

Unitarian Universalist Fellowship of Sunnyvale

Bylaws

Article I – Name

1.01 The name of this organization shall be Unitarian Universalist Fellowship of Sunnyvale.

Article II – Purpose

- 2.01 This is a fellowship of seekers after truth, bound by no dogma, restricted by no creed.
- 2.02 The purpose of this Fellowship is to bring religious liberals into closer acquaintance and cooperation.
- 2.03 Relying on reason as our guide, and freedom as our method, we seek to grow in understanding of ourselves and our world, and to serve our fellow humans.

Article III – Denominational Affiliation

3.01 This Fellowship shall be a member of the Unitarian Universalist Association and of the Pacific Central District of the Unitarian Universalist Association, or their successors.

Article IV – Membership

- 4.01 Any person who is in sympathy with the purpose and program of the Fellowship, may become a member by signing the membership register in the presence of two persons, one of whom shall be the minister or a board member. The other may be any member of the Fellowship. Both witnesses shall sign and date the membership register.
- 4.02 The right to vote at business meetings shall be reserved for members who have attained the voting age, have been members for thirty (30) days, and have made a financial contribution of record within the twelve months preceding the meeting notice. The voting age is sixteen (16) years, unless the member has successfully completed a Unitarian Universalist Coming of Age Program, in which case the voting age is fourteen (14) years.
- 4.03 Withdrawal from membership may be made by written request to the Secretary.
- 4.04 The Board of Trustees may request confirmation from a member that he/she still wishes to remain a member. If confirmation is not received within thirty (30) days, or if a person cannot be reached, that person may be dropped from the membership rolls.
- 4.05 An individual's membership may be terminated by a two thirds (2/3) vote 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.

Article V-Fiscal Year and Budget

- 5.01 The fiscal year shall run from July 1 to June 30.
- 5.02 The annual budget shall be approved at the May business meeting by a two-thirds (2/3) majority of those voting.
- 5.03 The Board may authorize non-budgeted expenditures of money; however, no expenditure or commitment of money exceeding 2% of the annual budget shall be made without the affirmative vote of two thirds (2/3) of those present and eligible to vote at a meeting of the Fellowship.

Adopted at May 20, 2001 Business Meeting

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Amended at May 19, 2013 Business Meeting (Bylaws 5.03, 10.04, 12.03, 12.06, 13.01, 15.01)

Amended at January 26, 2014 Business Meeting (Bylaws 3.01, 4.05, 5.03, 6.01, 10.02)

Amended at May 18, 2014 Business Meeting (Bylaws 7.01, 7.06, 9.03, 9.04, 11.01)

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Article VI – Meetings

- 6.01 Worship services of the Fellowship shall be planned and carried out under the direction of the minister in consultation with the Worship Associates Committee. In the absence of a minister the worship services shall be planned and carried out under the direction of the Worship Associates Committee.
- 6.02 Two business meetings shall be held each year, one in the month of May and the other in the month of January.
- 6.03 Special meetings shall be called by the Board of Trustees at their discretion or upon the written petition of one third (1/3) of those eligible to vote.
- 6.04 The business to be transacted at any special meeting of the Fellowship shall be limited to that specified in the notice of that meeting.
- 6.05 Business and special meeting notices shall be sent to all members by the Secretary ten (10) days prior to the meeting date. One notice in the regular newsletter shall be deemed to comply with this requirement.
- 6.06 A quorum at a business or special congregational meeting shall be constituted by twenty-five percent (25%) of members eligible to vote. A majority of the voting members present shall decide any question unless the bylaws specify differently.
- 6.07 Friends who are not members shall be welcome at all business meetings and may be given the courtesy of the floor, but may not vote.

Article VII – Board of Trustees

- 7.01 There shall be a Board of Trustees composed of at least five (5) and no more than nine (9) members who shall be elected at each May business meeting, to serve a two (2) year term beginning on July 1.
- 7.02 Only qualified voting members of the Fellowship shall be eligible for election to the Board of Trustees. Members completing two (2) full terms shall not be eligible for re-election until one year has elapsed.
- 7.03 The Board of Trustees, on behalf of the Fellowship, shall have general charge of the property of the Fellowship, the conduct of all its business affairs, and the control of the administration including the appointment of such committees as it may deem necessary.
- 7.04 The Board may appoint all employees of the Fellowship except the Minister, and fix their compensation. The Board may fill vacancies on the Board of Trustees until the next May business meeting, when the membership shall elect a person to serve the balance of the unexpired term.
- 7.05 The Board-Elect shall meet with the outgoing board before July 1, and shall thereafter meet not less than quarterly.
- 7.06 Decisions of the Board of Trustees require the concurrence of a majority of the Board.
- 7.07 Recall of any elected official may be proposed by the Board of Trustees or by the petition of twenty-five percent (25%) of members eligible to vote. Notices of recall shall be contained in full in the notice of the meeting. Recall may be obtained by a two-thirds (2/3) vote of those present and voting at a meeting of the Fellowship.

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Article VIII – Officers

- 8.01 The officers shall be President, Vice-President, Secretary, and Treasurer. Their terms shall run from July 1 to June 30.
- 8.02 The Board of Trustees-Elect shall hold an organizational meeting following the May business meeting. At this time, the Board-Elect shall elect from their own membership the President-Elect and Vice-President-Elect. The Board of Trustees shall appoint the Secretary and the Treasurer.
- 8.03 The President is automatically Chairperson of the Board and presides at all business meetings of the Fellowship and of the Board. The President is an ex-officio member of all committees except the Nominating Committee. The President shall represent the Fellowship on all appropriate occasions.
- 8.04 The Vice-President acts in the place of the President during the President's absence and shall perform such other duties as may be prescribed.
- 8.05 The Secretary shall keep an accurate record of the transactions of all business meetings of the Fellowship and the Board of Trustees. The Secretary shall maintain a roster of members eligible to vote and shall perform other duties as may be prescribed. All records of the Secretary shall remain the property of the Fellowship. The Secretary is responsible for posting notice and notifying the membership by mail of all meetings and affairs that require a vote.
- 8.06 The Treasurer shall receive and safely keep all money and other property of the Fellowship entrusted to the Treasurer's care and shall disburse the same under the direction of the Board of Trustees. The Treasurer shall keep a complete account of the finances of the Fellowship on books which shall remain the property of the Fellowship, and which shall be open to inspection at any time to the Trustees. The Treasurer shall render a current statement to the Board at least quarterly and at each business meeting of the Fellowship. The Treasurer's annual statement of the fiscal year shall be audited and certified by persons designated by the Board of Trustees. With the advice and consent of the Board, the Treasurer may appoint an Assistant Treasurer, but such an appointee shall not be an officer of the Fellowship.

Article IX– Elections

- 9.01 Candidates for election to the Board shall be nominated by the Nominating Committee which consists of three (3) members of the Fellowship who are eligible to vote and who shall not be members of the Board of Trustees.
- 9.02 At the January meeting at least three (3) candidates for the Nominating Committee shall be nominated from the floor and three (3) elected by written ballot by the membership. Vacancies in the Nominating Committee may be filled by appointment.
- 9.03 The Board, in consultation with the Nominating Committee, shall specify the number of Board vacancies to be filled. The Committee shall present as many nominees as there are vacancies.
- 9.04 At least ten days before the May business meeting, the number of Board vacancies to be filled and the names of the nominees for the Board, who have agreed to serve if elected, shall be announced officially by the Nominating Committee.

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- 9.05 An opportunity shall be provided at the May business meeting for nominations from the floor.
- 9.06 The annual election of the Board of Trustees shall be by written ballot at the May business meeting. Nominees receiving the highest number of votes for the positions to be filled shall be elected.

Article X-Committees

- 10.01 Committees of the Fellowship shall include standing committees and committees appointed by the Board of Trustees as they are needed.
- 10.02 Standing committees have such duties and perform such functions as are delegated to them by the Board, except as their duties and functions are required by the Bylaws.
- 10.03 Standing Committees shall include Worship Associates, Committee on Ministry, Membership, Finance, Social Concerns, Adult Religious Education, Children's Religious Education, Facilities, Caring and Support Network, and Personnel.
- 10.04 If the Board is unable to recruit people to serve on a standing committee listed in article 10.03, the Board may ask another committee to take on the unstaffed committee's responsibilities. If no other committee accepts those responsibilities, they revert to the Board until such time as the committee is staffed.

Article XI – Public Statements

- 11.01 No individual or committee may make public statements or visible public protest, or take political action on behalf of the Fellowship without prior approval by two-thirds (2/3) of the Board members or by two-thirds (2/3) of the members present and voting at a business meeting.

Article XII-Minister

- 12.01 In the selection of a minister, a Ministerial Search Committee or a Task Force on Ministry shall be established. The Committee shall operate in as close conformity as possible with the guidelines published by the Unitarian Universalist Association.
- 12.02 The Minister(s) of the Fellowship shall be called by a two-thirds (2/3) vote of those present and voting at a special meeting of the congregation called for that purpose. Roles and expectations shall be set forth in a letter of agreement and/or covenant between the Minister and congregation.
- 12.03 No meeting to consider termination shall be called until a good faith effort at conflict management is made, with the consultation and guidance of the Pacific Central District or the Unitarian Universalist Association, or their successors.
- 12.04 The involuntary termination of a minister shall require two-thirds (2/3) vote of those present and voting at a special meeting of the Fellowship, called for that purpose.
- 12.05 The Minister, as religious leader of the Fellowship, shall have complete freedom of the pulpit.
- 12.06 The Minister(s) must be in good standing with the Ministerial Fellowship Committee of the Unitarian Universalist Association, or its successor.

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Article XIII-Parliamentary Authority

13.01 In matters not covered by these bylaws or on questions of parliamentary procedure, the most recent edition of *Robert's Rules of Order Revised* shall be the authority.

Article XIV-Amendments

- 14.01 The bylaws, as far as allowed by law, may be amended or repealed by a two-thirds (2/3) vote of those present and voting at a general or special meeting of the Fellowship. Amendments and/or revisions may be proposed by the Board of Trustees or by petition of ten (10) members eligible to vote. Notice of any proposed change shall be contained in full in the notice of the meeting.
- 14.02 Unless otherwise stated in the amendment, an amendment to the bylaws becomes effective immediately upon receiving the required vote.

Article XV-Dissolution

15.01 Should the Fellowship cease to function and the membership vote to disband, the assets of the Fellowship shall be transferred to the Unitarian Universalist Association and/or the Pacific Central District of the Unitarian Universalist Association, or their successors, as decided by a majority vote of the membership, such vote to be taken at the same meeting as the vote to disband.

Article XVI - Unitarian Universalist Fellowship of Sunnyvale Building Fund

- 16.01 Building Fund. The Fellowship shall have a separate Building Fund, to be invested in a fund managed through the UUA (or another fund manager approved by the Building Fund Committee and the Board of Trustees), to assure the long range financial future of the Fellowship and to fund capital needs and special projects that further the mission of the Fellowship.
- 16.02 Building Fund Committee. The Building Fund shall be governed by a Building Fund Committee, which shall serve as the custodian under the terms and conditions of the Building Fund Investment and Distribution Policy set forth in Section 16.03, below. This policy shall provide for the protection of the corpus of the Building Fund over the long term and shall require the Committee to exercise the utmost of care to respect the integrity of restrictions placed on any gift to the Building Fund.
- a. Building Fund Members. The Building Fund Committee shall consist of at least three (3) members selected by the Board of Trustees. Building Fund Committee members may not serve on the Board of Trustees while they are on the Building Fund Committee. The Board of Trustees shall appoint the initial Building Fund Committee members in staggered rotation as follows: Odd-numbered seats shall

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serve initially for two years; even-numbered seats shall serve initially for one year. Thereafter, regularly appointed members shall serve two-year terms.

b. Chair: The Committee shall elect its own chairperson from its membership.

c. Meetings of Building Fund Committee:

i. The Committee shall hold two regular meetings each year. One regular meeting shall be held no later than two weeks prior to the date of the January business meeting of the congregation and one regular meeting shall be held no later than two weeks prior to the date of the May business meeting of the congregation

ii. Special meetings of the Committee may be held on three days prior notice of the Chair or any two members of the Committee.

d. Vote of Building Fund Committee. A majority vote of the members of the Building Fund Committee is needed to carry any motion or resolution.

e. Reports: The Committee shall report to the Board of Trustees no less than two weeks prior to each business meeting of the congregation. The Committee shall provide a written report to the congregation at each business meeting of the congregation. The Committee shall submit additional financial reports as may be requested by the Treasurer or the Board of Trustees.

f. Powers of Building Fund Committee. The Building Fund Committee is empowered, acting through its elected chair, to invest the funds in the UUA General Investment Fund known as the Unitarian Universalist Common Endowment Fund (UUCEF), or such other fund as approved by the Building Fund Committee and the Board of Trustees.

g. Liability of Building Fund Committee Members. Committee members shall not be liable for any losses incurred by the Building Fund except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence.

16.03 Building Fund Investment and Distribution Policy

a. Investment Goals: The Committee shall invest the assets of the Building Fund with the objective of earning the highest possible average annual total return consistent with moderate risk. The Committee shall invest the assets of the Building Fund in a

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socially responsible manner. It is intended that reasonable restrictions placed on any gift by the donor will be faithfully followed.

b. Distributions: Distributions from the Building Fund shall only be used to help pay for purchase of real property and/or buildings, major capital expenditures and significant improvement projects related to the Fellowship's buildings and real property, including grounds and landscaping, over and above regular maintenance only when authorized by a two-thirds vote of the congregation of the Fellowship at a general or special meeting of the congregation.

16.04 Existing Building Fund.

The existing Building Fund held by the Fellowship as of the date of this amendment to the bylaws of the Fellowship shall be allocated to the Building Fund authorized by this amendment.