

BYLAWS PROPOSED BY BYLAWS TASK FORCE  
With Collected Comments and Task Force Responses  
UPDATED BY BYLAWS TASK FORCE 8/13/2016

UNITARIAN UNIVERSALIST FELLOWSHIP OF CENTRAL OREGON

ARTICLE I - NAME AND AFFILIATION

Please note that only the latest draft bylaw articles are given here. The associated comments may refer to previous versions of the article, which have sometimes been revised in response to the comments.

**Introductory Notes:** Bob Barber requested that a glossary of terms, including order of hierarchy & importance, be made available as a preface to the Bylaws.

Done—may need additions

John Rhetts (JR) I found myself thinking, "maybe it's just me who is confused", and "perhaps this can be clarified and defined by 'policies' that get written and adopted". I certainly accept the point that we would want the By-Laws to be shorter, more general, and less often needing change! And yet, too much [however much that is in fact] indeterminateness can lead to genuine confusion and even mischief, so it would be nice if the By-Laws could be as clear as possible without getting too long or too specific.

This seems to be a general call for making things more explicit and leaving less to be determined in policies made by the Board. At a minimum, the bylaws need to establish a legal structure and authority to act. The Board may want to consider whether more detail should be provided in the bylaws or left, as the Task Force suggests, to policies.

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*.

**Mark Notes 6/5 Article 1.01:** Lyn Mattei requested that we make mention of US law and Federal 501c3 status in this clause of incorporation.

Adjustment: omit the word "Oregon" so we call for compliance with all applicable 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, age, or national origin.

*Greg Byrne (GB) 3.01 Suggest ending the sentence at "all persons".*

*We think this is a standard list of protected categories within the UU denomination.*

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.

Mark Notes 6/12 Article 4.02: Chela Sloper found the sentence a bit confusing, suggested that if the word "must" was underlined for emphasis, the sentence would be easier to understand

It is a good suggestion, but we have chosen not to indicate emphasized words in the text.

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.

Mark Notes 6/12 Article 4.03: It was suggested that the meeting notices should contain any information that might be voted on, and wondered if "bylaws or fellowship resolutions" were the only topics that might be voted on

Agree. Now "agenda" has been added to the information to be provided. Yes, those two items are what is permitted for special meetings, but together are very general and do not limit the decisions that can be made.

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

Mark Notes 6/5 Article 4.04: Leslie Koc and others pointed out issues with wording, and request that this read something like "People who have been members for at least 30 days.."

Agreed. Rewritten with "persons".

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.

Mark Notes 6/5 Article 4.06: Mark Hickman noticed that the wording at the end of sentence one "... at each meeting" seems to conflict with sentence two of this clause. Perhaps the word "at" could be changed to the word "for" or "at or before."

Agreed. Rewritten for clarity and simplicity.

Mark Notes 6/12 Article 4.06: John Horwich stated that he believes rules for types of voting (proxy, absentee, email, etc) should be stated in bylaws, not in

separate policies or rules, so as to prevent "shenanigans," or the appearance of such, in last second changes to the voting rules and requirements

The absentee voting provisions were intended to be used rarely, hence the provision for Board specification each time. The Board may want to clarify whether they want absentee voting to become more routine.

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.

Mark Notes 6/5 Article 5.01: Lyn Mattei wants our bylaws, policies and rules to result in a nomination process for board members that is no longer just board presidents nominating future board members. Concern was noted, with some discussion of the issues if the fellowship is presented with a slate containing multiple nominees per position, but general agreement that the future nominating group will no longer be the board presidents.

The self-perpetuation issue is resolved by involving the LDC. The suggestion of multiple nominees is the subject of a further comment reconsidering the suggestion.

Mark Notes 6/5 5.01 Since there's a deadline for the Board to get nominations to the congregation, shouldn't there be a deadline for the LDC to get them to the Board. Say, six weeks before annual meetings. In that way, the Board would have time for discussion in the event there's disagreement.

Agreed, but this is an appropriate subject for a Board policy.

Mark 6/12 Article 5.01: A fair amount of open discussion on nominations team, with Michael Carr saying that he recalls a CEO "stacking the deck" when choosing board nominees, and feeling that we will be better off with the new process of separate team for nominations

This bylaw does separate the nominations process from the Board. Possibly the Minister should be excluded from the LDC (as many congregational bylaws do) to avoid the CEO stacking issue?

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.

CH Re proposed Article 5, it may not be desirable to allow a competitive slate of officers to be proposed, a slate that differs from the recommendations that come from our official nominating body. Hotchkiss suggests the time for congregation input is sooner, when it is decided what talents and passions are needed to replace Board members whose terms are ending, and that allowing competing slates leads to a guaranteed group of dedicated members with hurt feelings.

We agree that the bylaws should not mandate competing slates of nominees.

## 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.

Mark Notes 6/5 Article 6.01: Mark Hickman asked the bylaws committee if having a definite number of trustees (seven) would create a lack of authority to act if a member left or was deceased. The answer is that the board still has authority to act, and also has authority to vote in a replacement member. It was suggest that this ability to vote in a replacement member (article 6.09) be referenced at the end of this clause, so as to not create confusion or doubt about conflict between these clauses.

June BoardMeeting The Board tentatively agreed to the specification of 7 Trustees in 6.01.

Mark Notes 6/12 Article 6.01: John Horwich mentioned the need for language around staggered terms, and also asked us to consider if we wanted to add a "term limit."

Term limits are seen as unnecessarily rigid, since renewed terms have not been experienced as a problem in recent history. See below for staggered terms.

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.

Mark6/5 Article 6.02: Lyn asked that this clause include mention of the staggered terms of the three roles (VP, Pres, Past-Pres).

The Presidential line is automatically staggered. The word "staggered" has been added to the last sentence in 6.02.

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.*

Mark6/5 Article 6.03: Bob Barber and Leslie Koc discussed a need to have clear rules for entering and exiting executive session, who can or cannot attend, and what may or may not happen in these sessions.

See added language in Article 6.07 forbidding making any decisions in executive sessions. We think it is understood that "executive session" means the Board only, plus any persons invited by the Board. Further specification of reasons for holding such sessions and how they flow from the regular meeting should be provided by Board policies or rules.

GB 6.03 I agree that there should be specific reasons that justify executive sessions. Too often, groups will enter into executive session to avoid embarrassment or controversy. Really bad idea, and corrosive to transparency. Government is normally limited to legal issues, personnel matters, and property discussions.

Detailed reasons for executive sessions should be provided in the Board rules. Neither the Bylaws Task Force nor Hotchkiss and other recommended authors believe that the work of the Board should be limited to these three items.

Mark Notes 6/12 Article 6.03: Chela said that meetings "open to members" are different than completely "open meetings." She asks that we be clear about intentions before making public statement about our meeting attendance policies. The Task Force agrees as to Board announcements of meetings, but believes that the bylaws language is clear.

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.*

Note new language saying written minutes are required.

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.*

GB 6.07 Is there a hierarchy of Rules vs. Resolutions? Do those adopted by previous Boards bind subsequent Boards? If so, there needs to be some way to codify them and have them readily available and searchable.

CH I do not fully understand the envisioned scope of Fellowship resolutions, as opposed to Board resolutions. I find reference to Fellowship resolutions in these sections of the current proposed bylaws: 4.02, 4.03, 6.05, 6.07 (though it only addresses "resolutions" generally), 7.02, 14.01 and 14.02. These Fellowship resolutions are supposed to be consistent with other bylaws, and are supposed to be enforced by the Board, yet would not come through the Board. If we need a way for the Fellowship to revolt against its Board, wouldn't it be better to provide ways in the bylaws to remove Board members for malfeasance (or whatever reasons are deemed appropriate cause for removal) rather than have the bylaws create a competing type of governance by Fellowship resolution?

How is a Fellowship policy envisioned to be different from a Board policy? Again, this seems to envision the Fellowship competing with its elected Board for the right to govern. I understand that the Fellowship gets to vote to hire or fire a settled minister, elect Board members, approve the budget and approve or amend bylaws, but those are simple up/down votes. Giving the Fellowship the right to make its own policies and enact its own resolutions seems like it could lead to governance chaos.

JR a) The term "Resolutions" seems to be an important one, and it seems from what I can tell in the Glossary and the body of the By-Laws, to be confusing as there are several actual and possible actions that would constitute one of these.

b) Similarly, "motion" seems to be used to refer both to what is done to lead to a decision and to the decision itself

c) And then there are several types of decisions, including "principles", "rules", and "resolutions", each of which has a different source, authorizing body(-ies), authority and scope. I know I am not yet fully clear on the distinctions among these.

JH I wonder if the concepts of policies, resolutions and rules doesn't add unnecessary confusion. Others have raised this concern as well. I understand the desire to distinguish these different actions, but I would like us to consider simplifying our approach.

This article has been rewritten for clarity. The Task Force saw the 3 levels as a generalization of the Board's current rule that policies must be considered twice at separate meetings. This system requires a level of formality for policies and rules, which can be expected to be in force for some time after adoption. It permits the Board to decide on the appropriate level of formality for other actions they may consider.

Note again new language forbidding decision making 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.*

Mar Notes k6/12 Article 6.07: John Rhetts suggested that points A and B should be reversed, due to the hierarchy of the terms in decreasing importance.

A. and B. are reversed and clarifying language added.

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.*

GB 6.07(C) *Appears to be too broad too me. And again, if committees can act in the name of the Board, those actions need to be carefully codified. May not the Board vacate or modify rules adopted by committees?*

Committees will be delegated rule-making authority in specific cases which will be specified by the Board when it delegates. The Board should indeed be careful in making these delegations. In general, the Board may, if it is deemed necessary,

rescind its rule-making delegation and/or vacate or modify the resulting rules. The last sentence in C. was added in response to this comment.

6.08 *The Board must only expend funds 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.*

Mark6/12 Article 6.08: John Horwich wondered if the long-term commitments number applied to unbudgeted items only?

No, it applies to all commitments of 3 years or longer.

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 6.10: Mark Hickman repeated Aaron's comment from one of the forums, where he noted that there is no way to remove a trustee due to misconduct or loss of trust by the fellowship. He asked that a clause be added to describe how a trustee might be removed other than due to meeting absences.

GB 6.10 Should the Board or congregation have the ability to remove a member for cause? If so, by what vote? Let's say I pocket the community offering; how about a 2/3 vote to oust me?

Note new language on standards of conduct and removal. A Fellowship Meeting does have the ability to remove a Board member by resolution.

## 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.*

Article 7.01: Bob Barber asked that we be very clear and careful about whether or not the authority to hire and fire can be fully designated to a minister. Who will be sued in a wrongful termination lawsuit? Lyn added the thought that contracts with people where it is not an "at will" employment should also be considered in the wording of this clause.

The Board is ultimately responsible and must consider delegation carefully. Delegation of staff supervision, for instance, could be tempered with a requirement of Board approval of major actions, appropriately defined.

Rev. Antonia raised general questions about 7.01, giving the Board the (delegable) responsibility for administration. She did not advocate a specific wording, but said that policy governance might imply a more specific role for the minister in administration. She noted that the Governance Task Force is expecting to utilize a consultant for its thinking about governance and suggested that the Bylaws Task Force might make use of the same consultant as a way of integrating the experience of other congregations. Greg Byrne (incoming Board) noted an analogy with the choice made for municipalities between a city manager and a strong mayor.

GB 7.01 As I mentioned last meeting, I think there should be some clarity in the bylaws about the scope of responsibilities of the minister. By adopting the bylaws, the board is setting policy. One of those policy decisions concerns the powers of the minister. Leaving it unsaid in the bylaws, and hoping to deal with it thru resolutions, runs the risk of continuing the confusion and lack of clarity about minister's role. My preference would be for the minister to supervise the staff, and for the Board to supervise the minister. Otherwise, there's an open invitation for the Board to meddle in the day-to-day operations of the church, and confuse policy with personnel matters.

The Board does not currently operate in a full policy governance mode. A sudden switch to a strong form of policy governance, for instance by specifying a detailed structure in new bylaws does not seem wise. These bylaws are structured to permit a move toward and into policy governance organically as new policies are made by the Board from time to time.

Mark Notes 6/12 Article 7.01: Some discussion about whether or not "rules" could actually delegate such an important authority.

It is common in governance documents for UU congregations for the governance policies adopted by the Board to delegate responsibility for the staff to the Minister. They may also delegate responsibility for aspects of program development and administration to the Minister. Important delegations like this would normally be done by resolution and considered to be policies.

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

JR I wonder if it might be useful to use different terms for 'standing' groups authorized by the Board [i.e., "committees"] and a different term [whether "teams" as in Hotchkiss, or some other] to refer to groups of staff &/or members organized to accomplish program goals and administrative needs. This question stems from my understanding that there are major differences in permanence, reporting/accountability, and authority between the two, and it seems [to me] confusing to use the same term for both.

This is a matter of choice of terms. The TF made an effort to provide clear language. UUF<sup>CO</sup> has always referred to both groups as "committees" and adopting new language from Hotchkiss or elsewhere will be confusing to those accustomed to the current usage.

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.*

GB 8.01 The word "must" seems misplaced to me. If these committees are named in the bylaws, what is the need for the Board to establish them?

Mark6/12 Article 8.01: John Horwich suggested a brief description of purpose if we are going to name specific committees in the bylaws. Michael Carr suggested that perhaps the facilities committee is as "fundamental" as the other named committees.

The committees named here are those mentioned elsewhere in the bylaws. The broad purposes are felt to be indicated by the names. Further specification of the operation of each committee may be provided by Board policies.

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.*

Article 8.02: Marean Jordan and Annis Henson expressed concern about having SMC described as a "board committee" when they are supposed to have a "360

degree view," without particular allegiance to either the board or the minister. It was agreed that aligned governance models and agreements on autonomy of certain groups was needed to supplement the bylaws.

GB 8.02 The whole discussion of the SMC struck me as pretty squishy. After reading the bylaws, the attachments, and listening carefully to what people said, I still don't know the function of this group or how it is to relate to the Board and the minister. Appears to me to be fraught with opportunity for mischief, confusion, and misunderstanding. The description of the LDC, in using the words "shared ministry" adds to the risk. There seemed to me to be some unspoken subtext about a watchdog function. If so, yikes!

CH Article 8.02 and the Shared Ministries Committee is not crystal clear whether it reports to the Board or floats free as an independent body, like the Endowment Committee. Some churches do the SMC that way. I think the bylaws should be clear one way or the other.

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

The Bylaws Task Force recently met with the Shared Ministries Committee. The two groups jointly recommended this language for the purpose. A lot of reliance is put on the word "support" in this sentence. It indicates that SMC is charged with helping "mission, ministries, and communications" work well together within the Fellowship. The SMC may do this in many ways and we did not feel that the bylaws should try to spell them out. It will, however, work by making assessments and recommendations to governance and programmatic bodies, and not by more direct actions.

We have looked at many bylaws and policies concerning the SMC in other UU congregations. Most are longer and many are more prescriptive, but we do not feel that they bring better clarity to a function that is supposed to be reflective and very general.

Both the Bylaws TF and the SMC felt it was important to mandate a group with these broad functions in the bylaws, so that there is a mechanism for this process of reflection and assessment about how our institutions are functioning.

The SMC is established in the "Board Committees" section of the bylaws and ultimately reports to the Board. Unlike other Board committees, though, the Board is required to work with the Minister in setting up the SMC, so that SMC has a relationship to both Board and Minister.

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.*

CH. Fellowship committees--which I think would be considered "teams" if we adopt governance by policy under Hotchkiss--under proposed Article 9 explicitly do not report to the Board but there is no mention of who they report to, I assume because we are not sure at this point what governance we will want over those committees. So I suggest changing Article 9 to state In its entirety (not quite the same as proposed in my 6/7 email discussed below):

The Board will by resolution adopt policies that govern the establishment, authority and operation of Fellowship committees. These committees implement Fellowship ministries.

This would essentially punt for now and give us the right to determine by Board resolution and policy at a later time how the Fellowship committees will be governed.

In response, we have combined the former 9.01 and 9.02 and included the language suggested above.

#### ARTICLE X – MINISTER

JH I also think the bylaws need to address the role of the minister more directly and completely. I do not believe this critical issue of relationship should be left entirely to the Board to address, nor should it be deferred to negotiation between the Board and a particular minister/ministerial candidate. This is too important,

too foundational, to be deferred. And, I believe, it is a matter to be voted on and considered by the congregation as a whole.

By way of example, I am attaching a link to the White Bear UU Church bylaws. I think there is much commendable in these bylaws (including their organization, use of sub-headings making the document easy to navigate, as well as many good substantive provisions [including regarding fellowship committees]), including addressing the minister's role in Article X. I am sure there are many other good examples of such provisions in other UU church bylaws.

White Bear Bylaws: <http://whitebearunitarian.org/wp-content/uploads/2016/05/wbuuc-bylaws.pdf>

We have reviewed many UU bylaws relating to the authority of ministers. Examples from other congregations vary widely. Many provisions are similar to the one in this draft and do not specify in the bylaws administrative responsibility for the minister. There are examples that do specify specific responsibility, typically giving the minister broad but general responsibility, with details left to policy made by the Board. Bylaws that specify strong administrative responsibility for ministers tend to be from larger churches, such as Portland First (>1000 members) and White Bear (760 members), whereas bylaws from churches comparable to our size (e.g., Eugene and Vancouver, WA) leave specification of administrative roles for the minister to policy made by the Board. The UUA web page giving suggestions and examples for bylaws about ministers includes only general provisions and no example of one that confers significant administrative authority. Many refer to responsibilities being specified in a contract with the Board.

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.

CH . I think that Article 10.02, giving the Fellowship the right to vote to dismiss a settled Minister, needs a policy in place before we hire a settled Minister specifying what information will be given to the Fellowship to inform any vote to dismiss. Being overly candid where there are any Minister performance issues

invites legal problems but it does not seem right, either, to let the Fellowship vote based for most members only on what they think of the Minister's sermons. This seems very difficult to spell out in advance, even while acknowledging the point made here. If a majority of a Fellowship meeting wishes to dismiss the Minister, surely it is time for that person to depart.

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.

*Board Meeting: Rev. Antonia also thought the Minister should be identified as an ex-officio member of the Board, instead of "...will attend Board meetings and take part in Board discussions..." in 10.06*

*GB 10.06 I'm torn about the designation of the minister as "ex officio" member of the Board, vs. attending the board. In part, this harkens back to 7.01. With clearly defined strong powers of a settled minister, perhaps he/she should be ex officio, and non-voting, to enhance the gravitas of the minister's presentations to the board. Still, the Board holds the decision reins.*

*Mark Notes 6/12 Article 10.06: Some discussion about whether a minister "attends" board meetings, or is a non-voting ex officio member*

The difference in language does not seem highly significant. Arguably "attend Board meetings and take part in Board discussions" is a reasonable definition of *ex-officio* membership.

## 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.*

**GB 12.02 The bylaws are silent about appointment of EC members. Is that specified in the Governing Instrument?**

**Yes, it is specified in 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.

Mark Notes 6/5 Article 14.02: Leslie Koc commented that the wording of the last two sentences, and especially the last sentence, seemed confusing and perhaps contradictory to the opening sentence. She requested thinking further about how to word this section.

New language has been put in with strong emphasis on "annual Fellowship meetings".

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 regular 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.