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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 the world.
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

The Fellowship offers membership to all people who support its purposes, principles, and programs. There shall be one class of members of this Fellowship.

### Section 1. 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 the New Member Program. The requirement for completing the New Member Program may be waived by the Minister.
- (c) The individual signs a statement supporting the Fellowship's purposes. This statement will be kept as a record by the the Fellowship in whatever form deemed appropriate, which may include, but not be limited to, physical written form or electronic form.

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 2. Change of Membership Status**

There are three ways to transition to non-member status:

- a) A member may voluntarily resign membership by dying, officially notifying the Secretary or Office, or by no longer participating in the fellowship for the space of twelve (12) months.
- b) A member can be expelled by the Board of Directors 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. Cause is defined as any illegal or behavior in direct conflict with UUFC principles.

The Member shall be given at least fifteen (15) days written notice to the last address of record 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.

- c) 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 Directors, which shall announce the anticipated date four(4) months in advance.

The Annual meeting agenda will include at least:

- a) Voting on the officer and Director positions for the Fellowship.
- b) Presentation of the Fellowship's financial health.
- c) Voting to affirm our financial condition and that we are using our resources to fulfill our mission.

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 Directors or by petition of ten(10) 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 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. Voting**

Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law.

Members may vote on:

- a) The UUFC articles of incorporation.
- b) The election of Directors, Officers and other Fellowship positions identified in these Bylaws and created by the Board of Directors;
- 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.
- f) Any momentous decisions. See Article III. section 5.
- g) Affirmation of financial condition and that we are using our resources to fulfill our mission

A quorum at any meeting of the membership shall be constituted of twenty-five (25) percent of the Members,. 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
- (d) Any transaction that incurs any debt greater than \$10,000.
- (e) Other issues as determined by the Board of Directors.

## **Article IV Board of Directors**

### **Section 1. Duties**

The affairs, property, policies and financial health of the Fellowship shall be managed by the Board of Directors.

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

The Board of Directors 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 Directors elected to staggered two-year terms and three (3) shall be Officers, 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**

Directors shall be elected at the membership's Annual Meeting to staggered two-year terms. Directors may serve no more than three terms consecutively. President, Secretary and Treasurer may be elected by the Fellowship members on a yearly basis. Any vacant Officer or Director positions and any other board positions shall be selected by majority vote of Directors at the first Board meeting of the year.

Officers may serve no more than four years consecutively in the same position.

### **Section 4. Removal**

Any Director 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 Directors and Officers of the Board.

### **Section 5. Vacancies**

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

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

The Board of Directors 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 Board Meetings**

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

### **Section 8. Special Board Meetings**

Special meetings of the Board of Directors may be called by the President or twenty (20) percent of the Directors and Officers then in office. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director and Officer personally, via telephone, via e-mail or by postal mail not less than seven(7) days prior to the special meeting. Written postal notice, if mailed postpaid and correctly addressed to the Director or Officer at the address in the Fellowship records, is considered effective when mailed.

## **Section 9. Electronic or Telephonic Meetings**

Board meetings may be held and individual directors may participate by telephone, video conferencing, internet based communication or other similar methods, so long as all participating Directors may simultaneously be heard by all the other participating directors during the meeting. A director participating in a meeting by any of these methods is deemed present for purposes of a quorum and for voting.

## **Section 10. Decisions by Email or Written Consent**

Any decision required by law to be made at a meeting of the Board, or any decision which may be made at a Board meeting, may be made without a meeting with the unanimous written consent of all of the directors serving in office. To gain this unanimous consent, a clearly stated motion must be sent to all of the directors on the Board by email or mail, with clear instructions that this process requires 100% of the directors serving on the Board to vote “yes” for the motion to pass. The signed written consents of board members may be delivered back to the Fellowship by email or mail. For Board decisions voted on by email, a Director’s written consent is given by electronically sending his or her vote back to the Secretary or President. Motions are adopted and effective on the date that 100 percent of the Directors in office have responded with an affirmative “yes” vote. If any Director votes “no,” abstains, or fails to vote, then the motion fails to pass. A printed record of each Director’s email vote must be kept in the corporate records.

## **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**

A. The Board may establish an executive committee. Only members of the Board may serve on the Executive Committee. Unless the Board decides otherwise, the Executive Committee shall consist of the Officers of the Fellowship – the president, secretary and treasurer, and if elected the vice-president/president-elect or immediate past president - so long as they are simultaneously members of the Board. Any other members of the Board may be appointed to the Executive Committee by the affirmative vote of a majority of all the Directors in office.

B. Unless limited by the Board by resolution, the Executive Committee shall have the power to make decisions for the organization between Board meetings, including financial, budgetary and policy decisions. However, the Board may, by ordinary resolutions or policies, place substantive limits on the authority and powers of the Executive Committee, or place procedural requirements on it.

C. The Executive Committee must comply with the provisions of the bylaws applicable to the full Board for giving notice of its meeting, having a quorum present or participating, voting and decision making, minutes, and the recording and subsequent approval of minutes of its meetings.

All Executive Committee decisions must be recorded in official minutes, which must be submitted to the full Board.

D. The Board shall always have the power to amend, alter or repeal the decisions of the Executive Committee, subject to limits on interfering with or abrogating third party rights that have been approved, such as the unilateral amending of contracts.

## **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 Directors 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 Directors 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 of the Fellowship to its Directors 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 Directors or Officers or fill vacancies on the Board of Directors 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 and agents, 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 Director 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 Directors, 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; 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 Directors; (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 chief-of-staff 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 Director, 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.

## **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.

## Changes to this version based on Fellowship feedback

1. Removed provision allowing the board to change the bylaws without a vote by the fellowship.
2. Added fellowship vote at the annual meeting affirming financial condition to allow votes on the budget.
3. Expanded and clarified the list of momentous decisions.
  - a. Added 'taking on debt > \$10k' as a momentous decision to capture real estate transactions and other similar activities
4. defined member voting rights in art III section 4
5. Defined 'Cause' article II section 2