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# Draft

## Bylaws of the Unitarian Universalist Fellowship of Corvallis

### Article I Purpose

The Unitarian Universalist Fellowship of Corvallis (hereinafter referred to as the Fellowship) shall be organized and operated exclusively for religious, charitable, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions),

In the free tradition of Unitarian Universalism, the Fellowship's primary purposes shall be:

1. To enable members and children to grow in religious dimensions of existence.
2. To commit to processes which create wholeness in the life of people and society, and
3. To oppose those processes which distort and destroy that wholeness.

The Fellowship shall be a member of the Unitarian Universalist Association, a nonprofit organization headquartered in Massachusetts.

### Article II Membership

#### Section 1. Classes and Voting

The Fellowship offers membership to all people who support its purposes, principles, and programs. There shall be one class of members of this Fellowship. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of the Fellowship.

Members may vote on (a) the election of Trustees, Officers and other Fellowship positions identified in these Bylaws and created by the Board of Trustees; (b) the buying, selling or financing of real property, (c) making a public declaration of the Fellowship's position on a public issue; (d) decisions to call or dismiss a Minister of the Fellowship; and (e) amendments to these Bylaws.

#### Section 2. Qualifications

A person shall be a member of the Fellowship if all of the following apply:

- (a) The individual is 16 years of age or older.
- (b) The individual completes a New Member Program that is approved by the Board of Trustees. The requirement for completing the New Member Program may be waived by the Minister.
- (c) The individual signs a recorded statement supporting the Fellowship's purposes.

All members of the Fellowship are expected to make a financial pledge for the benefit of the Fellowship and shall be encouraged to do so. Membership privileges, including voting rights, shall not be conditioned upon any minimum financial contribution.

### **Section 3. Change of Membership Status**

Membership may be denied or a member can be expelled by the Board of Trustees for cause. Such person shall be given reasonable notice of the proposed action, the reason(s) for it, and an opportunity for a Board hearing prior to a vote by the Board to cancel membership.

The Board shall give the member at least fifteen (15) days written notice to the last address of record by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the termination. An affirmative vote by two-thirds (2/3) of the Board shall be sufficient to expel any member from the Fellowship. The decision of the Board shall be final and shall not be reviewable by any court.

The Board may temporarily exclude a person from participation in the Fellowship for disruptive behavior.

## **Article III Meetings of Members**

### **Section 1. Annual Meeting**

The Annual Meeting shall be held the third weekend in May or on an alternative date and place to be determined by the Board of Trustees, which shall announce the anticipated date six (6) months in advance.

The Nominating Committee will post a list of nominees at least thirty (30) days in advance of the meeting. Additional nominations may be made, with the consent of the nominees, with petition by at least ten (10) percent of members of the Fellowship and presented to the Nominating Committee fifteen (15) or more days prior to the Annual Meeting. The final list of all nominees shall be posted at least eight (8) days prior to the Annual Meeting.

### **Section 2. Special Meetings**

Special meetings may be called by the Board of Trustees or by petition of five (5) percent of members of the Fellowship. Such a petition shall be signed, dated, and delivered to the Board's Secretary and shall describe the purpose of the meeting.

### **Section 3. Notice**

Notice of all meetings of the members shall be given to each member at the last address of record by first class mail at least seven days before the meeting, or by means other than first class mail at least thirty (30) but not more than sixty (60) days before the meeting. The notice will also be posted in a prominent place in the Fellowship's primary building at least two (2) weeks in advance. The notice shall include the date, time, place, and purposes of the meeting.

### **Section 4. Quorum and Voting**

A quorum at any meeting of the membership shall be constituted of twenty (20) percent of the members, unless these Bylaws or the law provide differently. Because the Fellowship values

participation by its members in its governance, members must be present at the meeting to cast a vote, except when electing a slate of uncontested candidates at which time an absentee ballot may be used. Motions pass on majority approval of those members present and voting, except those Momentous Issues listed below in Section 5.

### **Section 5. Momentous Issues**

For any meeting at which decisions will be made on the issues or topics set forth below, a three-quarters (3/4) majority of those members present and voting shall be required to adopt a substantive motion. A written ballot shall be required for all such decisions.

These issues are considered momentous:

- (a) Making a public declaration of the Fellowship's position on a public issue
- (b) Decisions to call or dismiss a called Minister of the Fellowship
- (c) Amendments to these bylaws

## **Article IV Board of Trustees**

### **Section 1. Duties**

The affairs and property of the Fellowship shall be managed by the Board of Trustees.

### **Section 2. Number and Qualifications**

The Board of Trustees is comprised of no more than nine (9) and no less than seven (7) members elected by the Fellowship members. Up to six (6) shall be Trustees elected to staggered two-year terms and three (3) shall be Officers serving staggered two-year terms, including President, Secretary, and Treasurer. A member of the Board must be a current Fellowship member eighteen (18) years of age or older, and have maintained that membership for at least for one full year.

### **Section 3. Election and Terms**

Trustees shall be elected at the membership's Annual Meeting to staggered two-year terms. Trustees may serve no more than three terms consecutively. Officers shall be selected by majority vote at the first Board meeting of the year.

Officers shall be selected by Board members; Officers shall serve staggered two-year terms and may serve no more than two terms consecutively in the same position.

### **Section 4. Removal**

Any Trustee or Officer may be removed, with or without cause, at a Board meeting called for that purpose, by a vote of two-thirds (2/3) of the remaining Trustees and Officers of the Board.

### **Section 5. Vacancies**

Vacancies on the Board of Trustees shall be filled expeditiously by a majority vote of the Trustees and Officers then on the Board.

### **Section 6. Quorum and Action**

The Board of Trustees may transact business with a quorum of five (5) Board members; if only four (4) are present, business may be transacted only by unanimous consent.

## **Section 7. Regular Meetings**

The Board of Trustees shall have scheduled monthly meetings. The Board shall publish or post a notice of this schedule.

## **Section 8. Special Meetings**

Special meetings of the Board of Trustees may be called by the President or twenty (20) percent of the Trustees and Officers then in office. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Trustee and Officer personally or by telephone or by mail not less than two (2) days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Trustee or Officer at the Fellowship records, is effective when mailed.

## **Section 9. Meeting by Telecommunication or Computer**

Any regular or special meeting of the Board of Trustees may be held by telephone, telecommunications or electronic means, as long as all Trustees and Officers can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Trustee and Officer, and each participating Trustee and Officer is able to immediately send messages to all other participating members of the Board. All participating Trustees and Officers shall be informed that a meeting is taking place at which official business may be transacted.

## **Section 10. Action by Consent**

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Trustees and Officers. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Trustee or Officer with the intent to sign.

## **Section 11. Open Sessions**

Fellowship members may attend Board meetings except in limited cases when the Board is in executive session, such as to discuss personnel matters or receive legal advice. The Board shall also solicit information and data from members and committees during budgeting.

# **Article V Committees**

## **Section 1. Executive Committee**

The Board of Trustees may elect an Executive Committee. The Executive Committee shall have the authority to make decisions as defined by the Board between Board meetings. The President shall be a member of the committee. The Secretary shall ensure that its decisions are recorded.

## **Section 2. Nominating Committee**

The Fellowship at its Annual Meeting will elect the members of the Nominating Committee. The Nominating Committee shall nominate at least one (1) Fellowship member for each of the Fellowship's elected positions at the next Annual meeting. The Nominating Committee will consist of five (5) Fellowship members, one (1) of whom shall be a member of the Board of

Trustees and one (1) of whom shall have been a member of a previous Nominating Committee. Nominating Committee members shall be elected for a one-year term. No member shall serve more than two (2) consecutive terms on the committee. The Board shall approve or appoint a chairperson from among the membership of the Nominating Committee.

### **Section 3. Other Committees**

The Board of Trustees may form such other Committees and groups as it deems necessary and desirable. Such committees may exercise the authority given to them by the Board or may be advisory committees.

### **Section 4. Limitations on the Powers of Committees**

No committee may authorize payment of a dividend or any part of the income or profit of the Fellowship to its Trustees or Officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Fellowship's assets; may elect, appoint, or remove Trustees or Officers or fill vacancies on the Board of Trustees or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board.

## **Article VI Officers**

### **Section 1. Titles**

The Officers of the Fellowship shall be the President, Secretary and Treasurer.

### **Section 2. Other Officers**

The Board may elect or appoint other officers, agents, and employees, including ministers, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board, except that of voting on decisions made by the Board.

### **Section 3. President**

The President shall be the chief officer of the Fellowship and shall preside at all meetings of the Executive Committee, act as the chair of the Board, and act as chair of Fellowship member meetings. The President is an ex-officio member of all committees, except the Nominating Committee, and shall have the power and duties usually vested in the office of the President. Board members will designate a trustee to be vested with all the power and shall perform all the duties of the President during the absence of the President.

### **Section 4. Secretary**

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Trustees, the Executive Committee and members' meetings and actions; (b) notifying the membership of meetings and issues to be voted on; (c) authentication of the records of the Fellowship; (d) maintenance of current and accurate membership lists with the Treasurer; and (e) any other duties as may be prescribed by the Board. All records of the Secretary shall remain the property of the Fellowship.

## **Section 5. Treasurer**

The Treasurer shall have the overall responsibility for all Fellowship funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the Fellowship; (b) deposit of all monies and other valuable effects in the name and to the credit of the Fellowship in such depositories as designated by the Board of Trustees; (c) disbursement of all funds when proper to do so; (d) presentation of reports as to the financial condition of the Fellowship to the Board; and (e) any other duties as may be prescribed by the Board. All records of the Treasurer shall remain the property of the Fellowship.

## **Article VII Minister**

The called Minister(s) of the Fellowship shall be selected consistent with the provisions of Article III, Section 5. The Board shall negotiate the terms of a called Minister's employment on behalf of the Fellowship. The called Minister(s) shall be non-voting ex-officio member(s) of the Board and all committees, except the Nominating Committee.

The Minister(s) will be responsible for the guidance and conduct of the Fellowship's spiritual interests and affairs.

A Minister designated by the Board shall be the administrative head of the Fellowship and its staff.

In keeping with the liberal religious tradition, Ministers shall be free at all times to express individual opinions on any subject, both from and away from the pulpit, with the understanding that the Minister does not necessarily speak for the entire congregation.

## **Article VIII Indemnity**

The Fellowship will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Trustee, Officer, employee, volunteer, or agent of the Fellowship or a fiduciary with the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Fellowship. No amendment to the Article that limits the Fellowship's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The Fellowship shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

## **Article IX Amendments**

Members may vote to amend or repeal these Bylaws or adopt new ones by a three-fourths (3/4) vote of the Members present and voting during a meeting. In amending or repealing a

particular Bylaw, the members may provide expressly that the Board may not amend or repeal that Bylaw. Prior to the adoption of an amendment, each Member shall be given the notice of meeting required by these Bylaws and the notice shall state that one (1) of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Members may initiate amendment consideration by submitting a petition to the Board containing both the proposal and the signatures of 10 percent of the Fellowship members. The Board will consider the proposal or place it on the agenda of the next annual membership meeting.

The Board of Trustees may vote to amend or repeal these Bylaws or to adopt new ones by a three-fourths (3/4) majority vote of the Trustees and Officers, unless or except as prohibited by law or regulation. Any amendment to the Bylaws to increase the quorum required for any member action or to add to, change or delete the vote required for any member action must be approved by the members. Prior to the adoption of the amendment, each Trustee and Officer shall be given at least two (2) days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one (1) of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

## **Article X Dissolution**

Upon dissolution of the Fellowship, all assets shall be distributed to the Unitarian Universalist Association, a nonprofit corporation organized in the state of Massachusetts, if such corporation is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If it is not exempt, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Fellowship is then located, exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.