

# **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 that create wholeness in the lives of people, society, and the world.
3. To oppose processes that 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.

### **Section 1. Qualifications**

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

1. The individual is 16 years of age or older.
2. The individual completes the New Member Program and, if under the age of 18, has completed the Fellowship Coming of Age program. This requirement may be waived by the Minister.
3. The individual signs a statement supporting the Fellowship's purposes. This statement shall be kept as a record by the Fellowship in whatever form is 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**

A member may voluntarily resign membership by officially notifying the Board Secretary or the Fellowship office or by no longer participating in the fellowship for the period of 12 consecutive months. A member's death also terminates their status as a member.

A member may be expelled by the Board of Directors for cause. The person shall be given reasonable notice of the proposed action, the reason or reasons for it, and an opportunity for a Board hearing before a vote by the Board to cancel membership. Cause is defined as any behavior in

direct conflict with UUFC principles. The decision of the Board shall be final and shall not be reviewable by any court. The process for notification is described in the Policy Manual.

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 to be determined by the Board of Directors, which shall announce the anticipated date 4 months in advance.

The Annual meeting agenda shall include at least:

- 1. Voting on the officer and director positions for the Fellowship.
- 2. Presentation on the Fellowship’s financial health.
- 3. Voting to affirm the Fellowship’s financial condition and to confirm that the Fellowship is using its resources to fulfill its mission.
- 4. Voting on committee membership for committees or councils that require a Fellowship vote.

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

**Section 2. Special Meetings**

Special meetings may be called by the Board of Directors or by petition by 10 percent of the 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 30 but not more than 60 days before the meeting. The notice shall also be posted in a prominent place in the Fellowship’s primary building at least 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:

- 1. The election of directors, officers, and other Fellowship positions identified in these Bylaws or created by the Board of Directors.
- 2. Any momentous decisions. See Article III. Section 5.
- 3. Affirmation of financial condition and confirmation that the Fellowship is using its resources to fulfill its mission.

4. Any other issues brought before the Fellowship by the Board or by petition.

A quorum at any meeting of the membership shall constitute one-fourth 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 for motions on the momentous issues listed in Section 5.

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

For any meeting at which decisions will be made on the issues or topics set forth in this section, a three-fourths 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:

1. A public declaration of the Fellowship's position on a public issue.
2. A decision to call a minister or to dismiss a called minister of the Fellowship.
3. Amendments to these Bylaws.
4. Any transaction that incurs debt greater than 20 percent of the operating budget and is focused on normal operations.
5. Any transaction for a Fellowship-approved project that incurs debt greater than 20 percent of any approved capital budget.
6. Any changes to the Fellowship Articles of Incorporation.
7. Other issues as determined by the Board of Directors.

## **Article IV. Board of Directors**

### **Section 1. Duties**

The Board of directors shall manage the affairs, property, policies, and financial health of the Fellowship.

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

The Board of Directors shall comprise no more than nine and no fewer than seven members elected by the Fellowship members. Up to six shall be directors and three shall be officers, to include President, Secretary, and Treasurer. A member of the Board must be a current Fellowship member 18 years of age or older and must 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 2-year terms. Directors may serve no more than three terms consecutively. The President, Secretary and Treasurer shall be elected by the Fellowship members on a yearly basis. Officers may serve no more than 4 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 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 Board members; if only four are present, business may be transacted only by unanimous consent.

### **Section 7. Regular Board Meetings**

The Board of Directors shall hold 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 by any two 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, e-mail, or postal mail not less than 7 days before 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, as long as all participating directors can 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 that may be made at a Board meeting, may be made without a meeting in person, with the unanimous written consent of all the directors serving in office. To gain this unanimous consent, a clearly stated motion must be sent to all 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. For Board decisions voted on by email, a director's written consent is given by sending their vote electronically 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 a "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.

## **Article V. Committees**

## **Section 1. Executive Committee**

UUFC Bylaws Revisions Final, October 11, 2018

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 either the President-Elect or the immediate Past President—as 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.

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.

The Executive Committee must comply with the provisions of the Bylaws applicable to the full Board: giving notice of its meetings, having a quorum present or participating, voting and making decisions, recording minutes, and subsequently approving minutes of its meetings. All Executive Committee decisions must be recorded in official minutes, which must be submitted to the full Board.

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**

At its Annual Meeting, the Fellowship shall elect the members of the Nominating Committee. The Nominating Committee shall consist of five Fellowship members, one of whom is a member of the Board of Directors and one of whom has been a member of a previous Nominating Committee. Nominating Committee members shall be elected for 1-year terms. No member shall serve more than two consecutive terms on the committee. The Board shall approve or appoint a chairperson from among the membership of the Nominating Committee.

The Nominating Committee shall nominate at least one Fellowship member for each of the Fellowship's elected positions at the next Annual meeting.

## **Section 3. Personnel Committee**

The Fellowship shall elect the chair of the Personnel Committee at its Annual Meeting. The Personnel Committee shall consist of three Fellowship members who serve staggered 3-year terms.

The purpose of the Personnel Committee is to advise the Board of Directors regarding personnel matters. The complete duties are detailed in the Policy Manual.

## **Section 4. Financial Oversight Council**

At its Annual Meeting, the Fellowship shall elect the Chair of the Financial Oversight Council to a 3-year term. The Chair may not serve for more than two consecutive terms. The Council members shall include the Treasurer, with the balance of the Council selected as indicated in the Financial

Oversight section of the Policy Manual. All Council members shall be appointed or approved by the Board of Directors.

The purpose of the Council is to provide independent, long-term financial guidance and oversight to the Board and to the Fellowship. These duties require meshing the long-term needs of the

Fellowship with near-term responsibilities, and shall include, but not be limited to, consideration of these important duties: managing Fellowship investments, including endowment funds, developing and managing revenue sources, financing the maintenance and modifications of Fellowship buildings and systems, and advising the Business Manager as necessary on day-to-day operations. Specific responsibilities are described in the Policy Manual.

**Section 5. Other Committees**

The Board of Directors may form other committees and groups that it deems necessary and desirable. Such committees may exercise the authority given to them by the Board, or they may be advisory committees.

## **Section 6. Limitations on the Powers of Committees**

No committee may:

1. Authorize payment of a dividend or any part of the income of the Fellowship to its directors or officers.
2. Approve dissolution or merger, or the sale, pledge, or transfer of all or substantially all of the Fellowship's assets.
3. Elect, appoint, or remove directors or officers or fill vacancies on the Board of Directors or on any of its committees
4. Adopt, amend, or repeal the Articles of Incorporation, the 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 deems necessary and desirable. They shall hold their offices for such terms, have such authority, and perform such duties as 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 the 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 shall designate a director to be vested with all the power and to 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:

1. Official recording of the minutes of all proceedings of the Board of Directors, the Executive Committee, and the members' meetings and actions.
2. Notification to the membership of meetings and issues to be voted on.
3. Authentication of the records of the Fellowship.
4. Maintenance of current and accurate membership lists.
5. Any other duties that 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:

1. Maintenance of full and accurate accounts of all financial records of the Fellowship.
2. 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.
3. Disbursement of all funds when proper to do so.
4. Presentation of reports on the financial condition of the Fellowship to the Board.
5. Any other duties that may be prescribed by the Board.

All records of the Treasurer shall remain the property of the Fellowship.

## **Article VII. Minister**

The Minister (or ministers) of the Fellowship shall be called in a process 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 shall be a non-voting ex-officio member of the Board and all committees, except the Nominating Committee. The Minister shall 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, a Minister 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 according to 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 latter 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 majority vote of the members present and voting during a meeting. Before the adoption of an amendment, each member shall be given the notice of a meeting required by these Bylaws. The notice shall state that one 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 shall 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.