BYLAWS

of the

ROGUE VALLEY UNITARIAN UNIVERSALIST FELLOWSHIP

Ashland, OR 97520

v151026

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ARTICLE I. NAME

1.1
The name of this religious body shall be the Rogue Valley Unitarian Universalist Fellowship (RVUUF).

ARTICLE II. DENOMINATIONAL AFFILIATIONS

2.1
The Fellowship shall be a member of the Unitarian Universalist Association (UUA) and the Pacific Northwest District of the UUA or their successors. The intent of the Fellowship is to make fair-share financial contributions to the Association and the District.

ARTICLE III. PURPOSE

3.1
The purpose of this Fellowship is to foster liberal religious living through worship, study, service, and fellowship both within our Congregation and in the larger community.

ARTICLE IV. FREE PULPIT

4.1
This Fellowship honors the tradition of the free pulpit for its Minister and anyone invited to speak from it.

ARTICLE V. NONDISCRIMINATION

5.1
It is specifically understood that membership in this Fellowship is not, and cannot be, predicated upon race, color, gender, or sexual orientation.

ARTICLE VI. MEMBERSHIP

6.1
Membership is open to anyone at least 18 years of age. Before joining the Fellowship, prospective Members shall participate in an orientation that will inform them about Unitarian Universalism and RVUUF and/or meet with the Minister.

6.2
After the membership orientation, an individual becomes a Member by signing the Membership Register witnessed by a member of the Board or the Minister. Through such signing the Member enters into a covenant with the Members of the Fellowship to use the Unitarian Universalist Association's Seven Principles as guiding values in their lives. Signing the Membership Register indicates that the signer is in sympathy with the purpose of the Fellowship and that the signer intends to actively participate in and support the programs and activities of the Fellowship through an annual financial contribution. The Board or the Minister may waive the requirement for financial support at their discretion.

6.3
New Members will be installed in ceremonies during Sunday service(s) to be held at appropriately scheduled times.

6.4
Each Member shall have one vote in congregational meetings. (See Article VIII (8.6)).

6.5
A Member may terminate his/her membership by notifying RVUUF. Membership will be considered to have been terminated when a Member dies or has not supported the Fellowship during a period of twelve months and after attempts have failed to discern the Member's intent.

6.6
In accordance with the Conflict Resolution Guidelines and after the Conflict Resolution Committee's procedures have been reviewed by the Board, a Member may be removed by ⅔ vote of the Board for actions that threaten the well-being of the Fellowship.

ARTICLE VII. FISCAL YEAR

7.1
The fiscal year shall begin July 1st of each year and end on June 30th of the following year.

ARTICLE VIII. CONGREGATIONAL MEETINGS AND ELECTIONS

8.1
There shall be a business meeting in May of each year at such time and place as shall be fixed by the Board. At the annual business meeting, the budget for the forthcoming fiscal year shall be voted upon and an election shall be held for new members of the Board of Directors and the Nominating Committee and for trustees of the Endowment Trust. The term of office of those so elected shall begin on July 1st. Such other business requiring action by the Congregation also

shall be considered at the annual meeting.

8.2
Special business meetings may be called by the Board as deemed necessary. The Board must call such a meeting if petitioned by ten percent (10%) of the membership. Said petition shall set forth the precise actions desired.

8.3
The business to be transacted or considered at any business meeting shall be described in the notice of the meeting. All Members shall be given written notice by either email or postal mail postmarked at least ten days in advance of any such meeting. All supporting documents shall accompany the notice of the meeting or otherwise be made available to each Member in printed or electronic form. Only business on the agenda will be considered.

8.4
Twenty-five percent (25%) of the membership shall constitute a quorum, except as specified in Article XII (12.3).

8.5
Election shall be by ballot by the Members present at the annual business meeting and by the absentee-ballot procedure described below. Additional nominations from the floor shall be accepted. If there are the same number of candidates as open positions in any of the three categories – nominees for the Board, for the Nominating Committee, or for the Endowment Trust – the President may request the Secretary to cast the ballot for the applicable categories. No proxy ballots are permitted.

8.6
An absentee ballot may be requested from the Board Secretary if a Member is unable to attend the business meeting. Absentee ballots, signed and sealed in an envelope, must be returned to the Board Secretary in advance of the meeting. The Board Secretary shall count the absentee ballots immediately after the vote at the meeting and include them in the final vote count. Absentee ballots shall not be used to provide the number necessary for a quorum to conduct business.

8.7
In a recall election of a Board member, the ballot will be a yes-or-no vote with a simple majority necessary for recall. See Article IX (9.6).

8.8
The privileges of voting and making motions in business meetings shall be limited to Members who have established their membership at least thirty days prior to the date of the meeting.

8.9

Congregational meeting minutes will be Board-approved at the next Board meeting, published in the next newsletter, and posted on the website. The Congregation, at the next congregational meeting, shall approve congregational meeting minutes. All minutes shall be filed with other corporate records in the Fellowship office.

8.10
Business meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IX. BOARD MEMBER TERMS AND RULES OF OFFICE

9.1
Only Members may be elected to the Board.

9.2
The elected Board members of this Fellowship shall be its Directors, sufficient in number to carry out their duties and responsibilities. Each shall serve for a three-year term. Terms shall be staggered to ensure an appropriate mix of new and longer term members. New members shall be elected by the congregation. No Board member may serve more than two consecutive terms except as provided for in Article IX (9.5) below. (Amendment 4: May , 2011)

9.3
Following the annual business meeting, the Board shall choose from its membership a President, a President-elect, a Secretary, a Treasurer, and such other officer(s) as may be required by the Board's infrastructure. Board members shall take office at the first regularly scheduled Board meeting of the ensuing fiscal year. No officer shall hold the same office for more than three consecutive years. If the immediate past President's term has expired, he or she shall continue to serve on the Board in a non-voting capacity for a period of one year to make his or her expertise available to the Board as may be appropriate.

9.4
A Board position may be declared vacant when a Board member resigns or has been absent from three consecutive Board meetings unless excused by the Board upon petition from the Board member. The position shall be filled by a Member of the Fellowship appointed by the Board to serve until the next election, at which time a Member shall be elected to fill the unexpired term.

9.5
A Member who is appointed and/or elected to fill a Board vacancy may not serve on the Board for more than eight consecutive years. The consecutive years may be partitioned as follows:

(A) If a Member fills a Board vacancy for two years or less, then the Member is eligible to be elected to each of two three-year terms.

(B) If a Member fills a Board vacancy for more than two years, then the Member is eligible to be elected to one three-year term.

9.6
Removal of a Board member may be initiated by another Board member. A majority of the Board may request that a Board member resign. The request must be in writing and signed by a majority of the Board. If the Board member in question refuses to resign, the Board may call a congregational meeting for a recall election. The ballot will be a yes-or-no vote with a simple majority necessary for recall. A recall of a Board member may be initiated also by petition of ten percent (10%) of the Congregation.

ARTICLE X. DUTIES OF THE BOARD AND ITS OFFICERS

10.1
The Board of Directors shall be the governing body of the Fellowship. A majority of the Board shall constitute a quorum, and the Board shall meet at least monthly. The Board of Directors may conduct business by electronic means, including participation in meetings via conference calls. Decisions made or actions taken via electronic means outside of scheduled meetings shall be ratified at the next scheduled meeting. Meetings of the Board are open to all Members for observation except when the Board is in session to discuss matters of confidentiality. A Member wishing to address the Board must request in advance to be put on the agenda for the meeting the Member wishes to attend.

10.2 - The Board of Directors shall:

(A) Exercise all the powers of the Fellowship, except as otherwise provided.

(B) Establish and maintain short-and long-range goals, procedures, and policies to govern the operating practices of the Fellowship consistent with these Bylaws.

(C) Have general charge of and manage all assets of the Fellowship in compliance with the provisions of Article X (10.2 G), except that the Membership shall approve the annual budget.

(D) Employ staff as needed.

(E) Appoint interim ministers in accordance with the UUA Guidelines in the event that a called Minister leaves employment.

(F) Ensure that prior notice is given on changes of policies and procedures to the Membership through newsletter and website notices and keeping the RVUUF Operations

Manual up to date.

(G) Obtain approval of a majority of the Membership present at a formal business meeting before:

1. Acquiring or disposing of real property exceeding five percent (5%) of the annual budget;
2. Selling or transferring physical assets exceeding a value of five percent (5%) of the annual budget;
3. Borrowing money;
4. Embarking on non-budgeted expenditures of more than three percent (3%) of the annual budget, except in the event of emergency;
5. Embarking on a capital fund campaign; or
6. Applying for grants in excess of five percent (5%) of the annual budget.

(H) Retain legal counsel as required.

(I) Designate a financial-review committee at least every two years.

(J) Review annually all paid staff and position descriptions in a manner prescribed in the RVUUF Policies and Procedures Manual (Personnel, Section #600 and Board Administration, Section #100).

(K) Certify RVUUF membership to the UUA as required by the UUA.

(L) Ensure that an all-Fellowship assessment shall be conducted at least every two years . The Board, in coordination with the Committee on Fellowship Ministry, shall ensure preparation, completion, and reporting of this assessment. (Article XII,12.6)

10.3 - The President shall:

(A) Preside at all meetings of the Board and the Congregation.

(B) Sign documents requiring the signature of the corporation President, and, in the absence of the Treasurer, sign checks.

(C) Bring to the attention of the Board its responsibilities and legal obligations.

(D) See that all agenda and reports, including annual reports, are prepared.

(E) Be ex-officio (non-voting) member of all committees except the Nominating Committee, Search Committee, Committee on Fellowship Ministry, and Conflict Resolution Committee.

(F) Perform all duties incidental to the office of the President as outlined in the Policies

and Procedures Manual.

10.4 - The President-elect shall:

(A) Serve all functions of the President in the absence of the President.

(B) Assist the President in the duties of the office.

(C) Oversee administrative functions.

(D) Assume the office of the President in the event the office becomes vacant.

(E) See that the RVUUF Policies and Procedures Manual is kept current.

(F) Serve on the Personnel Committee.

(G) Perform such other duties as may be assigned from time to time by the Board of Directors

10.5 - The Secretary shall:

(A) Ensure that minutes are taken of the Board meetings and congregational meetings. Board minutes shall be distributed and approved at the next Board meeting.

(B) Perform any and all legal duties incident to the office of Secretary.

(C) See that all notices are duly given as required by law or by these Bylaws.

(D)) See that a brief report of all major activities by the Board at each meeting is made to the Congregation in the next newsletter and on its website.

(E) Assist the President-elect as needed.

(F) Provide absentee ballots upon request.

10.6 - The Treasurer shall:

(A) Oversee all receipts and expenditures of the Fellowship.

(B) Present a brief financial statement at monthly meetings of the Board and a complete financial statement quarterly.

(C) Make a current financial statement for the annual congregational business meeting. A complete statement shall be posted after the close of the fiscal year.

(D) File permanent copies of all financial reports and statements in the Fellowship office.

(E) Sign on bank accounts of the Fellowship.

(F) Sign as one of two authorization signatures on checks over $5,000.

(G) Serve as liaison to the Finance and Stewardship Committees and coordinate all activities with the Office Administrator and bookkeeper.

10.7 - Executive Committee

The Executive Committee consists of the elected Board officers and the Minister. The Executive Committee shall exercise the powers and duties of the Board, when necessary, between meetings of the Board. It shall report promptly to the Board on all action taken. It may exercise other powers and duties assigned by the Board.

ARTICLE XI. THE COORDINATING ENTITY

RVUUF will have a governing entity whose function is to coordinate activities and facilitate communications between committees. This entity's activities will be overseen by the Board.

ARTICLE XII. THE MINISTER

12.1
The Minister shall be responsible for the conduct of worship within the Congregation and the Congregation's spiritual interests.

12.2
The Minister shall sit ex-officio (non-voting) on the Board and may so sit on all Fellowship committees except the Ministerial Search Committee, Nominating Committee, and Conflict Resolution Committee.

12.3
The Minister shall be called by an affirmative vote, by secret ballot, of eighty-five percent (85%) of the Members present at a special congregational meeting either in person or via such means as may be approved by the Board from time to time. The quorum at such a meeting shall be 66 percent (66%) of the Members, rather than 25 percent (25%) as called for in Article VIII (8.5).

(Amended May 9, 2010)

12.4
The Minister may be dismissed by an affirmative vote, by secret ballot, of a simple majority of the Membership present at a special congregational meeting. The quorum for such a meeting shall be sixty-six percent (66%) of the Members, the same as for calling the Minister.

12.5
A Minister's Agreement defining the specifics of the relationship between the Minister and the Fellowship and terms of employment shall be agreed upon between the Board, representing the Fellowship, and the Minister. The Minister's Agreement and terms of employment shall be reviewed annually by the Minister, the Board, the Committee on Fellowship Ministry, and the Finance Committee.

12.6
The Minister's performance and relationship with the Congregation shall be evaluated as part of an all-Fellowship assessment conducted at least bi-annually. The Board, in coordination with the Committee on Fellowship Ministry, shall ensure preparation, completion, and reporting of this assessment.

ARTICLE XIII. OTHER PAID STAFF

13.1
All non-clergy paid staff shall be hired by the Board in accordance with policies detailed in the RVUUF Policies and Procedures Manual (Personnel, Section # 600). Job descriptions and evaluations shall be reviewed annually and updated.

13.2
Letters of Agreement, job descriptions and recommendations from appropriate committees shall be reviewed and updated by the Board or Personnel Committee before vacant positions are advertised. The President-elect shall ensure that such review and update takes place.

13.3 Staff members shall be supervised, in accordance with their contracts, by an appropriate committee, an officer of the Board, and/or the Minister pursuant to delineation of the Minister's supervisory role agreed upon by the Minister, the Board, and the chairs of the appropriate committees.

ARTICLE XIV. COMMITTEES

14.1
Committees are of four types:

(A) Requisite committees are essential for the basic functioning of the Fellowship and subject to Article XIV (14.5). These committees are listed in Article XIV (14.13).

(B) Supporting committees are desirable to fulfill various functions of the Fellowship and are subject to Article XIV (14.6).

(C) Special committees are listed in Article XV.

(D) Ad hoc committees may be established by the Board for specific purposes and for specified periods of time.

(E) Other groups are designated as interest groups and are not classified as committees.

14.2
The Nominating Committee, the Committee on Fellowship Ministry, and the Committee on Conflict Resolution are addressed in Article XV and are not otherwise subject to Article XIV. Ad hoc committees function under specific instructions from the Board. The Board appoints all ad hoc committee chairs, who then serve at the pleasure of the Board. All other committees are subject to the following paragraphs of this Article XIV.

14.3
The Board may establish committees deemed necessary. The Board may classify a group as a type of committee or interest group, as specified in Article XIV (14.1). The Board may remove any committee chair for due cause, including non-performance of duties.

14.4.
Committees shall have their duties specified in the RVUUF Operations Manual, and these shall be reviewed annually in a manner specified in the RVUUF Operations Manual.

14.5
The chair of each requisite committee shall be appointed for a period of two years by the Board, with advice from such committee.

14.6
The chair of each supporting committee shall be elected by the members of such committee for a period of three years, subject to confirmation by the Board.

14.7
A Board member may not concurrently serve as a committee chair except as specifically approved or directed by the Board. Such exception shall be specified and defined by the Board with respect to the purpose and duration of such service.

14.8

Members and friends (non-Members) may serve on committees; however, only Members may be committee chairs.

14.9
No committee or individual shall commit the Fellowship a s a whole to any position or particular course of action.

14.10
All committees shall make an annual report to the Board by June 30 (to be published in RVUUF's annual report).

14.11
A staff person who is supervised by a committee or evaluated by a committee shall be an ex-officio (non-voting) member of that committee but may not chair it.

14.12
All applicants for a paid position that is supervised and/or evaluated by a committee are ineligible for membership on that committee unless such membership is approved by the explicit, written consent of the successful applicant and the voted approval of the Board.

14.13
The Requisite Committees are as follows:

(A) Building, Aesthetics and Grounds Committee.

(B) Committee on Fellowship Ministry (See Amendment 2.)

(C) Finance Committee

(D) Membership Committee

(E) Music Committee

(F) Personnel Committee

(G) Religious Education Committee

(H) Stewardship Committee

(I) Worship Committee

14.14
In accordance with the Conflict Resolution Guidelines and after the Conflict Resolution Committee's procedures have been reviewed by the Board, a committee member may be

removed by a ⅔ vote of the Board for conduct that renders the committee dysfunctional.

ARTICLE XV. SPECIAL COMMITTEES

15.1 - NOMINATING COMMITTEE

The Nominating Committee, in order to recruit qualified candidates for positions of leadership, shall strive to become knowledgeable about Members' abilities and shall seek nominees from among the RVUUF Membership who are concerned with congregational governance and are engaged in its activities and social events.

(A) General Responsibilities:
The Nominating Committee shall carry out the duties and responsibilities set forth in the Policies and Procedures Manual, including assisting the Board in the selection of requisite-committee chairs. The Nominating Committee also shall assist the Endowment Trustees in recruiting suitable trustees.

(B) Election of Nominating Committee Members:
The members of the Nominating Committee shall be elected each year at the annual meeting of the Fellowship. This committee shall be comprised of three Members of the Fellowship who shall be elected for two-year overlapping terms. In the event that any vacancy occurs on the committee between annual meetings, the Board shall appoint a person from among the eligible voting Members of the Fellowship to fill the unexpired term of the position until the next annual meeting, at which time a permanent replacement shall be elected by the Congregation.

(C) Nominating Committee Meetings:
The President of the Board shall call an organizational meeting of the committee no later than October 15th of each year. Two members of the Nominating Committee shall constitute a quorum required to conduct any business of the committee.

(D) Nominations for Annual Elections:

1. For each election to be held at the annual meeting of the Congregation, the Nominating Committee shall submit one nominee for each open position to occur on the Board, for each open position on the Nominating Committee, and for each open position as Trustee of the Endowment Trust.
2. Additional nominees for all open positions shall be accepted at the time of the annual meeting. Nominees must consent to the nomination.

(E) Publication of Nominations:
The Nominating Committee shall issue a list of nominations no later than 30 days prior to the annual meeting of the Congregation. This list shall be published in the Fellowship's newsletter and posted on the RVUUF website prior to the annual meeting and included with the agenda of the meeting.

15.2 - COMMITTEE ON FELLOWSHIP MINISTRY

The Committee on Fellowship Ministry (CFM) shall promote the well-being of the Congregation's total ministry through assessments, feedback, recommendations, and education.

(A) In addition to the Minister, members of the CFM shall be six in number, serving staggered three-year terms, two members leaving the committee and two new members joining the committee annually. CFM members shall be chosen annually in a collaborative process with the Board of Directors.

(B) Annually the CFM will select from among its members a chair and advise the Board of the selection. In the event that the members of the CFM are unable to agree upon a chair, the Board shall appoint a chair for the current year.

15.3 - CONFLICT RESOLUTION COMMITTEE

The Conflict Resolution Committee is the Fellowship's internal mediation body of recourse in situations of conflict between individuals, including between a committee chair and a committee member.

(A) The Conflict Resolution Committee members will be selected for their ability to perform the duties described in the Operations Manual.

(B) The committee will consist of at least three members.

(C) The Board will select the members from a list produced by CFM in consultation with the Minister.

(D) Members shall serve for a three-year term. No member may serve more than two consecutive terms. A member selected to fill a vacancy of two years or less shall be eligible to serve two contiguous consecutive terms.

(E) The committee shall make an annual summary report to the Board.

ARTICLE XVI. FINANCES

16.1
The Finance Committee shall plan, track, and report to the Board on Fellowship finances.

16.2
The Finance Committee shall submit a target budget to the Board for consideration in early February.

16.3
The Stewardship Committee shall conduct an annual stewardship campaign and submit the results to the Board in early April.

16.4
The Board shall submit a proposed budget for consideration and action by the Congregation at the annual business meeting.

ARTICLE XVII. INSURANCE AND BONDING

17.1
All necessary insurance shall be in place for properties and persons, at the expense of the Fellowship. Except in the case of fraud or bad faith, Officers, Staff and Members acting on behalf of the Fellowship shall be held free of liability for actions or decisions in the exercise of their powers and duties, and the Fellowship shall provide Professional Liability Insurance for this purpose in such amounts as may be determined by the Board of Directors. Such persons may be bonded at the expense of the Fellowship if the Board of Directors imposes this requirement, stating the amount and duration of such bond.

ARTICLE XVIII. AMENDMENTS OF BYLAWS

18.1
Amendments to the Bylaws that are in conformity with existing state and federal laws may be proposed by the Board or by petition signed by ten percent (10%) or more of Fellowship Members.

18.2
In the case of petitions by the Members as cited in Paragraph 18.1, the Board shall call a special business meeting of the Fellowship to act upon the proposed change. The notice of the meeting shall contain the full text of the amendments.

18.3
These Bylaws may be amended by a two-thirds (⅔) vote of those Members present at a meeting of the Fellowship called for that purpose. Twenty-five percent (25%) of the Membership shall constitute a quorum.

18.4
Following the text of each amendment to the Bylaws, the date of passage shall be appended.

ARTICLE XIX. DISSOLUTION

19.1
In the event that this Fellowship should be dissolved without any successor being named, its assets, after payment of all debts and obligations, shall be transferred and turned over, without compensation, to the Pacific Northwest District of the Unitarian Universalist Association or its legally constituted successor or designee.

Appendix

Original Adoption

Originally adopted by the Fellowship on December 14th, 2008.

Amendments

(re: 18.4)
The following amendments are explained in greater detail in the Meeting Minutes of the Congregational Meeting for which the amendment was passed (on the date referenced).

- February 7th, 2010
    - Committee Name Change (Building and Grounds)
    - CFM Listing Change
- June 3rd, 2012
    - Title Change (President-elect)
    - Wording Change (Letters of Agreement)
- June 22nd, 2014 … ref: 140622
    - Added 17.2 (Insurance)

Current RVUUF Board of Directors

- http://governance.rvuuf.org/board

See Also:
- http://rvuuf.org/

Document History

See Also:

- **RVUUF Bylaws Change Record** … (limited access)

1. 140808 - Conrad Gardner
    a. Transcribed current original into a Google Drive Document
2. **1953-Nov-15 - Original Document Issued**
    a. First issue of bylaws, on application to the “American Unitarian Association”.

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