

Bylaws
Mid-Columbia Unitarian Universalist
Fellowship Adopted by the Congregation on May 7, 2017

Article I - Organization

- Section 1 The name of the organization shall be the Mid-Columbia Unitarian Universalist Fellowship, hereafter referred to as MCUUF.
- Session 2 MCUUF is a non-profit religious corporation, organized and existing under the laws of the State of Oregon.
- Section 3 The fiscal year of MCUUF shall begin July 1st.
- Section 4 MCUUF is a Welcoming Congregation. As such the Congregation affirms and promotes the full participation of all persons in all our activities and endeavors including membership, programming, hiring practices, and the call of religious professionals without regard to color, gender, affectional or sexual orientation, class or national origin.

Article II - Purpose

- Section 1 The purpose of this fellowship is to create a welcoming religious community that nurtures our spiritual growth, broadens our minds, and supports us in service to the wider world.

Article III - Membership

- Section 1 Eligibility. Any person may become a voting member of MCUUF, who is in sympathy with its purpose (Article II), has signed the membership book, makes an annual contribution of services and funds as they are able, and is at least 18 years of age. Youth between the ages of 16 and 18 within this Congregation may also become non-voting members by signing the membership book.
- Section 2 Privileges. Persons who have been members at least 30 days may vote in congregational or committee meetings, serve on the Board of Trustees (hereinafter called the Board), Nominating Committee, search committee, or chair a committee.

- Section 3 Membership retention. Membership is retained except in case of:
- a. death of the member
 - b. written request by the member to the Board secretary
 - c. failure to respond to a written inquiry from the Board sent to the most recent known address regarding the member's intentions as to continued membership.
 - d. removal by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the Congregation. (The president may take temporary action in an emergency pending confirmation by the full Board.) The Board may reinstate a member who was previously removed from membership by Board vote.

- Section 4 Friends. Friends are those who regularly participate in MCUUF activities, but have not chosen to complete the membership process.

Article IV - Denominational Affiliation

- Section 1 MCUUF shall be a member of the Unitarian Universalist Association, hereafter referred to as UUA, and the Pacific Northwest District of Unitarian Universalists, hereafter referred to as PNWD.

Article V- Meetings

- Section 1 An annual meeting of the Congregation shall be held in April, May, or June as designated by the Board. The business to be transacted at this meeting shall include election of trustees, officers, and members of the Nominating Committee; adoption of a budget for the ensuing fiscal year; and such other business as may be needed.
- Section 2 Other Congregational meetings needed to conduct the business of the Congregation may be called by the Board or by a written petition signed by ten percent of the members.
- Section 3 The business transacted at any Congregational meeting shall be limited to the purposes stated in the Notice of Meeting published at least 14 days prior to the meeting.
- Section 4 Except as specified elsewhere in these Bylaws, thirty percent (30%) of the eligible voting membership shall constitute a quorum.
- Section 5 Except as specified elsewhere in these Bylaws, an affirmative vote of a simple majority of those members present shall be required to pass a motion.

- Section 6 The ultimate authority of the church 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.
- a. amending these Bylaws
 - b. major changes to the adopted budget. These are budget changes that (1) reallocate funds from one budget category to another if such reallocation involves funds in excess of 10% of the total annual budget, or (2) result in total expenditures in excess of 115% of the total annual budget.
 - c. major changes to the long range plan
 - d. electing a search committee for a called minister
 - e. calling a minister
 - f. buying, selling, leasing for more than one year, encumbering, or otherwise disposing of real property
- For items *e* and *f* of this article the quorum shall consist of forty percent (40%) of the eligible voting membership instead of the usual thirty percent (30%).

- Section 7 Public statements in the name of the MCUUF on social or other public issues will be made only after a vote of the Congregation. This does not limit the right of the minister, individuals, or groups within MCUUF to make statements in their own name.

Article VI - The Board: Trustees and Officers

- Section 1 **Composition:** The Board shall consist of four officers—president, vice president, secretary, and treasurer—and three trustees-at-large. Board members must be members of MCUUF and be elected by the Congregation except where otherwise specified. The Board may also include, as non-voting members, the immediate past president and a youth advisory member designated by the Board. The minister shall serve as an ex officio member of the Board.
- Section 2 **Meetings:** Board meetings shall be open to any member of the fellowship, except during an executive session. Formal action on matters discussed in such an executive session may only be taken after ending the session and resuming regular session. A quorum will consist of the majority of Board members in office.

- Section 3 Terms: Terms for Board members shall be two years, once staggered terms have been established. Terms shall begin July 1 of the year in which members are elected. Officers and trustees-at-large may be re-elected. However, to foster shared leadership, officers and trustees are generally encouraged to take a one term leave if they have served two consecutive two-year terms.
- Section 4 Vacancy: When a vacancy occurs on the Board it shall be filled by a member of MCUUF appointed by the Board until the next annual meeting, at which time a replacement shall be elected for the remainder of the term created by the vacancy.
- Section 5 Resignation: A Board member may resign from the Board at his/her request. Moving from the area or failure to attend three (3) consecutive meetings of the Board, shall be considered resignation, except in the case of illness or leave of absence granted by the Board.

Article VII - Responsibilities of Board

- Section 1 The Board shall act as a policy-setting body and shall take actions as required to administer the affairs of the Congregation, and to manage its property and programs.
- Section 2 The Board shall establish any standing committees and revise as needed. All committees and auxiliary groups shall be subject to the approval and control of the Board.
- Section 3 The Board shall approve all contracts with employees of MCUUF, independent contractors serving MCUUF and the minister. The Board may delegate this authority as necessary to facilitate the work of MCUUF.
- Section 4 All officers and trustees may delegate any responsibilities consistent with the laws of the state of Oregon.

Article VIII - Responsibilities of Officers

- Section 1 President: The President shall preside at all meetings of the Board and the Congregation, and shall represent MCUUF on all appropriate occasions. She/he shall have authority to sign on behalf of the Congregation any contract or other legal instruments that the Board has authorized to be executed. She/he shall perform other functions and duties as may be specified by the Board and such other duties as usually appertain to the office.

- Section 2 Vice-President: The Vice-President shall act in place of the president or the secretary during either's absence and assume such duties as the president may delegate.
- Section 3 Secretary: The Secretary shall ensure that proper records of MCUUF and the Board are maintained (including minutes of congregational and Board meetings), that proceedings of the Board are regularly reported to the Congregation, and that Notices of Meetings are properly published prior to congregational meetings. The secretary in consultation with the treasurer and administrator shall be responsible for an accurate membership roster. The roster will be reviewed each January prior to recertification of MCUUF with the UUA and updated at least 30 days prior to the annual meeting.
- Section 4 Treasurer: The Treasurer shall be responsible for the custody of, and shall maintain control of, all funds, securities, and liquid assets of the church. The treasurer will ensure that an account of all receipts, expenditures, and pledges is kept; that bills approved by the Board are paid; that state and federal financial reports are prepared and filed as required by law; that a current financial statement of MCUUF is prepared for the annual meeting; and shall see that the Annual Renewal of the Articles of Incorporation are filed with the Oregon Secretary of State as required by law.

Section IX - Elections

- Section 1 Elections of trustees, officers, and members of the Nominating Committee shall take place at the annual meeting and shall require, for election, a majority vote of those present. A written ballot shall be used in all cases in which there are more candidates than positions to be filled.
- Section 2 Candidates for the Board and the Nominating Committee shall be nominated by the Nominating Committee. Names of the nominees shall be published, if possible, in the Notice of Meeting. Candidates may also be nominated from the floor at the time of the election. Any nomination must be with the consent of the person nominated.

Article X - Nominating Committee

- Section 1 The Nominating Committee shall consist of three (3) members of the Congregation who are not on the Board, plus one ex-officio, non-voting liaison from the Board. Terms for members of the Nominating Committee shall be one (1) year. Members of the Nominating Committee may serve no more than three (3) consecutive terms. Their job shall be to find candidates to fill vacancies of the Board and to nominate candidates to be elected to the next Nominating Committee. A vacancy on the Nominating Committee shall be filled by a member of the Congregation appointed by the Board.
- Section 2 By July 1 of each year, the Nominating Committee shall meet and elect a chairperson from among its members.

Article XI - Minister

- Section 1 In the event MCUUF decides to obtain ministerial services, either by contract or call, the process will follow appropriate UUA guidelines.
- Section 2 A called minister may be called or dismissed at any meeting held for this purpose. Notice must be published at least 14 days ahead of time. The quorum for such meetings will be 40% (forty percent) of the voting members. For calling a minister a seventy-five percent (75%) majority is needed. For dismissal a simple majority is required.
- Section 3 In the event of a called minister's dismissal his or her salary shall continue for three months (90 days).
- Section 4 The minister shall serve as an ex officio member of the Board and may attend meetings of any church committee as a non-voting member.
- Section 5 A contracted minister shall be bound by the terms of the contract mutually agreed to with the Board.

Article XII - Committee on Ministry

- Section 1 The Committee on Ministry is a continuing body whose purpose is to enhance the quality of the congregation's ministries. It facilitates open and honest communication and provides honest counsel to the minister. The Committee consists of three (3) congregational members serving staggered three (3) year terms, with one member's term ending each year. Committee members shall not serve more than two consecutive terms. For each vacancy the Committee, in consultation with the minister, shall suggest two (2) names, of which the Board of Trustees shall select one (1). Terms of office for Committee members shall begin on Jul 1 of the fiscal year after election. No member of the Board may serve on the Committee on Ministry. If a member of the Committee is unable, for any reason, to

complete the term for which he/she was appointed, such vacancy shall be filled within thirty (30) days by the Board of Trustees from a nomination made jointly by the minister and the Committee. The Committee shall meet at least quarterly.

Article XIII - Amendments

- Section 1 These Bylaws may be amended by affirmative vote of 2/3 of the members present at any Congregational meeting, provided that the wording of the proposed amendment has been included in the Notice of the Meeting.
- Section 2 The Board shall appoint a committee of at least three members to review the Bylaws as needed and at least once every five years. The committee shall report its recommendations to the Board for action as per Section 1.

Article XIV - Rules of Procedure

- Section 1 The presiding person will establish procedures for the conduct of the meeting. When procedural dilemmas or conflicts arise Roberts Rules of Order will be used.

Article XV - Dissolution

- Section 1 In the event of the dissolution of MCUUF, all outstanding debts shall be paid and the remaining assets, both real and personal, including all property owned by MCUUF, shall become the property of the UUA, or its legal successor, subject to all applicable laws.

Article XVI - Legacy Fund

- Section 1 The Legacy Fund shall be maintained to support the long term health of MCUUF following the purpose, governance, and operational procedures as adopted by the Congregation--see attached Appendix I.

Appendix I Legacy Fund¹

I. RESOLUTION TO IMPLEMENT THE LEGACY FUND

¹ Adopted by Congregational vote April 26, 2009.

WHEREAS, stewardship involves the faithful management of all the gifts we have been given--time, talents, the created world and money; and

WHEREAS, we can support the mission and work of this congregation through transfers of .property (cash, stocks, bonds, real estate), charitable bequests in wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans; and

WHEREAS, it is the desire of the congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED that this congregation, in Annual Congregational meeting assembled on April 27, 2009, approve and establish on the records of the congregation a new and separate fund to be known as THE LEGACY FUND (hereafter called the "FUND");

BE IT FURTHER RESOLVED, that the purpose of this FUND is to enhance the mission of Mid-Columbia Unitarian Universalist Fellowship (hereafter called the "FELLOWSHIP") through support of growth initiatives and new enterprises and through support in times of substantial, temporary financial difficulty;

BE IT FURTHER RESOLVED, that the following Plan of Operation sets forth the administration and management of the FUND.

II. PLAN OF OPERATION

A. Fund Custodian and Custodial Duties

The duties of the Fund Custodian (hereafter, the "CUSTODIAN") shall be encouraging, accepting and acknowledging gifts to the FUND, ensuring that restricted gifts are honored and properly recorded, accounting for the gifts, income and expenditures of the FUND to the Board and the Congregation, making prudent investment decisions, administering the distribution of money, and ensuring appropriate checks and balances in power over the funds are maintained.

The CUSTODIAN shall, through its Secretary, maintain complete and accurate minutes of all meetings and supply a copy to each member of the group. The Secretary shall also supply a copy of the minutes to the BOARD and Administrator of the FELLOWSHIP.

The CUSTODIAN shall report on a quarterly basis to the BOARD and, at each annual meeting of the congregation, shall render a full and complete account of the administration of the FUND during the preceding year.

All assets are to be held in the name of the FELLOWSHIP and a separate accounting

maintained to track expenditures, earnings, and appreciation of assets held by FUND.

Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the CUSTODIAN with subsequent execution by the Treasurer of the Fellowship.

From the time that the FUND is created until the assets in the FUND reach \$30,000, the CUSTODIAN shall be the Board of Trustees of the FELLOWSHIP. At the Annual Congregational meeting after fund assets reach \$30,000, a Legacy Fund Committee shall be formed as detailed below and shall become custodian of the fund.

B. The Legacy Fund Committee

The Legacy Fund Committee (hereafter, the "COMMITTEE") shall consist of three (3) members, all of whom shall be voting members of the FELLOWSHIP.

Except as herein limited, the term of each member shall be three (3) years beginning July 1 of the year elected. The minister and the president/vice president of the Church Board shall be advisory members of the COMMITTEE.

At the congregational meeting where the COMMITTEE is formed, the membership of the FELLOWSHIP shall elect three (3) members of the COMMITTEE: one (1) for a term of three (3) years; one (1) for a term of two (2) years; and one (1) for a term of one (1) year. Thereafter, at each annual meeting, the congregation shall elect the necessary number for a term of three (3) years.

No member shall serve more than two consecutive three-year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected.

The Nominating Committee of the congregation shall nominate new members for the COMMITTEE and report at the annual congregational meeting in the same manner as for other offices and committees.

In the event of a vacancy on the COMMITTEE, the Board of Trustees of the FELLOWSHIP (hereinafter, the "BOARD") shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

The COMMITTEE shall meet at least annually. A quorum shall consist of two (2) members. A majority present and voting shall carry any motion or resolution. The committee shall elect from its membership a chairperson and recording secretary. The chairperson, or member designated by the chairperson, shall preside at all committee meetings.

C. Fund Custodian Consultation and Limit of Liability

The CUSTODIAN may request other members of the congregation to serve as advisory members and, at the expense of FUND, may hire others for professional counseling on investments or legal matters as it deems to be in the best interest of the fund.

Members of the CUSTODIAN shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the FUND in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

D. Accepting Gifts

All gifts intended for the FUND must be approved by recommendation of the COMMITTEE (if in existence) and majority vote of the BOARD before being accepted by the FELLOWSHIP. All unrestricted gifts designated for the FUND shall be managed within the terms of this document. Accepted gifts with additional restrictions will be managed by the CUSTODIAN according to this operating plan except where specific restrictions on the gift require otherwise.

E. Distributions

The CUSTODIAN shall abide by and keep a record of the terms and restrictions of all gifts to the FUND and shall determine what is principal and income according to accepted accounting procedures. Distributions from the FUND shall be made annually and at such other times as deemed necessary and/or feasible. In making distributions, the CUSTODIAN shall consider the long-term health of the fund balanced with the opportunities for congregational development. Distributions shall be made at the request of the BOARD and shall be in amounts not to exceed 4% of the average fair market value of the FUND, averaged over the previous 13 quarters. In years in which distributions are below this 4% amount, the excess shall be tracked by the CUSTODIA for potential distribution in future years in addition to that year's 4% distribution. Distributions in excess of this may be made upon authorization of a general congregational meeting, called and held according to bylaws.

F. Amending the Resolution

Any amendment to this resolution which will change, alter or amend the purpose for which the FUND is established shall be adopted by a two-thirds vote of members present at an annual meeting or other meeting called in accord with bylaws of the FELLOWSHIP

specifically for the purpose of amending this resolution.

G. Disposition or Transfer of FUND

In the event FELLOWSHIP ceases to exist either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the BOARD in conformity with the approved congregational constitution and in consultation with the Unitarian Universalist Association.

III. ADOPTION OF RESOLUTION

This resolution, recommended by the Board of Trustees and accepted by the congregation at a legally called congregational meeting, is hereby adopted.