

BYLAWS

Minnesota Valley Unitarian Universalist Fellowship

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The Minnesota Valley Unitarian Universalist Fellowship, having been established in 1966 as a non-profit corporation, adopts this document, pursuant to Minnesota Statutes, Chapter 317A, to regulate and manage its affairs.

ARTICLE I

Name

1.1 The name of this religious society is The Minnesota Valley Unitarian Universalist Fellowship (“the Fellowship”).

ARTICLE II

Purpose

2.1 The purpose of this Fellowship is to provide opportunities to liberal religious persons for the study and practice of religion together, to disseminate knowledge of Unitarian Universalism, and to further its principles.

ARTICLE III

Membership

3.1 **Members.** The membership of the Fellowship consists of one class of members, all members having equal voting rights, subject to section 3.2.

3.2 **Qualifications.** Any person at least fifteen (15) years old, or any person who has completed the Coming of Age program, who subscribes to this Fellowship’s purpose, can become a member by applying in writing, signing a financial pledge, and making the minimum contribution of record to the current operating budget by January 1st of each year, or the record date of any meeting of the members, whichever is later.

3.3 **Certification of Membership.** Each year in January, the Board of Trustees (Board) certifies the membership roll to the Unitarian Universalist Association and Prairie Star District. The Board determines whether a person meets and continues to meet the qualifications for membership.

3.4 **Liability.** A member of the Fellowship is not, as such, personally liable for the acts, debts, liabilities or obligations of the Fellowship.

3.5 Termination or Suspension. A member cannot be terminated or suspended unless the member is given:

- A. At least fifteen (15) days prior written notice with the reason for the suspension or termination;
- B. An opportunity to be heard orally or in writing, not less than five (5) days before the effective date of the suspension or termination. The hearing can be held by a person or persons authorized by the Board to decide that the proposed suspension or termination not take place. No hearing is required where the reason for termination or suspension is only for failure to continue timely contributions, but notice required by this section must be given.

3.6 Membership Privileges.

- A. Any member of the Fellowship may attend Board and Program Council Meetings.
- B. Members of the Fellowship may form ad hoc committees. The committee chair must inform the Board of the committee's purpose, its proposed duration, and the name of the chair.
- C. Members are eligible to vote at duly called Fellowship meetings.

ARTICLE IV

Fellowship Meetings

4.1 Annual Meetings of Members. The Annual Meeting can be held any time in May at a time and place set by the Board. At the Annual Meeting of the members:

- A. There must be an election of successors for officers and Board members whose terms have expired or whose terms expire at the end of the fiscal year;
- B. There must be a report or reports on the activities and financial condition of the Fellowship;
- C. The members must consider and act upon other matters as may be raised consistent with the notice of meeting requirements.

4.2 Special Meetings of Members. Special meetings can be called by the Board or at the written requests of ten (10) percent of the reported members. After receipt of a written request for a special meeting to any officer of the Board, the special meeting must be held within sixty (60) days of such

receipt. The notice for a special meeting shall state the purpose of the meeting. No other business may be transacted at such a meeting.

4.3 Notice. Written notice of any meeting must be given to each member entitled to vote by the Board at least twenty (20) days before the meeting. Additional notice is not required if the date, time and place of a meeting are announced at the time of the adjourned meeting.

4.4 Absentee Ballots. Absentee voting is not permitted unless authorized as provided in Article V, 5.4.J.

4.5 Quorums. Thirty (30) percent of members constitute a quorum to conduct business (other than calling a minister – see §10.1) at any meeting of members.

4.6 Record Date. The Board must set the record date before the date of a meeting of members. The record date is the date of the determination of the members entitled to notice of, and entitled to vote at, the meeting. After those entitled to vote have been established, any conditions under which members can vote must be applied to all members equally.

ARTICLE V

Board of Trustees

The powers of the Fellowship reside in the congregation and can be exercised at duly called meetings of its members. There is a Board of Trustees which can act for the membership of the Fellowship between annual or business meetings.

5.1 Management: The affairs of the Fellowship are managed by the Board of Trustees which is the highest administrative, policymaking, long-range planning and visioning body of the Fellowship.

5.2 Composition: The Board of Trustees consists of the Chair, Chair-Elect, Treasurer and four elected trustees. Each year two Board members and the Chair-Elect are elected for two-year terms. In addition, the Treasurer is elected in odd-numbered calendar years for a two-year term. The Chair-Elect automatically becomes the Chair in the second year of his/her term. The Board will select a Secretary

each year from among its members. Board members are limited to three consecutive terms. The minister and director of religious education are non-voting ex-officio members of the Board.

5.3 Meetings: The Board of Trustees meets monthly.

A. Regular meeting dates, times and places are established by resolution at the first meeting of the fiscal year but can be changed as determined by the Board. This information will be published and the meetings are open to all Fellowship members.

B. Special meetings of the Board can be called by any member of the Board by giving at least ten (10) days written notice to all Board members. If 51 percent of the members of the Board agree the ten-day notice provision can be waived.

C. Meetings shall require a quorum of 51 percent of members of the Board to conduct business. The meeting is governed by *Robert's Rules of Order* except as modified by these bylaws.

5.4 Responsibilities: The Board of Trustees shall:

- A. Oversee Fellowship programs and finances.
 - (1). Take general charge of the property of the Fellowship.
 - (2). Conduct Fellowship business, including approval of contracts and other documents required for Fellowship business.
 - (3). Control and direct the administration of the Fellowship and employ all persons necessary to fulfill its administration.
 - (4). Oversee the annual budget and overall finances of the Fellowship.
 - (5). Provide direction, oversight and support to committees and committee chairs.
- B. Conduct long-range planning and visioning.
- C. Set, review and revise policies and procedures.
- D. Delegate authority to make decisions, act, and define procedures, as appropriate.
- E. Monitor the effectiveness and performance of committees. To do this the Board shall:
 - (1). Approve the establishment and dissolution of committees.
 - (2). Approve the appointment of committee chairs nominated by the committees.
 - (3). Dismiss committee chairs for cause.
 - (4). Assign one Trustee per committee as a liaison and resource.
- F. Appoint interim members to fill vacancies on the Board and Program Council.
- H. Hire and terminate staff except for the minister whose hiring must be approved by the membership.
- I. Cultivate and oversee Fellowship leadership development processes and programs.
- J. Determine whether to authorize the use of absentee ballots at Fellowship business meetings.

- K. Approve applications of individuals into membership.
- L. Name one member to serve on the Nominating Committee

5.5 Compensation. Board members are not compensated for their service on the Board. An employee of the Fellowship cannot be a member of the Board. Board members may be reimbursed for expenses incurred on behalf of the Fellowship.

5.6 Liability. Members of the Board, being uncompensated, are immune from civil liability for acts or omissions made in good faith, if within the scope of their responsibility, and if the acts or omissions did not constitute willful or reckless misconduct.

5.7 Conflicts of Interest. A contract or other transaction between the Fellowship and a member of the Board or the member's family is not void or voidable if:

- A. The contract or transaction was fair and reasonable as to the Fellowship when it was approved.
- B. All material facts concerning the contract or transaction and the member's interest are fully disclosed and known to the other Board members and documented in the Board minutes.
- C. The contract or transaction is approved by a majority of the Board members, not counting the interested member.

5.8 Resignation. A Board member can resign at any time by giving written notice to the Chair or Chair-Elect. The resignation is effective without acceptance when the notice is given to the Chair or Chair-Elect unless a later effective time is specified in the notice.

5.9 Transition. The following special procedures will apply to the first election after these bylaws are approved. The Chair and two Trustees will be elected for one-year terms. The Chair-Elect will be elected for a two-year term, the first year to be served as Chair-Elect and the second as Chair. The Treasurer and two additional Trustees will be elected for two-year terms. The election procedures described in section 5.2 will be used in subsequent years.

ARTICLE VI

Officers

6.1 Fellowship Officers. The officers of The Fellowship are a Chair, a Chair-Elect, a Treasurer, and a

Secretary who is elected by the Board from the Trustees, as set forth in Article V, 5.2, with the terms of office provided therein.

6.2 Duties of Officers.

A. **Chair.** The Chair:

- (1) has general active management of the business of the Fellowship;
- (2) when present, presides at the meetings of the Board and of the members;
- (3) is responsible for assuring that orders and resolutions of the Board are carried into effect;
- (4) signs and delivers in the name of the Fellowship deeds, mortgages, bonds, contracts, and other instruments pertaining to the business of the Fellowship, except in cases in which the authority to sign and deliver is required by law to be exercised by another person, or is expressly delegated by the articles, Bylaws or by resolution of the Board to another officer or agent of the Fellowship.
- (5) maintains records of and, when necessary, certifies proceedings of the Board and its members; and
- (6) performs other duties prescribed by the Board and set forth in the *Policies and Procedures Manual*.

B. **Chair-Elect.** The Chair-Elect:

- (1) is vested with all powers of and performs all duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues;
- (2) serves as Chair in the second year of the term of the Chair-elect;
- (3) presides over the Program Council;
- (4) assists the Chair as needed;
- (5) performs other duties prescribed by the Board and set forth in the *Policies and Procedures Manual*.

C. **Secretary.** The Secretary:

- (1) keeps minutes of meetings of the Board, special congregational meetings and the Annual

- Meeting, and preserves them for the Fellowship;
- (2) is responsible for giving notices required by these bylaws or at the direction of the Board;
 - (3) prepares any necessary certified copies of records; and
 - (4) performs other duties prescribed by the Board and set forth in the *Policies and Procedures Manual*.

D. Treasurer. The Treasurer:

- (1) keeps accurate financial records for the Fellowship;
- (2) deposits money, drafts and checks in the name of and to the credit of the Fellowship in the banks and depositories designated by the Board;
- (3) endorses for deposit notes, checks and drafts received by the Fellowship as ordered by the Board, making proper vouchers for the deposit;
- (4) disburses Fellowship funds and issues checks and drafts in the name of the Fellowship, as ordered by the Board;
- (5) upon request, provides to the Chair and the Board an account of transactions by the Treasurer and of the financial considerations of the Fellowship;
- (6) submits its records to the audit committee in June of each year; and
- (7) performs other duties prescribed by the Board and set forth in the *Policies and Procedures Manual*.

6.3 Bonds. The Board may require bonds of officers or other persons, as it deems necessary to protect The Fellowship.

6.4 Standard of Care. An officer must discharge the duties of his or her office in good faith in a manner the officer reasonably believes to be in the best interest of the Fellowship, and with the care an ordinarily prudent person in like position would exercise under similar circumstances. If the duties or functions of an officer are delegated to another person, that person is considered an officer for liability purposes.

Article VII

Program Council

The Program Council is composed of the committee chairs who implement the programs that enable the Fellowship to meet its mission and purpose. The purpose of Program Council meetings is to facilitate the coordination of Fellowship program activities. The meetings are to promote cooperation among program areas where multiple programs may be in a position to contribute and to avoid or resolve conflicts (such as in resources or scheduling) among program areas. Program Council meetings are open.

7.1 Composition: The Program Council shall consist of all chairs of Board approved committees of the Fellowship and any other interested members of the Fellowship as well as the Board of Trustees Chair-Elect. The minister and director of religious education are ex-officio members of the Program Council.

7.2 Meetings: The Program Council meets quarterly and is chaired by the Chair-Elect of the Board of Trustees. Meeting dates, times and places are established at the first meeting but can be changed as determined by the Program Council. Meeting information shall be posted to provide notice of the meetings to all Fellowship members.

7.3 Consensus: The standard operating mode for Program Council meetings is a group discussion, guided by a prepared agenda, led by a chair (the Chair-Elect), with intent to make decisions by consensus.

7.3.1. Consensus is defined as “a method of making decisions through which a group strives to reach substantial, though not necessarily unanimous, agreement which can be supported by all.”

7.3.2. When, in the judgment of the chair, no consensus can be reached, the Chair may temporarily impose *Robert’s Rules of Order* on the Council and call for a vote of the committee chairs present.

Any three committee chairs issuing a joint call may also compel the Chair to invoke *Robert’s Rules of Order*. After the decision is reached, the chair may set aside *Robert’s Rules of Order*.

7.3.3. Quorum. At least fifty (50) percent of the committee chairs must be present to have a quorum. The Chair counts towards a quorum.

7.3.4. The Program Council Chair may only vote at Program Council meetings to break a tie.

7.4 **Board Review.** The Board may review any decision of the Program Council. The Board has the authority to revise or overturn any decision of the Program Council. Program Council decisions that are within the scope of its authority shall be considered “approved and in effect” unless and until a Board review changes the decision.

7.5 **Responsibilities** - The Program Council shall:

- A. Lead and implement a variety of programs that enable the Fellowship to realize its purpose, vision and mission.
- B. Facilitate cooperation and coordination among program areas.
- C. Name one member to serve on the Nominating Committee.
- D. Recommend policies and procedures to the Board if appropriate.
- E. Plan and coordinate the yearly calendar and events.

ARTICLE VIII

Indemnification

8.1 **Mandatory.** The Fellowship must indemnify officers, Board members, employees, and members acting as agents for the Fellowship when they are made or threatened to be made parties in a lawsuit against judgments, penalties, fines, including without limitation, excise taxes assessed against any one or all of them with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys’ fees and disbursements, incurred in connection with such proceedings.

8.2 **Standards.** To qualify for indemnification, the persons identified in 8.1 must meet the following standards:

- A. have not been indemnified by another organization or employee benefit plan for the same liability with respect to the same act or omissions;
- B. have acted in good faith;
- C. have received no improper personal benefit as a result of a conflict of interest;

D. in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and

E. that the acts or omissions were reasonably believed to be in, or were not opposed to, the best interest of the Fellowship.

8.3 **Insurance.** The Fellowship can buy and maintain insurance on behalf of any person or persons in their official capacity against liability for any acts or omissions for which indemnification is required.

ARTICLE IX

Committees

9.1 **Nominating Committee.** The Nominating Committee consists of five (5) members. Three (3) members and two (2) alternates are nominated by the previous years' Nominating Committee and are elected at each Annual Meeting by a majority vote. One (1) additional member is appointed by the Board from among its membership by the time the Nominating Committee meets to discharge its duties, and one (1) additional member is appointed by the Program Council from its members. The Nominating Committee prepares and presents a slate of candidates at the Annual Meeting for election.

9.2 **Committee on Ministry.** The Committee on Ministry attends to all relations between the minister and the congregation, and performs other related duties as provided in the *Policies and Procedures Manual* and as prescribed by the Board. The Committee annually reviews the minister-congregation relationship and reports the results of the review to the Board. The review can be accomplished at any time during the year except when budget planning and contract negotiations are taking place. The Committee consists of at least three (3) members appointed by the Board with the approval of the minister for two-year terms, which terms are overlapping. Normally the Committee will be selected from the Ministerial Search Committee for the first six months of a newly selected minister's term.

9.3 **Succession:** Each committee will nominate a member(s) in March or April for appointment by the Board of Trustees to be committee (co-)chair the following fiscal year.

9.4 **Other Duties.** Duties and responsibilities of these or other committees can be augmented or diminished as the Board determines.

ARTICLE X

Minister

10.1 **Selection.** The minister is selected by the members of The Fellowship on recommendation of the Ministerial Search Committee, at a meeting called for that purpose. Fifty percent (50%) of the members are required for a quorum. Approval by eighty percent (80%) of the members present is necessary to select the minister.

10.2 **Employment Contract.** The employment contract must be approved by the Board. All renewals, extensions and modifications of the employment contract are approved by the Board.

10.3. **Freedom of Expression.** The minister is free to speak from the pulpit without restrictions.

10.4. **Resignation, Dismissal or Suspension.** A minister's employment contract can be terminated by resignation or dismissal. The minister must give the Board at least ninety (90) days written notice before resignation. A minister can be dismissed on approval of the members with the same majority and quorum needed for selection, after recommendation by the Board. In any case of dismissal, the notice and hearing provisions in Article III 3.5, relating to termination of membership will apply to the minister. However, a minister can be suspended by the Board before termination is final, provided that the terms of the employment contract continue until the termination by dismissal is approved by the Fellowship members.

ARTICLE XI

Community Minister

11.1 **Association with the Fellowship.** The Fellowship, with approval of the Board and the assistance of the Minister, can associate with a Community Minister by written agreement. The agreement must comply with Unitarian Universalist Association Ministerial guidelines.

ARTICLE XII

Miscellaneous Provisions

- 12.1 **Fiscal Year.** The fiscal year begins July 1 and ends June 30 of the ensuing year.
- 12.2 **Rules of Order.** *Roberts Rules of Order Revised* govern the proceedings of all meetings of the members and of the Board, except as modified by these bylaws.
- 12.3 **Amendments.** The bylaws can be amended or repealed to the extent permitted by law, at any meeting of the congregation by a two-thirds (2/3) vote of those present and voting. A quorum for such a meeting is thirty percent (30%) of the membership. Notice of any proposed change(s) in these bylaws must be contained in the notice of meeting.
- 12.4 **Endowment Fund.** The Fellowship has established an Endowment Fund. Its purpose, governance, and operational procedures are defined by resolution(s) adopted by the congregation.

ARTICLE XIII

Dissolution

- 13.1. **Property Disposition.** If this Fellowship dissolves, all of its property and assets must be given in trust to the Unitarian Universalist Association for the benefit of any Unitarian Universalist church or fellowship that may be formed in the twin cities metropolitan area of Minnesota within twenty (20) years after the dissolution. If no church or fellowship is formed within the Twin Cities metropolitan area within twenty (20) years, all property and assets are given in trust for the benefit of any other Unitarian Universalist church or churches, fellowship or fellowships in the Prairie Star District; the property or assets held in trust can be used for the furtherance of Unitarian Universalism in any place or manner as the trustee determines.