

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 work and activities of the Fellowship may become members. All persons, regardless of race, color, sexual orientation, gender identity, disability, citizenship status or national origin, are welcome.

3.02 The process of becoming a member shall be set forth by the Membership Committee and approved by the Board and the Minister, and any person seeking membership shall be required to follow that approved process.

3.03 Membership entails a covenantal relationship with the Fellowship and a commitment to support its work and activities. Financial support from members is vital for the ongoing success of the Fellowship, and as part of their commitment, all members are asked to make a financial contribution of whatever amount they are able.

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

3.05 Individuals may be removed from membership when they die or notify the Fellowship of their resignation, or by action of the Board in accordance with the UUFCO Disruptive Behavior

Policy. The Membership Committee may also set forth additional criteria for continuing or terminating membership, with approval from the Board.

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 to be considered. Notices must be mailed or emailed to each active member at least two weeks before the meetings.

4.04 Persons 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 Rules and procedures adopted by Board resolution govern Fellowship meetings.

ARTICLE V– NOMINATIONS

5.01 Nominations for all “elected officers” are made by the Leadership Development Committee. This committee presents to the board nominees for consideration at the next Fellowship annual or semi-annual meeting. Nominees must be active members of the Fellowship. Leadership Development Committee Members are not eligible to be nominated for other “elected officer” positions.

5.02 The Leadership Development Committee must give notice of the list of nominees for “elected officers” to all active members at least two weeks before annual or semi-annual

meetings. Additional nominations may be made at annual meetings by active members. Candidates for each position receiving the most votes are elected.

5.03 “Elected officers” are defined as those people who are elected by a vote of members. All Board Members are elected officers, as well as those Endowment Committee Members and LDC Members that are specified in their governing documents as being elected officers.

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.

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 Board rules.

6.07 Board decisions must be made by motions. The Board must adopt written rules to govern its meetings and procedures. No Board decisions may be made in executive sessions.

6.08 Resolutions are the exercise of the highest authority granted the Board. Resolutions must be in writing and in the form prescribed by Board rules. Adoption of resolutions generally requires Board approval at two meetings. A resolution may be adopted at one meeting with the unanimous approval of the trustees present. The Board may not delegate its authority to adopt resolutions. All resolutions must be consistent with the Bylaws.

6.09 The Board must adopt policies by resolutions. Board resolutions required elsewhere in these Bylaws must be adopted within six months of approval of these Bylaws by the Fellowship. The Board must adopt the rules required by sections 4.08 and 6.07, by resolutions.

6.10 The Board generally exercises its authority to adopt rules and make other decisions at one meeting. The Board may delegate to committees its authority to adopt rules and must do so by resolutions. All rules must be consistent with resolutions. The Board may delegate authority to take other actions to committees or active members. The Board retains ultimate authority over all delegated matters.

6.11 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.

6.12 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 annual meeting, another at large trustee will be elected to fill the immediate past president position

6.13 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, 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, and Personnel Committee. These committees report to the Board.

8.02 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 UUFCO 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 There is a Leadership Development Committee to identify resources that will nurture and grow the long-term health and vitality of our volunteers who take on all levels of

responsibility in order to fulfill our mission as a congregation and to propose all nominations for “elected officers”.

13.02 The operation and policies of the Leadership Development Committee are stated in the Governing Instrument, which shall be an official Policy of the Board. This Governing Instrument (Policy) shall supersede the establishment and appointment language in the resolution 2017-02 which has previously authorized this committee. The Governing Instrument and amendments must be approved by both the Leadership Development Committee and the Board. The number and terms of the Leadership Development Committee members and which positions are “elected officers” will be determined by the Governing Instrument.

ARTICLE XIV – BYLAW AMENDMENTS AND BOARD MEMBERSHIP

14.01 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.

14.02 Bylaw amendments and Board trustee removal 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 Fellowship meeting.

14.03 Notice of proposed Bylaw amendments and Board trustee removal 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 Board trustee removal adopted by two-thirds vote of the active members participating at the Fellowship meeting.

ARTICLE XV – BYLAW AMENDMENTS AND ELECTED OFFICER REMOVAL

15.01 Amendments to these Bylaws and elected officer removal may be proposed by the Board for consideration at either annual or special Fellowship meetings. Bylaws and elected officer removal proposed by petition to the Board must be signed by at least 10 percent of the then active members of the congregation.

15.02 Bylaw amendments and elected officer removal 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 shall add the proposal on that meeting agenda. After review by the Board, a proposal may be withdrawn by the petitioners and not presented at the Fellowship meeting.

15.03 Notice of proposed Bylaw amendments and elected officer removal 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 elected officer removal adopted by two-thirds vote of the active members participating and voting at the Fellowship.

APPROVED BY THE UNITARIAN UNIVERSALIST FELLOWSHIP OF CENTRAL OREGON AT A SPECIAL MEETING ON JANUARY 24, 2021.

On File

Mark Steinberg, President

On File

Ella Chatterjee, Secretary