

Bylaws

Unitarian Universalist Fellowship In Chico
1289 Filbert Avenue
Chico, California 95926



Article I: Name

The name of this organization shall be the Unitarian Universalist Fellowship in Chico.

Article II: Purpose

The purpose of the Fellowship shall be to join together to identify spiritual and ethical values and to apply these values to the development of character, enrichment of the spirit, enjoyment of life, and affiliation with and service to the larger community.

Article III: Denominational Affiliation

The Fellowship shall be a member of the Unitarian Universalist Association, the Pacific Western Region of the Unitarian Universalist Association, and of the Pacific Central District of the Unitarian Universalist Association.

Article IV: Nondiscrimination Clause

This congregation affirms and promotes the full participation of all persons in all of our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, class or national origin.

Article V: Membership

Section 1. Membership Requirements

- A. Any person may become a member of this Fellowship by:
 - ! Demonstrating sympathy with its purposes and program;
 - ! Making an annual financial contribution of record and personal participation;
 - ! Signing the membership book.

It is generally expected that prospective members will have had a discussion of the Unitarian Universalist movement with the minister or such other person as the Board of Directors may designate.

A person becomes a member immediately after signing the membership book.

B. Membership Status

Membership status shall be reviewed and updated annually within thirty days prior to the UUA membership certification deadline.

Section 2. Categories of Membership

A. Voting Membership:

Any person of the age eighteen (18) or over may become a Voting member of this fellowship by:

- 1) Attending orientation sessions and/or seminars or regular Sunday services which specifically treat UU history, ideals, and organization; demonstrating sympathy with the Fellowship's purpose and programs and an understanding of its bylaws, and by

- 2) Signing the Membership Book in the presence of a member of the Board of Directors, and making a pledge of financial contribution for the current year.
- 3) Voting privileges will begin two months after signing the Membership Book.

B. Associate Membership (ages 15-17):

Any person of the age of fifteen (15) or more who has completed the “Coming of Age” program may also apply for associate membership in the Fellowship by following the procedures for voting membership. Associate members need not make a financial contribution. Associate members may hold non-elective positions.

C. Non-voting Membership:

Any person of age eighteen (18) or more who is a member of the fellowship and has not within the previous and current fiscal year supported the Fellowship by service and/or made a financial contribution of record, shall upon the recommendation of the Membership Chair and approval by the Board, have their membership category changed to non-voting. When a member is placed on the non-voting membership list, they shall be notified by letter at their last known address of the change of status. Nonvoting members shall be restored to voting membership status upon making a financial contribution of record and by reaffirming their voting membership in writing to a Board member or the chair of the Membership Committee.

D. Friend of the Congregation (non-voting):

A Friend of the Congregation is a person in sympathy with the purposes, goals and programs of the church who may pledge, but chooses not to sign the membership book. Friends cannot vote on Fellowship business nor may they act for or represent the Fellowship in any way.

Section 3. Termination of Membership:

Any member shall continue to be a member until he or she

- A) gives notice of resignation to the Board,
- B) has made no identifiable service and/or financial contribution (as defined in Article VI, Section I) during the previous or current fiscal year up to one month before the date of the Annual General Meeting,
- C) cannot be located and does not respond to inquiries for a period of one year. Upon recommendation of the Membership Committee, their name may be removed from membership by the Board
- D) has membership terminated by the Board for Cause (by a 2/3 vote with right to appear before the Board and right of appeal to a meeting of the congregation), or
- E) has died.

Article VI: Covenant of Good Relations

The Board of Directors shall create policy to promote acceptable behavior and to discourage disruptive behavior within the Fellowship which constitutes a threat to the safety of any adult or child; which disrupts Fellowship activities; or which diminishes the appeal of the Fellowship to its existing and potential members.

Article VII: Fellowship Meetings

Section I. Annual Meeting

A. The annual business meeting of the Fellowship shall be held during the month of April or May at such time and place as fixed by the Board of Directors. The time, place and agenda of the meeting shall be publicized at least two weeks prior to the meeting by notice in the Fellowship newsletter or by special bulletin.

B. The order of business shall include:

1. Any Old Business or Committee Reports as directed by the President or designee Meeting Leader;
2. Election of President and three (3) new Directors and members of the Nominating Committee;
3. Report by Finance Committee;

4. Adoption of the Budget;
5. Approval of Annual Report; and
6. Any New Business.

Section 2. Special Fellowship Meetings

A. Special meetings of the Fellowship may be called by the Board of Directors or by petition to the Board signed by ten members of the Fellowship. The business to be transacted at such special meetings shall be detailed in the call for the meeting and shall be publicized by inclusion in the Fellowship newsletter or by special bulletin to members at least two weeks prior to the meeting. Only the business for which notice was given in the call to the meeting may be considered.

B. Processing of petitions calling for special meetings: The petition shall be submitted to the Board, which shall determine whether it meets the following conditions:

1. That the petition is in order;
2. That the action petitioned for does not violate the Articles of Incorporation of the Fellowship;
3. That the matter is of such nature that it cannot be postponed until the next Congregational Meeting.

Section 3. Board Meetings

The Board shall hold a minimum of ten meetings per year.

Section 4. Quorum:

A. A quorum shall consist of forty percent (40%) of voting members at all Fellowship meetings. If it is determined that a quorum is not present for a Fellowship meeting, the meeting shall be adjourned for not less than two weeks and a new notice of the meeting shall be publicized with an explanation of the delay.

B. A quorum for the Board meetings is a simple majority of the total members of the Board.

Section 5. Voting

All voting and elections shall be determined by a simple majority of the members present and voting unless otherwise noted in these bylaws. Proxy votes shall be allowed, but no member present may hold more than two other members' proxies. Signed proxies must be filed with the Secretary prior to the meeting at which they are to be exercised.

Article VIII: Board of Directors and Officers

Section 1. Governance

The corporate powers of the Fellowship shall be vested in the Board of Directors consisting of a President and six (6) Directors. The treasurer shall serve. This Board shall decide policy and shall be responsible for the continuing operations of the Fellowship. The Treasurer shall serve the Board to report and act on financial matters, but shall not vote except when elected as a Director.

Section 2. Election of the Board of Directors and Officers

- A. At the annual business meeting there shall be elected a president and three (3) new members of the Board of Directors. The president shall serve a term of one year, and may serve no more than two successive terms. Three (3) Directors will be elected each year to serve a term of two years. No Director shall serve more than three full terms in succession. In case of vacancy on the Board, a replacement may be elected by the Board for the remainder of the term.
- B. Any person may serve on the Board who has been an active member of the Fellowship for at least six months.
- C. In June, the new Board shall meet jointly with the outgoing Board for transition purposes. The new Board will select officers at that time. New Board members will officially take office on July 1.

D. The Board shall choose a Vice-President and Secretary from its membership. A Treasurer shall be appointed by the Board and may be chosen from the Board or from the general membership. No person shall be elected or appointed to more than one office; the term of office shall be one year.

E. Officers of the congregation include the President, Vice President, Secretary, and the Treasurer. Officers shall serve no more than three successive two year terms.

The duties of the Secretary shall include acting as signatory on Board and Congregational Meeting minutes, annual meeting, and legal documents.

Section 3. Duties of the Board

A. The Board of Directors shall articulate the mission and vision of the Congregation, and shall have charge of the properties, business affairs, and general administrative functions of the Fellowship. The Board shall reserve the right to authorize all meetings held on the fellowship property. All elective and appointive committees shall be under the direction of the Board.

B. The Board shall hold regular monthly meetings to conduct business. The time and place of Board meetings shall be determined by the Board and publicized by notice in the newsletter, by announcements at Fellowship meetings, by telephone, by e-mail or by mail. All meetings of the Board shall be open to all members of the Fellowship unless called in Executive Session. Members not on the Board shall be permitted to discuss items under consideration, but may not vote. Minutes of the Board meetings shall be posted.

C. Officers of the Board may declare an Executive Session and at the Board's discretion limit the persons in attendance. In such Executive Session, no vote binding on the Board or the Congregation shall be taken, except for personnel issues.

D. Based on the monthly report of the Treasurer, setting forth current income and expenditures, the Board may adjust budget amounts as appropriate. The Board may authorize expenditures of unbudgeted funds on behalf of the Fellowship up to \$1,500. Unbudgeted expenditures over \$1,500 shall be approved by the Fellowship.

E. The Board shall monitor all annual budgeted income and expenses. Any unbudgeted expenditures requested by a committee during the year must be approved by the Board.

F. The Board may arrange for an examination of the Treasurer's records by a qualified individual and/or an outside agency at the end of each fiscal year and when a new Treasurer takes office.

G. A member of the Board may be removed from office by a two-thirds vote of the members of the fellowship present and voting at a special or annual meeting, the notice of which has stated that such a removal will be an article of business.

H. The Board of Directors may request the resignation of any Board member who misses three Board meetings without approval of the Board President. Board minutes shall document those in attendance and approved absences.

I. Any association connected with the Fellowship shall be authorized by the Board. Such association shall be subject to scrutiny of financial records by the Treasurer of the Fellowship; and regular reports of financial status and activities pertaining to the mission of the association shall be submitted to the Board and a report made at the Annual Meeting of the Fellowship.

Section 4. Duties of Elected and Non-elected Officers

A. The President of the Board shall preside at all business meetings of the Fellowship and at all Board meetings. The President shall be a non-voting member of all committees except the Nominating Committee. The President shall represent the Fellowship on all appropriate occasions.

B. The Vice-President shall act in place of the President in the latter's absence and perform such additional duties as may be assigned.

C. The Treasurer shall receive all money and deeds or other evidence of ownership of property; shall keep accounts of all financial matters and shall pay such bills as are approved by the Board. The Treasurer shall issue status of pledge payments at least annually to each person who has pledged financial support to the Fellowship. The treasurer will provide the Board with a monthly financial report. With approval by the Board, the Treasurer may assign a deputy to assist with routine financial matters such as banking and paying bills.

Article IX: Committees

Committees are grouped according to the method by which they shall be elected or by the tasks they shall perform. These groups shall be: (1) Elected Committees, (2) Standing Committees, and (3) Special and Temporary Committees. Groups 2 and 3 may be activated by the Board as it deems necessary and shall report to the Board at the time and in the form determined by the Board. Except as otherwise indicated in these bylaws, Committee members are approved by the Board, and may include Friends of the Fellowship for non-chair positions.

Section 1. Elected Committees

The Nominating and Endowment Committees shall be the only elected committees. Nominees for elected committees must have agreed to serve in the position for which they are to be nominated.

A. Nominating Committee:

- 1) The Nominating Committee consists of three members of the Fellowship who are elected at the Annual Meeting for a one year term. No member shall serve on the Nominating Committee for more than two consecutive years.
- 2) The committee nominates candidates for election at the Annual Meeting for the positions of President and Board Directors, the Nominating Committee, and the Endowment Committee.
- 3) The Nominating Committee shall select its own chair and notify the Board of the selection.

- 4) The Committee shall take no part in governing the Fellowship and shall have no representation on the Board. Its members may serve on other committees. The Committee may be asked to advise the President at any time during the year.
- 5) The list of nominees of the Nominating Committee must be submitted in writing to Fellowship members in the newsletter or by special bulletin at least two weeks before the Annual Meeting.

B. Endowment Committee:

- 1) The Endowment Committee provides oversight of Fellowship's endowed funds.
- 2) The Committee consists of four (4) elected voting members of the Fellowship, the Fellowship Treasurer, and up to two (2) additional committee members appointed by the Board. Two members, nominated by the Board, shall be elected each year for a term of two years at the Annual Meeting.
- 3) The Minister and the President shall be advisory members of the Committee.

Section 2. Standing Committees

The chairs of the Finance Committee, the Religious Education Committee and the Sunday Service Committee shall be appointed by the Board. Other Committee Chairpersons are appointed by the President and confirmed by the Board.

A. Finance Committee:

- 1) The Finance Committee shall consist of three or more voting members of the Fellowship which shall include a member of the Board and the Treasurer.
- 2) With assistance from the Treasurer, the Finance Committee shall prepare a draft budget to present to the Board for review and approval. The draft budget, as approved by the Board, shall be published at least two weeks prior to the Annual Meeting by notice in the Fellowship newsletter or by special bulletin.
- 3) The Finance Committee shall be responsible for presenting a budget at the Annual Meeting, where any section or item of the proposed

budget may be amended by 2/3 vote of the voting members present. The final budget, containing any revisions made by the members, shall then be adopted by two-thirds vote of the voting members present.

- 4) The Finance Committee shall be consulted and make recommendations whenever any unusual financial matter comes before the Fellowship

B. Religious Education Committee: This committee shall be responsible for adult and children's religious education in the Fellowship.

C. Sunday Service Committee: This committee shall be responsible for developing programs that reflect and enhance the purpose of the Fellowship.

D. Membership Committee: This committee shall be responsible for all matters relating to current and potential members, including maintenance of records, reporting data and certifying member numbers to the UUA and PCD Annual Program Funds. The committee shall keep membership records and lists of friends and visitors in cooperation with the newsletter editor.

E. Social Action Committee: This committee shall be responsible for all social action efforts that are undertaken under the auspices of the Fellowship. The Fellowship shall not permit use of its name as supporting any action unless approval is given by a majority vote of the Board of Directors. The Chair of the Social Action Committee may appeal the board decision by bringing the matter to the attention and vote of the Fellowship as provided in Article VII, Section 2, A.

F. Committee on Ministry: This committee serves as a liaison and ombudsman between the minister, the congregation and the Board, works to promote a strong, healthy relationship between the minister and the congregation, and shall receive, investigate, and respond to all matters affecting the ministerial-congregation relationship.

- 1) This committee shall be active whenever there is a contracted or settled minister for the Fellowship.
- 2) The Committee shall be composed of four voting members who shall be appointed by the Board from candidates mutually agreed upon by

the Board and the Minister. Terms of office shall be three (3) years, with overlapping tenure.

- 3) The Committee will be guided in its work by the Charter of the Committee on Ministry, which sets forth the specific responsibilities of the committee.

G. Stewardship Committee: This committee shall be responsible for conducting the pledge drive.

H. Other Standing Committees are appointed by the Board and may include Newsletter, Denominational Affairs, Social Events, Building and Grounds, Long Range Planning, Personnel and Music.

Section 3. Special Committees:

The Board may authorize Special Committees as needed. At the time such a committee is created its charge and duration of activity shall be defined, and a time specified for a report or reports to be made to the Board. The chair and committee members shall be appointed by the Board. Such committees shall operate in conformity with these bylaws.

Article X: The Minister

Section 1. Relationship and Responsibilities of the Minister

The duties of the Minister shall be as prescribed by the Board, agreed to by the Minister in writing and approved by the Congregation. In general the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Fellowship, and shall be guaranteed freedom of the pulpit. As a consultant to the Board, the Minister may attend all meetings of the Boards and all committees other than the Nominating Committee, and the Search Committee. The minister will be employed under written contract which clearly stipulates the duties, compensation and other conditions of employment

Section 2. Qualifications of the Minister

The Minister of this Fellowship shall have ministerial fellowship with the Unitarian Universalist Association. Race, color, disability, sex, affectional or sexual orientation, marital status, age, or national origin shall have no bearing on the choice or retention of a Minister.

Section 3. Calling a Minister

A. Ministerial Search Committee

Upon notification of an immediate or future vacancy of the ministerial office, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. The Board shall present a slate of at least five (5) and no more than seven (7) nominees. Additional nominations may be made from the floor. Elections shall be held in accordance with these bylaws. Subject to the approval of the Ministerial Candidate by the Fellowship, the Committee shall negotiate an initial job description and Letter of Call with the candidate and present both to the Board for approval.

B. Quorum and Plurality of Call

The President shall call a special meeting for the selection of a minister when so requested by the Chair of the Search Committee. Notice of such meeting shall be given as specified in these bylaws. A quorum for such meeting is sixty percent (60%) of the voting members, An affirmative vote by is ninety percent (90%) of those present. Voting by secret ballot may be used to call a Minister.

C. Dismissal and Termination of Call

The minister may be dismissed by a super majority (two-thirds) vote of the qualified members of the Fellowship present at any meeting legally called for that purpose, quorum for such a meeting to be constituted by eighty percent (80%) of the voting members rather than thirty percent (30%) of the voting members as called for other congregational meetings. In the event of the minister's dismissal or resignation, his or her salary and allowance shall be determined by conditions in the Letter of Call. Should the minister offer

his or her resignation, three (3) months' notice must be given at the time the resignation is made, except as the Board may allow an interval of less time.

Article XI: Other Staff

Section 1. Selection

The Board shall appoint a committee to advertise for the position, review résumés, interview, and recommend a candidate for hire to the Board in consultation with the minister. Final selection shall be confirmed by Board vote.

Section 2. Duties and Salary

The duties shall be assigned by the Board in consultation with the minister; duties and performance shall be reviewed on an annual basis to reflect the changing needs of the Fellowship. Salary and working hours shall be set by the Board.

Section 3. Contract

Following the election of the staff member by the Board, the new hire shall sign a contract. The contract shall be decided by the Board.

Article XII: Fiscal Matters

Section 1. Fiscal Year

The fiscal year of the Fellowship shall begin July 1st of each year and extend through June 30th of the following year.

Section 2. Other Financial Provisions

A. 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 existing resources of the Fellowship. 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 noted in Article VII Section 3 Duties of the Board.

B. Endowment Funds: An Endowment Fund, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the congregation, shall be established. Other Funds may be similarly established as needed and appropriate to accommodate the terms of a particular bequest or other document of conveyance

Article XIII: Dissolution of Property

In the event of dissolution of this Fellowship, all the property both real and personal, shall, after all just debts are paid, revert to the Unitarian Universalist Association, in Boston, MA, to be used for the extension of liberal religion in the Pacific Central District.

Article XIV: Rules Of Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Fellowship may adopt.

Article XV: Indemnification

The Fellowship shall indemnify any person who is or was an employee, agent, representative, member of the Board of Directors, 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.

Article XVI: Real Property

A two-thirds affirmative vote of all voting members of the Fellowship shall be required to sell, trade, or alter the ownership of the real estate property of the Fellowship. A two-thirds affirmative vote of all voting membership of the Fellowship shall be required to buy real estate on behalf of the Fellowship.

Article XVII: Amendments

These bylaws may be amended or repealed at the Annual Meeting or any meeting of the Fellowship legally called for such purpose. The nature of the changes proposed shall be included in the call for the meeting. A quorum of members must be present and an affirmative vote of two-thirds of those present and voting shall be required to adopt any change.

Adopted by the Congregation May, 2015, with amendments approved by the Congregation on May 22, 2016.