

Bylaws of the Unitarian Universalist Fellowship of Corvallis, Inc.

Article I **NAME**

The name of this religious organization shall be the Unitarian Universalist Fellowship of Corvallis, Incorporated.

Whenever the word "Fellowship" is used in these bylaws, it shall signify the legal organization of the Fellowship. The phrase "a vote of the Fellowship," or any similar phrase, shall mean a vote of the voting members of the Fellowship at any duly called congregational meeting.

Article II **STATEMENT OF PURPOSE**

Our Fellowship is a community bound together in the quest for the significance of our common existence and for meaning and direction in our individual lives. In the free tradition of Unitarian-Universalism, we seek for ourselves and our children to grow in religious dimensions of existence. We are committed to those processes which create wholeness in the life of the individual and society, and stand opposed to those which distort and destroy that wholeness.

Article III **DENOMINATIONAL AFFILIATION**

The Fellowship shall be a member of the Unitarian Universalist Association ("UUA") and the Pacific Northwest District ("PNWD") of the UUA.

Article IV **MEMBERSHIP**

Section 1. General Membership

1.1 The Unitarian Universalist Fellowship of Corvallis, Incorporated, offers membership regardless of race, color, gender, affectional or sexual orientation, or national origin. All individuals who are in sympathy with the Statement of Purpose of the Fellowship and who indicate in writing their desire to be members shall be members of the Unitarian Universalist Fellowship of Corvallis, Incorporated. Membership shall be effective on the date the member signs the Fellowship membership book

1.2 In conformance with UUA guidelines, we shall be inclusive and expressive of the concerns of gay, lesbian, and bisexual persons at all levels of congregational life so that we maintain official recognition as a Welcoming Congregation..

Section 2. Voting Membership

2.1 Requirement for voting membership are that the individual:

(a) be 18 years of age or older,

(b) have previously been a member of a Unitarian, Universalist, or Unitarian-Universalist fellowship, society, or church; or have completed an orientation to Unitarian-Universalism,

(c) sign the Fellowship membership book containing the Statement of Purpose, and
(d) make a recorded, minimum annual contribution.

2.2 The minimum annual contribution to qualify as a voting member shall be a sum equal to the annual cost of UUA and PNWD memberships plus the annual costs of Fellowship communications to the member or equivalent hours of volunteer service in support of the Fellowship programs or a combination thereof. The amount of the minimum annual contribution for each year shall be set by the Board of Trustees in advance of the annual pledge drive. The Board may establish a procedure for dealing with exceptions to the financial or volunteer requirements. A voting member may exercise the right to vote at any meeting that takes place more than thirty days after the member has met the requirements for membership.

Section 3. Change of Membership Status

3.1 A member may withdraw from membership by written notice to the Board Secretary. Any voting member not making a minimum contribution of record in the current fiscal year or the previous calendar year shall become a general, nonvoting member of the Fellowship. A nonvoting member who leaves the area and/or has no contact with the Fellowship for two years will be considered to have withdrawn from membership.

Article V

MEETINGS

Section 1. Annual Meeting

1.1 The Annual Meeting shall be held on the third Sunday in May, unless the Board orders the Meeting held on another Sunday. At the Annual Meeting, all officers and new members of the Board of Trustees shall be elected. A Nominating Committee and Investment Committee, and the Chair of the Program Council, shall also be elected. An annual budget shall be adopted at the Annual Meeting.

1.2 The Board shall be authorized to approve the minutes of the Annual Meeting after the members of the congregation have had an opportunity to review them.

Section 2. Special Meetings

Special meetings may be called by the Board of Trustees or by petition of twenty (20) or more members of the Fellowship.

Section 3. Notice and Quorum

3.1 The Board Secretary shall publicize any congregational meeting at least two weeks before the day of the meeting by causing a notice to be posted in the meeting house and by mailing a notice to the membership of the Fellowship. The business to be transacted at any meeting of the Fellowship shall be specified in the notice for that meeting.

3.2 A quorum shall be constituted of twenty percent (20%) of the voting members, except as provided in Article V, Section 5. Voting members must be present at the meeting to cast a vote. Measures pass on majority approval of those present and voting. Non-voting members and friends of the UUFC shall be welcome at all meetings and shall have the opportunity to speak, but may not vote.

Section 4. Rules of Order

The most recent edition of Robert's Rules of Order shall govern procedures at meetings whenever not in conflict with these Bylaws, except that on any motion to close debate, the nays shall be counted before the ayes are counted.

Section 5. Momentous Issues

For any meeting at which decisions will be made on the issues or topics set forth in subsections (a)-(e) below, forty percent (40%)

a quorum, and a two-thirds (2/3) majority of those present and voting shall be required to adopt a substantive motion. A written ballot shall be required for all such decisions.

- (a) Making a public declaration of the Fellowship's position on a public issue
- (b) Purchase, sale or encumbrances of any real property by the Fellowship
- (c) Decisions to call or dismiss a Minister of the Fellowship
- (d) Expenditures from the principal of eligible endowment funds
- (e) Amendments to these bylaws.

Article VI

BOARD OF TRUSTEES AND OFFICERS

Section 1. Identity

There shall be a Board of Trustees composed of 11 members. Six (6) shall be trustees elected to staggered three-year terms and five (5) shall be officers serving one-year terms, including: President, Vice President, Secretary, Treasurer and Past President. Those elected shall take office on the first day of July following their election.

Section 2. Qualifications

In order to qualify for membership on the Board of Trustees, a person must have been a voting member of the Fellowship for one full year.

Section 3. Election of Term Trustees

Each year two (2) trustees shall be elected at the Annual Meeting to serve a three-year term. Board Trustees may serve only two consecutive terms.

Section 4. Election of Officers

A President, Vice President, Secretary and Treasurer shall be elected at each Annual Meeting. When the newly elected President assumes office, the immediate Past President shall become a member of the Board of Trustees for one year or until replaced.

Section 5. President

The President is Chairperson of the Board of Trustees, and presides at all business meetings of the Fellowship and of the Board. The President is an ex-officio member of all committees, except the Nominating Committee, and shall represent the Fellowship on all appropriate occasions.

Section 6. Vice President

and act in the President's absence.

Section 7. Secretary

The Board Secretary shall maintain and make public an accurate record of the transactions of all business meetings of the Fellowship and of the Board of Trustees. She or he shall, in consultation with the Treasurer, maintain a roster of voting members of the Fellowship and shall be responsible for notifying the membership of meetings and issues to be voted on. The Board Secretary shall post notice in the Policy and Procedure Manual of Board decisions which impact policy and procedure. All records of the Secretary shall remain the property of the Fellowship.

Section 8. Treasurer

The Treasurer shall keep a complete account of the finances of the Fellowship and shall render a current statement at each regular meeting of the Board and each Annual Meeting of the Fellowship. The Treasurer shall file state and federal financial reports as required by law. The Treasurer's annual statement shall be subject to fiscal review, approved by the Board of Trustees. The Treasurer shall be a member of the Finance Committee. All records of the Treasurer shall remain the property of the Fellowship.

The Treasurer is to be bonded at Fellowship expense.

Section 9. Meetings of the Board of Trustees

The Board of Trustees shall have scheduled monthly meetings. Special meetings of the Board may be called by the President or any three (3) members of the Board.

Section 10. Quorum

The Board may transact business with a quorum of six (6) Board members; if only five (5) are present, business may be transacted only by unanimous consent.

Section 11. Functions and Powers

11.1 The Board's functions shall include the management of the affairs of the Fellowship. The Board makes policy and ensures that a Policy and Procedure Manual is established to reflect relevant Board decisions and current practice. When previously authorized by a legal vote at congregational meetings, the Board shall also have the power to:

- (a) Purchase, sell or encumber real property

Fellowship

- (c) Make expenditures from the principal of eligible endowment funds
- (d) Borrow money or otherwise pledge the credit of the Fellowship, giving, pledging, mortgaging or encumbering any corporate assets as security for the payment or repayment of any corporate obligations.

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11.2 The Board hires staff without regard to their race, color, gender, affectional or sexual orientation or national origin. The Board dismisses all employees of the Fellowship, consistent with Article XI of these bylaws.

11.3 The Board may fill temporarily any elective office that becomes vacant. At the next Annual Meeting a successor shall be elected for the unexpired term. In the case of vacancy in the office of Past President, any Past President shall be eligible to fill this position.

11.4 The Board authorizes all expenditures of money within the limits of approved budgets. Expenditures of more than five percent in excess of the total of the approved budget shall require previous authorization by a congregational meeting except that the Board may receive and disburse specially designated donations. The Board may delegate to any committee chairperson the authority to spend any portion of the money budgeted for that committee.

Article VII **COMMITTEES**

Section 1. Standing Committees for Legal Operation and Program Facilitation and Oversight

1.1 The following shall be Standing Committees of the Fellowship: Personnel Committee, Investment Committee, Nominating Committee, and Program Council.

1.2 The Board of Trustees shall approve or appoint chairpersons of each Standing Committee, except as noted in Section 5, below. The purpose of each Standing Committee shall be established by the Board of Trustees.

Section 2. Other Committees

2.1 The Board of Trustees may form such other

Committees as it deems appropriate to fulfill the purposes and mission of the Fellowship.

2.2 The Board of Trustees shall appoint a chairperson of each committee. The purpose of each committee shall be established by the Board of Trustees and shall be published in the Policies and Procedures Manual.

Section 3. Nominating Committee

3.1 The Nominating Committee consists of five voting members, one of whom shall be a member of the Board of Trustees and one of whom shall have been a member of a previous Nominating Committee. Members of the committee shall be elected at the Annual Meeting for a one-year term. No member shall serve more than two consecutive terms on the committee. The Board of Trustees shall approve or appoint a chairperson from among the membership of the Nominating Committee.

3.2 The committee's function is to nominate at least one member of the Fellowship for each of the positions to be voted upon and to post a list of nominees at least thirty (30) days in advance of the Annual Meeting.

3.3 Additional nominations may be made, with the consent of the nominees, by twenty (20) or more voting members of the Fellowship and shall be 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.

3.4 The committee shall prepare suitable ballots for the election.

Section 4. Investment Committee

4.1 The Investment Committee shall consist of five (5) voting members of the Fellowship, one of whom shall be a Board Member appointed by the President. The other members shall be elected by the congregation at the Annual Meeting for two-year terms. Two members shall be elected each year. The Board of Trustees shall approve or appoint a chairperson from among the membership of the Investment Committee.

4.2 The purpose of the Investment Committee shall be to select specific investments for Fellowship funds, including endowments. The investment guidelines

consultation with the Investment Committee.

Section 5. PROGRAM COUNCIL

5.1 The Program Council shall consist of seven to nine (7-9) voting members of the Fellowship (including the Chair). The Chair shall be elected at the UUFC Annual Meeting. 42
The other incoming members shall be identified by the current Program Council, and serve for three-year staggered terms. In addition, there will be a Board liaison appointed by the President of the Board of Trustees.

5.2 The purpose of the Program Council shall be to coordinate and support the programs, events, and associated committees. It shall help to recruit, then approve or appoint a chairperson for each committee it oversees. It will be responsible for creating and publishing the purpose of each of these Committees in the Policies and Procedures Manual.

Section 6. Personnel Committee

6.1 The Personnel Committee shall consist of three (3) voting members of the Fellowship, who shall be identified by the Board of Trustees, and serve for three-year staggered terms. The Board of Trustees shall approve or appoint a chairperson from among the membership of the Personnel Committee. In addition, there will be a Board liaison appointed by the President of the Board of Trustees.

6.2 The purpose of the Personnel Committee shall be to act as an advisory committee to the Board regarding personnel matters; these shall be clarified in the Policies and Procedures Manual.

Section 7. Ministerial Search Committee

7.1 When the Congregation decides to "search" for a new Minister, a Search Committee will be formed. The Board shall charge the Nominating Committee with the task of identifying a slate of 7, and one alternate (all voting members of the Fellowship), to be elected by the congregation. The Nominating Committee will endeavor to select a slate which represents the Congregation's diverse perspectives.

7.2 The Search Committee will function according to the guidelines provided by the UUA in order to identify a ministerial

congregation calls a Minister or the search fails (usually about 18 months).

Article VIII **FINANCIAL MANAGEMENT**

Section 1. Fiscal Year and Budget.

The fiscal year shall be from July 1 through June 30. The budget shall be adopted at an Annual Meeting or at a Special Meeting as defined in Article V, Section 2. If a budget for the following year has not been adopted, the Board of Trustees may continue to authorize normal expenditures until the adoption of a budget.

Section 2. Endowment Funds

Endowment Funds are donations designated for investment. The Investment Committee will invest these funds for income and growth. On January 1 the average net asset value for the previous 13 quarters will be calculated and five percent of that average will become available to the Operating Fund for the following fiscal year.

(A) Flexible endowment fund. Endowment funds donated without restriction will be added to this fund. The principal will be used only if approved consistent with Article V, Section 5.

(B) Restricted endowment funds are given to the Fellowship with the specific restriction that the principal remain intact, in perpetuity, and only income may be spent.

Article IX **AMENDMENTS**

Amendments to the bylaws may be proposed by the Board of Trustees or by petition of twenty (20) voting members. Notice of any proposed change shall be contained in full in the notice of the meeting. The congregation is limited to adopting or rejecting amendment as proposed. These bylaws may be amended consistent with Article V, Section 5, above.

Article X **DISSOLUTION**

Upon dissolution of the Fellowship, all assets shall vest in the Unitarian Universalist Association and/or an affiliated organization, as the voting membership shall determine.

Article XI **PROFESSIONAL STAFF**

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Section 1. Nondiscrimination in Hiring

All candidates for professional staff positions shall be considered without regard to their race, color, gender, affectional or sexual orientation, or national origin.

Section 2. Ministers

2.1 A minister of the Fellowship shall be called consistent with the provisions of Article V, Section 5 of these bylaws.

2.2 Minister(s) are responsible for the guidance and conduct of the Fellowship's spiritual interests and affairs. Ministerial tasks shall include responsibility for the conduct of Fellowship Sunday services with the advice and counsel of the Sunday Services committee or other committee designated by the Board of Trustees. Ministers shall have freedom of the pulpit as well as freedom to express individual opinions outside the pulpit.

2.3 A Minister designated by the Board shall function as the administrative head of the professional staff. All Ministers of the Fellowship shall be non-voting ex-officio members of the Board of Trustees, Personnel Committee, and of all other committees, except the Nominating Committee and the Committee on Ministry. Duties of the Minister(s) shall include making reports and recommendations as requested by the Board of Trustees. The Board of Trustees shall conduct an annual review of the Ministers' performance, as part of an overall evaluation of the ministry of the Fellowship.

2.4 Ministers may not be dismissed except as provided in Article V, Section 5 of these bylaws.

Section 3. Other Professional Staff

The Board of Trustees may, from time to time, hire or dismiss other professional staff as needed, including, but not limited to: Music Director, Religious Education Director, Administrative Assistant, Secretary. As administrative head, a Minister shall supervise all professional staff. All staff shall be subject to at least annual review by the Personnel Committee. As part of such review, the Personnel Committee shall consult with the Minister(s) regarding Fellowship procedures and practices.