

REVISED BYLAWS

UNITARIAN UNIVERSALIST FELLOWSHIP OF CENTRAL OREGON

ARTICLE I - NAME AND AFFILIATION

1.01 The Unitarian Universalist Fellowship of Central Oregon (Fellowship) is a nonprofit corporation formed under Oregon law. It is affiliated with the Unitarian Universalist Association (UUA). If the Fellowship is dissolved, its property and assets will be transferred to the UUA *or otherwise distributed in accordance with law.*

ARTICLE II – PURPOSE

2.01 As a religious organization, the purpose of the Fellowship is to bring religious liberals together to provide opportunities for worship, discussion, action, and education in accordance with the traditions of religious liberalism and in support of the values expressed by the UUA Principles and Purposes.

ARTICLE III – MEMBERSHIP

3.01 Individuals who are at least 16 years of age who support the Fellowship purpose may become members of the Fellowship. Membership is open to all persons regardless of race, color, sex, affectional or sexual orientation, or national origin.

3.02 Any person seeking membership must attend a path to membership class, or consult with the minister or member of the Board of Trustees (Board) about the heritage of Unitarian Universalism, and the responsibilities of commitment to the Fellowship. A person becomes a member of the Fellowship after signing the membership book, and making an annual financial *pledge* in any amount.

3.03 Active membership requires a financial pledge for each July 1- June 30 fiscal year. Active members who do not comply with the *pledge requirement* may be reclassified as inactive members. Membership status becomes inactive at the start of each fiscal year (July 1) if a financial pledge or waiver is not made for that fiscal year. Members placed in inactive status remain inactive for that fiscal year unless they resume financial *pledges*, resign, or die. At the start of the next fiscal year, notice of removal from membership is sent by regular mail to the last known address of inactive members. Removal takes effect six months after mailing of notice. Inactive members are not counted in the Fellowship census, have no voting rights or other membership privileges.

3.04 Members who are no longer able to participate in Fellowship activities may be elected to honorary membership upon recommendation of the Membership Committee and approval of the Board. Honorary members do not have the right to vote and are not counted as part of the Fellowship census, but retain other membership privileges.

3.05 Individuals may be removed from membership when they die, move from the area, notify the Fellowship of their resignation, or by action of the Board in accordance with the UUA Safe Congregation Policy.

ARTICLE IV – FELLOWSHIP MEETINGS

4.01 Annual meetings of Fellowship active members must be held each May at a time and place determined by the Board.

4.02 Special meetings of the Fellowship may be called at any time by the Board, and must be called upon the written petition of at least 10 percent of the active members.

4.03 Meeting notices must provide the time and place of the meeting. Notices must include *the agenda and any Bylaw amendments or Fellowship resolutions* to be considered. Notices must be mailed or emailed to each active member at least two weeks before the meetings.

4.04 *Person who have been active members for at least 30 days* have the right to vote at all meetings.

4.05 A quorum for Fellowship meetings is 20 percent of the active members. A quorum of 40 percent of the active members is required to hire or dismiss a settled/permanent Minister, or to approve capital expenditures estimated to exceed 25 percent of the fiscal year total operating budget.

4.06 Voting must be by written ballot unless the Board *by resolution* determines that voting may be conducted by *email* or absentee ballot.

4.07 The president is the presiding officer at all Fellowship meetings unless otherwise determined by the president.

4.08 Parliamentary rules and procedures govern Fellowship meetings.

ARTICLE V– NOMINATIONS

5.01 Board nominations are made by the *Leadership Development Committee*. This committee proposes Board nominees for consideration at the next Fellowship annual meeting. Nominees must be active members of the Fellowship.

5.02 The Board must give notice of the list of nominees to all active members at least two weeks before annual meetings. Additional nominations may be made at annual meetings by active members. Candidates for each position receiving the most votes are elected.

ARTICLE VI– BOARD OF TRUSTEES

6.01 The Board consists of *seven* trustees who must be active Fellowship members. The Board has a president, vice president, immediate past president, recording secretary, treasurer, and *two* trustees at large. Trustees must be elected at annual meetings.

6.02 The terms of the president, immediate past president and vice president are for 12 months beginning each July 1. At that time the vice president becomes the president and the president becomes the immediate past president. The other Board trustees serve *staggered* terms of 36 months.

6.03 The Board must meet *regularly at times and places designated by its rules. Board meetings are open to active members, except when the Board meets in executive sessions.*

6.04 *The president presides over and facilitates Board meetings, preserves order, enforces Board rules and determines the order of business under Board rules. The president is a voting member of the Board and has no veto authority. The vice president presides in the absence of the president and acts as president when the president is unable to perform duties.*

6.05 The Board has authority *granted non-profit corporations by Oregon law, except as limited by these Bylaws and Fellowship resolutions.*

6.06 *Four trustees is a Board quorum to conduct business. The express approval of a majority of those present is necessary for any Board decision. Written minutes of Board meetings are required and must be kept as prescribed by the Board rules.*

6.07 *Board decisions must be made by motions. Motions may be used to approve written documents or delegate authority to take described actions. Motions may be made to adopt written resolutions that must be consistent with Bylaws. Motions may be made to adopt written rules that must be consistent with resolutions. Other Board decisions must be consistent with resolutions and rules. No Board decisions may be made in executive sessions.*

A. The Board must adopt *policies by resolutions. The Board must adopt the resolutions required by these Bylaws. The Board may make other decisions by adoption of resolutions. Adoption of resolutions generally requires Board approval at two meetings. A resolution may be adopted at one meeting by the unanimous approval of those present. The Board may not delegate its authority to adopt resolutions.*

B. *The Board must adopt rules to govern its meetings and Fellowship meetings.*

C. The Board normally *exercises its authority to adopt rules and approve motions at one meeting. The Board may by resolutions delegate to committees its authority to adopt rules. The Board may delegate by motion authority to take other actions to committees or active members. The Board retains ultimate authority over all delegated matters.*

6.08 *The Board must expend funds only as authorized by Fellowship budgets. The Board may make specific commitments for three years or longer of \$1,000 or more only with approval at a Fellowship meeting.*

6.09 *If vacancies occur on the Board between annual Fellowship meetings, the president will make interim appointments. If the office of president becomes vacant, the vice president becomes acting president for the remainder that term. At the next Fellowship meeting, another at large trustee will be elected to fill the immediate past president position*

6.10 *The Board may remove a trustee from office if the trustee fails to attend three consecutive regular Board meetings. Board rules must include standards of conduct for trustees and a process for discipline and removal for violation of such standards.*

ARTICLE VII - ADMINISTRATION

7.01 *The Board is responsible for the overall administration of the Fellowship. This includes the authority to appoint, supervise and remove Fellowship employees and agents. The Board may delegate any administrative responsibilities it deems appropriate.*

7.02 *The Board will oversee the administration and enforcement of these Bylaws, Fellowship resolutions, and Board policies, rules and decisions. The Board and the Treasurer will administer Fellowship budgets.*

ARTICLE VIII – BOARD COMMITTEES

8.01 *The Board must establish by resolution and appoint the following committees: Finance Committee, Stewardship Committee, Personnel Committee, Membership Committee and Leadership Development Committee. These committees report to the Board.*

8.02 *In consultation with the Minister, the Board will establish and appoint a Shared Ministries Committee (SMC). The SMC will have five active members who are not Board members. The Board will appoint the committee chair in consultation with the Minister. The other SMC members will be appointed by the Board in consultation with the Minister and the chair. Members will serve staggered terms of no more than three years.*

8.03 *The SMC will support the Fellowship mission, ministries and communications within the Fellowship.*

8.04 *The Board may establish by resolution and appoint other committees as it deems necessary to assist it with its responsibilities. These committees will report to the Board and may include a Search Committee for hiring a minister. The Board will by resolution adopt policies that govern the structure and operation of its committees.*

ARTICLE IX – FELLOWSHIP COMMITTEES

9.01 *The Board will by resolution adopt policies that govern the establishment, authority and operation of Fellowship committees. These committees implement Fellowship ministries. In consultation with the Minister, the Board will approve or delegate authority to approve a charge for each Fellowship committee and determine its structure.*

ARTICLE X – MINISTER

10.01 A Minister may be hired as a full time *settled/permanent* Minister (*Minister*). To hire a Minister the Board must appoint a Search Committee representative of the Fellowship. *The Search Committee will study the UUA ministerial search process and adapt that process to the needs of the Fellowship.* The Search Committee will recommend one *final* candidate to visit the Fellowship for interviews and to conduct a service.

10.02 A Fellowship meeting must be held to vote to hire or dismiss a *settled/permanent* Minister. At least 90 percent of the active members *participating* must vote to approve the invitation to the candidate to accept the position. A simple majority of the active members *participating* must vote to dismiss the Minister.

10.03 *The Board may hire and dismiss non-settled/non-permanent, specific duration or part time ministers.*

10.04. *Selection of any minister will be made without regard to race, color, gender, age, disability, sexual orientation or national origin.*

10.05 On behalf of the Fellowship, the Board will enter a written contract with each minister for the provision of spiritual *and other* leadership. Such contracts will state the terms of the ministerial relationship with the Fellowship, and will be consistent with these Bylaws and policies.

10.06 The Minister will make activity reports and recommendations to the Board about the needs of the Fellowship. The Minister will attend Board meetings and take part in Board discussions, except for executive sessions designated by the Board.

ARTICLE XI - FISCAL AFFAIRS

11.01 The Fellowship fiscal year begins July 1 and ends June 30. The Board must annually present a comprehensive operating budget for approval by the Fellowship prior to the start of the fiscal year.

11.02 The Treasurer must make quarterly budget reports to the Board, monthly cash-flow reports, and other reports requested by the Board. These reports may be reviewed by persons designated by the Board.

11.03 All Fellowship funds must be deposited in financial institutions in the name of the Unitarian Universalist Fellowship of Central Oregon. Withdrawals may be made only by checks or similar orders. The Treasurer and at least one other person, designated by the Board, must be authorized to sign checks for withdrawals. *The Board must adopt a financial policy governing withdrawals in general and withdrawals exceeding adopted budget line items.*

11.04 No Trustee, active member, Minister or other person may commit the Fellowship resources for unbudgeted items, in any amount, without the approval of the Board. *The Board must adopt a financial policy governing unbudgeted expenditures.*

ARTICLE XII – ENDOWMENT FUND AND ENDOWMENT COMMITTEE

12.01 There is an Endowment Fund and a governing Endowment Committee to enhance and support an enriched program for the Fellowship. The purpose of the Endowment is to secure, strengthen, and extend the long term well-being of the Fellowship by providing a formal, secure destination for gifts and bequests.

12.02 The operation and policies of the Endowment Fund are stated in the Governing Instrument. The Governing Instrument and amendments must be approved by the Endowment Committee and the Board. *The number and terms of the Endowment Committee members will be determined by the Governing Instrument.*

12.03 The Endowment Fund must be accounted for separately from other Fellowship funds. With respect to income and principal, the restricted and unrestricted accounts within the Endowment Fund are subject to the requirements of the Governing Instrument in place at the time of the transaction.

ARTICLE XIII - DELEGATES TO THE UUA AND PNWD

13.01 The Board will appoint active members to serve as delegates and alternates to UUA and Pacific Northwest District meetings. Actions taken by delegates are not binding on the Fellowship unless the actions are ratified by the Board.

ARTICLE XIV – BYLAW AMENDMENTS AND FELLOWSHIP RESOLUTIONS

14.01 Amendments to these Bylaws *and Fellowship resolutions* may be proposed by the Board *for consideration at either an annual or special Fellowship meetings.* *Bylaws and Fellowship resolutions proposed by petition to the Board must be signed by at least 10 percent of the active members.* *Petition proposals will be considered only at annual Fellowship meetings.*

14.02 *Bylaw amendments and Fellowship resolutions proposed by petition must be submitted to the Board for review. If a petition is submitted to the Board at least 30 days before an annual Fellowship meeting, the Board will place the proposal on that meeting agenda. After review by the Board, a proposal may be withdrawn by the petitioners and not presented at the annual meeting. If the Board determines it needs to consult with legal counsel about a proposal, it is not required to present the proposal at the next annual meeting.*

14.03 Notice of proposed Bylaw amendments *and Fellowship resolutions* must be mailed or emailed to all active members at least two weeks prior to a Fellowship annual or a special meeting. The Bylaws may be amended *and Fellowship resolutions adopted* by two-thirds vote of the active members present at a Fellowship meeting.