

## Article I Name

The name of this religious society shall be The Olympic Unitarian Universalist Fellowship.

## Article II Purpose

### Section 1

The purpose of this Fellowship is, in a collaborative manner, to nurture, affirm and celebrate the individual's personal authority in matters of conscience and belief; to uphold the universal community of people; to promote social justice; to provide opportunities for the spiritual renewal of the inner self; to follow the paths of truth and wisdom wherever they may lead; and to provide philosophical, religious and ethical instruction.

### Section 2

We affirm and promote the 7 principles and the living traditions of the Unitarian Universalist Association.

### Section 3

This congregation affirms and promotes the full participation of people in all our activities and endeavors; including membership, programming, hiring, and calling of religious professionals; without regard to race, gender, gender expression, physical or mental challenge, sexual orientation, or national origin.

### Section 4

We strive to share the joys and sorrows of life and celebrate and grieve together.

## Article III Membership

### Section 1 – Qualifications:

On a nondiscriminatory basis membership is open to all persons who:

1. Are eighteen years of age and older.
2. Are in general sympathy with the stated purposes of the Fellowship and Unitarian-Universalist principles.
3. Sign the membership book.

4. Within the individual's means, make a financial pledge toward the operation and ongoing work of the fellowship.
5. Are confirmed by the Board, which will consider for membership those who have met the first four qualifications. Board confirmation shall be denied only in the case of evidence that the proposed member's interests are not consistent with those of the Fellowship.

#### Section 2 – Membership responsibilities and privileges:

1. By signing the membership book, new members pledge to contribute, to their ability, time and money for the operation of the Fellowship, and to uphold the behavioral standards contained in the Fellowship's Covenant of Right Relations.
2. All members, are encouraged to become acquainted with the history and principles of the Fellowship and to understand the goals and standards of this religious movement.
3. All members have the right of one vote; at the annual and all special meetings, either in person or by absentee ballot; however, votes on an absentee ballot for an issue that is amended at the meeting become void. Members may serve in any capacity for which they are selected. Voting privileges commence 5 days after Board confirmation of membership.
4. All members may attend Board meetings and participate in discussions at the discretion of the president. If a member wishes to address the Board on a subject not on the agenda, he/she must notify the president in advance of the meeting.

#### Section 3 – Honorary Members

It is recognized that some members, after years of active participation, may no longer be able to contribute or engage in Fellowship activities. The Board may designate these persons as Honorary Members. As such they will not be counted for UUA dues.

#### Section 4 – Membership may be terminated in 3 ways:

1. Any member may terminate her/his membership by written notice to the Board.
2. The Board may terminate a member of the Fellowship if there is no evidence of service or financial participation for an entire Fellowship fiscal year.

3. The Board may remove a member for egregious behavior that may bring disgrace upon the Fellowship, or for behavior that seriously impedes the purpose of OUUF

#### Section 5 – The "friend" designation

The Fellowship welcomes as friends those who sympathize with, and refrain from behavior that seriously impedes, the purposes of the Fellowship, but who are not members.

#### Section 6 – Listing of members

Two weeks before any congregational meeting, the Membership chair shall present to the board a list of members eligible to vote. Twice a year, the Membership chair shall provide a listing of all members and Honorary members available to all.

#### Article IV Denomination Affiliation

This Fellowship shall be a member of the Unitarian Universalist Association of Congregations.

#### Article V Board of Trustees

##### Section 1

The ultimate authority for all matters relating to the operation of this Fellowship rests with the congregation.

##### Section 2 – Composition

1. The Board of Trustees consists of a President, Vice-president, Director of Finance and four at-large members. (See Policies and Procedures Manual for job descriptions.)
2. These 7 Trustees are the only voting members on the Board.
3. Regardless of the number present, all actions require a four-vote majority of the Board.

##### Section 3 – Terms

1. The Trustees must be OUUF members in good standing.
2. All trustees are to be elected for two-year terms at the annual congregational meeting.

3. The President and Vice President will be elected in opposite cycles. The at-large Trustee terms are to be staggered in relation to each other such that two placements shall be made each year.
4. Trustees shall hold office from January 1 through December 31.
5. Trustees shall serve no more than 6 years in any eight-year period. After a Trustee has not been on the Board for a period of 2 years, they may again serve as though they had not previously been on the Board.
6. If a Trustee serves an incomplete term, more than half a term counts as a full term, and more than a half-year counts as a full year.
7. No employee may serve concurrently as a Trustee.

#### Section 4 – Vacancies

1. If a vacancy for one of the Trustee positions (excluding President) occurs during the Fellowship year, the Board shall appoint another willing Trustee from among the existing Trustees or other current Fellowship members to complete the term of service.
2. The position of President, if vacated, shall be filled by the Vice-President in accordance with Article V, Section 5, paragraph 7.
3. The Board may vote to remove a Trustee for cause or because of excessive absences from Board meetings.
4. The Fellowship may remove a Trustee by a two-thirds vote at a congregational meeting.

#### Section 5 – Responsibilities

1. The Board, consistent with the decisions of the Fellowship, shall have general charge of all Fellowship property and shall be responsible for the conduct of all business affairs; including, but not limited to, rental of the building or facilities, hiring and firing of personnel, salary levels, or any other decisions related to financial transactions. The Board shall conduct a semi-annual review and potential revision of the yearly budget. Changes may be made to the budget by the Board throughout the year. Any proposed change or cumulative changes that exceed 10% of the annual approved budget requires approval and reaffirmation by the congregation.
2. The Board shall develop long-range plans for the growth of the Fellowship.

3. The Board shall appoint the chairs of all committees. It may establish those ad hoc committees it deems necessary. Committee chairpersons may be removed by the Board.
4. Each Trustee shall act as a liaison to one or more committees and functions. The task of liaison includes supervision of any paid employees within the assigned committees and functions of the Trustee.
5. The Board shall approve all hiring and firing of paid employees.
6. The President shall
  - Supervise the work of the Board and committees
  - Establish a time and place for monthly Board meetings
  - Preside at all meetings of the Board and of the congregation
  - Call any special meetings of the Board
  - Request the vice-president or another designee to act in his/her place as required
7. The Vice-president shall
  - Act in the place of the president in the latter's absence and perform other duties as determined by the Board or delegated by the president
  - Serve out the term of the president if the president is unable to complete his/her term of office.
8. Finance Director shall be responsible for overseeing and accurately reporting on the financial health of the Fellowship. This person should have some experience and training in financial matters. She/he, or her/his designee, shall
  - Assist the Assistant to the Finance Director in the performance of his/her assigned responsibilities
  - Serve as the Board liaison to the Endowment Committee and shall report to the Board quarterly on the activities of the Endowment Committee
  - Convene the Finance Committee to prepare a preliminary budget to be presented to the Board by October Board meeting. The Finance Committee shall finalize a draft budget two weeks before the Congregational meeting in December. The Finance Committee budget will ultimately be determined by the pledged amount for the following year.

## Section 6 – Meetings

1. The Board shall meet not less than once a month during the calendar year.
2. All Trustees shall attend at least 9 out of the 12 regular Board meetings and if possible, avoid missing two consecutive meetings. The requirement to attend at least 9 out of the 12 regular Board meetings does not relieve a Trustee of the responsibility to attend all meetings unless there is a reasonable excuse for not doing so.
3. If the Trustees are canvassed to obtain a vote on an issue by telephone, electronic mail, or personal conversation not in a Board meeting, the President shall present the result of such a vote at the next meeting of the Board as an addition to the minutes of the previous meeting.

## Section 7

The Board shall inform the Fellowship of Board actions in a timely manner.

## Section 8

The Board may conduct closed executive sessions on highly sensitive matters, or to protect the privacy of individuals involved, or to protect individuals' legal rights. The Board may invite individuals to executive session at its discretion.

## Section 9

The president (and in her/his absence, the vice-president), and the Minister (if any) shall be the official spokespersons for the Fellowship. Other congregation members may be appointed by the Board as spokespersons for specific situations on a case-by-case basis.

## Article VI Nominating Committee

### Section 1

A nominating committee of 5 non-Board members shall be elected from a slate of volunteers at the annual meeting. They shall serve for a one-year term and shall not serve more than 3 terms in any five-year period. If possible, one of the nominees shall have served in the prior year.

### Section 2

The nominating committee shall nominate candidates for the Board. The committee may nominate more than two persons for the at-large positions.

### Section 3

At the annual meeting, members may nominate other candidates for the Board from the floor. Any person nominated from the floor shall be a member in good standing and give his/her consent either in writing or in person.

### Section 4

A member of the nominating committee may resign by giving written notice to the president or secretary. Vacancies shall be filled by the Board.

## Article VII Committee On Ministry, Minister, and Ministerial Search Committee

### Section 1 – Committee on Ministry

1. A Committee on Ministry (COM) shall be established for each Minister. This committee shall consist of six members elected by the congregation at the annual meeting.
2. Members shall serve for a three-year term. Their terms will be staggered with two new members being elected each year.
3. The COM shall function in accordance with standard UUA practice and serve as a conduit between the Minister and the Fellowship and advise and communicate with the Minister regarding issues of concern within the Fellowship.
4. The committee shall make annual compensation recommendations for the Minister to the Board.
5. Until the new COM is in place for a new minister, the COM for the minister from the previous year shall function as an interim COM.

### Section 2 – Minister

1. A mutually agreed-upon Letter of Agreement or Contract shall specify the relationship between the contracted or called Minister and the Fellowship. The letter or contract shall specify the Minister's responsibilities and compensation.
2. The Minister shall have complete freedom in, and sole responsibility for, all the Minister's pronouncements from the pulpit. The Minister shall have similar freedom for all public pronouncements.
3. The Minister shall bring to the attention of the Board any matters which seem pertinent to the general interests of the Fellowship, and to make such

recommendations as seem proper, but the final decisions in matters of policy shall remain with the Board or with the Fellowship.

### Section 3 – Ministerial Search Committee

1. When required, the Board shall recruit and appoint five members to serve on the Search committee. The Board will advise the committee at the outset as to the budget available for ministerial services. The Board and the Committee on Ministry will advise the Search committee as to any specific areas of emphasis or qualifications expected of the new minister. The Search committee shall function in accordance with standard UUA practices.
2. Meetings of the Ministerial Search Committee shall not be open to any other members. The deliberations of the Search committee shall be strictly confidential. The members of the Search committee shall select their own Chair and establish meeting attendance and other committee performance standards as they deem appropriate.
4. It shall be the goal of the Search committee to present a candidate to the Board in sufficient time, with the Board's approval, to present the candidate to the Fellowship at the Annual Meeting.
5. The Search committee will be disbanded upon selection of a candidate by the Fellowship.
6. The Board shall appoint a task group to negotiate with the successful candidate and draft a Letter of Agreement or Contract for review and approval by the Board.

### -Article VIII Congregational Meetings

#### Section 1

The Board shall hold an annual meeting prior to December 30 each year. Its agenda shall include voting on the slate of officers for the following year, membership of the nominating committee, election of one new member of the Endowment Committee, approval of the budget, affirmation of lay Chaplains, and any other items deemed appropriate by the Board.



## Section 2

At any time, the Board may call a special congregational meeting for a vote on an issue they deem appropriate for a Fellowship vote.

## Section 3

If requested in writing at least 3 weeks prior to a scheduled meeting by ten percent of the members, an item shall be added to a congregational meeting agenda for a vote. If requested in writing by ten percent of the members, a special meeting shall be announced for a vote on an issue they deem appropriate for a Fellowship vote. The business transacted at any congregational meeting shall be limited to that specified in the announcement of the meeting.

## Section 4

All members shall be notified in writing by the Fellowship newsletter or by electronic mail of the time and place of the annual meeting or any special meeting at least two weeks prior to the meeting date but not more than 60 days prior to the meeting date. Such a meeting shall also be announced at the two Sunday services immediately prior to the meeting.

## Section 5

The Board shall assure that reasonable information is made available to all members at least two weeks prior to any annual or special meeting. The information shall be sufficient to enable the members to make a reasonable judgment about each vote on the agenda for the meeting.

## Section 6

Thirty percent of the membership shall constitute a quorum for the annual meeting and any special meeting, except the quorum shall be 50% when contracting with a Minister or when considering the acquisition or sale of property valued at ten thousand dollars (\$10,000.00) or more or when hiring a non-ministerial staff member at a salary of ten thousand dollars (\$10,000.00) or more.

## Section 7

Voting shall be by voice vote or written ballot. Voting shall be by written ballot on any item requiring a two-thirds vote or if more than one candidate has been nominated for any office. A simple majority of those voting shall be required for

the approval of all business except items requiring a two-thirds vote. A two-third vote is required for

- Budget approval
- The acquisition or sale of property valued at ten thousand dollars (\$10,000.00) or more
- Hiring a non-ministerial staff member at a salary of ten thousand dollars (\$10,000.00) or more
- Ministerial approval
- Removal from office of a Board member
- Amending the Bylaws
- Resolutions in the name of the Fellowship.

#### Section 8

By requesting a ballot from the Administrative Coordinator prior to a congregational meeting, a member may vote by absentee ballot, however votes on an absentee ballot for an issue that is amended at the meeting become void. If the Board decides absentee ballots are not to be allowed for a given meeting, such decision shall be included in the notice of meeting. There shall be no voting by proxy. Absentee ballots, while counting toward the total vote, do not count in the quorum. Revised Roberts rules of order shall govern all Board and business meetings.

#### Article IX Finances

##### Section 1

The Finance Committee, the Finance Director and the Assistant Finance Director shall prepare an operating budget for the Board's approval. This budget shall be presented to the Fellowship at the annual meeting for approval by two-thirds of those voting.

##### Section 2

The Board shall select a qualified person to review and certify the records of the Finance Director at the end of each fiscal year.

##### Section 3

The fiscal year shall begin on January 1 and extend to December 31 of the year.

#### Section 4

In case of dissolution of the Fellowship or should the Fellowship become inactive, any funds shall be transferred to the UUA headquarters in Boston to be held in trust. If at the end of ten years the funds are still being held in trust, they shall convert to the general fund of the UUA.

### Article X Social and Moral Concerns

#### Section 1

Ten percent of the congregation may present to the Board a proposed resolution for a moral or social concern relating to an international, national or local issue. The Board shall determine if the issue is within the jurisdiction of the seven principles of the Unitarian Universalist Association and, if so, shall call a special meeting for a vote by the Fellowship on the issue. With a quorum present, passage shall require a two-thirds vote of those voting.

#### Section 2

While engaged in social and moral concerns and all other Fellowship activities, the Fellowship shall adhere to federal law to preserve our 501(c)3 tax-exempt status. OUUF shall not provide candidate endorsements, donations, or fund-raising.

### Article XI Lay Chaplains

#### Section 1

Lay Chaplains may be authorized by the Olympic Unitarian Universalist Fellowship's congregation to officiate at rites of passage (weddings, services of union, funerals and memorial services, child dedication services) for members of the congregation when the minister is not available. They also may, upon request and in consultation with the minister, officiate for members of the community at large who want a religious service consistent with our UU principles.

#### Section 2

Lay chaplains shall be members in good standing, and shall have completed training for this responsibility. Chaplains are volunteer lay members, not ministers. The current lay chaplains and the minister shall recruit and train prospective chaplain replacements. Lay chaplains shall be affirmed at the annual meeting for a two-year term and may be reaffirmed for additional terms.

### Section 3

Former lay chaplains who have completed their terms of service in good standing may be authorized by the president of the Board, in consultation with the minister, to conduct rites of passage on behalf of OUUF.

### Article XII Amendments

These Bylaws may be amended at any official meeting of the Fellowship by a two-thirds vote of those present.

### Article XIII Indemnification Against Liability

The Fellowship, a not-for-profit corporation, shall maintain adequate liability insurance to indemnify the Board members for any action resulting from the holding of these positions provided no willful misconduct has occurred.

### Article XIV Endowment Fund Plan

#### Section 1

The purpose of the Endowment Fund is to build capital that provides the Fellowship with a stream of income separate from annual fund raising. Distribution of earnings from the Fund are intended to serve special needs beyond the normal operating budget. Fund distributions shall not be used as part of the annual operating budget.

#### Section 2

Unrestricted Gifts: Gifts made without restriction as to their use may be money, stock, property, or other tangible items. The Endowment Trustees may refuse to accept any gift which in their opinion is not practical or consistent with the principles of the Fellowship or tax-exempt status of the Fund. That portion of the principal built through unrestricted gifts may be transferred to the general fund or otherwise removed from the Endowment Fund only by a majority vote of the Board followed by approval of two-thirds of the members of a quorum of the Fellowship present at a congregational meeting.

### Section 3

**Restricted Gifts:** A donor to the Fund may specify at the time of the gift the purpose for which the principal or income of that gift may apply, such as for purchase of books, landscaping equipment, etc. In such cases, the principal may be expended in full at any time to meet the donor's original instructions. Again, the Endowment Trustees may refuse to accept any gift for the same reasons as outlined under Unrestricted Gifts.

### Section 4

As a protection of the Fund, the Fellowship shall not borrow either cash income or principal directly from the Fund, nor may it use assets of the Fund as collateral in any borrowing.

### Section 5

**Deferred Giving:** The Endowment Trustees, as approved by the Board and Fellowship, are authorized to establish a deferred-giving program and to seek gifts and bequests under such a program. Deferred giving includes bequests by will and payments from a trust agreement.

### Section 6

**Management:** A committee composed of fellowship members shall be formed and be known as the Endowment Trustees. The Endowment Trustees shall consist of a chairman and two other members. No Board member may serve as an Endowment Trustee. However, the Finance Director will act as a liaison to the Endowment Committee. New appointments and re-appointments shall be nominated by the Nominating Committee and approved by a vote of the Fellowship at the annual meeting. Initially, one Endowment Trustee shall be appointed for a three-year term, one for a two-year term, and one for a one-year term. Thereafter, the term of each Endowment Trustee shall be three years. The Fund shall be managed by the Endowment Trustees to ensure maximum total return at prudent levels of risk. Board-approved expenses of Endowment Trustees shall be paid from the net income of the Fund. Two Endowment Trustees shall constitute a quorum. The Endowment Trustees shall meet at least once yearly.

### Section 7

**Application of Earnings:** The Endowment Trustees have the responsibility of building the dollar value of investments so as to offset inflation and to maintain the

Fund's buying power. Investments shall be directed by the Endowment Trustees. Once the Fund exceeds one hundred thousand dollars (\$100,000.00), the Trustees shall appoint a financial advisor from outside its membership. One third of the net earnings (from interest, dividends, capital gains, etc.) shall remain in the Fund for growth and two thirds shall be available for transfer to the general fund for appropriate distribution.

#### Section 8

**Accounting:** The Endowment Fund is an account kept separate from the general fund. Disbursements from the Fund may be made only after authorization by the OUUF Board. The care and handling of the Funds brokerage account or other investment strategies shall be subject to review at all times by the Board. The Endowment Trustees shall present a written report quarterly to the Board and to the Fellowship regarding the assets of the Fund. The Endowment Trustees, at the close of each fiscal year and for that year, shall report to the Board and Fellowship the total assets of the Fund, the earnings of the Fund, and the disbursements made during that fiscal year.

#### Section 9

**Liability and Indemnification:** To the fullest extent and in the manner permitted by law, except in the case of fraud or bad faith, the Endowment Trustees shall be held free of liability for actions or decisions taken in the pursuit of their duties. They shall not be held liable for losses incurred upon the assets of the Fund if he or she acts in good faith and with ordinary prudence. Each Endowment Trustee shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other Endowment Trustee.

These Bylaws supersede and replace the previous revisions and amendments:  
Revised 5/5/1984 Amended 4/24/1988 Amended 4/23/1989 Amended 9/17/1989  
Revised 5/29/1994 Amended 5/18/1997 Amended 9/6/1998 Revised 4/22/2001  
Revised 5/2/2002 Revised 5/18/2003 Revised 5/23/2004 Amended 3/21/2010  
Revised 10/10/2004 Revised 12/09/2012 Revised 2/26/2006 Revised 9/9/2007  
Amended 6/28/2009 Amended 9/29/2019