

Bylaws of the Unitarian Universalist Fellowship of Benton County, Arkansas

Proposed August 2014 as Revised June 1, 2015

Name

The name of this religious society shall be The Unitarian Universalist Fellowship of Benton County

Purpose

The purpose of this Fellowship is to be a vibrant, spiritual community for Benton County, free of dogma and guided by love, reason, and conscience. Our intention is to be a Fellowship that seeks knowledge, expresses care, provides service, and builds community.

Congregational Membership in the UUA

This Fellowship shall be a member of the Unitarian Universalist Association.

Nondiscrimination Clause

This Fellowship adheres to the following statement made by the UUA: “The Association declares and affirms its special responsibility, and that of its member congregations and organizations, to promote the full participation of persons in all of its and their activities and in the full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.”

Membership

Membership in this Fellowship is defined as follows:

1. Voting Member
 - a. Attends greater than 25% of Sunday meetings
 - b. Makes and pays an annual pledge

- c. Attends recommended educational sessions on Unitarian Universalism
 - d. Is 18 years of age or older
2. Member
 - a. Makes and pays an annual pledge
 - b. Attends recommended educational sessions on Unitarian Universalism
3. Friend
 - a. All others who want to be officially affiliated with UUBC
4. Attendance and pledge payment determined on an annual basis
 5. Membership status will be adjusted annually depending on attendance and pledge payment the previous calendar year

An individual's eligibility to be a member or a voting member is determined by the Governing Board of the Fellowship, and the Board will approve or disapprove all new members.

Removal of Membership

A member's name shall be removed from the Membership Roll in case of: (1) the member's death; (2) written request by the member (emailed or mailed) to the secretary of the Governing Board; (3) a period of inactivity over one year, pending review by the Board; or (4) removal by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the Congregation.

Congregational Meetings

Regular meetings of the Fellowship shall be held during the months of May, October, and January at a time and place designated by the Governing Board. The Board may vote to omit the October meeting. The meeting held in May shall be for the purpose of adopting an annual budget for the fiscal year, commencing July 1st, and other business that may be properly brought before the membership. The meeting held in January shall be for the purpose of electing board members who will take office February 1st, to receive reports from Board members, and other business

that may be properly brought before the membership. The meeting held in the month of October shall be to transact any business that may be properly brought before the membership.

Special Congregational Meetings

Special Congregational Meetings may be called by the Board or by the receipt of a written petition requesting such a meeting signed by at least fifteen percent (15%) of all voting members. The Secretary of the Board shall call such a meeting. A call for a Special Congregational Meeting, either by the Board or by petition, shall state the purpose of the meeting. No other business may be transacted at such a meeting.

Method of Notification of Congregational Meetings

All Voting Members shall be notified of annual and special business meetings of the Fellowship at least fourteen (14) days prior to the meeting. (Notifications will be by email unless member has asked for mailed communications.)

Quorum for Congregational Meetings

A quorum of the Congregation for the purposes of voting shall be constituted of thirty percent (30%) of the Members eligible to vote in person or by absentee ballot.

Voting at Congregational Meetings

All voting and elections shall be determined by a simple majority of the people present and voting or represented by absentee ballot, except as otherwise noted in these bylaws; and except when more than one Board or Committee position is being filled, when a plurality of the people present and voting or represented by absentee ballot shall determine the election. Election of a new minister shall be at a congregational meeting called for that purpose. Election of a new minister shall be by a three-fourths (3/4) vote of those voting members present and voting or represented by absentee ballot. Dismissal of a minister shall be at a special congregation meeting called for that purpose. Dismissal shall be by a majority vote of voting members present and voting.

Absentee Voting for Congregational Meetings

Absentee ballots shall be on such form as may be stipulated by the Governing Board and shall be processed for consideration in such manner as may be prescribed by the Board. If the Board decides absentee ballots are not to be allowed for a given meeting, such decision must be included in the notice of meeting.

Committee of the Whole Fellowship

Authority with respect to the governance of the Fellowship and the conduct of the Fellowship's business and administration of its affairs shall be vested in the voting membership of the congregation (the Committee of the Whole) subject to the provisions of law, any limitations imposed in the Articles of Incorporation, or these By-laws, and as may be amplified in the organization's Policy and Procedures Manual.

A Committee of the Whole quorum shall consist of at least thirty-five (35) percent of the voting membership. Voting members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting provided that any action taken after the loss of a quorum is approved by at least a majority of the members required to constitute said quorum.

The Committee of the Whole shall retain and not delegate to any congregational committee the authority and responsibility to (1) ordain a minister, (2) call a minister to serve the congregation, (3) dismiss a minister, (4) approve contracts and other matters related to the purchase, sale, or mortgage of real property, (5) adopt the congregation's operating budget, and (6) ratification or amendment of the Articles of these By-laws.

Composition of the Governing Board and Election Provision

The Governing Board shall consist of six (6) to twelve(12) members, except as provided below. (It is anticipated that the Board will grow as the congregation grows.) Each Board Member shall be a voting member of the Fellowship and shall serve for a term of three (3) years. At every annual meeting voting members shall elect two (2) to four (4) Board Members and vote on any vacancies that have been filled by the Board since the last annual meeting. A new Board Member shall take office upon the election of that Board Member and shall continue until the term expires, the Board Member resigns, or the Board Member is removed.

Governing Board Membership Term Length and Term Limits

Elected Board members may serve for no more than six (6) years. After serving for six(6) years a member must be off the board for one year before serving again.

Responsibilities of the Governing Board

The Governing Board shall be responsible for the finances, administration, property, and business affairs of the Fellowship. The Board shall supervise all Fellowship programs. Any decision, action, or omission of the Board may be appealed at an Annual Meeting, or at a Congregational Meeting called for that purpose. At each annual business meeting, the Board shall submit an operating budget for the coming fiscal year. The Board's specific duties and obligations include:

- (a) to hold monthly Board meetings at such time and place as the Board shall designate;
- (b) to appoint the Committee Chairpersons;
- (c) to hold special Board meetings when requested to do so by the President, the Minister, or three (3) members of the Board. Due notice of special Board meetings, stating the date, time, place, and purpose of the meeting shall be given to each Board member. No business except that stated in the notice shall be acted upon, but other matters may be discussed;
- (d) to give notice to the Congregation at least seven (7) days in advance of special Board meetings, except when the Board, or Minister determines the existence of an emergency which allows insufficient time for prior notice as described herein. Whenever a special Board meeting is held without prior notice to the congregation, the Board shall report to the Congregation the business transacted at such meeting; (Reports will be by email unless member has asked for mailed communications.)
- (e) to make available minutes of each Board meeting, or a summary of all business transacted at the Board meeting;

(f) to set Personnel policies and procedures for appointing/dismissing employees of the fellowship, salary structure as well as determining employee review procedures.

(g) to establish budgets for Congregational approval, monitor those budgets, and see that Fellowship expenditures are within those budgets; Once a budget is approved, the Board may authorize and expend the funds as budgeted. The Board may reallocate funds, as long as the reallocation does not exceed ten percent (10%) of the approved budget.

(h) to appoint the Director of the Annual Canvass;

(i) to ensure recruitment of volunteers to staff Standing Committees and to fill unelected positions needed to carry out Fellowship programs or administration;

(j) to conduct or supervise and approve all polls of the Congregation;

(k) to authorize expenditures exceeding its budget to the extent of not more than three percent (3%) of the total annual budget, as periodically adjusted in light of actual income. Any expenditure in excess of this limitation shall be approved by a majority of those Voting Members present and voting at a Congregational Meeting with such expenditure in its call;

(l) to establish Standing Rules for conducting its own business and approve Standing Rules for each of the Fellowship Committees.

Governing Board Meetings Frequency and Notice

The Governing Board shall meet monthly on such dates and places as the Board shall from time to time fix. The July and/or August meetings may be canceled at Board Option. Special meetings of the Board may be called by the President or by any two (2) members of the Board with twenty-four (24) hours' notice to each member of the Board and to the Minister. The latter time restriction may be waived by no less than eight (8) Board members, all of whom are present at the Special Meeting when waived.

Board Meeting Quorum

A quorum at a meeting of the Governing Board shall consist of a simple majority.

Governing Board Decision Making and Voting

Decisions of the Governing Board shall be made by consensus of all members present at a meeting. The Fellowship is committed to operating by consensus. If, however, a consensus cannot be reached, the President of the Governing Board shall so declare and actions shall be taken by majority vote of the Governing Board members present.

Open Governing Board Meetings

Governing Board meetings shall be open to the members of the Fellowship. Provision shall be made at meetings for non-Board members to address the Board. The Board may meet in executive session only to discuss personnel matters or to receive legal advice. Fellowship members who are not Board members may speak at Board meetings, but may not make motions or vote at Board meetings.

Minutes of Governing Board Meetings

Minutes shall be kept of any and all regular or special meetings of the Governing Board. A record set of final approved minutes shall be kept in a bound and indexed form at a place determined by the Governing Board to be safe from loss or damage. A second set of such minutes shall be kept in a place and under conditions which shall make them readily available to all members of the Fellowship membership. All recorded minutes shall be formally approved by a majority vote of at least a quorum of the Board, and shall be signed by the Secretary certifying that such minutes are as approved by the Governing Board.

Governing Board Vacancies

In the event of the death or withdrawal or removal of a Governing Board member, the Governing Board shall have the power to appoint a replacement until the next annual meeting.

Removal of Governing Board Members

In the event that any elected officer or a person serving in any other elected position of the Fellowship, fails, without showing good cause, to be present at three (3) consecutive meetings that he or she is required to attend, or otherwise is considered derelict in duties to the Fellowship, that person may be subject to recall proceedings as follows: Upon recommendation of the President, and subsequent notice to the individual, the Governing Board will conduct a hearing.

The elected person will be recalled if the hearing results in recall action concurred in by three-fourths (3/4) of the required Board quorum, and concurrence at a Special Meeting of the Fellowship called as set out in these bylaws.

Governing Board Officer Composition

From among its own members, the Governing Board shall elect a President, Vice President, Treasurer, and Secretary, all of whom shall hold their offices for one (1) year.

Governing Board Officer Responsibilities

The President shall: be the executive officer of the Fellowship, serve as a member of the Board, be responsible for organizing the agenda for all Regular and Special Board meetings, and have authority to sign on behalf of the congregation any deeds, mortgages, bonds, contracts or other legal instruments which the Governing Board has authorized to be executed, except in those instances where the signing and other execution of such instruments shall have been expressly delegated by the Governing Board or by these bylaws or by statute to some other officer or agent of the Fellowship.

The Vice President shall act in the absence of or at the request of the President, at which time she/he shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such functions and duties as may be specified by the Governing Board.

The Secretary: Keeps minutes of meetings of the Fellowship membership and Governing Board; keeps the official record of Fellowship membership; in conjunction with the treasurer prepares a list of voting members thirty (30) days prior to any business meeting of the membership; keeps all papers, correspondence, documents, and written instruments belonging to the Fellowship or that pertain to the business of the Fellowship; and performs such other functions as assigned by the Governing Board.

The Treasurer shall sign checks and the president and the secretary shall sign all minutes and legal documents of the corporation. The president and treasurer shall submit a comprehensive report to the congregation at each annual meeting.

The Treasurer shall receive, safely keep, and account for all money and other property of the Fellowship entrusted to his/her care, and shall disburse the same under the direction and to the satisfaction of the Board. She or he shall maintain:

- (1) a current roster of the pledging units and their pledges;
- (2) a complete accounting of the financial records of the Fellowship, which shall remain the property of the Fellowship, and which shall be open for inspection by any member;
- (3) the annual financial report of the Fellowship, which shall be audited by a person, not a member of the Board, who is designated by the Board. From time to time the Treasurer shall furnish statements detailing the status of their pledges to pledging units. At the discretion of the Board, the Treasurer shall be bonded by the Fellowship in such amount as the Board may determine.

Optional Youth Representative

(To be determined when the Fellowship has qualified candidates.)

The Board may have a youth representative as a member. The youth representative shall serve for a one (1) year term with full voting privileges. There shall be no youth representative on the Board when there is no qualified candidate in the Young Religious Unitarian Universalist (YRUU) youth group. The youth representative must meet the following qualifications: be a member of the church, be an active member of the YRUU youth group, want to be on the Board of Trustees, be willing and able to attend Board meetings, and be willing to report back to the YRUU on a regular basis about the Board Meetings. The nomination and approval procedure shall be as follows: (1) YRUU members shall nominate one (1) or more candidates; (2) YRUU advisors and the Religious Education Director shall review the candidate(s) to determine qualifications; (3) YRUU members shall vote to determine the nominee if there is more than one (1) qualified candidate; (4) the name of the nominee shall be submitted to the Nominating Committee; (5) Approval of the candidate shall be by election at the Annual Meeting.

Basic Provision of Committees and Teams

The Governing Board may establish committees and teams as necessary appoint Team-Leaders and fill team membership with the help of Team Leaders. The duties of such committees shall be prescribed by the Governing Board within the requirements of these Bylaws.

Nominating Committee

The Nominating Committee shall be composed of five (5) voting members. Terms of office for Committee members shall be for two years, and shall begin on July 1 of the first fiscal year after election and end on June 30 of the second fiscal year after election. Terms of office of three (3) committee members shall begin in even numbered years. Terms of office of two (2) committee members shall begin in odd numbered years. The initial Nominating Committee members will be appointed by the Governing Board.

Nominating Committee Procedure

The Nominating Committee shall publicize, solicit, and submit the names of all qualified candidates for vacant positions on the Board and Nominating Committee. Members who desire to serve in positions on the Board or Nominating Committee may apply to the Nominating Committee, pursuant to standing rules adopted by the Committee.

Committee on Ministry

To be determined when the Fellowship is prepared to hire a minister.

Definition of Relationship and Responsibility of the Minister

To be determined when the Fellowship is prepared to hire a minister.

Qualifications of the Minister

To be determined when the Fellowship is prepared to hire a minister.

Ministerial Search Committee

To be determined when the Fellowship is prepared to hire a minister.

Quorum and Plurality of a Ministerial Call

To be determined when the Fellowship is prepared to hire a minister.

Dismissal and Termination of a Ministerial Call

To be determined when the Fellowship is prepared to hire a minister.

Other Professional and Support Staff

All other staff shall be responsible to the Governing Board, which shall determine direct lines of reporting as appropriate to a staff member's job.

Fiscal Year

The fiscal year of the Fellowship is from July 1 through June 30.

Budget Process

At each annual business meeting, the Fellowship Board shall submit an operating budget for the coming fiscal year. The budgeted expenses may not exceed the anticipated income. A budget is adopted by a simple majority vote of the voting members present at the meeting. Once a budget is approved, the Board may authorize and expend the funds as budgeted. The Board may reallocate funds, as long as the reallocation does not exceed ten percent (10%) of the approved obligation or indebtedness that exceeds \$5,000.

Financial Indebtedness

The Fellowship shall not become indebted in an amount greater than Fifteen Thousand Dollars (\$15,000) unless said limit is increased by a two-thirds (2/3) vote of the voting members present at a duly called special meeting.

Fellowship Funds

All funds and property received by or coming into the custody of the Church belong to and are the property of The Unitarian Universalist Fellowship of Benton County, to be held and expended only for the purposes authorized and only in accordance with the regulations and/or written agreements prescribed or accepted by the Board of Trustees of the Fellowship.

Execution of Instruments

Checks and other orders on the funds or credit of the Fellowship, and all contracts and instruments in writing by the Fellowship, shall be valid and binding upon the Fellowship only when executed by such officers as shall be designated and authorized by the Governing Board.

Dissolution Clause

Any action to dissolve the Fellowship must be approved by a two-thirds (2/3) vote of eligible Voting Members of the Fellowship present at a meeting called to specifically consider such action, for which meeting notice has been issued to all Members eligible to vote in accordance with the provisions of these bylaws. (Notifications will be by email unless member has asked for mailed communications.)

If the Fellowship at its own option shall cease to exist, all property real or personal shall be transferred to a continuing Unitarian Universalist organization designated at the Dissolution Meeting.

Rules of Procedure

Unless otherwise specified herein, Robert's Rules of Order or simplified versions¹ selected by the Governing board shall govern Board and Fellowship Meetings. The Governing Board may appoint a parliamentarian and such other persons as may be necessary to assist at each congregational meeting. The Governing Board may appoint a parliamentarian to serve at Board meetings. Any Voting Member of the Fellowship, including members of the Board, may serve as parliamentarian.

Indemnification

The Fellowship shall indemnify any person who is or was an employee, agent, representative, member of the Governing Board, or Committee volunteer of the Fellowship against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Fellowship to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

Real Property

¹ For example: <https://www.counseling.org/docs/default-source/Branches/simplified-roberts-rules-of-order.pdf?sfvrsn=0>

At any meeting of the Board or any congregational meeting where the sale, encumbrance, or acquisition by the Fellowship of real property or improvements thereon is to be discussed, notice of the same shall be published in the official Fellowship newsletter or on the Fellowship website at least thirty (30) days prior to said meeting, and read from the pulpit at least two (2) consecutive Sundays immediately preceding the meeting. Any action requiring the sale, encumbrance, or acquisition by the Fellowship of real property shall require a two-thirds (2/3) vote of those voting members present and voting at a congregational meeting with such action in its call.

Expectations of Members and Affiliates

Members are expected to participate actively in the Fellowship's activities and to make a recordable financial pledge to the Fellowship each fiscal year. The financial contribution should represent an amount judged by the member or affiliate to be a fair share of the Fellowship's needs, in light of the member's income and means, and the fact that generous contributions from others in the past have sustained and built the Fellowship we enjoy today.

Open Records

All records of the Fellowship other than those of a personal nature shall be made available for inspection by any member during reasonable hours.

Interpretation

These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of the Fellowship in order to accomplish the purposes stated in the Fellowship's statement of purpose.

Bonding

The President, President-Elect, Treasurer and other authorized signatories may be bonded at the expense of the Fellowship in an amount determined by the Board.

Protection of Non-Profit Status

Neither the Fellowship, the Board, nor any officer or employee of the Fellowship shall take any action or allow any activity or use of Fellowship property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Fellowship or its property. Nothing in these bylaws shall be construed to allow a violation of this section.

Representation

The president, or any other member of the Fellowship, who is specifically authorized by the Fellowship, or by the Board of Directors, may represent the entire Fellowship in any public or private meeting.

Public Statements in the Name of the Fellowship

Public statements in the name of the Fellowship on social or other public issues will be made only after a vote of the congregation, and must include the vote of individuals within the Fellowship for and against. This does not limit the right of individuals or groups within the Fellowship to make statements in their own name.

Authority of Congregation

The ultimate authority of the Fellowship is vested in the congregation as expressed in Annual and Special Meetings. The following powers may not be delegated, but may only be exercised by the congregation: (1) the employment or release of the Minister; (2) the location of any Fellowship buildings and grounds and their purchase or sale; (3) the requirements of membership; (4) approval of the annual budget for the operating fund; (5) ratification or amendment of the bylaws.

Initial Adoption of Bylaws

The initial adoption of these bylaws shall be by majority vote of those persons attending a meeting called and held for such purpose, who have made a financial pledge to the Fellowship, and who have attended greater than 25% of the Sunday morning meetings of the Fellowship for the previous six months, and who have fulfilled the educational requirements as specified to be a Voting Member of this Fellowship.

Amendments

Amendments to the Articles of Incorporation, or to these Bylaws, may be made at duly called Congregational Meetings, and voted upon, affirmatively, by at least two-thirds (2/3) of those present and voting. The content of such amendments shall be stated in the notice or call for the Congregational Meeting as prescribed in these bylaws.