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# BYLAWS

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Florence Unitarian Universalist Fellowship

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## **Article I      Name**

- 1.0 The name of this religious corporation shall be the Florence Unitarian Universalist Fellowship (FUUF).

## **Article II      Purpose**

- 2.0 The purpose of our Fellowship shall be the development and enrichment of human lives through service, study, fellowship, and inclusive spirituality; and to bring the love and grace of Unitarian Universalism to our people, our community and our world.

## **Article III      Parliamentary Authority**

- 3.0 The rules contained in Roberta's Rules of Order govern FUUF in all cases where applicable and where they are not inconsistent with these Bylaws and any special rules of order FUUF may adopt.

## **Article IV      Governance**

- 4.1 This Fellowship shall be governed by the Board of Directors (Board) subject to the powers reserved to the membership as detailed in article 8.3.
- 4.2 FUUF is a member of the Unitarian Universalist Association (UUA) and of the Pacific Northwest District (PNWD) of the UUA, or their successors.
- 4.3 UUA *FUUF* follows congregational polity. The membership shall have ultimate authority on all matters pertaining to the operation of the Fellowship. This authority shall be exercised at business meetings of the Fellowship members. The powers specifically reserved to the membership are listed in Article 8.3.
- 4.4 The intention of this Fellowship is to make annual contributions equal to its full Fair Share as determined by the UUA and the PNWD, or their successors.
- 4.5 The FUUF Manual of Policies and Procedures shall further clarify the specifics of these Bylaws. The bylaws shall be publicly available.
- 4.6 When the Fellowship (under 8.3(h)) has approved the purchase, sale or transfer of real property, the Board is authorized:

- 4.6(a) to enter into agreements with financial institutions for the purpose of obtaining such loans as may be needed to purchase real property, or for construction of Fellowship property.
- 4.6(b) to enter into agreements with such providers and contractors as are necessary to construct a building for Fellowship functions
- 4.6(c) to make such expenditures as are necessary for the purchase of real property for a Fellowship Center, and/or for construction of said Fellowship Center.

## **Article V      Membership**

- 5.1 Anyone, eighteen years of age or older, who supports the mission of FUUF, who makes a recorded contribution in the form of time, talent and treasure, who agrees to be bound by FUUF Bylaws, Covenant of Relationship, and who signed the membership book, is a member of this Fellowship
- 5.2 A person who has been a member for an extended period of time and is no longer able to meet the requirements for membership for health or other reasons may be designated a Lifetime Member by the Board. Lifetime members are entitled to all rights and privileges of active membership.
- 5.3 Membership and all rights of members can be terminated due to voluntary oral or written resignation, death of the member, or moving away from the FUUF area. Members who have not participated in Fellowship activities for a period of one year are considered inactive members and may lose the rights of membership.
- 5.4 A roster of members will be kept, and updated, and will be readily available to all members.
- 5.5 Any member may inspect any corporate record(s) upon written request to the president, and such written record(s) shall be kept on file in the FUUF office. The Manual of Policies & Procedures will list exceptions.

## **Article VI      Directors and Leadership**

- 6.1 Members of the Board are the president, vice-president, secretary, treasurer, past president (non-voting member) and up to 7 directors at large.
- 6.2 All members of the Board must be members of the Fellowship.
- 6.3 The members of the Board will serve without compensation.

- 6.4 The Board must have a quorum to transact business at all regular and special meetings of the Board. A simple majority of the voting Board members constitutes a quorum.
- 6.5 The Board shall establish and maintain policies for and shall administer the business affairs of the Fellowship.
- 6.6 The Board may fill by appointment any elective office that becomes vacant except as noted in Section 6.10. The new appointee will serve until the end of that particular term of office.
- 6.7 During the annual meeting, in odd-numbered years, the membership will elect a president, treasurer and odd numbered directors.
- 6.8 During the annual meeting, in even-numbered years, the membership will elect a vice president, secretary and even numbered directors.
- 6.9 A member of the Board may run for another office before the end of their term of office. If the member is elected to the other office, their former position will be vacated. The vacated position will be filled through a special election, which may be concurrent with the annual meeting, by the membership with due notice.
- 6.10 Term of office for positions on the Board is two consecutive years, or until a successor is appointed or elected.
- 6.11 No more than one member per house hold, or per business partnership may serve on the Board at any given time.
- 6.12 The Board shall hold regular meetings at least once per quarter. Regular meetings of the Board require 15-days advance notice to members by newsletter, email, phone or regular mail.
- 6.13 Special meetings of the Board may be called by the president, or by any two Board members and require 48 hours advance notice to the membership by email or phone.
- 6.14 Emergency meetings of the Board may be called without delay. Dire circumstances such as fire, earthquake, etc., shall constitute an emergency. In an emergency, notification of members may be waived.
- 6.15 FUUF members may attend all Board meetings with the exception of Executive Sessions when personnel matters or legal issues are discussed.
- 6.16 The president will prepare for and preside at all meetings of FUUF and present an annual report to the membership at the annual meeting.
- 6.17 The vice president serves in place of the president when needed.

- 6.18 The secretary will handle all official correspondence of the Fellowship, file all records and communications, and record all proceedings of the Board of Directors and of business meetings of the membership.
- 6.18(a) The secretary will submit the approved minutes of board meetings to the full membership, as designated in the Policies and Procedures.
- 6.18(b) The minutes are the official history of the Fellowship. The secretary may electronically record meetings for purposes of accuracy and for the historical record; members may also record meetings of the Board.
- 6.18(c) Minutes of the Board meetings shall record names of board members, members and visitors present.
- 6.18(d) Minutes shall record actions taken by the Board.
- 6.18(e) The minutes will be posted at FUUF, Members may have access to previous minutes by request.
- 6.19 The treasurer will receive and safely handle all money entrusted to his/her care, will deposit funds, and will disburse same under the direction of, and to the satisfaction of, the Board. Procedures for handling money are described in the treasurer's manual.
- 6.19(a) At each regular Board meeting, the treasurer will submit to the board and itemized report of income and expenses, allotment for special funds, and current balances.
- 6.19(b) A copy of each treasurer's report is to be posted at FUUF and available upon request.
- 6.20 The Board, by two-thirds vote, may drop inactive members from the membership rolls of the Fellowship. Inactive members are defined in Section 5.4.
- 6.21 The Board, for cause and by unanimous vote, may exclude from the Fellowship a member or guest exhibiting unacceptable or illegal behavior. The Manual of Policies and Procedures shall provide guidelines for a safe congregation.
- 6.22 The treasurer may accept contributions for established funds in the budget. Only the Board may accept contributions and approve expenditures of those contributions that are for specific purposes that are not previously established in the budget.

## **Article VII Nominations and Elections**

- 7.1 A Nominations Committee of at least three members will be appointed by the Board at least 60 days prior to the Annual Meeting.
- 7.2 Members of the Nominations Committee are eligible to run for any/all offices of their choice.
- 7.3 All Members are eligible for nomination to office.
- 7.4 No individual may serve in the same office for more than two consecutive terms.
- 7.5 No individual may serve on the Board of Directors for more than eight consecutive years.
- 7.6 The Nominations Committee must provide all candidates with a list of duties expected of the office for which they are running.
- 7.7 Names of nominees must be reported to the membership at least 15 days prior to the annual meeting.
- 7.8 Additional nominations may be made from the floor during the Annual Meeting providing the nominee has given prior consent.

## **Article VIII Fellowship Meetings**

- 8.1 Annual meetings will be held in the first two weeks in June each year. Special business meetings of the members may be called by the Board or by written petition of at least five members of the Fellowship. At Special business meetings of the members the business acted upon shall be restricted to items in the notice of the meeting. Twenty percent (20%) of the membership shall constitute a quorum for the transaction of business at the Annual meeting or a Special meeting.
- 8.2 Notification of annual meeting, date and time, will be provided to the members no less than 30 days prior to the meeting. The agenda for the annual meeting will be provided to the Membership no less than 15 days prior to the meeting. Special business meetings also require 15 days' notice to the members.
- 8.3 A secret ballot is required for the following Fellowship decision **(s)** and a two-third vote of the members voting is required.
  - 8.3(a) Adopt and amend Articles of Incorporation and Bylaws
  - 8.3(b) Approve an annual budget
  - 8.3(c) Commit to an unbudgeted expense of more than 10% of the total approved fiscal year budget.

- 8.3(d) Elect officers and directions
- 8.3(e) Remove officers and directors
- 8.3(f) Call or dismiss minister
- 8.3(g) Move to a new meeting facility
- 8.3(h) Purchase, sell or transfer real property
- 8.3(i) Dissolve the Fellowship
- 8.4 All other decisions at a meeting of the membership shall be made by majority vote of the members voting unless specified otherwise. A “majority” vote is fifty percent (50%) plus one of the total votes cast.
- 8.5 Valid ballots are those with votes cast by FUUF members. Mail-in ballots, ballots hand delivered to a director as well as votes cast by members present will be counted.
- 8.6 Balloting for directors must be on pre-printed paper ballot with space for write-in candidates.
- 8.7 Mail-in and hand-delivered ballots must be received by the date of the vote and will be kept secure until the final counting.
- 8.8 Procedures for maintaining privacy, opening and counting ballots shall be explained in details in the Manual of Policies and Procedures.

## **Article IX Committees**

- 9.1 The Board will create standing committees as needed.
- 9.2 The Board may create other committees as deemed necessary. The membership shall be notified as to purpose and membership of such committees.
- 9.3 Committee authority and responsibilities are defined in the Manual of Policies and Procedures.
- 9.4 The members of each Committee will choose the Chairperson for their committee.

## **Article X Covenant of Relationships**

- 10.0 A Covenant of Relationships as approved by the members, shall define the desired relationships between individual members, the Board, the minister

and the community. Actions to be taken for unacceptable behavior are defined in the Manual of Policies and Procedures.

**Article XI Conflict of Interest**

11.0 Each Director shall avoid any situation that causes an actual or a potential conflict between the interests of this Fellowship and any other entity. Actual conflicts of interest include direct and indirect conflicts. A direct conflict is when a director stands to benefit personally by a transaction of the Fellowship. An indirect conflict is when another entity in which the director has a material interest is a party to the transaction, and the other entity could benefit unfairly. A potential conflict is when the circumstances surrounding a transaction and the director’s part in it, could be perceived by the public as creating a conflict between the interests of the Fellowship and the interests of the other entity. Each director shall immediately disclose any actual or potential conflict of interest and shall not participate in voting on a topic where there is an actual or potential conflict of interest. The directors shall complete and sign the necessary conflict of interest statements and shall update them at least annually or when necessary.

**Article XII Amendment**

12.0 These Bylaws may be amended by a two-thirds majority of the votes cast at any annual meeting or special business meeting of the members.

**Article XIII Dissolution**

13.0 The process of dissolution shall be initiated by action of a two-thirds majority of the members. Assets of the Fellowship will be transferred upon dissolution to the Unitarian Universalist Association, or their successors.

**Changes to FUUF Bylaws were adopted by the members on June 3, 2018 and replace the previous FUUF Bylaws dated July 12, 2009. These bylaws were then revised & updated on April 28, 2019 and then revised & updated on February 24, 2024.**

\_\_\_\_\_ *signature on file* \_\_\_\_\_

**President, Judy Plumery**

\_\_\_\_\_ *signature on file* \_\_\_\_\_

**Secretary, Darlene Norwood**