

# BY-LAWS OF THE BELLINGHAM UNITARIAN FELLOWSHIP

Adopted: July 11, 1956

Revised March 8, 1957

Revised: Jan. 23, 1966

Revised: April 10, 1988

Revised: May 2005

Revised: May 22, 2010

Revised: May 25, 2014

With Proposed Revisions (marked as strike thru or bold underline) October, 2017

## ARTICLE I: Name

The Bellingham Unitarian Fellowship shall be the name of this organization.

## ARTICLE II: Statement of Purpose

We, the Members of the Bellingham Unitarian Fellowship, are a liberal religious community which values the diversity of individuals and affirms Unitarian Universalist principles. Our congregation welcomes persons of every race, ethnicity, national origin, citizenship, religion, gender identity, sexual **and affectional** orientation, age, and physical ability. As a community, we aspire to provide a creative, and nurturing environment where social, spiritual, and personal development are encouraged and acknowledged. Therefore, we celebrate in ritual, music, art, literature and humor; and we endeavor to teach, to learn, and to serve both our community and the world.

## ARTICLE III: Denominational Affiliation

This Fellowship shall be a member of the Unitarian Universalist Association and the Pacific Northwest District.

## ARTICLE IV: Membership

Section I: Requirements for Membership. Membership in the Bellingham Unitarian Fellowship is extended to persons who:

- a. Have attained sixteen years of age;
- b. Have affirmed their commitment to the purposes of the fellowship;
- c. Have signed the membership ledger; and
- d. Make a financial contribution of record annually.

Section 2: Participation and voting.

- a. All Members and friends may attend meetings of the congregation of this Fellowship, and participate in the discussion of Fellowship business.
- b. Only Members may cast votes at congregational or committee meetings, or serve as committee chairs.

Section 3: Termination of membership.

- a. Membership in the Bellingham Unitarian Fellowship will be terminated upon the written request or direction of the subject Member.
- b. Membership of persons who have initiated no contact for over one year may be terminated by the Board or its designees.
- c. An individual Member can be removed from membership when the person's actions are deemed dangerous to the physical or emotional health of the community. If such removal of a Member is contemplated, the Board shall appoint a three-member ad hoc committee to advise the Board. One member of the committee shall represent the Member facing expulsion. Expulsion shall be by unanimous vote of the entire Board of Trustees. The Member will be notified by the President or Vice-President.

**ARTICLE V: Congregational Meetings**

Section 1: Annual Meeting: The annual congregational meeting of the Fellowship shall be called in May for the following purposes:

- a. Reporting on the current fiscal year.
- b. Considering and adopting a budget for the new fiscal year.
- c. Election of all positions required by these by-laws.
- d. Considering such other business as may properly come before the congregation.

Section 2: Special Congregational Meetings: Special congregational meetings may be called at any time by the President of the Board, the Minister, three members of the Board or twenty percent of the Members of the Fellowship.

Section 3: Notification: All Members of the Fellowship shall be notified of all congregational meetings of the Fellowship as follows:

- a. Written notice of the meeting shall be mailed or transmitted electronically to each Member at least fifteen days before the time set for the meeting. The notice shall include the text of any resolutions or by-law revisions to be considered at the meeting, and the names of any nominees standing for election.
- b. The meeting shall be announced from the pulpit the two Sundays before the meeting date.

Section 4: Resolutions: Resolutions may be proposed by the Board, or **proposed** by petition of at least ten Members, submitted to the Board at least sixty days prior to the meeting at which the resolution is to be considered. **An affirmative vote of 75% of members present is required for a resolution to pass.**

Section 5: Quorum: Twenty percent of the Membership shall constitute a quorum at all congregational meetings.

Section 6: Voting:

- a. Neither proxy nor absentee ballots shall be considered valid at a congregational meeting.
- b. Unless otherwise specified in these by-laws, action of the meeting shall be by simple majority of the Members present and voting.

Section 7: Minutes: **After approval by the Board, m**Minutes of each congregational meeting shall be kept in the church office, and a copy shall be available **to the Congregation** by request. At

the next congregational meeting they will be approved (or amended).

Section 8: Formal Procedures: Congregational Meetings will be conducted in accordance with Robert's Rules of Order.

#### **ARTICLE VI: Selection of Board of Trustees, Nominating Committee, and Officers**

Section 1: Board — Number and Term: The Board of Trustees shall consist of seven to nine Members of the Fellowship. Term of office shall be three years, and a Trustee who has served a complete term is not eligible to serve a succeeding term.

Section 2: Board —Nomination and Election: Each term of office shall begin on ~~dated as of~~ the first day of the fiscal and administrative year. **To the extent possible** terms of office shall be staggered, with three beginning each year. At each annual congregational meeting, Trustees shall be elected to Board vacancies. Trustees shall serve until their successors take office in July. Candidates additional to those named in the notice of meeting may be nominated from the congregation by delivering to the President, before the meeting convenes, a petition signed by at least ten Members and including a statement of agreement to serve signed by the prospective nominee. Alternatively, any Member shall be entitled to nominate a candidate or candidates from the floor at any meeting at which trustees are being elected. If the number of candidates exceeds the number of Board vacancies, election shall be by secret ballot.

Section 3: Vacancies: Vacancies on the Board may be filled by the Board until the next annual meeting, at which time the vacancy shall be filled to the end of the term by congregational election.

Section 4: Officers — Selection and Term: The Board shall select a President and a Vice-President/Moderator from among its members at its first meeting each year and shall elect a ~~s~~Secretary and a Treasurer to serve until replaced. If the latter are not elected board members, they shall serve ex officio, non-voting on the Board.

Section 5: The nominating committee, consisting of five (5) members who are not members of the Board of Trustees, shall be elected for one year terms at the annual congregational meeting. Terms shall commence at the beginning of the next fiscal ~~and administrative~~ year.

#### **ARTICLE VII: Duties of the Board of Trustees, Nominating Committee, and Officers**

Section 1: Board Powers: The Board shall have general charge of the affairs and property of the Fellowship, and conduct its business. It shall have the power to accept, reject, and administer gifts, bequests, and trusts, and the control of the Fellowship's policies and administration. The Board may enter into any contract involving expenditure of up to \$10,000, and may encumber or dispose of any property of the Fellowship valued at less than \$10,000 without the approval of the congregation.

Section 2: Board Functions: The Board is the primary governing body of the **Fellowship** ~~corporation~~, with responsibility for activities of the **Fellowship** ~~corporation~~. Its functions shall include but are not limited to the following:

- a. Establish long range goals.
- b. Establish policies and procedures ~~with notification to Members~~ **governing operation of the Fellowship.**
- c. Annually evaluate all activities to determine the extent to which goals are being realized.
- d. Annually arrange for an internal review of the financial records of the Fellowship.

Arrange for an external review of the financial records of the Fellowship at no more than three year intervals.

- e. Annually prepare a canvass plan and present a budget for congregational approval for the ensuing year.
- f. Provide oversight to the committees and ~~officers~~ **principal program and administrative positions** of the Fellowship.

Section 3: Board Meetings: The Board shall hold at least eight regular monthly meetings each year. Additional meetings may be called by ~~at the Minister or President's discretion, and shall be called at the request of the Minister or of~~ **by** any two Members of the Board. At least twenty-four hours notice of meetings shall be given Board members personally, by telephone, electronically, or by mail.

Section 4: Open Meeting Policy: All Board meetings and the Minutes thereof shall be open to any Member of the Fellowship, except that the Board may adjourn to executive session to discuss property acquisition or disposal, dissociation of a member, or personnel matters. ~~Any final action on such items shall nevertheless be taken in open session.~~ **When appropriate any action taken in executive session will be announced in open session as soon as practical.**

Section 5: Quorum: At any meeting, a majority of the Board shall constitute a quorum.

Section 6: President: The President shall preside at all meetings of the Congregation.

Section 7: Vice-President/Moderator: The Moderator shall prepare an agenda for the board meetings and chair them. In the President's absence, the Moderator shall preside at congregational meetings.

Section 8: Secretary: The Board Secretary shall ~~ensure keep~~ a full record of the proceedings of the Board and of congregational meetings of the Fellowship ~~are kept~~, and shall be responsible for the Fellowship records. The Secretary shall ensure that ~~be responsible for compiling~~ a list of all Fellowship Members ~~eligible to vote~~ **is compiled and is posted** ~~shall post this list on the Fellowship bulletin board at the time of the call of any congregational meeting of the Fellowship. The Board Secretary shall keep a current roster of Affiliate Organizations.~~

Section 9: Treasurer: The Treasurer shall account for all revenues and expenditures of the Fellowship, guide the board in budget preparation after consulting with administrative staff, assist in budget presentation for congregational approval, and supervise implementation of the budget. The treasurer shall exercise sound financial controls therein, safeguard the Fellowship's financial assets, **attend scheduled board and congregation meetings** and make regular reports to the Board and congregation on financial conditions and activities. Upon retiring from office, the Treasurer shall deliver to the Board or his/her board-elected successor the account books and the funds for which he/she is responsible.

Section 10: Nominating Committee: The Nominating Committee shall publicize, solicit, and submit **to the Board** the names of qualified candidates for vacant positions on the Board and Nominating Committee. Members who desire to serve on the Board or Nominating Committee shall apply to the Nominating Committee pursuant to requirements adopted by it. Any Member shall be entitled to nominate a candidate or candidates for office, from the floor at any meeting at which trustees are being elected. The Nominating Committee should **also** act in an advisory capacity to the Board by suggesting candidates to fill

vacancies for un-expired terms on the Board, whenever vacancies occur. In addition, the Nominating Committee may provide recommendations for other leadership positions.

Section 11: Committees: The Board shall establish such regular (standing) and special (ad hoc) committees as it deems appropriate, and shall appoint the chairs of and determine the charge to such committees.

Section 12: ~~Executive Oversight Administrative Officers:~~ **The Board shall establish and determine the charge of such principal program and administrative positions and structures it deems appropriate, and shall appoint such principal position holders.** ~~The Board shall establish such staff positions as it deem appropriate and shall appoint office holders and determine the charge of such officers:~~

Section 13: **Board Non-Attendance:** If a Board member is absent from three consecutive regular meetings, the Board may declare a vacancy and fill the term in the manner prescribed.

**Section 14: Board Conduct and Expulsion: A Board member may be dismissed by vote of a majority of the remaining Board members for repeated inappropriate behavior. Vote by the Minister may be required to break tie votes.**

#### **ARTICLE VIII: Fund Management**

Section 1: Board and Treasurer Responsibilities: The Board is empowered to establish and maintain funds to implement the activities of the Fellowship. It will also establish policies and procedures for the handling of these funds after consultation with the Treasurer. At least one of these funds is to be designated an Endowment Fund. The Endowment Fund is to be a long-term fund in which all disbursements made are consistent with the retention of principal intact from year to year. The Board may establish committees to assist the Treasurer in these responsibilities. Such committees may provide information, suggestions, and advice to the Treasurer on all aspects of the funds. The Board may also assign to such committees the planning and execution of campaigns to raise additional monies for these funds.

Section 2: ~~The Treasurer has fiduciary responsibility for all funds on behalf of the Board of Trustees. The Board and the Treasurer shall, in consultation with administrative staff, provide for a method for monitoring disbursements to ensure that they are consistent with the purpose(s) of the fund(s).~~ **The Board has Fiduciary responsibility for all Fellowship funds and shall direct the treasurer and any other person handling Fellowship funds in the appropriate execution ofr their fiscal responsibilities.**

Section 3: Philosophy of Investment and Disbursement: A "Restricted Fund" is established when the Board accepts a donation subject to a donor's stated restrictions on the use or on the

investment of the donation. By accepting such a donation, the Board is bound to comply with the stated restrictions. The Board must then ensure that all transactions are compatible with the terms of the gift. The documents establishing the terms of the gift must be kept on file permanently in the Fellowship office. An "Endowment Fund" is a "Restricted Fund" because of the restriction placed on disbursements (retention of principal).

All funds other than those denoted as "Restricted" are "Designated Funds" (the operating budget is referred to as "Unrestricted"). They may be funded by donors, by "clients" (e.g., a retreat fund), or by the Board (e.g., by a transfer from the operating budget), and designated to be spent in specified categories. The Board can establish new "Designated Funds" as needed and can terminate such funds similarly. If the Board should decide that the reason for a "Designated Fund" is no longer valid, or that its monies could be better spent elsewhere, the Board may transfer the principal or any portion thereof to other valid uses including the operating budget after advice from the Treasurer about the proposed transfer is received and documented in the board meeting minutes.

- Section 4: Reporting Requirements: The financial records of all funds shall be audited as provided in VII, 2, d, above. The Treasurer shall provide a summary report suitable for laypersons ~~to the congregation,~~ at any meeting where a budget is approved or amended, **financial matters could be involved/ affected**
- Section 5: Liability: Members of the Board and of any committees charged with investment responsibilities shall not be liable for any losses which may be incurred upon the investment of funds except to the extent such losses shall have been caused by bad faith or gross negligence. Each member shall be liable only for his/her own willful misconduct, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or in transactions involving BUF funds in which the member has direct or indirect financial interest and members shall at all times refrain from any conduct in which her/his personal interests would conflict with the interests of the Fellowship.

#### **ARTICLE IX: Minister**

- Section 1: Qualifications: The Minister need not be in Fellowship with the Unitarian Universalist Association.
- Section 2: The Ministerial Search Committee: The Search Committee shall be elected at a congregational meeting. It ~~shall function~~ **will pattern its activities** according to the procedures of **outlined in** the Unitarian Universalist Association settlement process.
- Section 3: Election of a Minister: After the Ministerial Search Committee has recommended a candidate, a special meeting of the congregation shall be called to vote by secret ballot on that candidate. A ~~three-quarters (3/4)~~ **90%** vote in favor of the candidate by the Members present and voting ~~will be is~~ required. The terms of the settlement contract shall be presented to the congregation at the time of the vote.
- Section 4: Dismissal: Dismissal or resignation of the Minister shall carry at least a ninety (90) day termination date, except as otherwise provided by mutual consent of the Minister and the members of the Board. The Minister of this Fellowship shall be dismissed by a **simple** majority vote of the Members. Procedures for dismissal established by the Board will ensure that all sides of the dismissal issue are available to all Members of the congregation.

Section 5: Duties of the Minister: Duties of the Minister shall be set forth in the "Agreement for Ministry" as negotiated and approved by the congregation, the Board and the Minister.

Section 6: Public Statements by the Minister: The Minister may express his or her own convictions and beliefs on any subject, in or out of the pulpit.

#### **ARTICLE X: ~~Public Statements in the Name of the Congregation~~**

Members of the congregation including the Minister can make a public statement in the name of the congregation by following the procedures of Article V, Sections 2 and 4. ~~If such statement is approved by the congregation, it may then be publicized in the name of the Fellowship with the vote appended thereto.~~ In rare and unusual circumstances in which speed of response is crucial, the Board and the Minister are jointly empowered to bypass the requirement for a congregational meeting. Whether or not the General Assembly of the Unitarian Universalist Association has already voted for an essentially similar statement or resolution should be a factor in their joint decision.

#### **ARTICLE XI: ~~Fiscal and Administrative Year~~**

The fiscal ~~and administrative~~ year shall run from July 1 to June 30.

#### **ARTICLE XII: ~~By-Law Review and Amendments~~**

Section 1: Review: At least once in every three years, the Board shall determine if it is necessary to appoint a committee to study and re-evaluate the ~~Articles of Incorporation and~~ By-Laws and to recommend to the Board and Membership of the Fellowship such changes as appear necessary to meet the current needs of the Fellowship.

Section 2: Two-thirds Vote: These By-Laws may be altered or amended, or substitute by-laws may be adopted, by a two-thirds vote of the Members present and voting at a congregational meeting.

#### **ARTICLE XIII: ~~Dissolution~~**

Upon its dissolution or final liquidation, the net assets of Bellingham Unitarian Fellowship shall be distributed to the Unitarian Universalist Association of Churches and Fellowships in North America, a not-for-profit organization which is tax exempt under Section 501(c)(3) of the U.S. Internal Revenue Code.