

BYLAWS OF THE VASHON ISLAND UNITARIAN FELLOWSHIP

Last amended May 21, 2017

ARTICLE I - NAME

1. **Name**: The name of this Fellowship is Vashon Island Unitarian Fellowship.

ARTICLE II - PURPOSE

1. **Purpose**: The Vashon Island Unitarian Fellowship, hereinafter "Fellowship", is a religious corporation, organized under Washington State law, which is committed to individual freedom of belief, welcomes diversity, seeks to promote a sense of community, and fosters religion which enriches the spirit.

ARTICLE III - AFFILIATION

1. **Affiliation**: This Fellowship shall be a member of the Unitarian Universalist Association (UUA); of the Pacific Northwest District (PNWD) of the Unitarian Universalist Association, and of the Puget Sound UU Council.

ARTICLE IV - MEMBERSHIP

1. **General**: Any person in sympathy with the mission of this Fellowship may become a member of the Fellowship. It is specifically understood that membership is open to all persons regardless of race, color, sex, affectional or sexual orientation, age or national origin. In becoming a member, the person understands that he/she is entitled to the following rights, and intends to meet the following responsibilities of membership in the Fellowship
 - a. **Rights**: Members may vote on all matters and in all elections of the Fellowship;
may serve, in any capacity, on the Board of Directors and on the nominating committee, and, upon appointment by the Board of Directors;
may represent the Fellowship as fully authorized delegates at UUA, PNWD or other general meetings.
 - b. **Responsibilities**: It is expected that members will actively contribute financial and/or other support throughout the duration of their membership.
2. **Membership Status**: Signing an individual membership form (herein attached) and meeting the above-referenced membership responsibilities constitute meeting the requirements for becoming a member of the Fellowship. The Board maintains final discretion in the determination of whether persons are meeting the requirements sufficiently to sustain their membership status.
Any member may, at any time, request to be removed from the membership list by submitting a request to the person responsible for maintaining the membership list or to any board member.

ARTICLE V – GOVERNANCE

1. **Governance**: During business meetings the membership shall constitute the governing body of the Fellowship.
2. **Quorum**: Unless otherwise specified in these bylaws, the quorum requirement for business meetings is twenty-five percent (25%) of the membership.
3. **Annual Meeting**: The regular fellowship annual business meeting shall be held during May each year at a date, time, and place designated by the board. This meeting must include, in addition to all other business brought before it, the following:
 - a. The election to open positions of officers and at-large board members.
 - b. The review, revision as warranted, and approval of the budget for the coming year.
4. **Special Business Meetings**: Special business meetings may be called by any two (2) board members or by petition from at least ten percent (10%) of the membership, in accordance with paragraph 5 (Notice) below. A special business meeting shall be held for any of the following purposes: a) calling or dismissing a minister or an assistant or associate minister; b) purchasing or selling real property; c) recall of an elected officer or Board member; d) dissolution of the Fellowship and disposition of assets; e) transacting any other business that requires action by the membership before the next regular business meeting. The Bylaws may be amended at either a special business meeting or at the annual business meeting.
5. **Notice**. Written notice of each annual meeting and special business meeting shall be given in person to all members or given by electronic transmission or by mail, consistent with state law, to their last known address, at least ten (ten) days prior to the date of the meeting, and by announcement at any other meeting of the Fellowship held during the ten (10) days preceding. Such notice shall state the purpose, date, time, and place of the meeting. The business transacted at all business meetings shall be limited to the purpose stated in the call to the meeting.
6. **Proxies**: Any member may vote for one, and only one, other member if a written proxy specifying the meeting and restrictions, if any, is submitted to the secretary at the start of the meeting.
7. **Elections**: All current members who are eligible to vote may cast a vote in any election brought forth and motions shall be passed or defeated by simple majority. Prior to any election the floor will be open for additional nominations. All contested elections are to be by written ballot and the ballots destroyed after being tallied.
8. **Rules of Order**: Robert's Rules of Order, latest revision, shall govern business and board meetings in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or special rules of order of the Fellowship. The Secretary or a designated parliamentarian shall have copies of these bylaws and Robert's Rules of Order available at all Fellowship board and business meetings.

9. **Important Decisions:** The following decisions are important decisions and require a larger quorum and level of agreement of the membership than normally required:

- Amending the Bylaws
- Adopting or amending the Vision Statement
- Adopting or amending the Mission Statement
- Hiring or Calling a Minister
- Dismissing a Minister
- Removing a Director
- Establishing a capital fund, defining its purpose, and/or redirecting its assets
- Buying, selling, or otherwise disposing of Real Property of the Fellowship
- Dissolution of the Fellowship and disposition of its assets

For these decisions, and only these decisions, the quorum requirement shall be a majority of all Fellowship members. The quorum count shall include members present at the meeting and members voting by proxy. For a motion to pass, it must receive “Yes votes” of a majority of all Fellowship members or two-thirds (2/3) of those included in the quorum count, whichever is greater.

ARTICLE VI - BOARD OF DIRECTORS

1. **Members:** The board of directors, hereafter referred to as the board, shall consist of the officers and members-at-large totaling a minimum of five (5), and a maximum of nine (9) members of the Fellowship. The exact number is to be determined at a business meeting.
2. **Term:** The term of board members, starting on July 1st following the annual meeting, is two years or until their successor is elected. Board members may serve up to two consecutive terms and then are not eligible for re-election to the board for one year after their second term expires. (NOTE: For one time only, at the first board meeting conducted under these amended bylaws, the board members shall determine, either by consensus or by drawing lots, who among them shall serve for one year terms. The number of board members determined should be as close to half of the total number of members as possible, the intention herein being to avoid the condition of perpetuating a complete turnover of the board on a bi-annual basis.)
3. **Meetings:** The board must meet within one month after the beginning of each fiscal year. At this time the board should, insofar as is possible, determine committees and its meeting schedule for the coming year. Board meetings shall be open to any member of the Fellowship. The quorum for a board meeting is a majority of the directors. Board decisions of record require agreement by a majority of all directors.
4. **Responsibilities:** The board shall be in charge of the business affairs, property, and programs of the Fellowship between business meetings. However, the board may not spend in excess of the total budgeted expenses, of the budget in effect, without the authorization of the membership. Neither shall the board acquire or dispose of Fellowship property without approval of the membership at a business meeting.
5. **Committees:** The board may authorize such committees as it deems

necessary. Chairs of these committees are appointed by the president, subject to approval by the board.

6. **Goals:** The board shall have prepared a list of goals for the following year, consistent with the Fellowship's mission statement, to be presented at the annual meeting for approval, or revision and approval, by the members of the Fellowship.
7. **Budget:** The board shall have prepared a budget for the following fiscal year (July 1 to June 30) to be presented at the annual meeting for approval, or revision and approval, by the members of the Fellowship.
8. **Job Descriptions:** The board shall create and maintain written job descriptions, including their terms of office, for all officer and committee chair positions and a record of current policies and procedures. Copies shall be provided to all board members and committee chairpersons to serve as a guide for performing their duties.
9. **Vacancies:** The board shall fill vacancies in the board by appointment and persons so appointed shall serve the remainder of the unexpired term.
10. **Removal of a Director:** A director may be removed from the board at a special business meeting of the Fellowship called for that purpose, using "Important Decisions" quorum and voting requirements.

ARTICLE VII – OFFICERS

1. **Election:** The Fellowship, at its annual meeting, shall elect the officers from among its members. Officers' terms shall start on July 1st following their election and shall last for two years or until their respective successors have been elected.
2. **Who:** The officers of the Fellowship shall be a President, Vice-president, Secretary and Treasurer. No person may hold more than one position simultaneously.
3. **Duties:** The duties of the officers are those usual to their respective offices in addition to specific duties detailed below and in their job descriptions.

President - The president shall preside at all meetings of the board and business meetings of the Fellowship. The president is an ex-officio member of all committees except the Nominating Committee and the Committee on Ministry.

Vice-President - The vice-president shall act in place of the president or the secretary during either's absence.

Secretary - The secretary shall keep minutes of all meetings of the board and the Fellowship, mail notice of meetings, maintain a list of members, and keep a current copy of the bylaws. All these records shall be available at any meeting. The Secretary shall ensure that the Fellowship records required under RCW 24.03.135 are available for inspection as required under Washington law. A current copy of RCW 24.03.135 shall be attached to these bylaws.

Treasurer - The treasurer shall have custody of all Fellowship funds, disburse funds as directed by the board, maintain customary financial records, and prepare such financial reports as the board directs.

4. **Executive Committee:** The Executive Committee consists of the officers of the Fellowship and may perform such duties and have such powers as provided in these Bylaws.

ARTICLE VIII - NOMINATING COMMITTEE

1. **Election:** The Fellowship, at its annual meeting, shall elect Nominating Committee members from among its membership.
2. **Who:** The Nominating Committee shall consist of three Fellowship members, eligible to vote, who are not Board members.
3. **Term:** Nominating Committee members shall serve for two years, beginning on July 1 following their election and ending after two years on June 30, or until their successors have been elected. Nominating Committee members shall not serve consecutive terms.
4. **Duties:** Two months prior to the Fellowship's Annual Meeting, the Nominating Committee shall submit to the Board a slate of candidates, one candidate for each open position for Fellowship officers, Board members at large, and Nominating Committee members. Before a vote is taken at an election the floor will be open for additional nominations. The Nominating Committee shall confirm that the candidates they select are eligible for and willing to serve in the positions for which they have been nominated. The Nominating Committee will, when requested, also assist the President, in searching for qualified candidates to fill vacancies on the Board and for committee chair positions.
5. **Candidate Unable to Serve:** If a candidate nominated for office becomes unable to serve prior to the election, the Nominating Committee will make every effort to select another candidate in time for the election.
6. **Vacancies:** In the event a Nominating Committee member is unable to complete his/her term, the Board of Directors will elect a substitute to serve the remainder of the term or until a replacement is elected by the Fellowship members.

ARTICLE IX - THE MINISTER

1. Should the fellowship choose to have a minister, he or she shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The minister shall be an ex-officio member of the Board and of such committees, as the Board and minister shall agree to. The minister will be employed under written contract or letter of agreement, which clearly stipulates his/her duties, compensation, and other conditions of employment. The minister shall be in fellowship with the Unitarian Universalist Association, be an applicant for such accreditation, or be in agreement with the mission and principles of the VIUF.

ARTICLE X - MINISTERIAL SEARCH COMMITTEE

1. Upon a decision by the Fellowship to search for a minister, the Board shall appoint a Ministerial Search Committee of five members. Either the board will appoint a chairperson or the committee shall elect a chairperson from among themselves, who will also be their liaison to the board. The committee shall include work in cooperation with the Department of Ministry of the Unitarian Universalist Association to search for ministerial candidates for approval by the members at a special meeting of the Fellowship.

ARTICLE XI - COMMITTEE ON MINISTRY

1. The Committee on Ministry will serve as liaison between the minister and the Fellowship. Three members of the Fellowship who are eligible to vote shall serve on the Committee on Ministry for a term of one year, beginning each July I, and may be reappointed for no more than four consecutive terms. One member shall be appointed by the board; one member shall be appointed by the minister or, in the absence of a minister, also by the board; and one member shall be appointed by the two appointees. No member of the board may serve on the Committee on Ministry. The Committee on Ministry shall regularly meet with the minister or person serving in a comparable capacity as defined in Article IX, regularly announce their availability to meet with members of the Fellowship and shall report to the board at the request of the board, or by their own initiative, at least annually.

ARTICLE XII – EMPLOYEES

1. **Conditions of Employment:** Anyone employed, or contracted, by any committee or officer of the Fellowship is subject to confirmation by the board, and is bound by such conditions of employment as the board may determine.

ARTICLE XIII – DISSOLUTION

1. **Disposition of Assets:** Upon dissolution of this Fellowship, any remaining assets will be transferred to a non-profit religious organization of the Fellowship's choice. In the event that no choice has been made, the remaining assets will be transferred to the Unitarian Universalist Association (UUA).

Page 6 of 7 Revised May 2007

ARTICLE XIV – AMENDMENTS

1. **Amendments:** These bylaws may be amended or replaced at any business meeting of the Fellowship, using “Important Decisions” quorum and voting requirements. Written notice of the proposed change(s) shall be contained in the notice of the meeting.