It shall keep the Congregation informed about such issues and suggest action as it deems necessary and appropriate.
- H.** The **Committee on Ministry**, consisting of a minimum of three Congregation members, shall be appointed by the Board for three-year staggered terms of office from a list of candidates submitted by the Minister. In the event of a new Minister, a new Committee shall be appointed within ninety days of the new Minister's arrival. The committee shall serve as a support group for the Minister and as a communication channel among the Congregation, Board and Minister. Its purpose is to strengthen both the ministry of the Minister and the Congregation. The Committee is available to the Minister, Board and Congregation; and meets regularly with the Minister to discuss issues and concerns of the Congregation and evaluate, guide and suggest appropriate actions for the Minister and Congregation to meet goals and objectives. The Committee makes compensation recommendations for the Minister to the Board.
- I.** The **DRE Relations Committee**, consisting of a minimum of three Congregation members, shall be appointed by the Board in collaboration with the Director of Religious Education for three-year staggered terms of office. Its purpose is to provide guidance and support for the Director of Religious Education and to serve as a communication channel among the Congregation, Board and DRE. The Committee is available to the DRE, Board and Congregation; it will meet regularly with the DRE to discuss issues and concerns of the Congregation, to guide and suggest appropriate actions for the DRE, and to collaborate with the DRE in setting goals and objectives. The Committee will provide to the Board a periodic evaluation of the DRE's performance in meeting those goals and objectives and make salary recommendations.

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J. The **Nominating Committee**, consisting of at least three members, one from the current Board and two from the Congregation who have been members for at least two years and are not on the current Board, shall be elected by the Congregation at its Annual Meeting. A member so elected shall be eligible to serve a total of two consecutive years and after that is not eligible for a year. The purpose of this committee, in consultation with the President and the Minister, is to prepare a list of qualified candidates for all elective offices to be filled at the next Annual Meeting in sufficient time for the Board to include in its minutes and the notices for the call for the Annual Meeting (Article IV Section 3). In addition, they will, in consultation with the members of the respective committees, make recommendations on committee chairs to the Board as needed. They also will recommend candidates, when asked by the Board, to: [a] fill vacancies of appointed and elected positions arising during the fiscal year and [b] chair special committees as needed (Article IX Section 5.J).

Section 3. **SPECIAL COMMITTEES** may be appointed by the Board of Trustees and shall perform such duties as defined at their creation and disband upon completion of their task.

Section 4. **TERM:** All Committees not elected shall be appointed after the Annual Meeting and the new people, elected or appointed, shall meet with the existing Committees until June 30th, at which time they assume their full responsibilities for the next fiscal year.

Section 5. **FINANCIAL RESPONSIBILITIES:** All Committees shall submit a written budget to the Finance Committee for its inclusion in the tentative budget and a full report of all financial activities to the Treasurer at the time of the Annual Meeting, or more frequently if so required by the Board of Trustees.

Article XI **MINISTER** (Amended 1982, 1989, 1995, 2004)

Section 1. **EQUAL OPPORTUNITY EMPLOYER:** The Congregation is an equal opportunity employer and will not discriminate in the employment of its Minister on the basis of age, race, color, gender, handicap, or sexual orientation.

Section 2. **MINISTERIAL SEARCH PROCESS:**

- A.** When a vacancy occurs in the ministry, a Special Congregational meeting of the UUCD shall be called to elect a Ministerial Search Committee. To that effect the Board will submit a list of nominees; however, additional nominations from the floor will be accepted at the meeting if approved by a majority of those members present and voting. The Committee shall be comprised of seven members. The President shall have the authority to replace a member in the event of a resignation or a prolonged absence.

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- B.** Said Committee, in cooperation with the appropriate denominational officials and in accordance with the recommended denominational procedure, shall canvass the available ministers and recommend a candidate to the Board and the Congregation. The Committee shall also propose the terms of the letter of agreement to the Board.
- C.** The members of the Congregation shall vote to call or not call the candidate as Minister as specified in Article IV.
- D.** If the recommended candidate is not called, the procedure shall recommence with Article XI Section 2.B.

Section 3. **MINISTER'S LETTER OF AGREEMENT:** The letter of agreement with the Minister shall be agreed to by the Board of Trustees and signed by the Minister and the President of the Congregation. The letter of agreement may be terminated by either party giving 90 days' written notice to the other party.

Section 4. **FREEDOM OF THE PULPIT:** The Minister shall have freedom of the pulpit as well as freedom to express opinions as an individual and not as a representative of the Congregation.

Section 5. **OTHER DUTIES OF THE MINISTER:** The Minister shall:

- A.** In cooperation with the Sunday Services Committee, plan and/or conduct such Religious services, ceremonies and observances as may be deemed appropriate.
- B.** Bring to the attention of the Board any matters which seem pertinent to the general welfare of the Congregation and make recommendations as seem proper. The final decision in matters of policy shall remain with the Board and the membership of the Congregation. The Minister shall make a full report of activities to the Congregation at the Annual Meeting.
- C.** Be a member, ex-officio and without vote, of the Board and all committees and organizations of the Congregation except the Nominating Committee and the Ministerial Search Committee.
- D.** With the Board, agree to specific goals and priorities for the Minister, annually. The Minister shall periodically review the fulfillment of these goals and objectives with the Committee on Ministry.

Article XII **SUPPORT PERSONNEL** (Adopted 1989, 1995, 2004)

Section 1. **SUPPORT PERSONNEL** are defined as those who receive a regular salary or wages from the Congregation.

Section 2. **EQUAL OPPORTUNITY EMPLOYER:** The Congregation is an equal opportunity employer and will not discriminate in employment on the basis of age, race, color, gender, creed, handicap, or sexual orientation.

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Section 3. **PERSONNEL POLICIES:** The Board, in consultation with the Minister, has the responsibility to develop personnel policies and procedures that will attract and retain qualified personnel.

Section 4. **EXCLUSIONS:** Support personnel cannot be members of the Board or Chairpersons or voting members of the committee directing their activities.

Article XIII UUCD ORGANIZATIONS (Adopted 1973; Amended 1989, 2004)

Section 1. **ORGANIZED BRANCHES**, if any, of the Congregation shall be considered an integral part of the Congregation; and the President or a representative of each shall report for the organization at the Annual Meeting.

Section 2. **AUXILIARY ORGANIZATIONS** designed to further the interests of the Congregation or of its members may be formed with the consent of the Board of Trustees, may use the facilities of the Congregation and shall function under the jurisdiction of the Board.

Article XIV COMMON COUNCIL (Amended 1980, 1989, 1995, 2004)

The Common Council consists of the Board, the chair of each Standing and Special Committee (or its representative), representatives of all Auxiliary Organizations, Minister(s), and such persons as the President may invite. It shall meet at least once annually at the call of the Minister or the President, who will preside at its meetings. It shall serve to coordinate the total congregational program and to discuss common problems. Its recommendations are advisory and require a vote by the Board and/or the Congregation as appropriate.

Article XV USE OF PROPERTY (Amended 1980, 2004)

Use of the UUCD's property by any group not affiliated with the Congregation shall be permitted only under rules adopted by the Board. In an emergency, the President, the Vice President, the Buildings and Grounds Committee chair, or the Minister may authorize such use pending action by the Board at its next meeting.

Article XVI DISSOLUTION (Adopted 1983, Amended 2004)

Should this Congregation cease to function and the membership vote to disband, any net assets of the Congregation will be transferred to the Unitarian Universalist Association with the recommendation that it be used in this vicinity to further Unitarian Universalist activities. This transfer is to be made in full compliance with whatever laws are applicable.