

**UNITARIAN UNIVERSALIST BAY DE NOC FELLOWSHIP**  
**BYLAWS**  
**2.10.10**

- 1. NAME:** Unitarian Universalist Bay de Noc Fellowship which is a religious fellowship.
- 2. PURPOSE:** Our mission is to foster spiritual community where any individual can experience fellowship and acceptance; cultivate a sense of connectedness and responsibility to all creation; and find support in a journey toward spiritual truth.
- 3. NONDISCRIMINATION CLAUSE:** We are a welcoming Fellowship that embraces diversity. We welcome all people into its membership without regard to race, color, national origin, disability, sexual orientation, gender, or gender identity. Membership cannot be based upon or denied due to any of those factors.
- 4. MEMBERSHIP REQUIREMENTS, FRIENDS, AND VISITORS:** Full voting membership in this Fellowship is open to any person, 14 years or older, who is in sympathy with the purpose and program of the Unitarian Universalist Fellowship. To join as a Fellowship member entitled to vote, a person shall sign and date the Membership Book with requirements as determined by the Fellowship Board (hereinafter referred to as the Board). All individuals, aged 14 years and older, will become "Voting Members" after having signed and dated the Membership Book. Membership for individuals under age 18 years is subject to approval by their parent(s) or legal guardian(s). This Fellowship shall be open to voting members, as defined above, and to their immediate families; non-voting participants of any age, self-designated as Friends (or Visitors) having sympathy with the purpose and program of this Fellowship.
- 5. REMOVAL OF MEMBERSHIP:** A member's name may be removed from the Membership Book in case of:
  - A. The member's death;
  - B. Written request by the member to the Board;
  - C. A period of inactivity over one year with notice of same provided to the member followed by action of the Board;
  - D. One who has membership terminated by the Board for cause, as determined by a vote of two-thirds of the Board, provided that the member has the right to appear before the Board and the right of appeal to a meeting of the Fellowship;
  - E. For any member under the age of 18, upon receipt by the Board of a signed written request by a parent or legal guardian of said member requesting the removal of membership.
- 6. OFFICER COMPOSITION:** The Officers of the Fellowship are the President, the Vice President, the Secretary and the Treasurer.

**7. RESPONSIBILITIES OF THE PRESIDENT:** The President shall be the chief executive officer of the Fellowship. The President shall preside at all meetings of the Fellowship and the Board.

**8. RESPONSIBILITIES OF THE VICE PRESIDENT:** The Vice President shall act in the absence of or at the request of the President, at which time the Vice President shall have all powers and functions applicable to the President.

**9. RESPONSIBILITIES OF THE SECRETARY:** The Secretary shall be the official Secretary of the Board, shall see that proper records are maintained, and shall see that the proceedings of the Board are regularly reported to the Fellowship. All records of the Fellowship produced and maintained by the Secretary for the Fellowship shall be deemed the property of the Fellowship.

**10. RESPONSIBILITIES OF THE TREASURER:** The Treasurer shall have custody of, or control over, all money belonging to the Fellowship; will keep careful and accurate records of income, receipts, and expenditures of the Fellowship; will pay the bills and charges that are in the approved budget or are approved by the Board; and will report to the Board periodically and to the Fellowship at least annually.

**11. ADDITIONAL OFFICER RESPONSIBILITIES:** Each Officer shall also have any further powers and duties assigned to them by the Board of Directors.

**12. COMPOSITION OF THE BOARD:** The Board shall consist of five (5) members including four (4) Officers: President, Vice President, Secretary, Treasurer; and one (1) Member-At-Large, currently the Immediate Past President of the Board, until the election following the adoption of these Bylaws.

**13. RESPONSIBILITIES OF THE BOARD:** The Board shall administer and manage the business of the Fellowship, have general charge of the property of the Fellowship, of its business affairs, and have control of its administration.

**14. BOARD MEETINGS:** Board Meetings are open to all members of the Fellowship. Members who are not Board Members may speak at Board Meetings, but may not make motions or vote at Board Meetings. Minutes shall be available to the Fellowship. Regular Meetings of the Board of Directors should be held at once per month. A majority of the voting members of the Board shall constitute a quorum. Notice of all regular Board Meetings should be published in the Fellowship Newsletter and announced during the Fellowship Services.

**15. BOARD DECISION-MAKING AND VOTING:** The Board shall endeavor to make decisions by consensus of all Board members present at the meeting. If, however, consensus cannot be reached, the President, with support

of one other Board member, may so declare and actions shall be taken by majority vote of the Board members present. All Members of the Board are expected to disclose any Conflict of Interest.

**16. ANNUAL AND OTHER MEETINGS:** Fellowship Meetings will be held at the time or times established by the Board, provided that at least one meeting of the Fellowship will be held annually. The agenda for Fellowship Meetings will be prepared by the President.

**17. ELECTION PROVISION:** Fellowship Officers and the Member-At-Large Board Member are elected at the Annual Meeting of the Fellowship by a simple majority and will serve from July 1 to June 30, or until their successor(s) shall have been duly elected. All elected Officers and the Member-At-Large Board Member positions are subject to re-election term limits of four (4) consecutive terms in a single position. After one year of not having served on the Board, a member shall become eligible for re-election or appointment as any Officer or as the Member-At-Large.

**18. NOMINATION COMMITTEE AND PROCEDURE:** A Nomination Committee consisting of three (3) Fellowship members shall be appointed by the Board following each Annual Meeting to serve until the next annual election. The Nomination Committee shall nominate members to stand for annual elections. For an annual election, they shall prepare a list of people who have agreed to serve and publish this list at least two (2) weeks prior to the election. Fellowship members may add their own names to the list. Nominations shall be accepted at the Annual Meeting prior to each election subject to acceptance by the nominee prior to, or at the time of, the nomination. Any name submitted for nomination must be included as long as all eligibility requirements are met. Members of the Nomination Committee shall serve as Clerks in the election.

**19. VACANCIES:** The Board shall appoint members to fill vacancies in the Offices of Vice President, Secretary, Treasurer, and the Board Member-At-Large. If the Office of President becomes vacant, the Vice President shall serve in that position and the Office of Vice President shall be filled by a Member of the Fellowship appointed by the Board.

**20. REMOVAL OF BOARD MEMBERS OR OFFICERS:** Any Board Member or Officer who is absent from all meetings of the Board throughout a three (3) month period (assuming a minimum of three (3) meetings in that period) may be removed from the Board upon the vote of a majority of those members of the Board present at a Regular Meeting of the Board. The vacancy shall then be filled pursuant to these Bylaws.

**21. SPECIAL FELLOWSHIP MEETINGS:** Except as otherwise provided in these Bylaws, Special Fellowship Meetings shall be by written request stating the date, time, and purpose of the Special Fellowship Meeting,

signed by at least twenty percent (20%) of the Voting Members, and delivered to any Member of the Board.

**22. METHOD OF NOTIFICATION:** Notice of call of a Fellowship Annual or other Special Fellowship Meeting should be published in the official Fellowship newsletter at least fourteen (14) days before the date of the meeting and shall be announced at a Fellowship Service prior to that Meeting.

**23. QUORUM:** A quorum at any Fellowship meeting shall consist of forty percent (40%) of the voting membership.

**24. FELLOWSHIP VOTING:** A majority vote of the voting members present shall be required to carry any motion at a Fellowship Meeting. A sixty percent (60%) vote of the voting members present shall be required to carry any motion at a Special Fellowship Meeting. All voting at both regular and Special Fellowship Meetings must be in person.

**25. BASIC PROVISIONS ON COMMITTEES:** The Board shall create and dissolve committees and may appoint and remove committee members as necessary. Committees may include people who are not Fellowship members. The duties of such committees shall be prescribed by the Board. Committees shall report to the Board at the time and in the form determined by the Board.

**26. FELLOWSHIP SERVICE SCHEDULE:** Fellowship Services shall be held regularly at such time and place as shall be determined by the Board.

**27. PROFESSIONAL AND SUPPORT STAFF:** All staff shall be responsible to the Board which shall determine direct lines of reporting as appropriate to a staff member's job duties and responsibilities.

**28. FISCAL YEAR:** The fiscal year of the Fellowship is from January 1 to December 31.

**29. EXECUTION OF INSTRUMENTS:** Checks and other orders on the funds or credit of the Fellowship and all contracts and instruments in writing by the Fellowship shall be valid and binding upon the Fellowship only when executed by such Officers as shall be designated and authorized by the Board.

**30. DISSOLUTION CLAUSE:** Should this Fellowship cease to function and the membership vote to disband, any accrued assets of the Fellowship will be assigned to the Unitarian Universalist Association if any remain after payment of debts.

**31. 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.

**32. OPEN RECORDS:** All records of the Fellowship other than those of a personal nature shall be made available for inspection by any Fellowship member.

**33. PROTECTION OF NON-PROFIT STATUS:** Neither the Fellowship, the Board, nor any officer or staff of the Fellowship shall take any action or allow any activity or use of Fellowship property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Fellowship or its property. Nothing in these Bylaws shall be construed to allow a violation of this section.

**34. REPRESENTATION:** The President, or any other member of the Fellowship who is specifically authorized by the Fellowship or the Board, may represent the entire Fellowship to the public or in a private meeting.

**35. INITIAL ADOPTION OF BYLAWS:** The adoption of these Bylaws shall be by majority vote of Fellowship members attending a meeting called and held for such purpose.

**36. AMENDMENTS:** These Bylaws, so far as allowed by law, may be amended at any meeting of the Fellowship by a two-thirds (2/3) vote of those members present and voting. Notice of any proposed change shall be contained in the notice of the meeting.